



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



2023 ANNUAL REPORT

MGM China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2282



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CORPORATE INFORMATION

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Pansy Catilina Chiu King Ho (*Chairperson*)
(re-designated as Chairperson on May 25, 2023)
 William Joseph Hornbuckle (*Co-Chairperson*)
(re-designated as Co-Chairperson on May 25, 2023)
 John M. McManus
 Jeny Lau (*appointed on May 25, 2023*)
 Kenneth Xiaofeng Feng
(re-designated as Executive Director on July 20, 2023)
 Chen Yau Wong (*retired on May 25, 2023*)

NON-EXECUTIVE DIRECTORS

Daniel J. Taylor
 Ayesha Khanna Molino
 Jonathan S. Halkyard

INDEPENDENT NON-EXECUTIVE DIRECTORS

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

AUDIT COMMITTEE

Russell Francis Banham (*Chairperson*)
 Simon Meng
 Ayesha Khanna Molino
 Chee Ming Liu
 Jonathan S. Halkyard

REMUNERATION COMMITTEE

Sze Wan Patricia Lam (*Chairperson*)
 Pansy Catilina Chiu King Ho
 Russell Francis Banham
 Simon Meng
 Daniel J. Taylor
 Chee Ming Liu

NOMINATION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Simon Meng (*Chairperson*)
 Jeny Lau (*appointed on May 25, 2023*)
 Russell Francis Banham
 John M. McManus
 Sze Wan Patricia Lam
 Ayesha Khanna Molino
 Chee Ming Liu
 Chen Yau Wong (*retired on May 25, 2023*)

COMPANY SECRETARY

Antonio Jose Menano

AUTHORIZED REPRESENTATIVES

William Joseph Hornbuckle
 Antonio Jose Menano

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants and Registered Public Interest Entity Auditors

LEGAL ADVISORS

As to Hong Kong law:
 Herbert Smith Freehills
 23rd Floor, Gloucester Tower
 15 Queen's Road Central
 Hong Kong

As to Macau law:
 MdME Lawyers
 Avenida da Praia Grande no. 409
 China Law Building 21st Floor
 Macau

REGISTERED OFFICE IN CAYMAN ISLANDS

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

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN MACAU

Avenida Dr. Sun Yat Sen, Edificio MGM MACAU
 NAPE, Macau

PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

1402 China Merchants Tower
 200 Connaught Road
 Central, Hong Kong

HONG KONG LISTED SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
 Shops 1712-1716, 17th Floor
 Hopewell Centre
 183 Queen's Road East
 Wanchai, Hong Kong

CAYMAN ISLANDS UNLISTED SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

<https://en.mgmchinaholdings.com>

STOCK CODE

2282

FINANCIAL HIGHLIGHTS

| | For the year ended | |
|------------------------------------------------------------------|---------------------|-----------------|
| | December 31 | |
| | 2023 | 2022 |
| | HK\$'000 | HK\$'000 |
| Casino revenue | 21,821,840 | 4,438,995 |
| Other revenue | 2,862,370 | 829,574 |
| Operating revenue | 24,684,210 | 5,268,569 |
| Adjusted EBITDA (unaudited) | 7,235,246 | (1,274,355) |
| Operating profit/(loss) | 4,547,486 | (3,609,542) |
| Profit/(loss) for the year attributable to owners of the Company | 2,638,304 | (5,231,911) |
| Earnings/(loss) per Share | | |
| — Basic | HK69.4 cents | (HK137.7 cents) |
| — Diluted | HK69.2 cents | (HK137.7 cents) |



CHAIRPERSON'S STATEMENT

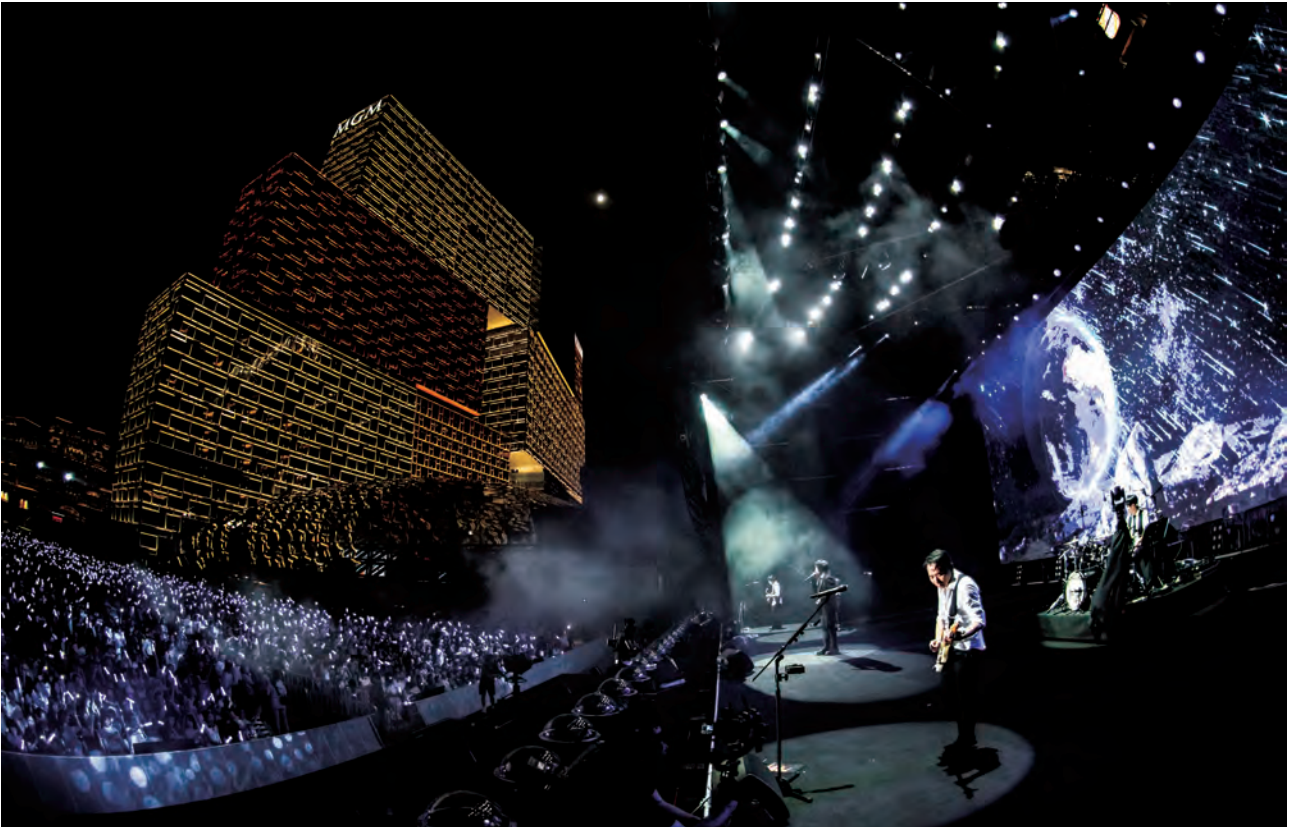
The past year also marked a new era with the beginning of the new 10-year gaming concession.

The gaming concession award has strengthened our focus and commitment to developments that are in line with the national and Macau's policies to promote the economic diversification of Macau and the development of Tourism+.

CHAIRPERSON'S STATEMENT



PANSY CATILINA CHIU KING HO
Chairperson



Dear Shareholders,

This past year had been remarkable for Macau as we pave the way to a post-pandemic era. We are pleased to see a solid recovery in Macau since the market reopened in the beginning of 2023.

The city welcomed over 28 million visitors or an average of over 77,000 per day in 2023, up by 395% year-on-year, recovered to 72% of 2019 pre-COVID levels. Overnight visitors grew 473% from 2022 to over 14 million. Mainland visitor arrivals into Macau were up 273% to 19 million, with Individual Visit Scheme (IVS) visitors up 532% to 10.6 million. The numbers of Mainland, Hong Kong and international visitors in 2023 returned to 68%, 98% and 48% respectively of pre-COVID period.

We are excited to see visitation has boosted growth of GGR. Industry GGR recorded sequential growth over the quarters last year to reach MOP502 million per day in 2023, recovered to 63% of 2019. Total GGR for 2023 was MOP183 billion, up 334% year-on-year.

The past year also marked a new era with the beginning of the new 10-year gaming concession. The gaming concession award has strengthened our focus and commitment to developments that are in line with the national and Macau's policies to promote the economic diversification of Macau and the development of Tourism+.

CHAIRPERSON'S STATEMENT



We are excited to be granted the right to operate a total of 750 gaming, compared with 552 gaming tables previously, under the gaming concession contract effective January 1, 2023. The substantial increase in business capacity prepares our way for future growth. It boosts productivity of the gaming floors, hence enhancing our product and experience offerings. Together with our effort and commitment in promoting better customer experience, MGM China grew its market share to 15.2% in 2023, up from 9.5% in 2019.

We are delighted to see record-high performance across our business segments last year and continued to outperform industry recovery. Property visitation in 2023 was 106% of 2019. Daily GGR and mass GGR were 101% and 134% of pre-COVID levels respectively. Net revenue of the Group grew by 369%

from 2022 to HK\$24.7 billion, or 108% of 2019. We reported a net profit of HK\$2.6 billion, compared with a loss of HK\$5.2 billion a year ago. Adjusted EBITDA turnaround from 2022 to historical high of HK\$7.2 billion, represented 117% of 2019.

Along with business recovery, we are proud to have improved our efficiency and profitability, enhancing the Adjusted EBITDA margin for 2023 to 29.3% vs 27.2% for 2019.

With a fruitful and rewarding year, the Board proposed a final dividend of HK\$0.243 per share, and a special dividend of HK\$0.104 per share, bringing it to a total of HK\$0.347 per share. The resumption of dividend demonstrates our confidence in the future of Macau and MGM China, along with our commitment on bringing return on investment to shareholders.



Our outstanding performance demonstrates our deep understanding of customers with continued improvements in service levels. It is also a testament to our team's continuous innovation in crafting compelling experiences for our customers. With a guest-centric focus, we are awarded seven Forbes Travel Guide's Five-Star Awards. This is a testament to our leading position in the hospitality industry and its commitment to providing the finest service and resort amenities.

During 2023, we held our signature entertainment and gastronomy events including *MGM x RR1 Culinary Masters Macau*, *MGM Chef Nic Gastronomusic Fest* and *Oktoberfest Macau at MGM*, which drew both local and international visitors.

As a pioneer of cultural tourism, MGM China again collaborated with world-renowned Portuguese artist Joana Vasconcelos to present a large-scale

art installation *Valkyrie Miss Dior* at MGM COTAI, and *To Infinity and Beyond: The Art of Hsiao Chin*, an unprecedented large-scale immersive exhibition as part of Art Macao, a city-wide international event organized by the Macau Government. We have also announced the collaboration with Poly Culture Group Corporation Limited to build a cutting-edge arts and culture museum at MGM MACAU.

MGM China is determined to bring in international events to Macau to attract international and diversified visitors. The Group has organized *MGM Macau Tennis Masters* tournament with IMG featuring top international tennis players at the Macao East Asia Games Dome. We have also joined hand with the Macao Cultural Affairs Bureau to organize *hush! Beach Concerts x Urban Yoga Wellfest*, a multi-disciplinary festival along the Hac Sá Beach in Macau. The event marked the debut of MGM China's wellness IP Program that integrates tourism, health and music.

CHAIRPERSON'S STATEMENT

Our outstanding performance and offerings of such a wide range of programs are attributed to the creativity and dedication of our team members. Our close to 12,000-strong staff is one of the most valuable assets of MGM China. We believe in investing in their well-being and development. In 2023, we provided over 1 million training hours for our team members, averaging almost 100 hours per employee. To date, we have offered over 18,200 eLearning courses, jointly with more than 30 partners, to equip our staff members with professional skills and certification of vocational training. We strive to promote a learning culture that encourages our staff members to “Discover a Greater You”.

After a year of progressive recovery, Macau's GGR exceeded MOP180 billion in 2023. In accordance with the gaming concession agreement, the six concessionaires will increase their investment commitments by 20% over the term of the concession. With the additional investment, MGM will endeavor to bring more exciting events and programs to further support the government in developing Macau into the world class center of tourism and leisure.

Looking into 2024, we will continue to focus on enhancing guest experience and delivering more non-gaming events and excitements to Macau. The Macau Government will spend an estimated MOP235 million this year on promoting Macau at overseas roadshows and travel programs, in order to attract 33 million visitors in 2024, a target of 17% increase from 2023. MGM China is actively supporting this important government initiative through both attending the international marketing events and

opening more offices overseas to promote our integrated resorts in Macau.

Earlier this year, the Chinese Government announced to add two more major mainland China cities, Xi'an and Qingdao, to the IVS, starting from March 2024. By bringing the number of IVS cities from 49 to 51 which increases the scheme's coverage to 33% of the population of mainland China, we believe the increased visitors will fuel tremendous growth potential.

We remain very confident in the outlook for Macau. This year we proudly celebrate the 75th anniversary of the founding of the People's Republic of China and the 25th anniversary of Macau's return to China in 2024. With all the celebrations and excitement, we look forward to bringing more unique integrated tourism experiences to our customers, and with the view to align our offerings with the Macau Government's vision to develop the city into a global and diversified tourist destination.

Pansy Catilina Chiu King Ho

Chairperson

MGM China Holdings Limited

DIRECTORS AND SENIOR MANAGEMENT

MEMBERS OF OUR BOARD

Executive Directors

Pansy Catilina Chiu King Ho, SBS, JP, aged 61, is the Chairperson of the Company since May 2023. She is the Managing Director of MGM Grand Paradise Limited, a position which she has served since June 1, 2005; an executive Director and a member of the Remuneration Committee of the Company; and also a Director of a number of privately held companies, including Grand Paradise Macau Limited, Grand Paradise Grupo S.A., New Corporate Enterprises Limited, Bright Elite Holdings Limited and Grand Paradise Group (HK) Limited. Ms. Ho is the Group Executive Chairperson and Managing Director of Shun Tak Holdings Limited, positions she has held since 2017 and 1999 respectively, the Vice-Chairperson and non-executive Director of Phoenix Media Investment (Holdings) Limited since 2021, and an independent non-executive director of China Southern Airlines Company Limited since 2023; these three companies are listed on the Main Board of the Hong Kong Stock Exchange Limited. In addition, she is the Chairperson of the Board of Directors of Estoril-Sol, SGPS, SA, a Portuguese listed gaming company; the Vice Chairperson of the Board of Directors of Macau International Airport Company Limited. She was an independent non-executive Director of Sing Tao News Corporation Limited, which is listed on the Main Board of the Hong Kong Stock Exchange. In Hong Kong, Ms. Ho is the Chairperson of Hong Kong Federation of Women, a General Committee Member of The Hong Kong General Chamber of Commerce, a Director of Friends of Hong Kong Association Limited, a governor of Our Hong Kong Foundation Limited and an Executive Vice-president of The Federation of Hong Kong Beijing Organisation. In Mainland, Ms. Ho is a standing committee member of the National Committee of the 14th Chinese People's Political Consultative Conference ("CPPCC"), a Vice Chairperson of All-China Federation of Industry and Commerce, a standing committee member of the All-China Women's Federation, a standing committee member of the Beijing Municipal CPPCC, a Vice Chairperson of the International Mountain Tourism Alliance, the Executive President of China Chamber of Tourism, a Vice President of China Foundation for Cultural Heritage Conservation, a member of the Committee of Experts for the Construction of World Class Tourist Attractions and Tourist Resorts, Ministry of Culture and Tourism, China and a Vice President of China Women's Chamber of Commerce under All-China Federation of Industry and Commerce. In Macau, she was appointed as a member of Board of Trustees of Cultural Development Fund by the Government of Macau Special Administrative Region since January 2022. She is the Chairperson of Global Tourism Economy Research Centre and the Vice Chairperson and Secretary-General of Global Tourism Economy Forum, a Vice President of the Board of Directors of the Macau Chamber of Commerce, the President of General Association of Macau Beijing Organization and a Vice Chairperson of Macau Convention & Exhibition Association. Internationally, she is also an Executive Committee member of the World Travel & Tourism Council and a member of Sotheby's International Council, and was appointed as a Tourism Ambassador by the United Nations World Tourism Organization in October 2018. Ms. Ho was appointed as Honorary Professor of School of Political Communication, Central China Normal University in November 2013. She received an Honorary Fellowship from the Hong Kong Academy for Performing Arts and University of Hong Kong in June 2014 and September 2015 respectively. Ms. Ho was appointed as Justices of Peace and was awarded the Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region in July 2015 and October 2020 respectively. She was bestowed the Medal of Merit — Tourism by the Government of Macau Special Administrative Region in September 2019. Ms. Ho graduated with a Bachelor's degree in marketing and international business management from the Santa Clara University in the United States.

DIRECTORS AND SENIOR MANAGEMENT

William Joseph Hornbuckle, aged 66, is an executive Director of the Company. He is also the Co-Chairperson of the Company since May 2023 and a Director of MGM Grand Paradise since November 16, 2009.

Mr. Hornbuckle is the Chief Executive Officer and President of MGM Resorts International (“MGM Resorts”) since July 29, 2020 and he also serves as Director of MGM Resorts. Mr. Hornbuckle has served as President of MGM Resorts since 2012 and became Chief Operating Officer in 2019. Mr. Hornbuckle oversees all aspects of MGM Resorts’ strategy, operations and hospitality and gaming development projects. He leads MGM Resort’s global development efforts and its digital gaming strategy. Mr. Hornbuckle led the strategy and execution of MGM Resort’s sale of MGM Growth Properties to Vici Properties and the acquisition of the remaining share of CityCenter and of The Cosmopolitan of Las Vegas. He led MGM Resorts’ domestic and international expansion efforts, including the development of resorts in National Harbor, MD, and Macau and of T-Mobile Arena in Las Vegas. More recently, Mr. Hornbuckle oversaw MGM Resorts’ expansion of entertainment and sports betting through the creation of BetMGM. Additionally, he held the roles of Chief Design and Construction Officer and Chief Customer Development Officer. Mr. Hornbuckle has been with MGM Resorts for more than two decades, including time as the Chief Marketing Officer, where he led the creation and launch of the M life Rewards customer loyalty program. Mr. Hornbuckle’s previous positions with MGM Resorts include President and Chief Operating Officer of Mandalay Bay, Chief Operating Officer of MGM Resorts International-Europe and President and Chief Operating Officer of MGM Grand Las Vegas. Mr. Hornbuckle has played a key role in expanding Las Vegas’ entertainment and attractions. Mr. Hornbuckle is a board member and President of T-Mobile Arena (a joint venture with AEG) and helped bring Las Vegas its first professional sports team through the establishment of the NHL’s Golden Knights. In 2016, he was appointed to the Clark County Stadium Authority Board, which developed the Las Vegas NFL Stadium Project as part of a successful effort to attract an NFL team, the Raiders, to Las Vegas. He served on this board through 2021, and, during that time, he also helped bring the WNBA team, the Aces, to Las Vegas in 2017. Mr. Hornbuckle was President and Chief Operating Officer for Caesars Palace, Las Vegas; President and Chief Operating Officer of the Golden Nugget in Laughlin; Executive Vice President and Chief Operating Officer of Treasure Island and Vice President of Hotel Operations for The Mirage, which he opened in 1989. He was also Chairman of the Board of Directors for CityCenter JV (a joint venture with Dubai World) and currently serves as Chairman of the U.S. Travel and Tourism Advisory Board, which advises the U.S. Secretary of Commerce on policy, regulation, programs and issues that impact the travel and tourism industry in the United States. Mr. Hornbuckle serves on the Board of Trustees for Three Square Food Bank and the Board of Directors for the Fulfillment Fund. He is also the Founder of a local banking and financial services institution called GBank, where he remains a board member for its holding company, GBank Financial Holdings. Mr. Hornbuckle endowed a scholarship for students pursuing hospitality degrees at the University of Nevada, Las Vegas (“UNLV”). He holds a Bachelor of Science degree in Hotel Administration from UNLV.

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

DIRECTORS AND SENIOR MANAGEMENT

Jeny Lau, aged 65, is an executive Director and a member of the Nomination, Environmental, Social and Governance Committee of the Company. She has been the Chief Operating Officer and Director of Grand Paradise Group (HK) Limited, a private family office entity, since 2015, overseeing all operations of this group. She was a member of the Compliance Committee of MGM China Holdings Limited from June 2021 to May 2023. Prior to joining Grand Paradise Group, Ms. Lau was the Chief Operating Officer and Director of Phoenix Property Investors, a regional private equity real estate fund house, since 2009. She was in charge of all the finance and accounting, back-of-house operations, including fund administration and project financing. Before her role at Phoenix Property Investors, Ms. Lau was the Chief Financial Officer and Executive Director on the Board of SOCAM Development Limited (formerly known as Shui On Construction and Materials Limited) (Stock Code: 983), a construction and property development company, listed on The Stock Exchange of Hong Kong, with businesses in Hong Kong and China. Before that, Ms. Lau was the Director of Corporate Finance at Shun Tak Holdings Limited (Stock Code: 242), a conglomerate in property, hospitality and transportation, and listed on The Stock Exchange of Hong Kong. There she led and executed all corporate finance transactions including debt and equity fundraising activities. Before joining the Shun Tak Group, Ms. Lau was the Managing Director of Platinum Securities Company Limited and a Director of Platinum Holdings Company Limited, a regional investment bank. At Platinum, Ms. Lau supervised activities of the regional offices, led the execution of all capital market and advisory transactions. Prior to joining the Platinum Group, she was with Jardine Fleming Securities Limited (now merged into J.P. Morgan) where she executed regional debt and equity deals, M&A and advisory transactions. Prior to that Ms. Lau was with leading international accounting firms in both the United States and Hong Kong as well as major commercial banks in the United States. Ms. Lau was also an independent non-executive director at Tan Chong International Limited (Stock Code:693), a Hong Kong listed auto trading arm of Tan Chong Motors Holdings Berhad, a Malaysia-listed auto conglomerate, from 2003 till 2009. She was also appointed as committee member on the Audit Committee and Remuneration Committee of the board committees during that time. Ms. Lau holds a Bachelor of Science in Accounting degree and a Master of Science in Systems and Accountancy from University of Illinois at Chicago. She is a Certified Public Accountant (CPA) and holds professional memberships at American Institute of Certified Public Accountants, Hong Kong Institute of Certified Public Accountants and Hong Kong Securities Institute.

Kenneth Xiaofeng Feng, aged 53, serves as an executive Director of the Company and President and Director of MGM Grand Paradise Limited. Mr. Feng was appointed as non-executive Director of the Company on May 24, 2018 and as President, Strategic and Chief Financial Officer on June 22, 2020. He was re-designated as an executive Director of the Company and appointed as a Director of MGM Grand Paradise Limited on June 20, 2023. He was a member of the Audit Committee from May 24, 2018 to November 1, 2019. Mr. Feng has been employed by MGM Resorts International since 2001 in a variety of finance, advisory, strategic and development positions. Mr. Feng was appointed as Vice President — International Operations in 2007 and Senior Vice President of MGM Resorts International in 2009.

Chen Yau Wong, aged 70, was an executive Director and a member of the Nomination, Environmental, Social and Governance Committee of the Company until his retirement from the Company on May 25, 2023. Mr. Wong had been a Director of MGM Grand Paradise Limited since September 2007 and of MGM Grand Paradise (HK) Limited since January 2010. Mr. Wong was a Director of Grand Paradise Group (HK) Limited from December 2004 to June 2016 and of Grand Paradise Grupo S.A. from January 2005 to June 2016. Prior to that, Mr. Wong was appointed by Shun Tak Holdings Limited as a Financial Advisor and Operations Controller between 2000 and 2007. Mr. Wong qualified as a chartered accountant in England and Wales in 1980 and graduated with a Bachelor's degree in mechanical engineering science from the University of Salford in the United Kingdom.

DIRECTORS AND SENIOR MANAGEMENT

Non-executive Directors

Daniel J. Taylor, aged 67, is a non-executive Director of the Company since March 26, 2020 and a member of the Remuneration Committee since May 28, 2020. He sits on the board of MGM Resorts International since 2007 and serves as a member of the Audit Committee, Human Capital and Compensation Committee and as Chair of the Nominating/Corporate Governance Committee. He is the non-executive Chairman of the Board of Directors of Light Efficient Design, a division of TADD LLC and a manufacturer and distributor of LED lighting products, primarily for the retrofit market, since July 2014. Mr. Taylor served as Director of MGM Growth Properties LLC from April 2016 until April 2022. Mr. Taylor was an executive of Tracinda from 2007 to 2019. Mr. Taylor served as the President of Metro-Goldwyn-Mayer Inc. (“MGM Studios”) from April 2005 to January 2006 and as the Senior Executive Vice President and Chief Financial Officer of MGM Studios from June 1998 to April 2005. He was the Vice President-Taxes at MGM/UA Communications Co., the predecessor company of MGM Studios, from 1985 to 1991. From 1978 to 1985, he worked as a Tax Manager at Arthur Andersen & Co., specializing in the entertainment and gaming practice. He was a Director of Inforte Corp. from October 2005 to 2007. Mr. Taylor acted as Chairman of the Board of Directors of Delta Petroleum Corporation from May 2009 to August 2012, and as Director from February 2008 to August 2012, and was also a member of the Audit Committee and Nominating and Corporate Governance Committee. Mr. Taylor graduated with a Bachelor of Science in Business Administration from Central Michigan University.

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

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

DIRECTORS AND SENIOR MANAGEMENT

Independent non-executive Directors

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

Russell Francis Banham, aged 70, is an independent non-executive Director, the Chairperson of the Audit Committee, a member of the Nomination, Environmental, Social and Governance Committee and a member of the Remuneration Committee of the Company since November 2014. Mr. Banham is also a non-executive Director, Chairperson of the Audit Committee and a member of the Nomination and Remuneration Committee and the Environmental, Social and Corporate Governance Committee of Eureka Group Holdings Limited. He resigned from the Board of National Atomic Company Kazatomprom, effective from May 2023. He is also a member of the Audit and Risk Management Committee of the Queensland Audit Office. Mr. Banham retired from Deloitte CIS, Moscow Office in 2014, where he had been a Partner since 2011. Before that, he worked from 2007 to 2011 at Deloitte CIS in Almaty, Kazakhstan, and from 2002 to 2007 he worked for Ernst and Young in Brisbane, Australia. Mr. Banham started his professional career as an auditor in 1974 working for Andersen and stayed at the Sydney Office, Australia, until 1984, from 1984 to 1985 he worked at the Andersen Los Angeles office, United States of America, and from 1985 to 2002 he worked at the Andersen Brisbane office, Australia. In his professional career in Australia, he was the lead audit partner for several clients in the gaming and hospitality industries and acquired relevant experience in these sectors. In 2016, Mr. Banham completed the Company Directors' course at the Australian Institute of Company Directors and is a Graduate of the Australian Institute of Company Directors. He has a Bachelor of Commerce in Accounting degree from the University of New South Wales, Sydney, Australia and is a Fellow of the Institute of Chartered Accountants in Australia.

DIRECTORS AND SENIOR MANAGEMENT

Simon Meng, aged 66, is an independent non-executive Director, a member of the Audit Committee, of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company since December 9, 2019. Mr. Meng was appointed as the Chairperson of the Nomination, Environmental, Social and Governance Committee on May 27, 2021. Mr. Meng is a visiting Professor of Zhejiang Normal University and a member of the International Advisory Board of the Shanghai Symphony Orchestra. He was an international partner in King & Wood Mallesons in Shanghai between April 1, 2021 and June 2023. Mr. Meng was a corporate M&A partner at Linklaters in Shanghai since May 1, 2017 to June 30, 2020, specializing in cross-border M&A, direct investments and joint ventures in China. He has significant experience in project development relating to energy, real estate and urban transportation sectors in China and has advised numerous Chinese and multinational corporations. Mr. Meng is admitted to practice law in the State of New York and in France and is registered as “foreign lawyer” in Hong Kong. He practiced in Paris, New York and Hong Kong with Cleary Gottlieb Steen & Hamilton between 1990 and 1996 before joining Freshfields in Hong Kong in August 1996. Prior to joining Linklaters, Mr. Meng was a partner of King & Wood Mallesons from October 2012 until April 2017, Herbert Smith from April 2000 to September 2012, and Sidley Austin from October 1998. Mr. Meng holds a CERT certificate in Cybersecurity Oversight by Carnegie Mellon University and National Association of Corporation Directors. Mr. Meng obtained a Bachelor of Laws from Beijing University, a Master of Public Law, a Master of Business Law and a Doctor of Law from Bordeaux University, and a Master of Comparative Jurisprudence from the New York University.

Chee Ming Liu, aged 73, is an independent non-executive Director, a member of the Audit Committee, of the Nomination, Environmental, Social and Governance Committee and of the Remuneration Committee of the Company since May 27, 2021. Mr. Liu is currently the Managing Director of Platinum Holdings Company Limited, which he established in March 1996, and oversees its stock broking, corporate finance and asset management business. He serves as a Director of GDS Holdings Limited since December 4, 2023. Mr. Liu was appointed as an independent Director of STT Communication Limited since 2020 and as an independent Director of OUE Commercial REIT Management Pte Ltd. Mr. Liu is serving as a non-executive Director at Constellar Holdings Pte. Ltd. Mr. Liu was also appointed as an independent non-executive Director of DBS Bank (Hong Kong) Limited in 2018, and as a member of the Listing Review Committee of The Stock Exchange of Hong Kong Limited from 2019 to 2023. He also served on the Corporate Advisory Council of the HKSI institute for four terms from 2016 to 2019. Mr. Liu holds a Bachelor’s degree in Business Administration from the former University of Singapore.

Senior Management

Zhi Qi (Hubert) Wang, aged 56, is our President and Chief Operating Officer. Mr. Wang joined the Company as Chief Financial Officer in July 2011 and serves as President and Chief Operating Officer since June 2020. He currently oversees our gaming operations and marketing, hospitality operations, digital technology services and security operations for both MGM MACAU and MGM COTAI. Mr. Wang is a seasoned executive with a wealth of knowledge in the operation of integrated resorts and corporate finance, and plays a key role in both daily operations and corporate strategies and affairs. Mr. Wang has successfully led the execution of many key technology and business process innovations. He has made service excellence a priority in our business operation, which along with product enhancement and brand marketing efforts, has improved customer retention and market share in the recent year. He had worked for a number of large integrated resort companies in the United States before he joined the Company. Mr. Wang holds a graduate degree in Master of Business Administration.

Antonio Jose Menano, aged 61, is our Company Secretary and Executive Vice President of Legal & General Counsel. Mr. Menano originally joined MGM Grand Paradise as Company Secretary and Director, Legal & Administrative Affairs on September 1, 2005. Before joining us, he was the director of Air Law, Air Transport & International Relations for the Civil Aviation Authority of Macau for more than ten years. In this capacity, he was responsible for negotiation of air service agreements, drafting of Macau Special Administrative Region civil aviation laws and regulations and providing legal support to the Civil Aviation Authority. Simultaneously, Mr. Menano worked as a Government Delegate in Air Macau Company Limited and previously worked in Instituto de Acção Social de Macau. He graduated with a law degree from the University of Coimbra.

DIRECTORS AND SENIOR MANAGEMENT

Yuen Ying (Wendy) Yu, aged 56, is our Executive Vice President of Human Resources. Ms. Yu is responsible for leading the Human Resources functions and Sustainability initiatives at both MGM MACAU and MGM COTAI. Ms. Yu has been with the Company since July 2009 after having spent two decades being actively involved in the transformation of Macau's hospitality and human resources industries. Ms. Yu started her hospitality career with the Hyatt Regency Macau and then was hired as Human Resources Manager of Holiday Inn Macau from its pre-opening stage. Subsequently she moved and worked for an assignment in Shanghai with the New World Group. Upon returned to Macau, she left the corporate world for a one-year stint as a lecturer for the Institute of Tourism Education in Macau. She then joined the Westin Resort Macau where she held the position of Director of Human Resources and was in charge of the organizational realignment when the Westin brand was integrated into the Starwood Family. From 2003 to 2008, Ms. Yu was the Vice President of Human Resources for Wynn Resorts (Macau) S.A. as part of the opening team. Prior to joining our Company, Ms. Yu returned to Starwood Hotels and Resorts to set up their opening teams for their Sheraton and St. Regis projects in Cotai. Ms. Yu graduated with a Bachelor's degree in business administration in Personnel Management from the University of East Asia Macau (now University of Macau).

Han Tian, aged 44, is our Executive Vice President of Gaming Operations & Strategic Marketing. Mr. Tian has been with the Company since November 2007, serving variety of roles from data analytics to gaming product optimization, to loyalty marketing. Mr. Tian is currently responsible for the overall gaming operations including Table Games and Slots, as well as strategic marketing functions for both MGM MACAU and MGM COTAI properties. Prior to joining our Company, Mr. Tian worked for MGM Resorts International in Las Vegas. Mr. Tian holds a graduate degree in Master of Business Administration from University of Nevada, Las Vegas.

Iwan Dietschi, aged 58, is our Senior Vice President of Hospitality. He joined us in September 2021 from Ritz-Carlton and Marriott International after 26 years. Iwan Dietschi is responsible for leading and developing our Hotel, F&B, and Retail for both MGM MACAU and MGM COTAI. Prior to joining our company, Dr. Dietschi was the Multi-Property Vice President, Luxury, in Greater China. In his long tenure in luxury hospitality, he worked in 4 Continents and 14 countries, the last 18 years in Asia/Pacific, especially in China. He was involved in more than 20 hotel openings for Ritz-Carlton and Marriott International. Dr. Dietschi graduated from the prestigious Ecole Hôtelière de Lausanne, he earned his Executive MBA from California State University, Monterey Bay, in 2012, and received his Doctor of Business Administration from the College of Management and Technology at Walden University (USA), in 2018. He also authored a book titled "Mastering Hospitality" published in 2021 and is a Guest Professor at the Beijing Hospitality Institute.

Weng Ian (Vivian) Chan, aged 44, is our Senior Vice President of Finance and Acting Chief Financial Officer. Ms. Chan has been with the Company since January 2009, leading the treasury and corporate finance functions. In August 2019, Ms. Chan has taken on expanded responsibilities to oversee strategic financial planning and analysis, budgeting, and capital projects investment. Prior to joining the Company, Ms. Chan was Director of Business Development and Head of Corporate Banking Department at Industrial and Commercial Bank of China (Macau) Limited, covering Macau gaming concessionaires. Ms. Chan holds a Bachelor of Arts degree in Business Administration, Summa Cum Laude, with concentrations in Finance and International Business from the University of Washington, Seattle.

Weng Kei (Catarina) Lio, aged 46, is our Senior Vice President of Brand Marketing. Ms. Lio has been with the Company since July 2017. She is responsible for leading the Brand marketing to protect and promote MGM diversify tourism offerings by harnessing the combined capabilities of Brand program & Campaign, Arts & Culture and Public Relations, to trigger interest and translate this into sales by leveraging the persuasive power of Digital marketing, Program & Events and Creative Services. Prior to joining the Company, Ms. Lio served as Chief Operating Officer of Ogilvy Group Hong Kong. Her extensive experience in transforming multi-million dollar global accounts equips her with the knowledge and insights to lead operating strategies that transform businesses, lead on accounts like Sands China, Hongkong Land, Asia Miles, Huawei and Philips since 2009. Prior to that she was Executive Director of Conde Group. Ms. Lio started her career in Macau with TDM — Teledifusão de Macau, S.A. as journalist and journalism background came in handy later when she worked in Macao Water as Public Relations & Communications officer during on-going Salinity social issue. Ms. Lio graduated with a Bachelor's degree in Business Administration, majoring in Marketing at University of Macau.



MGM

美高梅

Architect: Skidmore, OWINGS & Merrill
Contractor: HOK
Completed: 1993

MANAGEMENT DISCUSSION AND ANALYSIS

Our hospitality services and premium quality facilities are highly recognized by world-class awards.

Our competitive strengths and operating strategies are aligned with the Macau Government's emphasis on developing international tourist markets and non-gaming offerings.

We continue to work together with the Macau Government to promote the economic diversification of Macau, with an aim to consolidate Macau's position as a World Center of Tourism and Leisure.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

We are a leading developer, owner and operator of two integrated casino, hotel and entertainment resorts in Macau, MGM MACAU and MGM COTAI, where we offer high-quality gaming, hospitality and entertainment experiences to attract and retain our customers. MGM Grand Paradise, our subsidiary, holds one of the six gaming concessions permitted by the Macau Government to operate casinos or gaming areas in Macau.

The Company's Shares have been listed on the Hong Kong Stock Exchange since June 3, 2011. The Company's immediate holding company is MRIH, a company incorporated in the Isle of Man. The Company's ultimate holding company is MGM Resorts International, a company incorporated in Delaware, the United States of America, which is listed on the New York Stock Exchange. MGM Resorts International is our controlling Shareholder (with an interest in 55.95% of our issued share capital) and Ms. Pansy Ho and her controlled companies are our substantial Shareholders (with an interest in 22.49% of our issued share capital). We benefit from the complementary expertise of MGM Resorts International and Ms. Pansy Ho.

MGM MACAU

MGM MACAU opened in December 2007. The casino floor offers approximately 23,283 square meters, with 950 slot machines, 351 gaming tables, and multiple VIP and private gaming areas as at December 31, 2023. The hotel comprises a 35-story tower with 585 hotel rooms, suites and villas, and we have a service agreement with the Mandarin Oriental Hotel, through which they supplement our room offerings with additional room availability when there is excess demand by our customers. In addition, the resort offers luxurious amenities, including 8 diverse restaurants, retail outlets, world-class pool and spa facilities, and approximately 1,600 square meters of convertible convention space. The resort's focal point is the signature Grande Praça and features Portuguese-inspired architecture, dramatic landscapes and a glass ceiling rising 25 meters above the floor of the resort. MGM MACAU is directly connected to the One Central complex, which features many of the world's leading luxury retailers and includes Mandarin Oriental Hotel and serviced apartments.



MGM COTAI

MGM COTAI opened on February 13, 2018. The resort is conveniently located with multiple access points from other Cotai hotels and public amenities. The casino floor offers approximately 24,549 square meters, with 901 slot machines and 399 gaming tables as at December 31, 2023. The hotel comprises two towers with 1,418 hotel rooms, suites and skylofts, 12 diverse restaurants and bars, retail outlets, approximately 2,870 square meters of meeting space and other non-gaming offerings. The scale of MGM COTAI allows us to capitalize on our international

expertise in providing exciting and diversified entertainment offerings. The Spectacle, situated at the heart of MGM COTAI, is enriched with experiential technology elements to entertain our guests. MGM COTAI offers Asia's first dynamic theater introducing advanced and innovative entertainment to Macau. MGM COTAI also features The Mansion, an ultra-exclusive resort within a resort which is available only to our most selective guests. Emerald Villa, featuring 28 luxurious villas, is the latest addition to the luxurious accommodation at MGM COTAI.

MANAGEMENT DISCUSSION AND ANALYSIS



RECENT DEVELOPMENTS

Financial Impact of the COVID-19 pandemic

Visitation to Macau and business volume across all operations at MGM MACAU and MGM COTAI were adversely impacted during 2020-2022 due to outbreaks of COVID-19 cases in Macau and neighboring regions, including mainland China which led to travel restrictions to Macau. Commencing December 2022, the Chinese Government announced a significant change in its COVID-19 policy which was also adopted by the Macau Government. These changes resulted in relaxation of travel restrictions to Macau. Following the easing of travel restrictions, total visitor arrivals into Macau have significantly increased, and the Group's financial position and performance have significantly improved during the year ended December 31, 2023.

Gaming Concession

Gaming in Macau was administered by the Macau Government through concessions awarded to three different Concessionaires and three Sub-Concessionaires until December 31, 2022, of which a subsidiary of the Group, MGM Grand Paradise, was one Sub-Concessionaire. From January 1, 2023 up to December 31, 2032, it is administered through concessions awarded to six different Concessionaires, of which MGM Grand Paradise is one.



With the announcement of the opening of the public tender for the award of six concessions, the Group submitted a tender to the Macau Government on September 14, 2022 and on December 16, 2022, MGM Grand Paradise received the final award of the Gaming Concession by order of the Chief Executive and the Concession Contract was executed between the Macau Government and MGM Grand Paradise.

The terms of the Concession Contract differ from those under the Sub-Concession Contract mainly in terms of changes in Macau gaming laws and different commercial arrangements. The duration

of the Gaming Concession is 10 years starting from January 1, 2023 to December 31, 2032. MGM Grand Paradise is entitled to operate a total of 750 gaming tables and 1,700 electric or mechanical gaming machines, including slot machines, under the Gaming Concession.

Amendments under Revolving Credit Facility and the Second Revolving Credit Facility

On June 30, 2023, the Company entered into amendments under the Revolving Credit Facility and the Second Revolving Credit Facility which extended the final maturity date from May 15, 2024 to May 15, 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

Under the Amended Second Revolving Credit Facility, the Company's option to increase the amount of the facility was amended on June 30, 2023 to HK\$5.85 billion subject to certain conditions. In addition, among the conditions precedent documents required for the purpose of requesting a loan, evidence that the Revolving Credit Facility has been fully drawn will no longer be required under the Amended Second Revolving Credit Facility. During the year ended December 31, 2023, the Company increased the available credit facilities of the Amended Second Revolving Credit Facility by HK\$1.48 billion to HK\$4.60 billion.

OUR COMPETITIVE STRENGTHS AND OPERATING STRATEGIES

We have a number of competitive strengths including:

- Strong leadership from our Managing Director of MGM Grand Paradise, Ms. Pansy Ho;
- Extensive distribution network of MGM Resorts International for sourcing customers;
- Experienced management team with a proven track record;
- Continuous focus on "Tourism +" with diversified resort offerings including innovative entertainment and art attractions;
- One of the most recognizable resort brands in the industry;
- Unique strategic position towards the premium mass market segment;
- Dedicated commitment to Macau community such as small and medium-sized enterprises and local talent development; and
- Comprehensive corporate governance and legal compliance standards.

To build on our competitive strengths, operationally we focus on continuously improving customer experience through product and service enhancement, greater asset utilization and the maximization of operational efficiencies in all areas of our business including sales and marketing, VIP and mass markets development, and entertainment. We conduct business with a focus on creating economic benefits across both our properties on the Macau Peninsula and Cotai. Additionally, we continued to implement the following business strategies to enhance our position as the leading developer and operator of two integrated casino, hotel and entertainment resorts in Macau:

- Develop and diversify our offerings to cater to different market segments;
- Continuously improve scale of operations to create optimal financial performance;
- Position The Mansion, Mansion One and Emerald Villa to attract ultra-high end customers, while maintaining our focus on the high margin mass market gaming segment; and
- Identify innovative investment opportunities on gaming and non-gaming facilities.

Our competitive strengths and operating strategies are aligned with the Macau Government's emphasis on developing international tourist markets and non-gaming offerings. MGM Grand Paradise has committed to make a total investment of MOP16.7 billion (equivalent to approximately HK\$16.2 billion) over the duration of the Concession Contract, of which MOP15 billion (equivalent to approximately HK\$14.6 billion) (approximately 90%) will be directed towards the development of international tourist markets and non-gaming projects. During 2023, the non-gaming investment commitment increased in accordance with the Concession Contract as the market-wide Macau gross gaming revenue reached MOP180 billion (equivalent to approximately HK\$174.8 billion) and, accordingly, the investment commitments in gaming and non-gaming projects has increased to MOP19.7 billion (equivalent to approximately HK\$19.1 billion), of which MOP18 billion (equivalent to approximately HK\$17.5 billion) is in non-

gaming projects. We leverage the extensive sales network of MGM Resorts International to expand international tourist markets and during the year, we have expanded overseas sales networks in Kuala Lumpur, Manila, Seoul and Osaka. We also increase our non-gaming offerings in terms of entertainment, art, gastronomy, MICE and wellness tourism through redesign and upgrade of facilities in MGM MACAU and MGM COTAI. Additionally, we continue to work together with the Macau Government to promote the economic diversification of Macau, with an aim to consolidate Macau's position as a World Center of Tourism and Leisure.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL POSITION

Our results of operations and the year-to-year comparability of our financial condition are affected by a number of factors, including:

MACAU GAMING MARKET AND TOURISM

Macau is one of the largest casino gaming markets in the world. Additional capacity continues to be added with several new large-scale integrated resorts being opened in Cotai in recent years. Infrastructure investment and growth in room supply have been supporting increased visitation, including overnight visitors, to Macau.

MANAGEMENT DISCUSSION AND ANALYSIS

Customers travelling to Macau are typically from nearby regions in Asia including mainland China, Hong Kong, Taiwan, South Korea and Japan. According to the DSEC, in 2019 (before the COVID-19 pandemic) and 2023, approximately 70.9% and 67.5% of visitors to Macau were from mainland China, respectively.

Following the easing of travel restrictions to Macau which began in late 2022, total visitor arrivals into Macau and Macau gross gaming revenue have significantly increased. Total visitor arrivals into Macau increased by 394.9% and total visitation from mainland China to Macau increased by 273.1% for the year ended December 31, 2023, respectively, over 2022. Macau gross gaming revenue increased by 333.8% to HK\$177.7 billion for the year ended December 31, 2023 over 2022. Total visitor arrivals into Macau and Macau gross gaming revenue for the year ended December 31, 2023 were 28.4% and 37.4% lower than the pre-pandemic comparable period in 2019, respectively.

We are optimistic about the long-term growth of the Macau market due to:

- The financial investments made or committed for the 10 year term of the new gaming concessions by gaming concessionaires in providing superior and diversified non-gaming offerings to enhance the position of Macau as a world class tourism center;
- Infrastructure improvements in Macau and the Greater Bay area, such as the opening of the Hong Kong-Zhuhai-Macau bridge; the expansion of the Macau Airport; the development of the fourth Macao-Taipa bridge; the opening of Qingmao border and Hengqin border 24-hour checkpoints; the ongoing expansion of the Macau Light Rapid Transit (“Macau LRT”) System; the ongoing expansion of the China High Speed Rail routes to Zhuhai border gate from key cities in mainland China; launch of additional direct flights between Macau and international destinations. All can facilitate more convenient travel to Macau;
- Development of Hengqin into a tourism island which, together with Macau, have been designated as a key tourism hub by the Chinese Government;
- The continuous growth of mainland China outbound tourism, particularly in light of the growing middle class and expanding mainland China cities eligible for individual visit scheme to visit Macau; and
- The strong efforts to promote Macau as a safe and quality tourism destination by the Macau Government.

Nonetheless, the Macau gaming market and tourism is also affected by factors, such as economic disruption or uncertainty in mainland China; changes in gaming laws and regulations in Macau; global trade tensions; restriction on exit visas from mainland China for travel to Macau and Hong Kong; anti-smoking legislation; anti-corruption campaigns; currency transfer restrictions; depreciation of the renminbi against the US\$; introduction of a border currency declaration system; monetary outflow policies and legislation on cross-border gambling. These factors may affect the number of visitors and amount of capital outflow from mainland China to Macau. Outbreaks of highly infectious diseases and extreme weather conditions such as typhoons also affect the number of visitors to Macau.

COMPETITION

There are six gaming operators in Macau and as at December 31, 2023, there were 30 casinos in Macau. Our overall gaming market share was 9.5% for the year ended December 31, 2019 before the COVID-19 pandemic. Driven by the premium mass market which both MGM MACAU and MGM COTAI are well positioned to capture and the additional 198 gaming tables awarded under the Gaming Concession, our overall gaming market share increased to 15.2% for the year ended December 31, 2023.

Our competition is not geographically limited to the Macau market. We compete with similar businesses in other parts of the world including, but not limited to, integrated resorts in Cambodia, Vietnam, South Korea, Singapore, the Philippines, Australia and Las Vegas.

GAMING PATRONS

Our results of operations are substantially dependent upon casino revenue in the main floor gaming, VIP gaming and slot machines gaming operations. Our gaming patrons include main floor players, in-house VIP players and gaming promoters.

Main Floor Table Gaming Operations

Main floor table gaming operations in the Macau market are also referred to as the “mass market gaming operation”. Main floor players, including the premium mass market players we aim to attract, come to our properties for a variety of reasons, including our dual locations in the Macau market, direct marketing efforts, brand recognition, the quality and comfort of our mass market gaming floors, and our non-gaming offerings. The main floor business is the most profitable part of our operations as well as for the Macau gaming market as a whole. Our mass market gaming operation accounted for 85% of our GGR for the year ended December 31, 2023. Unlike VIP players, main floor players, including premium and mass market players, do not receive commissions from the Group.

We have made continuous efforts to improve the gaming experience of our premium and mass market players by renovating the dedicated exclusive gaming spaces for their use. Subject to DICJ’s approval, we continued to reallocate tables from VIP gaming to our main floor gaming areas to maximize our yield. We leveraged our Golden Lion Club as a vehicle to attract and retain those high value main floor players through exclusive customer service and promotions.

MANAGEMENT DISCUSSION AND ANALYSIS

VIP Gaming Operations

The majority of our VIP casino play are sourced directly through our own marketing channels. These in-house VIP players typically receive a commission and an allowance for hotel rooms, food and beverage based upon a percentage of their rolling chip turnover. We selectively grant credit to certain in-house VIP players whose level of play and financial resources meet our approval criteria. Alternately, our VIP clients may come under our gaming promoters' programs. In December 2021, the Group suspended VIP operations with our primary gaming promoters and subsequently terminated its contractual arrangements with such promoters. In addition, following the introduction of the Macau Gaming Law in June 2022, the Group has not had revenue sharing arrangements with any gaming promoters. Accordingly, the contribution of VIP operations with gaming promoters to our casino revenue was substantially reduced.

In order to minimize the credit risk with in-house VIP players and gaming promoters, the Group has a designated management team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover all receivables. We conduct a number of credit checking procedures including the receipt of various signed documents from each credit recipient. If permitted by applicable laws, these documents may aid in legally enforcing collections in countries where the VIP players and gaming promoters reside. The Group has a legally enforceable right to set off the receivables against

the deposits, commissions and incentives liabilities that are to be settled simultaneously. We generally do not charge interest for credit granted but require a personal cheque or other acceptable form of security. The Group regularly reviews the recoverable amount of each individual debt to ensure that adequate loss allowances are made for irrecoverable amounts. We have been successful in collecting some receivables previously considered to be at risk of recoverability.

NON-GAMING ATTRACTIONS AND BRANDING ACTIVITIES

We recognize the importance of brand awareness in growing our business. We have enhanced our marketing activities to take advantage of our internationally recognized brand. Brand-building initiatives are driven through promotions, events, strategic alliances and public relations activities. We continue to improve our customer experience by enhancing our hotel rooms, food, beverage, retail and entertainment offerings, and expanding and refurbishing our non-gaming areas.

Hospitality

MGM MACAU opened in December 2007 and the hotel houses 585 hotel rooms comprising 468 standard guestrooms, 99 luxury suites and 18 private luxury villas. MGM COTAI opened in February 2018, the hotel comprises two towers — M Tower and Emerald Tower with 1,418 hotel rooms comprising 1,248 standard guestrooms, 99 luxury suites, 16 skylofts, 27 The Mansion villas and 28 Emerald villas. The expansive and unique offerings associated with The Mansion and Emerald Villa were designed

to better position the Group to acquire high-end customers. In addition, the resorts offer luxurious amenities, including 8 diverse restaurants, retail outlets, world-class pool and spa facilities, and approximately 1,600 square meters of convertible convention space at MGM MACAU and 12 diverse restaurants and bars, retail outlets, approximately 2,870 square meters of meeting space and other non-gaming offerings at MGM COTAI.

Our hospitality services and premium quality facilities are highly recognized by world-class awards. In particular, our resorts have received a total of seven Forbes Travel Guide Five-Star Awards for 2023, Imperial Court at MGM MACAU was honored in the Black Pearl Restaurant Guide with One-diamond Restaurant and Five Foot Road at MGM COTAI achieved One Michelin Star at the MICHELIN Guide Hong Kong and Macau 2023.

Arts and Culture

Precious works of art can be found throughout MGM MACAU including the massive “Fiori de Paradiso” chandelier by renowned artist Dale Chihuly, which is located at the hotel lobby. Additional artwork, including lion sculptures and paintings by local and international artists are located elsewhere on the grounds. MGM MACAU also features the MGM Art Space, a dedicated gallery space in a Macau resort designed specifically for art and cultural exhibitions.

The MGM COTAI Art Collection features over 300 captivating and thought-provoking works seamlessly integrated with MGM COTAI’s public spaces.

Headlining the MGM COTAI Art Collection are 28 Chinese imperial carpets dating from Qing Dynasty that once adorned the Forbidden City in Beijing. In addition, our Chairman’s Collection, comprised of highly-collectible artworks — paintings, sculptures and installations at MGM COTAI, provides a stunning visual complement to MGM COTAI. The Chairman’s Collection demonstrates our commitment to create world-class destinations that epitomize entertainment, creativity and style.

As a supporter of cultural tourism, MGM China collaborates with world-renowned artists, art institutions and luxury brands to bring in exhibitions, art installations and performing arts to the two properties. In 2023, MGM China presented the “Fondant Art Exhibition” of Zhou Yi, “To Infinity and Beyond: The Art of Hsiao Chin” special exhibition, art installation ““Valkyrie Miss Dior” by contemporary Portuguese artist Joana Vasconcelos and local artist Eric Fok’s first digital artwork “Giraffe meets Qilin”. In addition, MGM China has also announced a collaboration with Poly Culture Group Corporation Limited to build a cutting-edge arts and culture museum at MGM MACAU.

Entertainment

Empowered by the latest in technology and engineering, MGM Theater, Asia’s first dynamic theater, can create custom arrangements for special events. New shows or events performed at the MGM Theater during the current year include the “George Lam Keep Smiling Concert Macau”, “Wowkie Da MGM Music Show”, “Hacken Lee MGM Music

MANAGEMENT DISCUSSION AND ANALYSIS

Show”, “Harlem Yu — Harlem’s Years World Tour Concert in Macau”, “Paul Anka: The Greatest Hits, His Way in Macau”, “Let’s JAM at MGM”, “Matchy Kondo — Matchy Get Macao ~ X’mas Special Concert in Macao” and the global premiere of the world’s first digital collective movie “SHIP”. The Spectacle, situated at the heart of MGM COTAI, comprises the world’s largest area of permanent indoor LED screens and showcases an exclusive array of digital art collected from around the globe, setting a platform for world renowned artists to reveal the beauty of the world. Our innovative “Sea Odyssey” show is another exclusive attraction at MGM COTAI which takes advantage of the LED displays at the Spectacle. In addition, MGM COTAI also held “Oktoberfest Macau at MGM”, “Mayday FLY TO MGM Concert”, and “MGM Chef Nic Gastronomusic Fest” during the year. We continued developing our original entertainment products in 2023 and will leverage our advanced technologies and our originality to introduce new and unique entertainment offerings.

SEGMENT INFORMATION

The Group has determined its operating segments based upon the reports reviewed by the chief operating decision-maker when allocating resources and assessing performance of the Group.

The Group’s principal operating activities occur in Macau, which is the primary geographic area in which the Group is domiciled. The Group reviews the results of operations for each of its properties being MGM MACAU and MGM COTAI. Each of the properties derives its revenue primarily from casino, hotel rooms,

food and beverage and retail operations. MGM MACAU and MGM COTAI have been aggregated into one reportable segment on the basis that they have similar economic characteristics, customers, services and products provided, and the regulatory environment in which they operate. Adjusted EBITDA is considered to be the primary profit/loss measure for the reportable segment.

ADJUSTED EBITDA

Adjusted EBITDA is profit/loss before finance costs, income tax expense, depreciation and amortization, gain/loss on disposal/write-off of property and equipment and other assets, interest income, net foreign currency difference, share-based payments, pre-opening costs and corporate expenses which mainly include administrative expenses of the corporate office and license fee paid to a related company. Adjusted EBITDA is used by management as the primary measure of the Group’s operating performance and to compare our operating performance with that of our competitors. Adjusted EBITDA should not be considered in isolation, construed as an alternative to profit or operating profit as reported under IFRS or other combined operations or cash flow data, or interpreted as an alternative to cash flow as a measure of liquidity. Adjusted EBITDA presented in this report may not be comparable to other similarly titled measures of other companies operating in the gaming or other business sectors.

The following table presents the reconciliation of the Group's adjusted EBITDA to profit or loss attributable to owners of the Company for the years ended December 31, 2023 and 2022:

| | For the year ended | |
|-------------------------------------------------------------------------|--------------------|-------------|
| | December 31 | |
| | 2023 | 2022 |
| | HK\$'000 | HK\$'000 |
| Profit/(loss) for the year attributable to owners of the Company | 2,638,304 | (5,231,911) |
| Income tax expense | 46,735 | 15,741 |
| Net foreign currency loss | 31,945 | 13,072 |
| Finance costs | 1,913,522 | 1,665,261 |
| Interest income | (83,020) | (71,705) |
| Operating profit/(loss) | 4,547,486 | (3,609,542) |
| Depreciation and amortization | 1,886,103 | 2,033,607 |
| Loss on disposal/write-off of property and equipment and other assets | 21,369 | 13,357 |
| Pre-opening costs (unaudited) | — | 1,130 |
| Corporate expenses (unaudited) | 731,141 | 240,747 |
| Share-based payments | 49,147 | 46,346 |
| Adjusted EBITDA (unaudited) | 7,235,246 | (1,274,355) |
| MGM MACAU Adjusted EBITDA⁽¹⁾ (unaudited) | 3,170,886 | (274,238) |
| MGM COTAI Adjusted EBITDA (unaudited) | 4,064,360 | (1,000,117) |

⁽¹⁾ During the year ended December 31, 2022, the Group reached a final settlement of certain litigation related to the Group's joint liability with gaming promoters and made a reversal of the liability recorded at December 31, 2021 of HK\$60.6 million.

MANAGEMENT DISCUSSION AND ANALYSIS

DISCUSSION OF RESULTS OF OPERATIONS

Financial results for the year ended December 31, 2023 compared to financial results for the year ended December 31, 2022

OPERATING REVENUE

The following table sets forth the operating revenue for the years ended December 31, 2023 and 2022.

| | For the year ended December 31 | |
|--------------------------|-----------------------------------|------------------|
| | 2023 HK\$'000 | 2022 HK\$'000 |
| MGM MACAU | 10,845,888 | 3,066,371 |
| Casino revenue | 9,725,198 | 2,637,716 |
| Other revenue | 1,120,690 | 428,655 |
| MGM COTAI | 13,838,322 | 2,202,198 |
| Casino revenue | 12,096,642 | 1,801,279 |
| Other revenue | 1,741,680 | 400,919 |
| Operating revenue | 24,684,210 | 5,268,569 |

Operating revenue of HK\$24,684.2 million for the year ended December 31, 2023 was 368.5% higher than the prior year. The increase was primarily due to the relaxation of COVID-19 related travel restrictions to Macau beginning in late 2022, which resulted in an increased number of visitors to Macau and, as a result, an increase in the number of guests at our properties. Driven by the premium mass market which both MGM MACAU and MGM COTAI are well positioned to capture and the additional 198 gaming tables awarded under the Gaming Concession, our operating revenue for the year ended December 31, 2023 outperformed the market and was 8.4% higher than in 2019 before the COVID-19 pandemic.

CASINO REVENUE

| | For the year ended | |
|---------------------------------------------------|--------------------|-------------|
| | December 31 | |
| | 2023 | 2022 |
| | HK\$'000 | HK\$'000 |
| Main floor gross table games win | 21,411,104 | 4,472,426 |
| VIP gross table games win | 3,955,127 | 580,773 |
| Slot machine gross win | 1,686,582 | 525,152 |
| Gross casino revenue | 27,052,813 | 5,578,351 |
| Commissions, complimentaries and other incentives | (5,230,973) | (1,139,356) |
| Casino revenue | 21,821,840 | 4,438,995 |

Casino revenue increased by 391.6% to HK\$21,821.8 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. The increase is explained above in operating revenue. The components of our gaming operations were:

Main Floor Table Gaming Operations

Main floor gross table games win increased by 378.7% to HK\$21,411.1 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. Similarly, main floor table games drop in MGM MACAU and MGM COTAI increased by 290.6% to HK\$48,397.3 million and 540.4% to HK\$46,426.3 million during the current year, respectively.

VIP Gaming Operations

VIP gross table games win increased by 581.0% to HK\$3,955.1 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. Similarly, VIP table games turnover in MGM MACAU and MGM COTAI increased by 259.3% to HK\$33,463.5 million and 475.6% to HK\$79,442.8 million during the current year, respectively.

Slot Machine Gaming Operations

Slot machine gross win increased by 221.2% to HK\$1,686.6 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. Similarly, slot machine handle in MGM MACAU and MGM COTAI increased by 195.3% to HK\$23,284.5 million and 282.5% to HK\$22,028.1 million during the current year, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

OTHER REVENUE

Other revenue includes hotel rooms, food, beverage, retail and entertainment and increased by 245.0% to HK\$2,862.4 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. The increase was primarily due to the relaxation of COVID-19 related travel restrictions as discussed above.

OPERATING COSTS AND EXPENSES

The major operating costs and expenses for the years ended December 31, 2023 and 2022 were:

| | For the year ended December 31 | |
|------------------------------------------|-----------------------------------|------------------|
| | 2023 HK\$'000 | 2022 HK\$'000 |
| Gaming taxes and levies | 10,809,256 | 2,303,302 |
| Inventories consumed | 787,777 | 332,234 |
| Staff costs | 3,957,777 | 3,053,018 |
| Loss allowance on trade receivables, net | 39,212 | 50,614 |
| Other expenses and losses | 2,656,599 | 1,105,336 |
| Depreciation and amortization | 1,886,103 | 2,033,607 |
| Finance costs | 1,913,522 | 1,665,261 |
| Income tax expense | 46,735 | 15,741 |

Gaming taxes and levies

Gaming taxes and levies increased by 369.3% to HK\$10,809.3 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. This increase was attributable to the higher gross gaming revenue generated during the current year.

Inventories consumed

Inventories consumed increased by 137.1% to HK\$787.8 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. The increase resulted from higher business activities in light of increased number of visitors due to the relaxation of COVID-19 related travel restriction as discussed above.

Staff costs

Staff costs increased by 29.6% to HK\$3,957.8 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. The increase was primarily due to hiring of additional staff in response to increased business activities as discussed above, as compared to the year ended December 31, 2022 where we undertook a number of measures to reduce payroll expenses, including limiting staff on-site, implementing a hiring freeze and organizational change, and introducing voluntary unpaid leave during the COVID-19 pandemic.

Loss allowance on trade receivables, net

Loss allowance on trade receivables, net, decreased by 22.5% from HK\$50.6 million for year ended December 31, 2022 to HK\$39.2 million for the year ended December 31, 2023. During the year ended December 31, 2023, the Group has recognized loss allowance of HK\$113.9 million (for the year ended December 31, 2022: HK\$121.1 million) for outstanding trade receivables during the current year, which is offset by a reversal of loss allowance of HK\$74.7 million (for the year ended December 31, 2022: HK\$70.5 million) due to recoveries in the current year related to amounts provided for in prior years.

Other expenses and losses

Other expenses and losses increased by 140.3% to HK\$2,656.6 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022, which mainly resulted from:

Advertising and promotion expense. Advertising and promotion expense increased by 371.7% from HK\$220.5 million for the year ended December 31, 2022 to HK\$1,040.1 million for the year ended December 31, 2023. The increase resulted from increased marketing activities being organized during 2023 following relaxation of COVID-19 related travel restrictions as discussed above.

MANAGEMENT DISCUSSION AND ANALYSIS

License fee and marketing fees. License fee and marketing fees due to related companies increased by 388.9% from HK\$93.4 million for the year ended December 31, 2022 to HK\$456.6 million for the year ended December 31, 2023. This increase primarily resulted from higher revenue generated during the current year.

Depreciation and amortization

Depreciation and amortization decreased by 7.3% to HK\$1,886.1 million for the year ended December 31, 2023 as compared to the year ended December 31, 2022. The decrease was attributable to the impact of full depreciation of certain assets in the current year.

Finance costs

Total finance costs increased from HK\$1,665.3 million for the year ended December 31, 2022 to HK\$1,913.5 million for the year ended December 31, 2023. The increase was due to the net impact of:

- HK\$133.3 million of notional interest attributable to gaming concession right payable for year ended December 31, 2023 (for the year ended December 31, 2022: nil);
- Increase of HK\$62.3 million in interest expense attributable to the increased weighted average interest rate from 4.6% to 6.3% as a result of higher HIBOR during the current year and partially offset by a decrease in weighed average balance of Unsecured Credit Facilities resulting from repayment during the year ended December 31, 2023; and

- Increase of HK\$51.1 million in standby charges on the MGM Resorts International Revolving Credit Facility.

Income tax expenses

Income tax expense in the current and prior years primarily related to the provision for payment in lieu of Macau Complementary Tax on dividends. In January and February 2024, MGM Grand Paradise was granted an exemption from Macau Complementary Tax for profits generated from gaming operations and finalized a tax concession arrangement with the Macau Government, respectively. The details are set out in note 11 to the consolidated financial statements.

PROFIT/LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit/loss attributable to owners of the Company increased from a loss of HK\$5,231.9 million for the year ended December 31, 2022 to a profit of HK\$2,638.3 million for the year ended December 31, 2023. This increase was attributable to the improved financial performance of the Group as discussed.

LIQUIDITY AND CAPITAL RESOURCES

CAPITAL RESOURCES

As at December 31, 2023, our cash and cash equivalents, available undrawn unsecured credit facilities and MGM Resorts International Revolving Credit Facility were HK\$4.23 billion, HK\$11.45 billion and HK\$5.86 billion respectively. These balances are available for operations and implementation of our investment plan.

GEARING RATIO

The Group's gearing ratio is calculated as net debt divided by equity plus net debt. Net debt comprises borrowings, net of debt finance costs, less cash and cash equivalents and pledged bank deposits. Equity comprised all capital and reserves of the Group. The following table presents the calculation of the Group's gearing ratio as at December 31, 2023 and 2022.

| | As at | |
|---------------------------------------|---------------------------------|---------------------------------|
| | December 31 2023 HK\$'000 | December 31 2022 HK\$'000 |
| Borrowings, net of debt finance costs | 24,098,731 | 32,725,136 |
| Less: cash and cash equivalents | (4,231,986) | (6,706,591) |
| pledged bank deposits | (680,000) | (971,262) |
| Net debt | 19,186,745 | 25,047,283 |
| Total equity (deficit) | (1,327,220) | (3,996,421) |
| Total equity plus net debt | 17,859,525 | 21,050,862 |
| Gearing ratio | 107.4% | 119.0% |

MANAGEMENT DISCUSSION AND ANALYSIS

GROUP CASH FLOWS

The following table presents a summary of the Group's cash flows for the years ended December 31, 2023 and 2022.

| | For the year ended | |
|--------------------------------------------------------|---------------------|-------------|
| | December 31 | |
| | 2023 | 2022 |
| | HK\$'000 | HK\$'000 |
| Net cash generated from/(used in) operating activities | 8,267,865 | (2,113,878) |
| Net cash used in investing activities | (124,645) | (1,320,931) |
| Net cash (used in)/generated from financing activities | (10,616,178) | 7,037,130 |
| Net (decrease)/increase in cash and cash equivalents | (2,472,958) | 3,602,321 |
| Cash and cash equivalents at the beginning of the year | 6,706,591 | 3,112,020 |
| Effect of foreign exchange rate changes, net | (1,647) | (7,750) |
| Cash and cash equivalents at the end of the year | 4,231,986 | 6,706,591 |

Net cash generated from/used in operating activities

The significant increase in net cash generated from operating activities for the year ended December 31, 2023 compared to the net cash used in operating activities for the year ended December 31, 2022 was caused primarily by an increase in operating profit due to the improved trading conditions as discussed above.

Net cash used in investing activities

Net cash used in investing activities was HK\$124.6 million for the year ended December 31, 2023 compared to HK\$1,320.9 million for the year ended December 31, 2022.

Net cash used in investing activities for the year ended December 31, 2023 was primarily due to the net impact of:

- HK\$415.9 million of payments for the development and renovation works at our properties as well as purchase of property and equipment, and other assets; and partly offset by
- the release of pledged bank deposits of HK\$291.3 million.

Net cash used in investing activities for the year ended December 31, 2022 was primarily due to the net impact of:

- HK\$971.3 million of pledged bank deposits related to the issuing of bank guarantees for the Concession contract;
- HK\$304.1 million of payments for the development and renovation works at our properties as well as purchase of property and equipment, and other assets; and
- HK\$45.6 million of payment made related to the Sub-Concession Contract.

Net cash used in/generated from financing activities

Net cash used in financing activities was HK\$10,616.2 million for the year ended December 31, 2023 compared to the net cash generated from financing activities of HK\$7,037.1 million for the year ended December 31, 2022.

Net cash used in financing activities for the year ended December 31, 2023 was primarily due to the net impact of:

- HK\$8,600.0 million of net repayments on the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility; and
- HK\$1,754.3 million of interest payments.

Net cash generated from financing activities for the year ended December 31, 2022 was primarily due to the net impact of:

- HK\$8,690.0 million of net drawdowns on the Revolving Credit Facility, which included drawdowns for the capital restructuring of MGM Grand Paradise as required by the Macau Gaming Law; and partly offset by
- HK\$1,618.9 million of interest payments.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENTS

As at December 31, 2023, the Group had the following capital commitments under construction contracts and other capital related agreements that are not recorded in the consolidated financial statements:

| | As at | |
|----------------------------------|---------------------------------|---------------------------------|
| | December 31 2023 HK\$'000 | December 31 2022 HK\$'000 |
| Contracted but not accounted for | 464,191 | 373,120 |

GUARANTEES

As at December 31, 2023, the Group has given bank guarantees totaling HK\$978.7 million (2022: HK\$1,153.5 million) to certain parties including:

- HK\$970.9 million was issued in favor of the Macau Government as required in the Concession Contract (2022: HK\$1,145.7 million was required in the Sub-Concession Contract, which were cancelled in January 2023);
- HK\$4.0 million (2022: HK\$4.0 million) was issued in favor of the Macau Government as required in the land-concession contract in respect of MGM COTAI as well as other regulatory requirements;

- HK\$0.6 million (2022: HK\$0.6 million) was issued in favor of a company in which one of the Directors of the Company has non-controlling beneficial interests; and
- HK\$3.2 million (2022: HK\$3.2 million) was issued in favor of certain vendors.

During the years ended 2023 and 2022, pledged bank deposits were provided in relation to the bank guarantees provided to the Macau Government for the Concession Contract as mentioned above.

LEGAL PROCEEDINGS

a) Legal proceedings related to cash deposits with gaming promoters

The Group was named as a defendant in legal proceedings filed in the Macau courts against gaming promoters by individuals who claimed to have placed deposits with gaming promoters who had operations at the Group's properties and the gaming promoters failed to honor the withdrawal of such deposits. The Group was sued in these proceedings based solely upon the joint liability of the concessionaire for the actions and conduct of the gaming promoters carried out at the Group's casino premises.

Management has made estimates for potential litigation costs and recognized liabilities based upon consultation with legal counsel. While actual outcomes might differ from these estimates, management considers that such litigation and claims will not have a significant impact on the results of operations, financial position and cash flows of the Group.

b) Legal proceedings related to criminal activities by gaming promoters

In 2022, criminal charges were made in the Macau courts against two independent Macau gaming promoters and individuals associated with those promoters for conducting side-betting in VIP gaming rooms in the casinos of the six gaming concessions/sub-concessions. In January 2023 and April 2023, the verdicts of the Court of the First Instance were released and the Macau Government and five of the six gaming concessionaires/sub-concessionaires are entitled to compensation for damages for losses caused by the criminal activities, with MGM Grand Paradise being entitled to compensation of HK\$349.0 million and HK\$3.8 million, respectively. Both the prosecutors and defendants have appealed against the verdict. In October 2023 and January 2024, the verdicts of the Court of the Second Instance were released and dismissed the compensation to MGM Grand Paradise and the other concessionaires/sub-concessionaires. No contingent asset was recognized as the Group assessed that the possibility to recover these losses is remote.

MANAGEMENT DISCUSSION AND ANALYSIS

INDEBTEDNESS

| | As at | |
|-----------------------------|---------------------------------|---------------------------------|
| | December 31 2023 HK\$'000 | December 31 2022 HK\$'000 |
| Unsecured Senior Notes | 21,478,600 | 21,454,400 |
| Unsecured Credit Facilities | 2,900,000 | 11,500,000 |
| Less: debt finance costs | (279,869) | (229,264) |
| Total borrowings | 24,098,731 | 32,725,136 |

Unsecured Senior Notes

On May 16, 2019, the Company issued two series of senior unsecured notes with an aggregate principal amount of US\$1.50 billion, consisting of US\$750 million of 5.375% senior notes due May 15, 2024 and US\$750 million of 5.875% senior notes due May 15, 2026. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Senior Secured Credit Facility and for general corporate purposes. Interest on the 2024 Notes and 2026 Notes is payable semi-annually in arrears on each May 15 and November 15, commencing on November 15, 2019.

On June 18, 2020, the Company issued 5.25% senior notes with an aggregate principal amount of US\$500 million due June 18, 2025. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Revolving Credit Facility and for general corporate purposes. Interest on the 2025 Notes is payable semi-annually in arrears on each June 18 and December 18, commencing on December 18, 2020.

On March 31, 2021, the Company issued 4.75% senior notes with an aggregate principal amount of US\$750 million due February 1, 2027. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Revolving Credit Facility and for general corporate purposes. Interest on the 2027 Notes is payable semi-annually in arrears on each February 1 and August 1, commencing on February 1, 2022.

The 2024 Notes and the 2026 Notes were issued pursuant to an indenture, dated May 16, 2019, between the Company and U.S. Bank National Association, as trustee. The 2025 and the 2027 Notes were issued pursuant to an indenture, dated June 18, 2020 and March 31, 2021, respectively, between the Company and Wilmington Savings Fund Society, FSB, as trustee.

The Unsecured Senior Notes are general unsecured obligations of the Company. The Unsecured Senior Notes rank equally in right of payment with all of the Company's existing and future unsecured senior indebtedness. The Unsecured Senior Notes are subordinated to all of the Company's future secured indebtedness, if any, to the extent of the value of the collateral securing any such debt and rank senior to all of the Company's future subordinated indebtedness, if any. None of the Company's subsidiaries have guaranteed the Unsecured Senior Notes.

The Unsecured Senior Notes contain covenants that limit the ability of the Company to, among other things, whether directly or indirectly, (1) consolidate or merge with or into another entity; or (2) sell, assign, transfer, convey or otherwise dispose of all or substantially all of the properties or assets of the Company and its subsidiaries.

The Unsecured Senior Notes provide for certain events of default, including certain insolvency related proceedings relating to the Group. If the Company experiences a change of control and a ratings event, each holder of the Unsecured Senior Notes will have the right to require the Company to repurchase all or any part of that holder's Unsecured Senior Notes at 101% of their principal amount plus accrued and unpaid interest, if any, but not including the date of such repurchase in accordance with the terms of the Indentures. The circumstances that will constitute a change of control include the occurrence of any of the following: (1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of the Company and its subsidiaries, taken as a whole, to any "person" (as that term is used in Section 13(d)(3) of the United States Securities Exchange Act of 1934, as amended), other than to MGM Resorts International or a related party thereof as described in the Indentures; (2) the adoption of a plan relating to the liquidation or dissolution of the Company or any successor thereto; (3) the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any "person" (as that term is used in Section 13(d)(3) of the United States Securities Exchange Act of 1934, as amended), other than MGM Resorts International and any of its related parties (as described in the Indentures) becomes the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of the Company, measured by voting power rather than number of equity

MANAGEMENT DISCUSSION AND ANALYSIS

interests; or (4) the first day on which the Company ceases to own, directly or indirectly, at least 60% of the outstanding equity interests of (and at least a 60% economic interest in) MGM Grand Paradise.

Under the Indentures, certain events relating to the loss, termination, rescission, revocation or modification of the Group's gaming license in Macau, where such events have a material adverse effect on the financial condition, business, properties, or results of operations of the Group, taken as a whole, may result in a special put option triggering event. If the special put option triggering event occurs, each holder of the Unsecured Senior Notes will have the right to require the Group to repurchase all or any part of such holder's Unsecured Senior Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, and Additional Amounts (as defined in the Indentures), if any, calculated up to, but not including, the date of repurchase. Within ten days following the occurrence of a special put option triggering event, the Company shall mail a notice to each holder of the Unsecured Senior Notes stating the repurchase date which shall be no earlier than ten days nor later than sixty days from the date such notice is mailed.

As at the date of this report, the Company has no secured indebtedness and no subordinated indebtedness.

Unsecured Credit Facilities

Overview

On August 12, 2019, the Company entered into agreements with certain lenders pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility in an aggregate amount of HK\$9.75 billion with a final maturity date on May 15, 2024. The Revolving Credit Facility became effective on August 14, 2019. The proceeds of the Revolving Credit Facility were used to repay a portion of amounts outstanding under the Senior Secured Credit Facility, ongoing working capital needs and general corporate purposes of the Group.

On May 26, 2020, the Company entered into agreements with certain lenders pursuant to which the lenders agreed to make available to the Company a second unsecured revolving credit facility in an aggregate amount of HK\$2.34 billion with a final maturity date of May 15, 2024. The Company has the option to increase the amount of the facility up to HK\$3.9 billion subject to certain conditions. The Second Revolving Credit Facility is available for drawdown from the date of the agreement to and including the date falling one month prior to the final maturity date, subject to satisfaction of conditions precedent, including evidence that the Revolving Credit Facility (in an aggregate amount of HK\$9.75 billion) has been fully drawn. The proceeds of the Second Revolving Credit Facility are used for ongoing working capital needs and general

corporate purposes of the Group. On June 29, 2020, the Company increased the available credit facilities of the Second Revolving Credit Facility by HK\$780 million to HK\$3.12 billion.

On June 30, 2023, the Company entered into amendments of the Revolving Credit Facility and the Second Revolving Credit Facility which extended the final maturity date from May 15, 2024 to May 15, 2026.

Under the Amended Second Revolving Credit Facility, the Company's option to increase the amount of the facility was amended on June 30, 2023 to HK\$5.85 billion subject to certain conditions. In addition, among the conditions precedent documents required for the purpose of requesting a loan, evidence that the Revolving Credit Facility has been fully drawn will no longer be required under the Amended Second Revolving Credit Facility. During the year ended December 31, 2023, the Company increased the available credit facilities of the Amended Second Revolving Credit Facility by HK\$1.48 billion to HK\$4.60 billion.

As at December 31, 2023, the Group had total available undrawn unsecured credit facilities of HK\$11.45 billion, excluding the MGM Resorts International Revolving Credit Facility described below.

Principal and Interest

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility bear interest at a floating rate per annum based on HIBOR plus a margin (in the range of 1.625% to 2.75%), which will be determined by the Company's leverage ratio.

As at December 31, 2023, HK\$2.90 billion of the Amended Revolving Credit Facility was drawn. HK\$6.85 billion of the Amended Revolving Credit Facility and HK\$4.60 billion of the Amended Second Revolving Credit Facility was undrawn and available for utilization up to and including the date falling one month prior to the final maturity date, on May 15, 2026. Each drawdown is to be repaid in full no later than May 15, 2026. As at December 31, 2023, the Group paid interest at HIBOR plus 2.75% per annum.

General Covenants

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain general covenants restricting the ability of the obligor group (the Company and certain of its subsidiaries, namely the "Restricted Group") from incurring liens or engaging in certain asset dispositions. With the approval of the lenders there are certain permitted exceptions to these restrictions.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Covenants

The leverage ratio under the Revolving Credit Facility was required to be no greater than 4.5 to 1.0 at each quarter end. In addition, the Group was required to maintain an interest coverage ratio of no less than 2.5 to 1.0 at each quarter end. Under the Second Revolving Credit Facility, the Company was to ensure that the leverage ratio does not, on each accounting date occurring on and after September 30, 2021, exceed 4.50 to 1.00. In addition, the Company was to ensure that, on any accounting date occurring on and after September 30, 2021, the interest coverage ratio was not less than 2.50 to 1.

Due to the impact of the COVID-19 pandemic, the Company entered into a number of amendments between the year 2020 and the year 2022 to provide a waiver of its financial covenants under the Revolving Credit Facility and the Second Revolving Credit Facility.

The financial covenants were further amended under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility on June 30, 2023 to cover the extended maturity period which waived the financial covenants from each quarter ended on and after March 31, 2023 through December 31, 2024.

Subsequent to the execution of the amendments referred to above, the upcoming permitted leverage ratio and the permitted interest coverage ratio under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility are as follows:

| Accounting Date | Interest Coverage Ratio | Leverage Ratio |
|--------------------------------------------------------------------------|-------------------------|----------------|
| Each quarter ended on and after March 31, 2023 through December 31, 2024 | Not Applicable | Not Applicable |
| March 31, 2025 | 2.50:1.00 | 5.50:1.00 |
| June 30, 2025 | 2.50:1.00 | 5.25:1.00 |
| September 30, 2025 | 2.50:1.00 | 5.00:1.00 |
| December 31, 2025 | 2.50:1.00 | 4.75:1.00 |
| March 31, 2026 | 2.50:1.00 | 4.50:1.00 |

Compliance with Covenants

The Group has complied with the general and financial covenants under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility for the year ended December 31, 2023.

Cancellation

Pursuant to the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility, the total commitments shall be cancelled immediately and all outstanding loans, together with accrued interest and all other amounts accrued under the finance documents shall become immediately due and payable if a Change of Control occurs or there is a sale of all or substantially all of the assets or business of the Group. Change of Control is defined as: MGM Resorts International fails to be the legal and beneficial owner, directly or indirectly, of more than 50% of the capital stock of the Company having ordinary voting rights; or the Company ceases to be the beneficial owner directly or indirectly of all of the share capital of MGM Grand Paradise (other than any portion of the share capital of MGM Grand Paradise with only nominal economic interests created for the purposes of complying with Macanese ownership requirements).

Events of Default

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain certain events of default and certain insolvency related proceedings relating to the Group. If the Group does not own or manage casino or gaming

areas or operate casino games of fortune and chance for a period of ten consecutive days or more and such event has a material adverse effect on the financial condition or business, or in case of termination, rescission, revocation or modification of any gaming concession which has a material adverse effect on the financial condition, business, properties, or results of operations of the Group, taken as a whole, excluding any termination or rescission resulting from or in connection with any renewal, tender or other process conducted by the Macau Government in connection with the granting or renewal of any gaming concession; provided that such renewal, tender or other process results in the granting or renewal of the relevant gaming concession, an event of default will be triggered. Under the applicable acceleration provisions, if an event of default is outstanding, the facility agent may, and must if so instructed by the majority lenders, by notice to the Company, cancel all or any part of the total commitments; or declare that all or part of any amounts outstanding under the finance documents are immediately due and payable; or payable on demand by the facility agent acting on the instructions of the majority lenders.

Security and Guarantees

No security or guarantees were provided in relation to the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility.

MANAGEMENT DISCUSSION AND ANALYSIS

MGM Resorts International Revolving Credit Facility

On November 10, 2022, the Company entered into an agreement with MGM Resorts International as lender pursuant to which that entity agreed to make available to the Company an unsecured revolving credit facility of US\$750 million (equivalent to approximately HK\$5.86 billion) with a final maturity date on November 10, 2024.

The interest rate on funded amounts will be the greater of 4.0% per annum and the prevailing market rate. The Company is also required to pay a commitment fee based upon the undrawn amount of the facility. The commitment fee rate on undrawn amounts is based on the lower of the commitment fee rate from the Unsecured Credit Facilities and any future revolving credit facilities.

The MGM Resorts International Revolving Credit Facility was amended on June 29, 2023, (the “Amendment Effective Date”) so that no payment of any financial costs, including interest payment and commitment fee, and no principal repayment shall be made by the Company to the lender under the MGM Resorts International Revolving Credit Facility, up to the end of the financial covenants waiver period under the existing Unsecured Credit Facilities, on December 31, 2024 (the “June 29, 2023 Amendment”).

As at December 31, 2023, the MGM Resorts International Revolving Credit Facility of HK\$5.86 billion was fully undrawn and available for utilization.

The Company cancelled the whole HK\$5.86 billion unutilized commitment under the MGM Resorts International Revolving Credit Facility, effective from March 20, 2024 (the “Effective Date of Cancellation”). The commitment fee due for the period from the Amendment Effective Date to the Effective Date of Cancellation, is payable in the quarter ending on March 31, 2025, as provided in the June 29, 2023 Amendment.

OFF BALANCE SHEET ARRANGEMENTS

The Group has not entered into any transactions with special purpose entities nor do we engage in any transactions involving derivatives that would be considered speculative positions. The Group does not have any retained or contingent interest in assets transferred to an unconsolidated entity.

OTHER LIQUIDITY MATTERS

In the ordinary course of business, in response to market demands, we continue to incur capital expenditures on enhancements and refinements to our resorts.

Given the Group’s liquidity position as at December 31, 2023, significantly improved financial performance and estimated cash flows for the twelve months ending December 31, 2024, the Group believes it is able to meet its financial obligations as they fall due for the following twelve months from the end of the reporting period.

EMPLOYEES AND REMUNERATION POLICY

As at December 31, 2023, the Group employed 11,786 (2022: 9,788) full-time and part-time employees in Macau, Hong Kong and Zhuhai which includes MGM MACAU, MGM COTAI and shared services team members.

The Group's remuneration philosophy is a market-based job compensation grading approach, which we believe is the best strategy to fulfill the Company's fundamental goal of attracting and retaining a diverse and highly skilled workforce. To accomplish this, the Company intends our remuneration system to be:

- Competitive — in the local labor market, considering both MGM China's market niche and the larger industries in which we compete for talent.
- Comprehensive — to be viewed through the lens of total rewards, including, among others, base pay, health benefits, incentive pay, bonus, equity and retirement plans.
- Objective — to be consistent with local market rates.
- Developmental — to encourage career and professional development within the workforce and retain quality talents.

A group-wide performance based incentive program has been implemented since 2011 for all managerial level employees. The objective of developing such an incentive bonus program is to focus all members of the team in creating and sustaining the enterprise value of the Group. The program consists of several components designed to encourage targeted individuals and groups based upon clear and measurable objectives designed to support the Group's strategy.

In addition to the above performance incentives, it is customary in Macau to provide additional months of salary to line staff during the Chinese New Year period as a gratuity for their hard work during the year. Such additional bonus is subject to the Board's discretion.

MATERIAL RISK FACTORS

We are exposed to the following material risks pertaining to our business, operations and indebtedness. There may be additional risks and uncertainties not currently known to us or which may be not material now, which may also have a material adverse impact on our business, financial condition, result of operations and cash flows.

Risks Related to our Business

Our casinos, hotels, convention space and other facilities face intense competition in Macau, elsewhere in Asia and in the world, as well as from online-based competitors, which may increase in the future.

The casino, hotel and convention businesses in Macau are highly competitive, and we expect to encounter increasing competition as developers and operators complete and open new projects in the future. Through our subsidiary MGM Grand Paradise, we currently compete with five other Concessionaires authorized by the Macau Government to conduct gaming operations in Macau.

Our operations also compete to some extent with casinos located elsewhere in Asia and in the world, including Cambodia, Vietnam, South Korea, Singapore, the Philippines, Australia and Las Vegas, as well as online gaming and cruise ships that offer gaming. The expansion of online gaming and other types of gaming in these and other jurisdictions may further compete with our operations by reducing customer visitation and spend in our casino resorts. Our operations also face increased competition from property developments in Malaysia, Australia and South Korea. In addition, certain areas have legalized, and others may in the future legalize, casino gaming (or online gaming), including Japan, Taiwan and Thailand.

The proliferation of gaming venues, especially in Southeast Asia and North Asia, could have a significant and adverse effect on our financial condition, results of operations and cash flows.

Our business is particularly sensitive to downturns in the economy, economic uncertainty and other factors affecting discretionary consumer spending.

Our business is particularly sensitive to reductions in discretionary consumer spending and corporate spending on business travel and corporate meetings. Economic contraction and uncertainty or the perception by our customers of weak or weakening economic conditions may cause a decline in demand for hotels, casino resorts, and for the type of luxury amenities we offer.

In addition, changes in discretionary consumer spending or consumer preferences could be driven by factors such as the increased cost of travel, an unstable job market, perceived or actual disposable consumer income and wealth, outbreaks of contagious diseases (such as the COVID-19 pandemic) or fears of war and acts of terrorism or other acts of violence. For example, the COVID-19 pandemic significantly impacted the global economy and, unlike other downturns, may have longer term effects on consumer behavior that are not directly tied to economic recovery, such as a reduced willingness to travel and gather in crowded areas.

Consumer preferences also evolve over time due to a variety of factors, including demographic changes, such as increasing consumer demand for non-gaming offerings by tourists of younger generation. Our success depends in part on our ability to anticipate the preferences of consumers and timely react to these trends, and any failure to do so may negatively impact our results of operations. A recession, economic slowdown or any other significant economic condition affecting consumers or corporations generally is likely to cause a reduction in visitation to our resorts, which would adversely affect our operating results.

We are currently dependent upon our properties in Macau for all of our cash flows, which subjects us to greater risks than a gaming company with more operating properties.

We are entirely dependent upon our two resorts in Macau for all of our operating cash flow. As a result, we are subject to a greater degree of risk than a gaming company with operating properties in multiple markets. These risks include, among others:

- changes in local economic and competitive conditions;
- changes in laws and regulations in Macau, mainland China, Hong Kong and other nations or territories, or interpretations thereof, including gaming laws and regulations, anti-smoking legislation and travel and visa policies, in response to outbreaks of contagious diseases among other;
- extensive regulation of our business (including the Chinese Government's ongoing anti-corruption campaign increasing regulation of its citizens' participation in offshore gambling activities) and the cost of compliance or failure to comply with applicable laws and regulations;
- increased government oversight with respect to international financial transactions;

MATERIAL RISK FACTORS

- failure to maintain or secure an increase in the number of gaming tables that we are permitted to operate by the Macau Government, or a relative increase in the number of gaming tables that our competitors are permitted to operate in Macau;
- shortages of skilled and unskilled labor affecting construction, development and/or operations;
- greater impact of any failure to win regulatory approvals for any future developments;
- liberalization in gaming laws and regulations in other regional economies that would compete with the Macau market;
- willingness of our customers to travel to Macau;
- natural and other disasters, including the risk of typhoons in the South China region;
- the outbreak of an infectious disease; and
- a significant decline in the number of visitors to Macau for any other reason.

Any of the above events could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our business is affected by economic and market conditions in the locations in which our customers reside and restrictions on their ability to travel to Macau.

As most of our patrons travel to reach our property, the strength and profitability of our business depends upon the ability and willingness of our patrons to travel. Only a small percentage of our business is generated by local residents. Our VIP players, premium players and mass market players typically come from nearby destinations in Asia, including mainland China, Hong Kong, Taiwan, Singapore, the Philippines, South Korea and Japan. Since we expect a significant number of customers to come to MGM MACAU and MGM COTAI from mainland China, general economic, social and market conditions in China could impact our financial prospects.

Any slowdown in economic growth or changes to China's policies on travel and currency conversion or movements could disrupt the number of visitors from mainland China and/or the amounts they are willing to spend at our properties. These measures could adversely impact tourism and the gaming industry in Macau.

Other events which could have a negative impact on international travel and leisure expenditure may include natural disasters, inclement weather, acts of terrorism or regional political events. We cannot predict the extent to which travel disruptions as a result of any such events would adversely affect our business, financial condition, results of operations and cash flows.

We are exposed to credit risk on credit extended to our patrons.

We expect that we will be able to enforce credit-related obligations only in a limited number of jurisdictions, including Macau. To the extent that we extend credit to patrons from other jurisdictions, we may not have access to a forum in which we will be able to collect all of our gaming receivables because, among other reasons, courts of many jurisdictions do not enforce gaming debts and we may encounter forums that will refuse to enforce such debts. The gaming tax in Macau is calculated as a percentage of gross gaming revenue without deduction for bad debts. As a result, if we extend credit to patrons and are unable to collect on the related receivables from them, we must pay taxes on the gross gaming revenue generated by these patrons even though we are unable to collect the related receivables.

We may lose our right to use certain MGM trademarks which are sublicensed through MGM Branding.

Our intellectual property rights, especially our sublicensed rights to use the logo versions of "MGM" in respect of gaming, hotel and resort operations, are among our most valuable assets. We have sublicensed the right to use these logos and certain other "MGM"-related trademarks and service marks from MGM Branding, which is the beneficiary of head licenses from MRIH and MGM Resorts International. Pursuant to the sublicensing arrangement, MGM Branding has licensed to us the right to use the "MGM" trademarks in connection with our operation of hotel casinos within mainland China, Macau, Hong Kong and Taiwan, but excluding internet gaming, in return for a license fee of 1.75% of our consolidated gross monthly revenue. The license fee is subject to an annual license fee cap. We may also, by mutual agreement, obtain the use of other marks owned by MGM Resorts International without any additional fees. The licensing arrangement has a term ending on December 31, 2025 and is terminable on the occurrence of certain events, such as our failure to comply with applicable Macau regulatory requirements or if MGM Resorts International is directed by any regulator to curtail or sever its relationship with us or if we fail to maintain our resorts and casinos in a manner which is consistent with MGM Resorts International's required quality standards.

MATERIAL RISK FACTORS

If the existing licensing arrangement were to be terminated for these or any other reasons and we were unable to enter into new arrangements with MGM Branding, MRIH or MGM Resorts International, as the case may be, in respect of the “MGM” trademarks, we would lose our rights to use the “MGM” brand name and “MGM” trademarks and domain names. This would cause severe disruption to our business and have a material and adverse effect on our business, financial condition and results of operations. In addition, we also are exposed to the risk that third parties may use “MGM”-related trademarks without authorization, which may also harm our reputation as well as our business.

A failure to establish and protect our intellectual property rights could have a material adverse effect on our business, financial condition and results of operations.

We endeavor to establish, protect and enforce our intellectual property, including our trademarks, copyrights, patents, domain names, trade secrets and other confidential and proprietary information. There can be no assurance, however, that the steps we take to protect our intellectual property will be sufficient. If a third party successfully challenges our trademarks, we could have difficulty maintaining exclusive rights. If a third party claims that we have infringed, currently infringe, or could in the future infringe upon its intellectual property rights, we may need to cease use of such intellectual property, defend our rights or take other steps. In addition, if third parties violate their obligations to us to maintain the confidentiality of our proprietary information or there is a security breach or lapse, or if third parties misappropriate or infringe upon our intellectual property, our business may be affected. Our inability to adequately obtain, maintain or defend our intellectual property rights for any reason could have a material adverse effect on our business, financial condition and results of operations. The defense of any allegations and/or claims may result in substantial expenses, and, if such claims are successfully prosecuted, may have a material adverse impact on our business, financial condition and results of operations.

Our business may be adversely affected by fraudulent websites.

There has been a substantial increase in the international operation of fraudulent online gambling and investment websites attempting to scam and defraud members of the public. These fraudulent websites mainly target Chinese citizens and often falsely represent affiliates of one or more Macau casinos and even the Macau Government. These fraudulent websites can appear highly professional and will often feature false statements in an attempt to pass off as a legitimate business or purport to be in association with, or be accredited by, a legitimate business or governmental authority. Such websites may also wrongfully display logos and trademarks owned by legitimate businesses or governmental authorities, or use deceptively similar logos and imagery, to appear legitimate. We do not offer online gambling or investment accounts of any kind. Websites offering these or similar activities and opportunities that use our names or similar names or images in likeness to ours, are without our authorization and possibly unlawfully and with criminal intent. We are not responsible for the contents of such websites. We report the fraudulent websites that use our names and trademarks to the appropriate authorities and may bring lawsuits against such websites when we become aware of their existence. However, the operation or shutdown of these websites are beyond our control. If our efforts to cause these sites to be shut down are unsuccessful or not completed on a timely basis, these unauthorized activities may continue to harm our reputation and negatively affect our business. Efforts we take to acquire and protect our intellectual property rights against unauthorized use throughout the world, which may include retaining counsel and commencing litigation in various jurisdictions, may be costly and may not be successful in protecting and preserving the status and value of our intellectual property assets.

Our gaming business is subject to cheating and counterfeiting.

Players in our casinos or gaming areas may attempt to commit fraud or cheat in order to increase winnings. Acts of fraud or cheating could involve the use of counterfeit currency, chips or other tactics, possibly in collusion with our employees. Internal acts of cheating could also be conducted by employees through collusion with dealers, surveillance staff, floor managers or other casino or gaming area staff. In order to prevent and detect potential fraud, cheating and counterfeiting activities, we employ advanced technology and techniques in our gaming facilities, such as the use of cards and chips with embedded authentication features such as holograms and RFID in cash chips and barcodes on cards, RFID antenna readers, infrared readers, money note scanners, electronic card readers and a 24-hour CCTV system. However, failure to discover such acts or schemes in a timely manner could result in losses in our gaming operations. In addition, negative publicity related to such schemes could have an adverse effect on our reputation, thereby materially and adversely affecting our business, financial condition, results of operations and cash flows.

MATERIAL RISK FACTORS

We conduct regular reviews of our operations to prevent cheating. Each game has a statistical theoretically expected win rate and we also examine our win statistics for any evidence of cheating when our gaming win consistently varies from the theoretical normal win inherent in the games. However, there can be no assurance that our efforts to prevent cheating will be effective and, although we maintain relevant insurance cover, any failure to prevent cheating may adversely affect our business, financial condition, results of operations and cash flows.

Our business depends on our ability to attract and retain a sufficient number of qualified employees to run our operations. A limited supply of qualified managers or labor could cause labor costs to increase.

Our ability to maintain our competitive position is dependent to a large degree on the efforts, skills and continued service of our key management and operating personnel. The loss of our key management and operating personnel would likely have a material adverse effect on our business.

Our business is also labor intensive and, therefore, our success also depends in large part on our ability to attract, train, motivate and retain a sufficient number of qualified and skilled employees to run our operations. Macau has a relatively limited labor market for the supply of employees for the gaming and gaming-related operations at MGM MACAU and MGM COTAI.

Given the limited pool of qualified operating, marketing, financial and technical personnel and experienced gaming and other personnel currently available in Macau as well as the large and growing number and scale of casino resort developments and non-casino businesses currently operating in Macau, we face and will continue to face significant competition in the recruitment of appropriately qualified employees.

While we seek employees from other countries to adequately staff our resorts, certain Macau Government policies limit our ability to import labor in certain job positions and any government policies that freeze, reduce or cancel our ability to import labor could cause labor costs to increase. This could require us to raise the salaries of current employees or to pay higher wages to attract new employees, which could cause our labor costs to increase. If we are unable to attract and retain a sufficient number of qualified employees, or if we encounter a significant increase in labor costs due to salary increases or for any other reason, our ability to compete effectively with the other Concessionaires in Macau and our business, financial condition and results of operations could be materially and adversely affected.

In addition, we may be unable to retain the services of our key management personnel and may not easily be able to replace such personnel if they choose to leave us for any reason. In turn, this could have an adverse effect on our business, financial condition and results of operations.

Our failure to maintain the integrity of our customer, personal or company data, including as a result of breaches of our cybersecurity systems and measures, could degrade our ability to conduct our business operations, delay our ability to recognize revenue, compromise the integrity of our business and services, result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties, regulatory fines and penalties, and require us to incur significant costs to maintain the security of our network and data.

We face global cybersecurity threats, which may range from uncoordinated individual attempts to sophisticated and targeted measures directed at us. Cyber-attacks and security breaches may include, but are not limited to, attempts to access information, including customer and company information, computer malware such as viruses, denial of service, ransomware attacks that encrypt, exfiltrate, or otherwise render data unusable or unavailable in an effort to extort money or other consideration as a condition to purportedly returning the data to a usable form, operator errors or misuse, or inadvertent releases of data, and other forms of electronic security breaches.

Our business requires the collection and retention of large volumes of customer and personal data, including credit card numbers and other personally identifiable information in various information systems we maintain and in those maintained by third parties with whom we contract to provide data services. We also maintain important internal company data such as personally identifiable information about our employees and information relating to our operations. The integrity and protection of customer and company data are important to us. Our collection of such customer and company data is subject to extensive regulation by private groups such as the payment card industry as well as domestic and foreign governmental authorities, including gaming authorities. If a sophisticated cyber event occurs, our systems may be unable to satisfy applicable regulations or employee and customer expectations.

MATERIAL RISK FACTORS

Our third-party information system service providers and other third parties that share data with us pursuant to contractual agreements face risks relating to cybersecurity that may be similar to those that we face, and we do not directly control any of such parties' information security and cybersecurity operations. A significant theft, loss or fraudulent use of customer or company data maintained by us or by a third-party service provider or other third party that shares data with us pursuant to contractual agreement could have an adverse effect on our reputation, cause a material disruption to our operations and management team and result in remediation expenses (including liability for stolen assets or information, repairing system damage and offering incentives to customers or business partners to maintain their relationships after an attack) and regulatory fines, penalties and corrective actions, or lawsuits by regulators, third-party service providers, third parties that share data with us pursuant to contractual agreement and/or consumers whose data is or may be impacted. Such theft, loss or fraudulent use could also result in litigation by shareholders alleging our protections against cyber-attacks were insufficient, our response to an attack was faulty or insufficient care was taken in ensuring we were able to comply with cybersecurity, privacy or data protection regulations, protect data, identify risks and attacks, or respond to and recover from a cyber-attack, or by customers and other parties whose information was subject to such attacks. In addition, we may incur increased cybersecurity protection costs that may include organizational changes, deploying additional personnel and protection technologies, training employees and engaging third-party experts and consultants. There can be no assurance that the insurance the Company has in place relating to cybersecurity risks will be sufficient in the event of a major cybersecurity event. Any of these events could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are subject to risks related to corporate social responsibility and reputation.

Many factors influence our reputation and the value of our brands, including the perception held by our customers, business partners, other key stakeholders and the communities in which we do business. Our business faces increasing scrutiny related to environmental, social and governance activities and risk of damage to our reputation and the value of our brands if we, MGM Resorts International, or any of our respective subsidiaries fail to act responsibly in a number of areas, such as environmental stewardship, supply chain management, climate change, diversity and inclusion, workplace conduct, human rights, philanthropy and support for local communities. Any harm to our reputation could impact employee engagement and retention and the willingness of customers and our partners to do business with us, which could have a material adverse effect on our business, results of operations and cash flows.

Our insurance coverage may not be adequate to cover all potential losses that we could suffer, and our insurance costs could increase.

Although we have all-risk property insurance for our property covering damage caused by a casualty loss (such as fire, natural disasters or certain acts of terrorism), the policy has certain exclusions. In addition, our property insurance coverage is in an amount that may be less than the expected full replacement cost of rebuilding our property if there was a total loss. Our level of insurance coverage may be inadequate to cover all possible losses in the event of a major casualty. In addition, certain casualty events, such as labor strikes, terrorist attacks, loss of income due to cancellation of room reservations or conventions due to fear of pandemics or terrorism, or damage resulting from deterioration or corrosion, insects or animals and pollution, might not be covered under our insurance policies. Therefore, certain acts and events could expose us to substantial uninsured losses. In addition to the damage caused to our property by a casualty loss, we may suffer business disruption as a result of these events or be subject to claims by third parties who were injured or harmed. While we carry general liability insurance and limited business interruption insurance, this insurance may not continue to be available on commercially reasonable terms and, in any event, may not be adequate to cover all losses.

In addition, although we currently have insurance coverage for occurrences of terrorist acts with respect to our property and for certain losses that could result from these acts, our terrorism coverage is subject to the same risks and deficiencies as those described above for our all-risk property coverage. The lack of sufficient insurance coverage for these types of acts could expose us to substantial losses in the event that any damages occur, directly or indirectly, as a result of terrorist attacks or otherwise, which could have a significant negative impact on our operations. We may be unsuccessful in our attempts to claim such insurance, and therefore we may be required to bear the full weight of such occurrences without insurance proceeds.

We renew our insurance policies on an annual basis. There is no assurance that we will be able to renew our insurance policies on equivalent premium costs, terms, conditions and limits upon their expiration and certain events, such as typhoons and fires, may increase our premium costs. For example, our premiums have increased significantly in recent years due to the occurrence of severe typhoons. The cost of coverage may become so high that we may need to further reduce our policy limits or increase deductibles to the minimum levels permitted under any agreements to which we are a party or agree to additional exclusions from our coverage. There is also limited available insurance in Macau and our Macau insurance companies may need to secure reinsurance in order to adequately insure our property and development projects.

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The Amended Revolving Credit Facility, the Amended Second Revolving Credit Facility, the Concession Contract and other material agreements require us to maintain a certain minimum level of insurance, a portion of which we must procure from insurance companies based in Macau. Failure to satisfy these requirements could result in an event of default under the Amended Revolving Credit Facility, the Amended Second Revolving Credit Facility, the Concession Contract or other material agreements and have a material adverse effect on our business, financial condition, results of operations and cash flows.

We cannot guarantee that our anti-money laundering and anti-corruption policies will be effective in preventing the occurrence of money laundering or other illegal activities at MGM MACAU and MGM COTAI.

We have implemented anti-money laundering policies in compliance with all applicable laws and regulations in Macau. We also provide periodic training to our employees with respect to anti-money laundering matters. However, there is a risk that these policies will be ineffective to prevent our casino operations from being exploited for money laundering purposes. Any incidents of money laundering, accusations of money laundering or regulatory investigations into possible money laundering activities involving us, our employees, our gaming promoters or our patrons would have a material adverse impact on our reputation, relationship with our regulators, business, cash flows, financial condition, prospects and results of operations. Any serious incident of money laundering or regulatory investigation into money laundering activities may cause a revocation or suspension of the Concession.

As an affiliate of MGM Resorts International, we are also subject to the Foreign Corrupt Practices Act (“FCPA”), which generally prohibits U.S. companies and their affiliates and intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business. We have specifically agreed with MGM Resorts International that we will conduct our business in a manner that is in compliance with the FCPA. Any determination that we have violated the FCPA would have a material adverse effect on us.

From time to time, we may be involved in legal and other proceedings arising out of our operations.

We may be involved in disputes with various parties involved in the operation of our properties, including contractual disputes with suppliers or property damage or personal liability claims. Regardless of the outcome, these disputes may lead to legal or other proceedings and may result in substantial costs and the diversion of resources and management's attention. In addition, litigation is often necessary to enforce intellectual property rights, which can be expensive and difficult in Macau due to the early stage of the development of intellectual property laws. We may also have disagreements with regulatory bodies in the course of our operations, which may subject us to administrative proceedings and unfavorable decisions that result in penalties being imposed on us. In such cases, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

Regulatory risk in the effect of change in laws and regulations may potentially cause losses or additional expenses.

Change in laws and regulations imposes uncertainty for gaming industries. There may be different interpretations resulting from lack of specificity, guidance and past legal cases when the new or revised laws and regulations are first implemented as their application in practice may evolve or change over time, resulting into higher compliance costs and difficulty in non-compliance. Although we believe our operations are in compliance in all material respects with all applicable laws and regulations in Macau, a court or an administrative or regulatory body may in the future render an interpretation of these laws and regulations, or issue new or revised regulations, which differs from our interpretation and could have a material adverse effect on our financial condition, results of operations and cash flows.

MATERIAL RISK FACTORS

The tax exemption to pay corporate income taxes on our casino gaming operations will expire on December 31, 2027 and the tax arrangement providing an annual payment in lieu of Macau complementary tax otherwise payable by the shareholders of MGM Grand Paradise on dividend distributions received by them from gaming profit will expire on December 31, 2025.

We have the benefit of a corporate tax exemption in Macau, which exempts us from paying the Macau complementary tax calculated at progressive rates up to a maximum of 12% of the estimated assessable profit, on profits generated by the operation of gaming operations. This exemption does not apply to our non-gaming activities. MGM Grand Paradise entered into a tax concession arrangement with the Macau Government providing an annual payment in lieu of Macau complementary tax otherwise payable by the shareholders of MGM Grand Paradise on dividend distributions received by them from gaming profit. However, the tax exemption of corporate income taxes on our casino gaming operations will expire on December 31, 2027 and the tax arrangement providing an annual payment in lieu of Macau complementary tax on dividends will expire on December 31, 2025, and there is no certainty that such arrangements will be extended on the same terms, which could have a material adverse effect on our financial condition, results of operations and cash flows.

Corporate income taxes may significantly increase due to the Pillar Two legislation initiated by the Organization for Economic Co-operation and Development (“OECD”) and its inclusive framework.

Over 140 members of the OECD and its inclusive framework have agreed to enact a two-pillar solution to reform international tax rules to address the tax challenges arising from the digitalization of the economy as part of the Base Erosion and Profit Shifting (“BEPS”) project. In particular, The Pillar Two initiatives consist of interrelated rules which operate to impose a minimum tax rate of 15% calculated on a jurisdictional basis on multinational enterprises with a global turnover of at least €750 million. As at the date of this report, the jurisdictions where the Group operates has not enacted the Pillar Two legislation. However, depending on the exact rules and interpretation when it is subsequently enacted, there is a risk that such legislation may have a material adverse effect on our financial condition, results of operations and cash flows.

Risks associated with our operations in Macau

The Macau Government can exercise its redemption right with respect to the Concession Contract or MGM Grand Paradise may be unsuccessful in obtaining a gaming concession when a new public tender is held by the Macau Government, any of which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

The Concession Contract is due to expire on December 31, 2032. Unless the Concession Contract is extended, or legislation with regard to reversion of casino premises is amended, the MGM Grand Paradise casino area premises and gaming-related equipment subject to reversion will automatically be transferred to the Macau Government on that date without compensation to us, and we will cease to generate any revenue from such gaming operations.

Beginning on January 1, 2030, the Macau Government may redeem the Concession by providing us at least one year prior notice and by paying fair compensation or indemnity. In the event the Macau Government exercises this redemption right, MGM Grand Paradise is entitled to reasonable and fair damages or indemnity. Pursuant to the concession contract, the amount of such compensation or indemnity shall correspond to the benefits that MGM Grand Paradise no longer receives as a result of the redemption from the projects included in the investment plan under the concession contract. With regards to construction investments, the compensation shall correspond to the income generated by such construction investments in the previous year before deduction of interest, depreciation and amortization, and multiplied by the number of remaining years until the end of the term of the Concession Contract.

The Macau Government also has the right to unilaterally terminate, without compensation to MGM Grand Paradise, the concession at any time upon the occurrence of fundamental non-compliance by MGM Grand Paradise with applicable Macau laws or MGM Grand Paradise's basic obligations under the concession contract. If the default is curable, the Macau Government is required to give MGM Grand Paradise prior notice to cure the default within a period to be stipulated by the Macau Government.

We cannot guarantee that MGM Grand Paradise will be awarded a new gaming concession on terms favorable to MGM Grand Paradise or at all. There is also a risk that if the Concession Contract is redeemed, the compensation paid to MGM Grand Paradise will not be adequate to compensate for the loss of future revenue.

MATERIAL RISK FACTORS

The Macau Government can terminate the Concession Contract under certain circumstances without compensating us, which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

The Concession Contract contains various general covenants, obligations and other provisions as to which determination of compliance is subjective. In many of these instances, the Concession Contract does not provide a specific cure period within which a breach of any provision of the Concession Contract may be cured and, instead, we would need to rely on consultations and negotiations with the Macau Government to give us an opportunity to remedy any such default. Accordingly, we will be dependent on our continuing communications and good faith negotiations with the Macau Government to ensure that we are performing our obligations in compliance with the Concession Contract. Pursuant to the Concession Contract, the Macau Government has the right to unilaterally terminate the concession in the event of fundamental non-compliance by MGM Grand Paradise with applicable Macau laws or MGM Grand Paradise's basic obligations under the Concession Contract. MGM Grand Paradise has the opportunity to remedy any such noncompliance with its fundamental obligations under the Concession Contract within a period to be stipulated by the Macau Government. Upon such termination, all of MGM Grand Paradise's casino area premises and gaming-related equipment would be automatically transferred to the Macau Government without compensation to MGM Grand Paradise, and we would cease to generate any revenue from these operations. There is a risk that MGM Grand Paradise will not perform all of its obligations under the Concession Contract in a way that satisfies the requirements of the Macau Government.

Furthermore, under the Concession Contract, MGM Grand Paradise is obligated to comply with any laws and regulations that the Macau Government might promulgate in the future. We cannot guarantee that MGM Grand Paradise will be able to comply with these laws and regulations or that these laws and regulations would not adversely affect our ability to construct or operate our Macau businesses. If any disagreement arises between MGM Grand Paradise and the Macau Government regarding the interpretation of, or our compliance with, a provision of the Concession Contract, we will be relying on the consultation process with the Macau Government as described above. During any consultation, we will be obligated to comply with the terms of the Concession Contract as interpreted by the Macau Government. Currently, there is no precedent concerning how the Macau Government will treat the termination of a concession upon the occurrence of any of the circumstances mentioned above. The loss of the Concession would require us to cease conducting gaming operations in Macau, which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

Gaming is a highly regulated industry in Macau, and the gaming and licensing authorities exercise significant control over our operations.

Gaming is a highly regulated industry in Macau. The continuation of our operations is contingent upon our maintaining all necessary regulatory licenses, permits, approvals, registrations, findings of suitability, orders and authorizations pursuant to Macau law. The laws, regulations and ordinances requiring these licenses, permits and other approvals generally relate to the responsibility, financial stability and character of the owners, their shareholders, directors and key employees of the gaming operations, as well as gaming promoters involved in gaming operations. For example, the Macau Government regulates the number of gaming tables that each casino is permitted to operate in Macau, as well as the overall number of gaming tables that may be in operation across the jurisdiction. Any failure on our part to secure an increase in the number of gaming tables that we are permitted to operate, or a relative increase in the number of gaming tables that our competitors are permitted to operate in Macau, could have a significant impact on our ability to compete.

Failure to adapt to the regulatory and gaming environment in Macau could result in the termination of the MGM Grand Paradise concession or otherwise negatively affect our operations in Macau.

Currency export restrictions and unfavorable fluctuations in currency exchange rates could negatively impact us.

Currency exchange controls and restrictions on the export of currency by certain countries or regions may negatively impact us. Such controls and restrictions may impede the flow of gaming customers to Macau, inhibit the growth of gaming in Macau and negatively impact the success of our business and our results of operations could be adversely affected.

In addition, the value of Renminbi (“RMB”) against the US\$ and other currencies may fluctuate and may be affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by the Chinese Government. Given a significant number of our customers come from, and are expected to continue to come from, mainland China, any further devaluation of the RMB against the US\$ and other currencies may affect the visitation and level of spending of gaming customers and could in turn have a material adverse effect on our revenue and financial condition.

MATERIAL RISK FACTORS

The cash received from gaming activities is primarily in HK\$. Our operating expenses and capital expenditures are primarily denominated in MOP and HK\$. MOP is pegged to the HK\$ at a constant rate and accordingly we do not expect fluctuations in the values of these currencies to have a material impact on our operations. The Group holds bank balances, cash, deposits and borrowings denominated in foreign currencies, and consequently exposure to exchange rate fluctuations arise. The majority of our foreign currency exposure comprises liabilities denominated in U.S. dollar of issued senior notes. The Hong Kong dollar is pegged to the U.S. dollar and has remained relatively stable. We manage foreign exchange risk attributable to these liabilities by closely monitoring the movement of the foreign exchange rates and by utilizing hedging agreements when we consider it necessary. There were no foreign currency hedging transactions undertaken by the Group in the years ended December 31, 2023 or 2022. We cannot guarantee that the Hong Kong dollar will continue to be pegged to the U.S. dollar, which may result in severe fluctuations in the exchange rate for this currency. Any such difficulties with respect to currency conversion or certainty in calculation of such conversion rates could have an impact on our operations and cash flows, and therefore our revenue and financial condition.

Any of our future construction, development or expansion projects will be subject to significant development and construction risks, which could have a material adverse impact on related timetables, costs and our ability to complete the projects.

Any of our future construction, development or expansion projects will be subject to a number of risks, including:

- lack of sufficient, or delays in the availability of, financing;
- changes to plans and specifications, and delays in capital expenditures due to unexpected events;
- engineering problems, including defective plans and specifications;
- shortages of, and price increases in, energy, materials and skilled and unskilled labor, and inflation in key supply markets;
- delays in obtaining or inability to obtain necessary permits, licenses and approvals;
- changes in laws and regulations, or in the interpretation and enforcement of laws and regulations, applicable to gaming, leisure, residential, real estate development or construction projects;

- labor disputes or work stoppages;
- availability of qualified contractors and subcontractors;
- disputes with and defaults by contractors and subcontractors;
- personal injuries to workers and other persons;
- environmental, health and safety issues, including site accidents and the spread of diseases/viruses;
- weather interferences or delays;
- fires, typhoons and other natural disasters;
- geological, construction, excavation, regulatory and equipment problems; and
- other unanticipated circumstances or cost increases.

The occurrence of any of these development and construction risks could increase the total costs, delay or prevent the construction, development, expansion or opening or otherwise affect the design and features of any future projects which we might undertake.

We also make significant capital expenditures to maintain and upgrade our resorts, which may disrupt operations and displace revenue at the properties, including revenue lost while rooms, restaurants, casino areas and meeting spaces are under renovation and out of service.

MATERIAL RISK FACTORS

Extreme weather conditions may have an adverse impact on our Macau operations.

Macau's subtropical climate and location on the South China Sea mean that our operations are subject to extreme weather conditions including typhoons and heavy rainstorms. Unfavorable weather conditions could negatively affect the profitability of our resorts and prevent or discourage guests from traveling to Macau. In the event of a major typhoon, or any other natural disaster that impacts Macau, our business may be severely disrupted and adversely affected and regulatory authorities may require our casinos to take certain actions such as a temporary cessation of operations. Any flooding, unscheduled cessation of operations, interruption in our technology or transportation services or interruption in the supply of public utilities is likely to result in an immediate, and potentially substantial, loss of revenue. The occurrence and timing of such events cannot be predicted or controlled by us and may have a material adverse effect on our business, financial condition, results of operations and cash flows.

Risk related to our indebtedness

Our Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain covenants that restrict our ability to engage in certain transactions and may impair our ability to respond to changing business and economic conditions.

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain covenants that restrict our and certain of our subsidiaries' ability to engage in certain transactions and may impair our ability to respond to changing business and economic conditions. In particular, the existing revolving credit facilities impose certain operating and financial restrictions on us and our subsidiaries. We anticipate that other credit facilities (if any) incurred by us in the future may contain similar restrictions, which may also be binding upon us and our other subsidiaries.

Our ability to comply with these covenants in the future may be affected by events beyond our control, including prevailing economic, financial and industry conditions. As a result, we may not be able to comply with these covenants, including with respect to making our required payments due to insufficient cash flow.

Our failure to comply with any of the covenants under the existing revolving credit facilities could result in an event of default under such instruments, which could materially and adversely affect our business, operating results and our financial condition. In addition, if MGM MACAU and/or MGM COTAI were to cease to produce cash flows sufficient to service our indebtedness, we may be required to sell our assets, refinance all or a portion of our existing debt or obtain additional financing, and any future indebtedness or other contracts could contain financial or other covenants more restrictive than those applicable to our existing credit facilities.

Current and future economic, capital and credit market conditions could adversely affect our ability to service or refinance our indebtedness and to make planned expenditures.

Our ability to make payments on, and to refinance, our indebtedness and to fund planned or committed capital expenditures and investments depends on our ability to generate cash flow in the future, receive distributions from our subsidiaries, borrow under the existing revolving credit facilities or incur new indebtedness. If economic conditions in the nearby regions more generally deteriorate we could experience decreased revenue from our operations attributable to decreases in consumer spending levels and could fail to generate sufficient cash to fund our liquidity needs or fail to satisfy the financial and other restrictive covenants in our debt instruments. We cannot guarantee that our business will generate sufficient cash flow from operations or continue to receive distributions from our subsidiaries. We also cannot guarantee that future borrowings will be available to us under the existing revolving credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. There is a risk that we will not be able to access the capital markets in the future to borrow additional indebtedness on terms that are favorable to us or at all.

Our ability to timely refinance and replace our indebtedness in the future will depend upon the economic and credit market conditions discussed above. If we are unable to refinance our indebtedness on a timely basis, we might be forced to seek alternate forms of financing, dispose of certain assets or minimize capital expenditures and other investments. There is no assurance that any of these alternatives would be available to us, if at all, on satisfactory terms, on terms that would not be disadvantageous to us, or on terms that would not require us to breach the terms and conditions of our existing or future debt agreements.

We have a substantial amount of indebtedness, which could have significant effects on our business and future operations.

Our substantial indebtedness may make it more difficult for us to satisfy our obligations with respect to the unsecured notes, increase our vulnerability to general adverse economic and industry conditions, impair our ability to obtain additional financing in the future for working capital needs, capital expenditure, acquisitions or general corporate purposes, require us to dedicate a significant portion of our cash flow from operations to the payment of principal and interest on our debt, which would reduce the funds available to us for our operations or expansion of our existing operations, limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, place us at a competitive disadvantage as compared to our competitors; and in the event we or one of our subsidiaries were to default, result in the loss of all or a substantial portion of our and our subsidiaries' assets, over which our lenders have taken or will take security. Any of these or other consequences or events could have a material adverse effect on our ability to satisfy our other debt obligations.

MATERIAL RISK FACTORS

In addition, under the terms of the indentures governing the unsecured senior notes and the existing revolving credit facilities, we will be permitted to incur additional indebtedness, some of which may be senior secured indebtedness. If we incur additional indebtedness, the risks described above will be exacerbated.

Our substantial amount of indebtedness exposes us to market risk of changes in interest rates.

The Company manages interest rate risk through a mix of long-term fixed rate borrowings under its unsecured senior notes and variable rate borrowings under the Amended Revolving Credit Facility and Amended Second Revolving Credit Facility, and by utilizing interest rate swap agreements when considered necessary. Interest rate fluctuation may lead to higher interest expense for variable rate borrowings or cause us to incur additional expenses by hedging interest rate exposures of our debt or exposure to hedging counterparties' failure to pay under any such hedging arrangements. A change in interest rates generally does not have an impact upon the Company's future earnings and cash flow for fixed rate debt instruments. As fixed rate borrowings mature, and if additional debt is acquired to fund the debt repayment, future earnings and cash flow may be affected by changes in interest rates. This effect would be realized in the periods subsequent to periods when the debt matures. There were no interest rate swap agreements entered into by the Group during the years ended December 31, 2023 and 2022.

CORPORATE GOVERNANCE REPORT

The Company is committed to the establishment of sound corporate governance practices and procedures to attain high ethical standards as well as to ensure accountability, transparency and equity in all areas of its operations and in all interactions with its stakeholders. We believe that effective corporate governance is fundamental to enhancing shareholder value and safeguarding the interests of employees, business partners, and the communities in which the Company operates.

MGM CHINA'S CULTURE

MGM China is built on a truly customer-centric culture that supports innovation in the gaming space and respects its deep connection to the Macau community as it continues to shape the city into a world-class tourism and leisure destination. The Board plays an active role in fostering a culture of inclusion and respect for colleagues, ensuring our business supports sustainable development and delivering long-term value for our shareholders, the community and Macau.

| Our Purpose | Our Values | Our Strategy |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> To offer guests world class gaming and hospitality experiences inspired by art and infused with luxury, creativity and style | <ul style="list-style-type: none"> Commitment to outstanding service Create a better tomorrow today Support the local community Invest in the well-being and development of our people | <ul style="list-style-type: none"> Reinvent the entertainment experience Promote responsible gaming Inspire team members to achieve their aspirations and unleash their greatness Champion local art and heritage |

During the year ended December 31, 2023, the Company has complied with all provisions of the Corporate Governance Code contained in Appendix C1 to the Listing Rules.

The key corporate governance principles and practices of the Company are as follows:

ROLE OF THE BOARD

The Board is collectively responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. It focuses on the overall leadership and control of the Group. The principal functions of the Board are to determine the strategic direction and performance objectives of the Group, set management targets and monitor management performance, approve financial budgets, funding and investment proposals as well as to perform corporate governance duties.

CORPORATE GOVERNANCE REPORT

BOARD COMPOSITION

Under article 102(1) of the Articles of Association, the minimum number of Directors shall not be less than eleven and the maximum number shall not be more than fifteen.

The Board is currently comprised of twelve Directors, of whom five are executive Directors, three are non-executive Directors and four are independent non-executive Directors. Details of the membership of the Board (including the independent non-executive Directors) have been posted on the Company's website and such information will be updated following any changes. There is no relationship (including financial, business, family or other material relationship) among members of the Board. Biographical details of the Directors are set out on pages 11 to 20 of this annual report and on the Company's website.

The number of independent non-executive directors complies with the requirements of the Listing Rules which states that every board of directors of a listed issuer must include at least three independent non-executive directors (Rule 3.10(1) of the Listing Rules) and an issuer must appoint independent non-executive directors representing at least one-third of the Board (Rule 3.10A of the Listing Rules).

The Company has in place a corporate governance policy that includes mechanisms to ensure independent views and inputs are available to the Board. That policy requires periodic assessment of the independence of the Directors, including a requirement that the Board states its reasons if it determines that a proposed director is independent notwithstanding that the individual holds cross-directorships (i.e. where two or more directors sit on each other's board) or has significant links with other directors through involvement in other companies or bodies, and, in the case an independent non-executive Director serves more than nine years, his/her further appointment is subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying any such resolution include the reasons why the Board believes he/she is still independent and should be re-elected. The Board has formal procedures for the selection and appointment of new directors.

The Company has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all the four independent non-executive Directors as at the date of this report, namely, Ms. Sze Wan Patricia Lam, Mr. Russell Francis Banham, Mr. Simon Meng and Mr. Chee Ming Liu are independent in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules. They are expressly identified as such in all corporate communications that disclose the names of the Directors of the Company. To ensure independent

views and inputs are available to the Board, the Nomination, Environmental, Social and Governance Committee shall determine whether or not an independent non-executive Director fulfils the tests of independence annually, by referring to the guidelines described in Rule 3.13 of the Listing Rules and other salient factors. To aid the determination by the Committee, every independent non-executive Director shall, on appointment, and subsequently on an annual basis, submit to the Committee a return in the form as provided as by the Committee on his/her independence. The Committee shall review the return and decide whether such Director shall continue to be considered independent. The Board and Board committees are provided with sufficient resources to obtain independent professional advisers under agreed procedures to properly discharge the above duties.

CHAIRPERSONS

The Chairperson, Ms. Pansy Catilina Chiu King Ho, jointly with the Co-Chairperson, Mr. William Joseph Hornbuckle lead the Board and oversee the Board's overall direction and functions.

During the year ended December 31, 2023, the Chairperson, Ms. Pansy Catilina Chiu King Ho met with the independent non-executive Directors without the presence of the other Directors pursuant to Corporate Governance Code C.2.7 of the Listing Rules.

NON-EXECUTIVE DIRECTORS

Non-executive Directors (including independent non-executive Directors) are subject to retirement by rotation and re-election by Shareholders at the annual general meeting in accordance with article 105 of the Articles of Association.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Every Director is subject to retirement by rotation at least once every three years in accordance with article 105 of the Articles of Association. Any new Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election, in accordance with article 102 of the Articles of Association.

CORPORATE GOVERNANCE REPORT

DIRECTORS' TRAINING AND DEVELOPMENT

Directors are regularly updated on the Group's businesses, the regulatory and industry-specific environments in which the Group operates as well as changes on their legal duties and obligations as Directors, where appropriate. These updates are in the form of written memoranda or reports to the Board, presentations and briefings by senior executives or external advisers, or site visits. During the year, materials on topics including anti-corruption regulations applicable to the Group and the latest amendments to the Listing Rules were provided to the Directors. Publications, periodicals, presentations, summaries of the latest developments in the relevant laws, regulations, governance standards and practices are uploaded on the Company's board portal for online access and reference for each of the Directors.

The training provided to the Directors for the year ended December 31, 2023 is summarized below:

| Directors | Corporate Governance | Connected and Notifiable Transactions | Legal and Regulatory | Business |
|------------------------------------------------|-------------------------|---------------------------------------------|-------------------------|----------|
| Executive Directors | | | | |
| Ms. Pansy Catilina Chiu King Ho ⁽¹⁾ | ✓ | ✓ | ✓ | ✓ |
| Mr. William Joseph Hornbuckle ⁽²⁾ | ✓ | ✓ | ✓ | ✓ |
| Mr. John M. McManus | ✓ | ✓ | ✓ | ✓ |
| Ms. Jeny Lau ⁽³⁾ | ✓ | ✓ | ✓ | ✓ |
| Mr. Kenneth Xiaofeng Feng ⁽⁴⁾ | ✓ | ✓ | ✓ | ✓ |
| Mr. Chen Yau Wong ⁽⁵⁾ | ✓ | ✓ | ✓ | ✓ |
| Non-executive Directors | | | | |
| Mr. Daniel J. Taylor | ✓ | ✓ | ✓ | ✓ |
| Ms. Ayesha Khanna Molino | ✓ | ✓ | ✓ | ✓ |
| Mr. Jonathan S. Halkyard | ✓ | ✓ | ✓ | ✓ |
| Independent Non-executive Directors | | | | |
| Ms. Sze Wan Patricia Lam | ✓ | ✓ | ✓ | ✓ |
| Mr. Russell Francis Banham | ✓ | ✓ | ✓ | ✓ |
| Mr. Simon Meng | ✓ | ✓ | ✓ | ✓ |
| Mr. Chee Ming Liu | ✓ | ✓ | ✓ | ✓ |

⁽¹⁾ Pansy Catilina Chiu King Ho was re-designated as Chairperson on May 25, 2023.

⁽²⁾ William Joseph Hornbuckle was re-designated as Co-Chairperson on May 25, 2023.

⁽³⁾ Jeny Lau was appointed as executive Director on May 25, 2023.

⁽⁴⁾ Kenneth Xiaofeng Feng was re-designated as executive Director on July 20, 2023.

⁽⁵⁾ Chen Yau Wong retired as executive Director on May 25, 2023.

BOARD MEETINGS

The Board held four meetings during the year ended December 31, 2023. Board decisions are made by voting at the Board meetings and supplemented by circulation of written resolutions between Board meetings.

The attendance of each Director at the Board, Board Committees and general meetings during the year ended December 31, 2023 is summarized in the following table:

| Name of Directors | Board Meeting | Number of meetings attended/held [#] | | | | |
|------------------------------------------------|---------------|-----------------------------------------------|--------------------------------|--------------------------------------------------------------------|-----------------|--------------------------------------------------|
| | | Audit Committee Meeting | Remuneration Committee Meeting | Nomination, Environmental, Social and Governance Committee Meeting | General Meeting | Continuous Professional Development [#] |
| EXECUTIVE DIRECTORS | | | | | | |
| Ms. Pansy Catilina Chiu King Ho ⁽¹⁾ | 4/4 | N/A | 3/3 | N/A | 1/1 | ✓ |
| Mr. William Joseph Hornbuckle ⁽²⁾ | 4/4 | N/A | N/A | N/A | 1/1 | ✓ |
| Mr. John M. McManus | 4/4 | N/A | N/A | 2/2 | 1/1 | ✓ |
| Ms. Jeny Lau ⁽³⁾ | 3/3 | N/A | N/A | 1/1 | N/A | ✓ |
| Mr. Kenneth Xiaofeng Feng ⁽⁴⁾ | 4/4 | N/A | N/A | N/A | 1/1 | ✓ |
| Mr. Chen Yau Wong ⁽⁵⁾ | 1/1 | N/A | N/A | 1/1 | 1/1 | ✓ |
| NON-EXECUTIVE DIRECTORS | | | | | | |
| Mr. Daniel J. Taylor | 4/4 | N/A | 3/3 | N/A | 1/1 | ✓ |
| Ms. Ayesha Khanna Molino | 4/4 | 5/5 | N/A | 2/2 | 1/1 | ✓ |
| Mr. Jonathan S. Halkyard | 4/4 | 5/5 | N/A | N/A | 1/1 | ✓ |
| INDEPENDENT NON-EXECUTIVE DIRECTORS | | | | | | |
| Ms. Sze Wan Patricia Lam | 4/4 | N/A | 3/3 | 2/2 | 1/1 | ✓ |
| Mr. Russell Francis Banham | 4/4 | 5/5 | 3/3 | 2/2 | 1/1 | ✓ |
| Mr. Simon Meng | 4/4 | 5/5 | 3/3 | 2/2 | 1/1 | ✓ |
| Mr. Chee Ming Liu | 4/4 | 5/5 | 3/3 | 2/2 | 1/1 | ✓ |

CORPORATE GOVERNANCE REPORT

- # the number of meetings held during the year ended December 31, 2023 where each Director was a member of the Board and/or the relevant Board Committees
- ## keeping abreast of matters relevant to their role as Directors by means of written memoranda or reports to the Board, presentations and briefings by senior executives or external advisers concerning relevant laws, regulations, governance standards and practices about the industry
- ⁽¹⁾ Pansy Catilina Chiu King Ho was re-designated as Chairperson on May 25, 2023.
- ⁽²⁾ William Joseph Hornbuckle was re-designated as Co-Chairperson on May 25, 2023.
- ⁽³⁾ Jeny Lau was appointed as executive Director on May 25, 2023.
- ⁽⁴⁾ Kenneth Xiaofeng Feng was re-designated as executive Director on July 20, 2023.
- ⁽⁵⁾ Chen Yau Wong retired as executive Director on May 25, 2023.

DELEGATION BY THE BOARD

The Board has delegated responsibility for day-to-day operations of the Group to the executive Directors and senior management but has reserved certain matters for its own approval. These matters include, but are not limited to, strategic policies, funding and capital investment decisions. The Board has also delegated certain functions and matters to the Board Committees pursuant to their respective terms of reference.

BOARD COMMITTEES

The Board has established the following committees with specific and clear written terms of reference:

AUDIT COMMITTEE

The Audit Committee is comprised of five members: Mr. Russell Francis Banham (Chairperson), Mr. Simon Meng and Mr. Chee Ming Liu who are independent non-executive Directors, Ms. Ayesha Khanna Molino and Mr. Jonathan S. Halkyard, both of whom are non-executive Directors. The Audit Committee held five meetings during the year ended December 31, 2023.

The major duties of the Audit Committee under its terms of reference adopted by a resolution of the Board passed on February 16, 2012 and amended by a resolution of the Board passed on November 5, 2015 (which are available on the websites of the Hong Kong Stock Exchange and the Company) include overseeing the relationship between the Company and its external auditors, monitoring the integrity of the financial statements, annual and interim reports and reviewing significant financial reporting judgments contained therein, monitoring compliance with statutory and the Listing Rules requirements in relation to financial reporting, and reviewing the Group's financial controls, internal controls and risk management systems. The

Management Risk Committee, appointed by and subject to the oversight of the Audit Committee assists the Audit Committee, the Board and senior management as appropriate to oversee the overall risk management framework of the Group and to identify and effectively manage risks considered by the Management Risk Committee to be significant to the Group, including strategic, financial, business, operational, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks on an ongoing basis.

Matters reviewed, discussed, considered and recommended to the Board for approval during the year ended December 31, 2023 by the Audit Committee included the following:

- the announcements relating to the Group's final results for the year ended December 31, 2022 and interim results for the six months ended June 30, 2023;
- 2022 annual and 2023 interim reports;
- significant accounting and key audit matters arising in respect of the audit of the financial statements for the year ended December 31, 2022, the review of the financial statements for the six months ended June 30, 2023;
- adequacy of resources, staff qualifications and experience, training programs and budget for the Group's accounting and financial reporting functions;
- review of financial forecasts, refinancing initiatives and financial covenant compliance under the Group's borrowing arrangements;
- approval of internal audit plan for 2023, draft internal audit plan for 2024 and the Internal Audit Department Charter;
- independence and objectivity of independent auditor and re-appointment of independent auditor;
- external audit plan and audit timetable for the financial year ended December 31, 2023 presented by the independent auditor;
- approval of audit and non-audit fees;
- compliance with obligations in relation to continuing connected transactions under the Listing Rules;
- policy on audit and non-audit services;
- annual audit status update from independent auditor;
- periodic reports from the Internal Audit Department and progress in resolving any matters identified therein and the progress of the 2023 internal Audit plan;
- matters arising from the meetings of the Compliance Committee of MGM Grand Paradise;
- matters reported on the Company's integrity hotline and whistle-blowing initiatives;
- matters reported on the anti-corruption program as part of the report on the Compliance Committee activities;

CORPORATE GOVERNANCE REPORT

- assessment of internal controls over financial reporting of the Company relevant to compliance by MGM Resorts International with the Sarbanes-Oxley Act;
- review of internal controls and risk management systems; and
- matters separately raised by the independent auditor and head of internal audit in sessions without the presence of management.

REMUNERATION COMMITTEE

The Remuneration Committee is comprised of six members: Ms. Sze Wan Patricia Lam (Chairperson), Mr. Russell Francis Banham, Mr. Simon Meng and Mr. Chee Ming Liu, all of whom are independent non-executive Directors, Ms. Pansy Catilina Chiu King Ho, who is an executive Director and Mr. Daniel J. Taylor, who is a non-executive Director. The Remuneration Committee held three meetings during the year ended December 31, 2023 supplemented by circulation of written resolutions of all committee members where appropriate.

The principal functions of the Remuneration Committee under its terms of reference adopted by a resolution of the Board passed on February 16, 2012, which are available on the websites of the Hong Kong Stock Exchange and the Company, include determining (with delegated responsibilities) the remuneration packages of executive Directors and recommending to the Board the remuneration packages for the non-executive Directors and members of the senior management of the Group, approving the terms of the executive Directors' service contracts and compensation-related issues.

Matters reviewed, discussed, considered and recommended to the Board for approval during the year ended December 31, 2023 by the Remuneration Committee included the following:

- Directors' remuneration for the financial year ended 2023;
- appointment of executive director;
- granting of share options to promoted staffs;
- updating of independent non-executive directors fees;
- approval of Restricted Stock Unit plan;
- granting of restricted stock units to senior management;
- salary adjustment for senior management;
- discretionary bonus payout for certain staff members; and
- bonus payout for senior management and general staff.

Details of the remuneration of the Directors for the year ended December 31, 2023 are set out in Note 12 to the consolidated financial statements.

The remuneration of the members of senior management by band for the year ended December 31, 2023 is set out below:

| | Number of members of senior management |
|----------------------------------|----------------------------------------------|
| HK\$3,500,001 to HK\$4,000,000 | 1 |
| HK\$4,000,001 to HK\$4,500,000 | 1 |
| HK\$6,000,001 to HK\$6,500,000 | 1 |
| HK\$10,500,001 to HK\$11,000,000 | 1 |
| HK\$12,000,001 to HK\$12,500,000 | 1 |
| HK\$16,000,001 to HK\$16,500,000 | 1 |
| HK\$19,500,001 to HK\$20,000,000 | 1 |
| | 7 |

NOMINATION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

To meet new business and regulatory requirements and to strengthen the role of the committee in assisting the Board in fulfilling its oversight responsibilities with respect to Environmental, Social and Governance (“ESG”) issues, strategy and reporting, the name of the committee has been changed to Nomination, Environmental, Social and Governance Committee. The Nomination, Environmental, Social and Governance Committee is comprised of seven members: Mr. Simon Meng (Chairperson), Ms. Sze Wan Patricia Lam, Mr. Russell Francis Banham and Mr. Chee Ming Liu, all of whom are independent non-executive Directors, Mr. John M. McManus and Ms. Jeny Lau, both of whom are executive Directors, and Ms. Ayesha Khanna Molino, who is a non-executive Director. The Nomination, Environmental, Social and Governance Committee held two meetings during the year ended December 31, 2023 supplemented by circulation of written resolutions of all committee members where appropriate.

CORPORATE GOVERNANCE REPORT

The duties of the Nomination, Environmental, Social and Governance Committee under its terms of reference adopted by a resolution of the Board passed on February 16, 2012, amended by a resolution of the Board passed on November 9, 2018 and further amended by a resolution of the Board passed on May 25, 2023 which are available on the websites of the Hong Kong Stock Exchange and the Company, include making recommendations to the Board on nominations and appointments of Directors and Company's ESG policies and procedures, reviewing and monitor the progress made against ESG-related goals and targets, reviewing the disclosure in the ESG report, reviewing the size, diversity and composition of the Board, assessing the independence of independent non-executive Directors and performing corporate governance functions as set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules.

BOARD DIVERSITY

The Board has a balance of skills, experience and diversity of perspectives appropriate for the requirements of the Group's gaming and hospitality businesses. The representation on the Board by the non-executive and independent non-executive Directors ensures that objective and independent judgment is exercised by the Board and enables their views to carry weight.

The Board's composition ensures there is experience in commercial, professional, financial, legal and gaming industry matters. There is proper balance of various attributes, including but not limited to, gender, age, cultural and education background, race, family status and skills in order to discharge its functions effectively and to enhance the quality of its deliberations and decisions. No single individual or group of individuals is able to dominate the decision-making process.

The Company's Corporate Governance Policy relating to Board diversity sets out the Company's approach to achieve diversity on the Board.

The Company is committed to achieving equality of opportunity in all respects of its business and seeks continuously to enhance the effectiveness of the Board and recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

The Board should have a diversity of perspectives appropriate for the requirements of the Group's business model and specific needs. When considering appointments to the Board and assessing the composition of the Board, a range of diversity factors will be considered, including but not limited to gender, age, cultural and education background, race, family status, skills or professional experience. Board appointments will continue to be made based upon merit and candidates will be considered against objective criteria.

The Nomination, Environmental, Social and Governance Committee is primarily responsible for identifying and nominating suitably qualified candidates to become members of the Board and reviewing and assessing the Board's structure, size and composition. In carrying out this responsibility, it will give adequate consideration to the Board's diversity policy in the Company's Corporate Governance Policy.

Our Chairperson is a woman and our Board currently has four female Directors out of twelve Directors and is committed to improving gender diversity as and when suitable candidates are identified. As at December 31, 2023, we maintained a women to men ratio of 49%:51% in the workplace.

The Nomination, Environmental, Social and Governance Committee is responsible for reviewing the Board's diversity policy, and will recommend any revisions to the Board for consideration and approval. The Nomination, Environmental, Social and Governance Committee is also responsible for monitoring and reporting on the implementation of the Board's diversity policy regularly to ensure its continued effectiveness.

SELECTION AND APPOINTMENT OF DIRECTORS

The Company has in place a formal and transparent procedure for the selection and appointment of new Directors to the Board, adopted by a resolution of the Board passed on November 30, 2012 and amended by a resolution of the Board passed on November 9, 2018. In the circumstances where the Nomination, Environmental, Social and Governance Committee or the Board believes there is a need to appoint another Director, whether due to retirement of a Director or the growth or complexity of the Company's business, certain procedures have to be followed by the Nomination, Environmental, Social and Governance Committee, including:

CORPORATE GOVERNANCE REPORT

- determining the skills and experience required from the candidate considering those of the existing Directors and any other likely changes made to the Board;
- agreeing the process and timetable for seeking such a person; and
- preparing a short list of candidates.

The Nomination, Environmental, Social and Governance Committee shall evaluate each candidate based upon whether they will be able to make meaningful contributions to the Board's oversight of the business and affairs of the Company and pursuant to the following criteria:

- skills, competencies and qualifications;
- status under applicable independence requirements (i.e. serving more than nine years could be relevant to the determination of an independent non-executive Director's independence and his further appointment should be subject to a separate resolution to be approved by the Company's shareholders);
- personal and professional ethics and integrity;
- business and professional experience in fields relevant to the Company's business (including whether that experience complements the expertise and experience of the other Directors);
- other directorships held in other listed companies (Hong Kong or overseas) (previously and currently) (for example, independent non-executive Directors sitting on multiple boards will need to ensure that they devote sufficient time to each Board and Board committees);
- ability to devote sufficient time to perform their duties as a Director;
- contribution to the overall balance of the composition of the Board;
- commitment to represent the interests of all shareholders of the Company; and
- contribution to the diversity of the Board, including gender, age, cultural and educational background or professional experience.

The Board will appoint any new Director during the year and that person will hold office only until the next following annual general meeting of the Company where that person will then stand for re-election by Shareholders.

Matters reviewed, discussed, considered and recommended to the Board for approval during the year ended December 31, 2023 by the Nomination, Environmental, Social and Governance Committee included the following:

- review of the Corporate Governance Report in the draft 2022 annual report;
- review of the 2022 standalone Sustainability Report;
- review of the structure, size and composition of the Board, in particular relating to Board diversity, and monitoring the implementation of the board diversity policy;
- independence of independent non-executive Directors;
- review of compliance with deed of non-compete undertakings by substantial Shareholders;
- retirement of Directors by rotation at the 2023 annual general meeting and re-election of retiring Directors;
- appointment of the Chairperson and the Co-chairperson of the Board of Directors;
- appointment of executive Director;
- re-designation of Director; and
- ESG update.

DISCLOSURE COMMITTEE

The Disclosure Committee which was established by written resolution of the Board on August 8, 2011 comprises all the executive Directors.

The Disclosure Committee is delegated by the Board to assess the likely impact of any unexpected and significant event that may impact the Company's share price and/or share trading volume and to decide whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. The Disclosure Committee may also be responsible for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time. The form and contents of the announcements and/or circulars submitted to the approval of the Disclosure Committee are communicated and circulated to all Directors and the feedback and comments received are properly addressed prior to publication.

DIRECTORS' AND OFFICERS' INSURANCE

The Group has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

CORPORATE GOVERNANCE REPORT

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND SENIOR MANAGEMENT

The Company has adopted its own code of conduct regarding securities transactions by Directors and senior management of the Group (the “Code”), the terms of which are no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers’ contained in Appendix C3 to the Listing Rules. The last revision of the Code was approved by a resolution of the Board passed on May 27, 2021, to restore the role of the Company Secretary in the pre-clearance procedure to deal in MGM China Securities as provided in the original version of the Code dated May 13, 2011.

The Company has made specific inquiries and has received written confirmations from all Directors that they have complied with the required standard as set out in the Code during the period covered by this annual report.

FINANCIAL REPORTING

DIRECTORS’ RESPONSIBILITY

The Board acknowledges its responsibility for preparing financial statements which give a true and fair view of the state of affairs and financial performance of the Company and of the Group. In presenting the interim and annual financial statements of the Company and the Group, the Directors have considered whether suitable accounting policies were applied consistently, that judgments and estimates are prudent and reasonable and whether those financial statements have been prepared on a going concern basis.

The management team recognizes the importance of providing the Board with sufficient explanations as well as appropriate and relevant information on an accurate and timely basis. Management presents to the Board annual and interim business reviews and financial reports comparing the Group’s actual performance with the budget and highlights relevant matters to enable the Board to make an informed assessment on the Group’s performance, position and prospects.

AUDITOR'S RESPONSIBILITY AND AUDITOR'S REMUNERATION

A statement by the external auditor of the Company, Deloitte Touche Tohmatsu, about their reporting responsibilities for the financial statements is included in the Independent Auditor's Report on pages 149 to 155 of this annual report.

During the year ended December 31, 2023, the remuneration paid and payable to the Company's external auditor, is set out below:

| Type of Services | HK\$'000 |
|--------------------------------|----------|
| Audit services | 11,845 |
| Non-audit services | |
| Taxation and advisory services | 746 |

COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of maintaining clear, timely and effective communications with the Company's shareholders and potential investors. The Group is committed to ensuring the Shareholders and potential investors receive timely information through the publication of annual and interim reports, announcements, circulars and press releases. All Shareholders' communications are available on the Company's website. The Company regards the annual general meeting as an opportunity for the Board to communicate directly with the Shareholders. Questions from the Shareholders at the annual general meeting are encouraged and welcomed. The Company has adopted a Shareholders' Communication Policy to ensure effective communication with the Shareholders, which has been reviewed on a regular basis to ensure its effectiveness. The Company has reviewed the implementation and effectiveness of the shareholder communication policy during the year and concludes that it is effective based on the interactions and the feedback received from shareholders by the Company's investor's relation team. A copy of the policy is available on the websites of the Hong Kong Stock Exchange and the Company.

CORPORATE GOVERNANCE REPORT

INVESTOR RELATIONS

The Board recognizes that effective communications with the Shareholders is the key to establish Shareholders' confidence and to attract new investors. The Company maintains regular dialogues with institutional investors, financial analysts and financial media to keep them informed of the Group's latest strategy, operations, management and plans.

The Articles of Association were amended at the annual general meeting held on May 17, 2012, at the extraordinary general meeting held on November 30, 2012, at the annual general meeting held on May 24, 2019 and at the annual general meeting held on May 25, 2023. Details of the amendments to the Articles of Association were set out in the circulars to the Shareholders dated April 16, 2012, November 6, 2012, April 17, 2019 and April 25, 2023.

RISK MANAGEMENT AND INTERNAL CONTROLS

Our risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against misstatement or loss, and to manage rather than eliminate significant risks of failure in operational systems and achievement of the Group's objectives.

RISK MANAGEMENT

Key principles

Risk management is a core discipline of our business. We are exposed to a range of different risk types, including: strategic, operational, financial, compliance, cross-border, reputational and cyber threats.

We recognize the importance of having in place an effective and robust risk management system.

We are committed to continually monitoring and improving our group-wide risk management system in order to ensure that significant risks are appropriately managed such that the Group's strategic and operational plans are met.

The Board is responsible for setting risk tolerance and the Board and the Audit Committee are responsible for monitoring and reviewing the effectiveness of the risk management system.

Management Risk Committee

A decision was made in 2015 by the Board to establish the Management Risk Committee which had the responsibility to create and implement the risk management system of the Group.

The Management Risk Committee is appointed by and is subject to the oversight of the Audit Committee.

The Management Risk Committee's mission is to develop and oversee the overall risk management system of the Group by, on an ongoing and enterprise-wide basis, identifying and measuring the risks which could have a material impact on our business including the development, monitoring and reporting of risk mitigation and management strategies in order to avoid or reduce these risks to a level as low as reasonably practicable and, thus, protect our assets and enhance Shareholder value.

By doing this, the Management Risk Committee gives management a clear view of the significant risks facing the Company, which is used to support the decision-making process including strategy formulation, business development and planning, internal control and day-to-day operations.

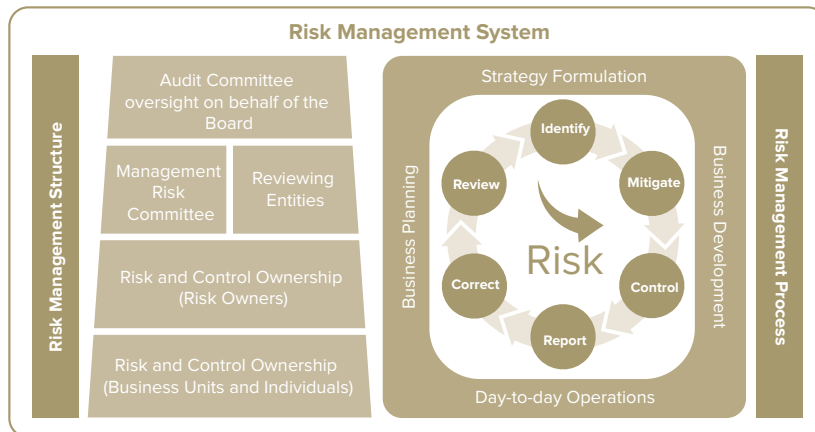
Risk Management System

Under our risk management system, we have a list of material risks which are reviewed every quarter and analyzed based upon an Impact/Likelihood matrix which assigns to the risks one of the following ratings: Low, Medium Low, Medium, Medium High and High.

In addition to rating the risks, our risk management system identifies the parties responsible for managing such risks as well as the relevant reviewing parties and any plans to mitigate such risks.

CORPORATE GOVERNANCE REPORT

The list of risks, their risk rating and the mitigation plans in place are analyzed regularly, at least on an annual basis, by the Audit Committee on behalf of the Board, to ensure that our risk management system is effective, as the business and external environment in which the Group is operating are constantly changing.



Periodic reports on the activities of the Management Risk Committee are presented to the Audit Committee and by the Audit Committee to the Board.

Initiative in 2023

The major risk management initiative in 2023 was the following:

- We selected an enterprise, governance, risk and compliance (“eGRC”) solution to operate our risk management system in an automated way, creating a holistic view of enterprise risks and challenges, with real-time reporting. This solution will allow us to continuously detect, evaluate and monitor risks at an early stage, while spotting risk patterns and predicting threats, thus enhancing the robustness of our risk management system. This eGRC solution will be implemented in 2024.

INTERNAL CONTROLS

The Board has overall responsibility for maintaining sound and effective internal control systems to safeguard the Shareholders' investment and the Group's assets. The Group conducts regular reviews of the internal control systems. The management team is primarily responsible for the design, implementation and maintenance of the internal controls. The Board is responsible for overseeing the performance of the management team and the Board and the Audit Committee are responsible for monitoring and reviewing the effectiveness of the internal controls that have been put in place.

The Group's internal control systems encompass policies and procedures aiming to:

- respond appropriately to significant business, operational, financial, compliance and other risks in a timely manner with a view to achieving the Group's business objectives. This includes safeguarding assets from inappropriate use or from loss and fraud and ensuring that potential liabilities are identified and managed;
- ensure maintenance of proper accounting records for the provision of reliable financial information for internal or external reporting; and
- ensure compliance with the relevant legislation, rules and regulations and also with our internal policies with respect to the conduct of our business.

The Company's Internal Audit Department ("IA") is responsible for conducting independent reviews of the adequacy and effectiveness of the internal controls and reporting the review results to the Board through the Audit Committee. IA plans its internal audit projects annually based upon applicable regulatory requirements and risk assessments. In accordance with the annual audit plan approved by the Audit Committee, IA conducts statutory required gaming compliance audits, as well as risk-based audits on the business operations. IA communicates with the management about the audit findings and recommendations for remedial actions, and performs follow up to confirm that the implementation of remedial actions by the management team has occurred. Status of follow up and the management team's remedial actions are reported to the Audit Committee. To preserve IA's independence, the Vice President of IA reports directly to the Audit Committee on audit matters and to the President on administrative matters. During 2023, no material internal control weakness that might have an adverse impact on the financial position or operations of the Group was identified.

CORPORATE GOVERNANCE REPORT

In respect of the year ended December 31, 2023, the Board reviewed on an ongoing basis the scope and quality of management's monitoring of risks and of the internal control systems, the work of the internal audit function and risk management, and through the review and findings of the Audit Committee, considered that (i) the Group's risk management and internal control systems, including the financial, operational and compliance controls, were effective and adequate and that the Group had complied satisfactorily with the provisions on risk management and internal controls as set forth in the Corporate Governance Code; (ii) the resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions were adequate; and (iii) the Company's processes for financial reporting and Exchange Listing Rule compliance were effective and adequate.

The risk management and internal control systems are designed to provide reasonable but not absolute assurance against misstatement or loss and to manage rather than to eliminate risks of failure in operational systems and achievement of the Group's objectives.

SHAREHOLDERS' RIGHTS

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

For the purpose of conforming to the Hong Kong Stock Exchange's requirements, the directors of the Company have undertaken by letter to the Hong Kong Stock Exchange dated January 15, 2019, to convene an extraordinary general meeting on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings and to put forward a resolution to approve an amendment to the Articles at the next annual general meeting of the Company. The Articles of Association of the Company were amended from time to time and was last amended at the annual general meeting of the Company held on May 25, 2023.

Under the Articles of Association, the Board shall, on the written requisition of any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company, or any one Shareholder being a recognized clearing house (or its nominee(s)) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company, proceed duly to convene an extraordinary general meeting of the Company. The requisition must specify the objects of the meeting and must be signed by the requisitionist(s) and deposited at the principal place of business of the Company in Hong Kong at 1402 China Merchants Tower, 200 Connaught Road, Central, Hong Kong. Once the Company verifies that the request is proper and in order, the Company Secretary will as soon as practicable inform the Board of such request. If the Board does

not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting to be held with a further twenty-one days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may themselves convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Enquiries can be made by the public in writing with their contact information and deposited at the Company's principal place of business and head office in Macau at Avenida Dr. Sun Yat Sen, Edificio MGM MACAU, NAPE, Macau or the Company's principal place of business in Hong Kong at 1402 China Merchants Tower, 200 Connaught Road, Central, Hong Kong. The Company has a dedicated investor relations team which supports the Board in dealing with enquiries raised by the Shareholders and potential investors. The Company's corporate website also includes the contact details of the Company for the Shareholders and potential investors to post their queries.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

To put forward a proposal at a general meeting, the Shareholder(s) should submit a written notice of the proposal specifying the intention to move it as an ordinary or a special resolution, the particulars of the resolution together with the detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong as detailed above not less than six weeks (42 days) before the meeting at which it is moved. Once the Company verifies that the request is proper and in order, the Company Secretary will request the Board to include the said resolution in the agenda for the general meeting.

To put forward a proposal to elect a person (other than a retiring Director and other than the Shareholder himself/herself) as a Director (the "Candidate") at a general meeting of the Company, the Shareholder shall deposit a written notice of such proposal (signed by the Shareholder who is duly qualified to attend and vote at the general meeting) providing the biographical details of the Candidate as set out in Rule 13.51(2)(a) to (x) of the Listing Rules at the Company's principal place of business and head office in Macau as detailed above or the Company's registered office at Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands for the attention of the Company Secretary, and a written consent signed by the Candidate indicating his/her willingness to be elected. Unless otherwise determined by the Directors and notified by the Company to the Shareholders, the period for lodgement of such a written notice will commence on the day after the dispatch of the notice of the relevant general meeting and end no later than seven days prior to the date of such general meetings.

CORPORATE GOVERNANCE REPORT

CODE OF BUSINESS CONDUCT AND ETHICS AND CONFLICT OF INTEREST POLICY

The Board and senior staff are committed to conducting the Group's business with integrity and the highest standard of business ethics, and in compliance with all the applicable laws and regulatory requirements. The Company has adopted an internal Code of Business Conduct and Ethics and Conflict of Interest Policy which sets out the Company's ethical value and business principles and applies to employees, Directors, contractors or other agents of the Company or its subsidiaries and affiliates. Periodically, the Company may adopt additional guidelines to assist in complying with this policy.

WHISTLE-BLOWING POLICY

The Group has in place an integrity hotline, available by telephone or internet, where employees, customers, contractors and vendors can raise in confidence (where they can choose to be anonymous or otherwise), their concerns on possible improprieties or relating to any alleged breach of the Code of Business Conduct and Ethics and Conflict of Interest Policy, without fear of reprisals. Under the policy, there are arrangements in place for independent investigations of such matters of concern and for appropriate follow up actions to be taken. The summary of the reports received through the integrity hotline is reported to Compliance Committee, Audit Committee and Board of Directors.

ANTI-CORRUPTION GUIDELINES

MGM China has zero tolerance towards any forms of bribery and corruption. Anti-Corruption Guidelines have been formulated to educate all employees about the associated risks and ensure compliance with all anti-corruption measures.

REPORT OF THE DIRECTORS

The Directors present their annual report together with the audited consolidated financial statements of the Group for the year ended December 31, 2023.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are the development and operation of casino games of chance and the related hotel and resort facilities, and the development of integrated resorts in Macau. The Group owns and operates MGM MACAU and MGM COTAI which opened on December 18, 2007 and February 13, 2018 respectively. A list of the Company's subsidiaries, together with their places of incorporation, principal activities and other particulars, is set out in Note 32 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis and Chairperson's Statement set out on pages 24 to 57 and pages 4 to 10 of this annual report respectively. An account of the Company's relations with its key stakeholders are included in the Management Discussion and Analysis on pages 24 to 57, and as described on pages 106 to 108 of this annual report.

OUR COMMITMENT TO SUSTAINABILITY

MGM China is committed to operate as a sustainable and responsible company. Our overall sustainability approach, achievements and commitments of the Company in addressing the sustainability issues that are material to our key stakeholders, will be reflected in a separate Sustainability Report for the year ended December 31, 2023 that the Company will publish. Discussions on the Group's policies and performance on environmental, social and governance initiatives are included in the Sustainability Report.

COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS WHICH HAVE A SIGNIFICANT IMPACT ON THE GROUP

The Group and its activities are subject to extensive regulations in several jurisdictions and are required to obtain and maintain licenses in order to operate certain aspects of the business.

As a public company listed on the Hong Kong Stock Exchange, the Company is subject to the regulations imposed by the Securities and Futures Ordinance, the Listing Rules, and the Hong Kong Companies Ordinance.

REPORT OF THE DIRECTORS

Gaming is a highly regulated industry in Macau. The continuation of operations is contingent upon maintaining all necessary regulatory licenses, permits, approvals, registrations, findings of suitability, orders and authorizations pursuant to the Macau laws. The laws, regulations and ordinances requiring these licenses, permits and approvals generally impose on the Group specific requirements related to responsibility, financial stability and character of the owners, their shareholders, directors and key employees of the gaming operations, as well as gaming promoters involved in gaming operations.

The activities of the Group in Macau are subject to administrative review and approval by various agencies of the Macau Government, including the Gaming Inspection and Coordination Bureau, the Health Department, the Labor Bureau, the Public Works Bureau, the Fire Department, the Economic Services Bureau (including the Tax Department), the Institute for Civic and Municipal Affairs, the Macau Monetary Authority, the Financial Intelligence Bureau and the Macau Government Tourism Office.

As a subsidiary of MGM Resorts International, the Company is subject to regulations imposed by the Foreign Corrupt Practices Act. MGM Resorts International, the controlling Shareholder of the Company, is subject to the laws, rules and regulations of the State of Nevada, U.S.A., and the laws of other jurisdictions in which MGM Resorts International operates pertaining to gaming activities.

The Group is subject to various reporting and anti-money laundering regulations as it deals with significant amounts of cash in its operations. The Group recognizes the importance of complying with applicable legal and regulatory requirements and seeks to ensure compliance with these requirements through various measures such as internal controls and approval procedures, training and oversight of business units with designated resources at different levels of the Group.

MGM Grand Paradise has established a Compliance Committee to oversee procedures to enhance the likelihood that no activities of the Company Group would impugn the reputation and integrity of the Company or that of Macau. The Company believes the Compliance Committee is an important tool to assist the Company in implementing its strict policy to conduct its business with honesty and integrity, and in accordance with high moral, legal and ethical standards. The Compliance Committee is composed of no more than four individuals, at least one of whom is determined by the Board to be independent of the Group, the Parent Company and its Affiliates, who, by virtue of their familiarity with law enforcement, regulated businesses, ethics, or gaming compliance, are sensitive to the concerns of the Macau gaming authorities and capable of determining the existence or likelihood of an unsuitable situation. The Compliance Committee will exercise its best efforts to identify and evaluate situations arising in the course of the business of the Group that may have a negative effect upon the objectives of gaming control. Generally speaking, a situation adversely affects

the objectives of gaming control if it has an adverse effect on the public faith in the ability of any appropriate gaming regulatory system to ensure that licensed gaming is conducted honestly and competitively and that gaming is free from criminal and corruptive elements. The Compliance Officer shall be the recording secretary of the Compliance Committee and shall be responsible for supervising and coordinating all activities on behalf of the Compliance Committee in preparing all minutes and exhibits. The responsibility for day-to-day administration of the compliance plan rests with the Compliance Officer. The Compliance Officer shall report to the Compliance Committee any relevant information coming to the attention of the Compliance Officer concerning any matters subject to review or that are required to be reported under the compliance plan that occurred during the prior quarter.

FINANCIAL RESULTS AND APPROPRIATIONS

The results of the Group for the year ended December 31, 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 156 of this annual report. The financial highlights of the Group for the most recent five years are set out on page 276 of this annual report.

DIVIDEND POLICY

In accordance with the dividend policy announced by the Company on February 28, 2013, the Company may make semi-annual distributions in an aggregate amount per year that will not exceed 35% of the anticipated consolidated annual profits of the Company, taking into consideration the criteria described below and the Directors' fiduciary duties. The Company may also declare special distributions from time to time in addition to the semi-annual distributions. It is anticipated that these distributions will be declared semi-annually following the announcement of the half-year results and following the announcement of the full year results. Dividends will be declared and paid in Hong Kong dollars.

The Company will evaluate its distribution policy and distributions made in any particular year in light of its financial position, the prevailing economic climate and expectations about the future macroeconomic environment and business performance. The determination to make distributions will be made at the discretion of the Board and will be based upon the Company's operations and earnings, development pipeline, cash flow, financial condition, capital and other reserve requirements and surplus, general financial conditions, contractual restrictions and any other conditions or factors which the Board deems relevant and having regard to the Directors' fiduciary duties. The payment of distributions may also be limited by legal restrictions and by the Company's financing agreements (including any financing agreements that the Company may enter into in the future).

REPORT OF THE DIRECTORS

The Company's ability to make distributions is also subject to the requirements of Cayman Islands law and the Articles of Association. Other limitations on the Company's ability to declare and pay dividends include the fact that, as a holding company, the Company is dependent upon the receipt of cash contributions from MGM Grand Paradise, and its other subsidiaries to fund any dividend payments that the Company makes. As substantially all of the Company's operations are conducted through MGM Grand Paradise and the Company's other operating subsidiaries, the ability of these subsidiaries to make dividend and other payments to the Company will be restricted by their constitutional documents and to the laws of and regulations of Macau or other relevant laws and regulations to which those subsidiaries are subject.

DIVIDENDS

The Board did not recommend an interim dividend payment for the six months ended June 30, 2023.

On March 21, 2024, the Board declared a special dividend of HK\$0.104 per Share (the "Special Dividend"), amounting to approximately HK\$395.2 million in aggregate, representing approximately 15% of the Group's profit attributable to owners of the Company for the year ended December 31, 2023. The Special Dividend is expected to be paid on or about April 23, 2024 to the Shareholders whose names would appear on the register of members on April 10, 2024.

In accordance with the dividend policy announced by the Company on February 28, 2013, the semi-annual dividends, may not, in aggregate, exceed more than 35% of the anticipated consolidated annual profits in any one year. The Company may also declare special distributions from time to time in addition to the semi-annual dividends. The Board recommended a final dividend of HK\$0.243 per Share (the "Final Dividend"), amounting to approximately HK\$923.4 million in aggregate for the year ended December 31, 2023, representing approximately 35% of the Group's profit attributable to owners of the Company for the year ended December 31, 2023. Subject to approval by the Shareholders of the Final Dividend in the forthcoming Annual General Meeting, the proposed Final Dividend is expected to be paid on or about June 20, 2024 to the Shareholders whose names would appear on the register of members on June 11, 2024.

SHARE CAPITAL AND WARRANTS

Details of movements in the share capital of the Company during the year are set out in Note 23 to the consolidated financial statements.

Except as disclosed in Note 24 to the consolidated financial statements and the subsection headed "Share Option Scheme" in this report of the Directors, there have been no convertible securities, warrants or similar rights issued or granted by the Company, or any of its subsidiaries during the year ended December 31, 2023.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws of the Cayman Islands or under the Articles of Association which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended December 31, 2023, the Company repurchased a total of 2,947,300 Shares at an aggregate purchase price of HK\$29.4 million on the Hong Kong Stock Exchange. Particulars of the repurchases are as follows:

| Month of repurchase | Total number of Shares repurchased | Highest price paid per Share HK\$ | Lowest price paid per Share HK\$ | Aggregate consideration paid HK\$'000 |
|---------------------|------------------------------------------|--------------------------------------------|-------------------------------------------|------------------------------------------------|
| March 2023 | 10,400 | 9.05 | 9.05 | 95 |
| June 2023 | 1,253,200 | 9.69 | 9.45 | 12,092 |
| September 2023 | 1,097,600 | 10.42 | 10.06 | 11,395 |
| December 2023 | 586,100 | 9.94 | 9.62 | 5,784 |
| | 2,947,300 | | | 29,366 |

New shares were issued pursuant to the exercise of share options by qualifying grantees under the 2011 Share Option Scheme and the 2020 Share Option Scheme adopted by the Company. The Company repurchased the aggregate number of shares equivalent to the aggregate number of all such new shares being issued during the year ended December 31, 2023 in accordance with Rule 10.06 of the Listing Rules, and all repurchased shares were subsequently cancelled. The total issued share capital of the Company remains the same. The Board considered that such repurchases were made for the benefit of the Company and its Shareholders as a whole with the view of maintaining the same total issued share capital and enhancing stability of the Company's share capital and hence the net value of the Company and its assets and/or earnings per Share.

REPORT OF THE DIRECTORS

Except as disclosed above, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company during the year ended December 31, 2023.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at December 31, 2023, the Company's reserves available for distribution to Shareholders were as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------|-------------------|------------------|
| Share premium | 10,398,723 | 10,409,009 |
| Retained earnings | 5,502,770 | 5,335,577 |
| | 15,901,493 | 15,744,586 |

Under the Companies Law of the Cayman Islands, the share premium account is distributable to the Shareholders of the Company subject to the provisions of its Articles of Association and provided that immediately following the date on which any dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business.

CHARITABLE CONTRIBUTIONS

During the year ended December 31, 2023, the Group made charitable contributions totaling HK\$17.8 million.

EMPLOYEES

The Group recognizes the significant contribution made by its employees by providing comprehensive benefit packages, career development opportunities and training in a healthy and safe workplace. The Group is committed to maintaining a work environment free from all forms of harassment and discrimination based upon race, color, religion, gender, national origin, ancestry, age, sexual orientation, mental or physical disability, or any other basis protected by law. This applies to all aspects of employment including, but not limited to, recruitment, hiring, training, promotion, compensation and benefits.

CUSTOMERS

The Group's business is built upon a customer-oriented culture. To maintain our market competitiveness within the industry, the Group has continued to execute our strategies on improving customer experience by providing high quality gaming and non-gaming offerings. We have also invested in the diversification of Macau by bringing world class art to both entertain our local community and drive international visitation. Our MGM COTAL property allows us to capitalize on our international expertise in providing exciting, and diversified entertainment offerings that local residents and visitors to Macau have not previously experienced. It represents what we are known for by our clients under our mojo "Make Great Moments". Customers travelling to Macau are typically from nearby regions in Asia including mainland China, Hong Kong, Taiwan, South Korea and Japan.

Our results of operations are substantially dependent upon casino revenue from high value individuals in the VIP gaming, main floor gaming and slot machines gaming operations. There is volatility in such revenue sources including the risk of loss of a substantial amount of revenue if we should lose the business of these individuals. To address this risk, risk owners have been designated by the Management Risk Committee and mitigation plans have been put in place, including adjusting the Company's business mix between operations according to the economic context, and monitoring and assuring a volume of business from these individuals which is sufficient to ensure that the volatility is in an acceptable range in the long term by means of a marketing plan and budget to support the acquisition and retention of these high value individuals.

For the year ended December 31, 2023, the aggregate amount of operating revenues attributable to the Group's five largest customers represented less than 30% of the Group's total operating revenues.

None of our Directors, their associates or any Shareholders, who to the knowledge of the Directors, own more than 5% of the Company's issued share capital, had any interest in any of our top five customers in 2023.

SUPPLIERS

The Group is committed to upholding the highest ethical and professional standards when dealing with suppliers and contractors. The departments work closely to make sure the procurement process is conducted in an open and fair manner. The Group's requirements and standards are also well-communicated to suppliers, which are required to adhere to our Code of Conduct as well as our Sustainability Policy.

REPORT OF THE DIRECTORS

The Vendor Code of Conduct as well as the Sustainable Procurement Policy adopted by the Company provides guidance in the procurement of goods and services that contribute to achieving the sustainability goals of our Company. The policy applies to all employees authorized to initiate, contribute to, and/or participate in, the purchasing process. By incorporating sustainable considerations in procurement decisions, the Company is able to reduce its burden on the local and global environment, remove unnecessary hazards from operations, help to protect public health, contribute to reducing costs and liabilities, and potentially improve the environmental quality of the areas in which we operate.

The Company has also in place a Purchasing Standard Operating Procedure, applicable to all parties involved in the purchasing process, which details the procedures to be followed to obtain quality goods and services at the best available prices from reputable vendors, and to ensure that robust internal controls are maintained and adhered to.

Risks related to reliance on major suppliers are considered by the Management Risk Committee and mitigation plans are in place.

For the year ended December 31, 2023, the aggregate amount of purchases (not including the purchases of items that are of a capital nature) attributable to the Group's five largest suppliers represented 31% of the Group's total purchases. Our five largest suppliers were MGM Branding, Companhia de Electricidade de Macau — CEM, AIA International Limited, Angel Macau Limited and Kin Ngai Hong (Macau) LDA, which accounted for approximately 12%, 6%, 6%, 4% and 3% of our total purchases, respectively.

With the exception of MGM Resorts International and Pansy Ho, which have an interest in MGM Branding, none of our Directors, their associates or any Shareholders, who to the knowledge of the Directors, own more than 5% of the Company's issued share capital, had any interest in any of our top five suppliers in 2023.

DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Pansy Catilina Chiu King Ho (*Chairperson*) ⁽¹⁾

William Joseph Hornbuckle (*Co-Chairperson*) ⁽²⁾

John M. McManus

Jeny Lau ⁽³⁾

Kenneth Xiaofeng Feng ⁽⁴⁾

Chen Yau Wong ⁽⁵⁾

NON-EXECUTIVE DIRECTORS:

Daniel J. Taylor

Ayesha Khanna Molino

Jonathan S. Halkyard

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Sze Wan Patricia Lam

Russell Francis Banham

Simon Meng

Chee Ming Liu

⁽¹⁾ Pansy Catilina Chiu King Ho was re-designated as Chairperson on May 25, 2023.

⁽²⁾ William Joseph Hornbuckle was re-designated as Co-Chairperson on May 25, 2023.

⁽³⁾ Jeny Lau was appointed as executive Director on May 25, 2023.

⁽⁴⁾ Kenneth Xiaofeng Feng was re-designated as executive Director on July 20, 2023.

⁽⁵⁾ Chen Yau Wong retired as executive Director on May 25, 2023.

REPORT OF THE DIRECTORS

In accordance with article 105 of the Articles of Association, at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Every Director shall be subject to retirement at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any other Directors to retire shall be determined on the basis that (a) at least one executive Director shall retire each year, (b) at least one non-executive Director (who is not an independent non-executive Director) shall retire each year, and (c) at least one independent non-executive Director shall retire each year, provided that no Director shall be required by the Board to retire by rotation if the last re-election or appointment of that Director is more recent than the last re-election or appointment of any other Director who is not being required to retire by rotation. Any Director appointed pursuant to article 102(2) or 102(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Details of the Directors who shall retire from office of the Company and, being eligible, offer themselves for re-election at the forthcoming annual general meeting will be set out in the circular and notice of the annual general meeting to be sent to the Shareholders.

The Company has received annual confirmations of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 11 to 23 of this annual report.

UPDATE ON DIRECTORS' INFORMATION

Changes in the information of the Directors since disclosure made in the Company's 2023 interim report that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out below:

1. Ms. Ayesha Khanna Molino serves as President and Chief Operating Officer of Aria and Vdara since November 2023.
2. Ms. Sze Wan Patricia Lam serves as co-founder and partner of Patti Wong & Associates.
3. Mr. Chee Ming Liu serves as a Director of GDS Holdings Limited since December 4, 2023.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

Details of the remuneration of the Directors are set out in Note 12 to the consolidated financial statements. There has been no arrangement under which any Director has waived or agreed to waive any emoluments. The Directors' emoluments are determined by the Board with reference to their duties and responsibilities.

DIRECTORS' INTEREST IN CONTRACTS

Except as disclosed in Note 31 to the consolidated financial statements on pages 264 to 268 of this annual report, there is no contract of significance in relation to the Group's business at the end of the year or at any time during the year ended December 31, 2023 in which the Group was a party and in which a Director was materially interested.

PERMITTED INDEMNITY

Pursuant to the Company's article 178 of the Articles of Association, every Director shall be indemnified and held harmless out of the assets of the Company, to the fullest extent permitted by applicable laws, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred.

REPORT OF THE DIRECTORS

DEED OF NON-COMPETE UNDERTAKINGS WITH MS. PANSY HO AND MGM RESORTS INTERNATIONAL

The Company entered into a Deed of Non-compete Undertakings with Ms. Pansy Ho and MGM Resorts International on May 17, 2011 so as to maintain a clear delineation of the respective businesses of each party as set out in pages 134 to 137 of the Company's IPO Prospectus. On September 30, 2019 and December 8, 2022, the Deed of Non-Compete Undertakings was renewed and replaced by the parties, effective from April 1, 2020 and January 1, 2023. On November 26, 2022, MGM Grand Paradise was provisionally awarded the Gaming Concession, commencing on January 1, 2023 and expiring on December 31, 2032. On December 16, 2022, MGM Grand Paradise received the final award of the Gaming Concession by order of the Chief Executive and the Concession Contract was executed between the Macau Government and MGM Grand Paradise. As such, on December 8, 2022, the parties entered into the Third Renewed Deed of Non-Compete Undertakings effective from January 1, 2023. The renewal of the Deed of Non-Compete Undertakings pursuant to the Third Renewed Deed of Non-Compete Undertakings aligns the term of such undertakings with the term of the Gaming Concession. The terms of the Third Renewed Deed of Non-Compete Undertakings were arrived at after arm's length negotiations between the relevant parties, and are substantially the same as the Deed of Non-Compete Undertakings. The Directors (including the independent non-executive Directors) consider that the entry into the Third Renewed Deed of Non-Compete Undertakings is in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company has received annual written declarations of their compliance with the undertakings under the Deed of Non-compete Undertakings during the year ended December 31, 2023 from Ms. Pansy Ho and MGM Resorts International. Based upon the confirmations received from Ms. Pansy Ho and MGM Resorts International and after review, our independent non-executive Directors considered that Ms. Pansy Ho and MGM Resorts International have complied with the terms set out in the Deed of Non-compete Undertakings during the year ended December 31, 2023.

Except as disclosed above, none of our Directors had any interest in any business which competes with our Group's business during the year ended December 31, 2023.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed for the year ended December 31, 2023.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at December 31, 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive had taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register maintained by the Company referred to therein, or were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code or as the Company was aware, were as follows:

(A) LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

| Name of Director | Personal Interests | Family Interests | Corporate Interests | Number of Shares and Underlying Shares held | Percentage of issued share capital |
|-----------------------|----------------------------|------------------|----------------------------|---------------------------------------------|------------------------------------|
| Pansy Ho | 380,000,000 ⁽¹⁾ | — | 474,561,200 ⁽²⁾ | 854,561,200 | 22.49% |
| Kenneth Xiaofeng Feng | 5,018,400 ⁽³⁾ | — | — | 5,018,400 | 0.13% |

(B) LONG POSITION IN DEBENTURES OF THE COMPANY

| Name of Director | Personal Interests | Family Interests | Corporate Interests | Number of Debentures held | Percentage of Debentures in issue of relevant company |
|------------------|-----------------------------------------------|------------------|---------------------|---------------------------|-------------------------------------------------------|
| Pansy Ho | US\$15,000,000 ⁽⁴⁾ (Beneficial) | — | — | US\$15,000,000 | 3% |

REPORT OF THE DIRECTORS

(C) LONG POSITION IN THE SHARES OF ASSOCIATED CORPORATIONS — MGM GRAND PARADISE

| Name of Director | Personal Interests | Family Interests | Corporate Interests | Number of Shares held | Percentage of issued share capital |
|------------------|------------------------|------------------|---------------------|-----------------------|------------------------------------|
| Pansy Ho | 750,000 ⁽⁵⁾ | — | — | 750,000 | 15.00% |

(D) LONG POSITION IN THE COMMON STOCKS AND UNDERLYING SHARES OF ASSOCIATED CORPORATIONS — MGM RESORTS INTERNATIONAL ⁽⁶⁾

| Name of Director | Personal Interests | Family Interests | Corporate Interests | Other Interests | Number of Common Stocks and Underlying Shares held | Percentage of issued common stocks |
|---------------------------|-------------------------|------------------|--------------------------|-------------------------|----------------------------------------------------|------------------------------------|
| Pansy Ho | — | — | 3,066,157 ⁽⁷⁾ | — | 3,066,157 | 0.9390% |
| William Joseph Hornbuckle | 48,303 ⁽⁸⁾ | — | — | — | 48,303 | 0.0148% |
| | 292,118 ⁽⁹⁾ | — | — | — | 292,118 | 0.0895% |
| | 57 ⁽¹⁰⁾ | — | — | — | 57 | 0.00002% |
| | 721,113 ⁽¹¹⁾ | — | — | — | 721,113 | 0.2208% |
| | 74 ⁽¹²⁾ | — | — | — | 74 | 0.00002% |
| | — | — | — | 172,781 ⁽¹³⁾ | 172,781 | 0.0529% |
| | 300,712 ⁽¹⁴⁾ | — | — | — | 300,712 | 0.0921% |
| John M. McManus | 238 ⁽¹⁵⁾ | — | — | — | 238 | 0.0001% |
| | 69,260 ⁽¹⁶⁾ | — | — | — | 69,260 | 0.0212% |
| | 12 ⁽¹⁷⁾ | — | — | — | 12 | 0.000004% |
| | 161,268 ⁽¹⁸⁾ | — | — | — | 161,268 | 0.0494% |
| | 16 ⁽¹⁹⁾ | — | — | — | 16 | 0.000005% |
| | 63,695 ⁽²⁰⁾ | — | — | — | 63,695 | 0.0195% |
| Kenneth Xiaofeng Feng | 18,698 ⁽²¹⁾ | — | — | — | 18,698 | 0.0057% |
| | 875 ⁽²²⁾ | — | — | — | 875 | 0.0003% |

| Name of Director | Personal Interests | Family Interests | Corporate Interests | Other Interests | Number of Common Stocks and Underlying Shares held | Percentage of issued common stocks |
|----------------------|-------------------------|---------------------|---------------------|-----------------|----------------------------------------------------|------------------------------------|
| Daniel J. Taylor | 79,484 ⁽²³⁾ | — | — | — | 79,484 | 0.0243% |
| | 57,337 ⁽²⁴⁾ | — | — | — | 57,337 | 0.0176% |
| | 4,344 ⁽²⁵⁾ | — | — | — | 4,344 | 0.0013% |
| | 3,442 ⁽²⁶⁾ | — | — | — | 3,442 | 0.0011% |
| Ayesha Khanna Molino | 17,586 ⁽²⁷⁾ | — | — | — | 17,586 | 0.0054% |
| | 30,336 ⁽²⁸⁾ | — | — | — | 30,336 | 0.0093% |
| | 2 ⁽²⁹⁾ | — | — | — | 2 | 0.000001% |
| | 14,639 ⁽³⁰⁾ | — | — | — | 14,639 | 0.0045% |
| | — | 200 ⁽³¹⁾ | — | — | 200 | 0.00006% |
| Jonathan S. Halkyard | 21,422 ⁽³²⁾ | — | — | — | 21,422 | 0.0066% |
| | 72,226 ⁽³³⁾ | — | — | — | 72,226 | 0.0221% |
| | 10 ⁽³⁴⁾ | — | — | — | 10 | 0.000003% |
| | 184,545 ⁽³⁵⁾ | — | — | — | 184,545 | 0.0565% |
| | 15 ⁽³⁶⁾ | — | — | — | 15 | 0.000005% |
| | 18,743 ⁽³⁷⁾ | — | — | — | 18,743 | 0.0057% |

Notes:

- (1) These represent the Shares beneficially held by Ms. Pansy Ho in her personal capacity.
- (2) These represent the Shares held by Grand Paradise Macau Limited, a company which Ms. Pansy Ho has control.
- (3) These represent 5,018,400 share options of the Company granted to Kenneth Xiaofeng Feng pursuant to the share option scheme of the Company, details of which are set out in Note 24 to the consolidated financial statements.
- (4) This represents US\$15,000,000 of the 2025 Notes of the Company purchased by Ms. Pansy Ho.

REPORT OF THE DIRECTORS

- (5) These represent 97.4% of total issued class B shares of MGM Grand Paradise which carry 15% of the total voting power at any meetings of shareholders of MGM Grand Paradise. On each occasion upon which dividends are paid by MGM Grand Paradise, each holder of class B shares will be entitled to receive dividends of up to MOP1 only.
- (6) MGM Resorts International adopted an omnibus incentive plan in 2005 which, as amended, allows it to grant stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), performance stock units ("PSUs") and other stock-based awards to eligible directors, officers and employees of MGM Resorts International and its subsidiaries. Stock options and SARs granted under all plans generally have terms of either seven or ten years, and in most cases vest in either four or five equal annual installments. RSUs and PSUs granted vest ratably over four and three years respectively. MGM Resorts International's practice is to issue new shares upon exercise or vesting of awards.
- (7) These represent the common stock of MGM Resorts International held by Emerging Corporate Limited, a company which Ms. Pansy Ho has control.
- (8) This represents 48,303 vested RSUs in the common stock of MGM Resorts International held by William Joseph Hornbuckle.
- (9) This represents 292,118 unvested RSUs in the common stock of MGM Resorts International granted to William Joseph Hornbuckle.
- (10) This represents 57 dividend equivalent rights for the outstanding RSUs equity awards of MGM Resorts International held by William Joseph Hornbuckle.
- (11) This represents 450,696 unvested PSUs in the common stock of MGM Resorts International granted to William Joseph Hornbuckle. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (12) This represents 46 dividend equivalent rights for the outstanding PSUs equity awards of MGM Resorts International held by William Joseph Hornbuckle. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (13) These represent the common stock of MGM Resorts International indirectly held through trust.
- (14) These represent the common stock of MGM Resorts International held by William Joseph Hornbuckle.
- (15) This represents 238 vested RSUs in the common stock of MGM Resorts International held by John M. McManus.

- (16) This represents 69,260 unvested RSUs in the common stock of MGM Resorts International granted to John M. McManus.
- (17) This represents 12 dividend equivalent rights for the outstanding RSUs equity awards of MGM Resorts International held by John M. McManus.
- (18) This represents 100,793 unvested PSUs in the common stock of MGM Resorts International granted to John M. McManus. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (19) This represents 10 dividend equivalent rights for the outstanding PSUs equity awards of MGM Resorts International held by John M. McManus. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (20) These represent the common stock of MGM Resorts International held by John M. McManus.
- (21) These represent the common stock of MGM Resorts International held by Kenneth Xiaofeng Feng.
- (22) These represent the common stock of MGM Resorts International directly held through Ameritrade.
- (23) This represents 79,484 deferred stock units in the common stock of MGM Resorts International granted to Daniel J. Taylor.
- (24) This represents 57,337 vested RSUs in the common stock of MGM Resorts International held by Daniel J. Taylor.
- (25) This represents 4,344 unvested RSUs in the common stock of MGM Resorts International granted to Daniel J. Taylor.
- (26) This represents 3,442 dividend equivalent rights for the outstanding RSUs equity awards of MGM Resorts International held by Daniel J. Taylor.
- (27) This represents 17,586 unvested RSUs in the common stock of MGM Resorts International granted to Ayesha Khanna Molino.
- (28) This represents 18,960 unvested PSUs in the common stock of MGM Resorts International granted to Ayesha Khanna Molino. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.

REPORT OF THE DIRECTORS

- (29) This represents 1 dividend equivalent rights for the outstanding PSUs equity awards of MGM Resorts International held by Ayesha Khanna Molino. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (30) These represent the common stock of MGM Resorts International held by Ayesha Khanna Molino.
- (31) These represent the common stock of MGM Resorts International held by Ayesha Khanna Molino's spouse.
- (32) This represents 21,422 vested RSUs in the common stock of MGM Resorts International held by Jonathan S. Halkyard.
- (33) This represents 72,226 unvested RSUs in the common stock of MGM Resorts International granted to Jonathan S. Halkyard.
- (34) This represents 10 dividend equivalent rights for the outstanding RSUs equity awards of MGM Resorts International held by Jonathan S. Halkyard.
- (35) This represents 115,341 unvested PSUs in the common stock of MGM Resorts International granted to Jonathan S. Halkyard. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (36) This represents 9 dividend equivalent right for the outstanding PSUs equity awards of MGM Resorts International held by Jonathan S. Halkyard. Each PSU can be converted into a maximum of 1.6 common stock of MGM Resorts International.
- (37) These represent the common stock of MGM Resorts International held by Jonathan S. Halkyard.

Except as disclosed above, as at December 31, 2023, none of the Directors or chief executive of the Company was interested, or was deemed to be interested in the long and short positions in the Shares, underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or (ii) recorded in the register maintained by the Company as required pursuant to Section 352 of the SFO as aforesaid or (iii) notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at December 31, 2023 so far as is known to any Director of the Company, the persons who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or as otherwise notified to the Company were as follows:

(A) LONG POSITION IN THE SHARES OF THE COMPANY

| Name | Capacity/nature of interest | Number of Shares held | Percentage of shareholding |
|---------------------------------------------|--------------------------------------|-----------------------|----------------------------|
| MGM Resorts International ⁽¹⁾ | Interest in a controlled corporation | 2,126,100,001 | 55.95% |
| MGM International, LLC ⁽¹⁾ | Interest in a controlled corporation | 2,126,100,001 | 55.95% |
| MRIH ⁽¹⁾ | Direct interest | 2,126,100,001 | 55.95% |
| Pansy Ho ⁽²⁾ | Direct interest | 380,000,000 | 10.00% |
| | Interest in a controlled corporation | 474,561,200 | 12.49% |
| Grand Paradise Macau Limited ⁽²⁾ | Direct interest | 474,561,200 | 12.49% |

Notes:

- (1) MRIH is a wholly-owned subsidiary of MGM International, LLC, which in turn is wholly-owned by MGM Resorts International. Therefore, MGM International, LLC and MGM Resorts International are deemed or taken to be interested in 2,126,100,001 Shares which are directly held by MRIH.
- (2) Grand Paradise Macau Limited is a company controlled by Ms. Pansy Ho and therefore Ms. Pansy Ho is deemed or taken to be interested in 474,561,200 Shares which are directly held by Grand Paradise Macau Limited.

REPORT OF THE DIRECTORS

Except as disclosed above, the Company had not been notified of any other corporation or person, who, as at December 31, 2023, had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE-BASED PAYMENTS

SHARE OPTION SCHEME

The Company maintained the 2011 Share Option Scheme and the 2020 Share Option Scheme for the purpose of providing incentives and/or rewards to persons for their contributions to, and continuing efforts to promote the interests of the Group. Under the Share Option Scheme, options will be granted to subscribers for ordinary shares in the Company.

Persons who are eligible to participate in the schemes (the “Eligible Participants”) include:

- (i) any Employee of the Group;
- (ii) any Director of the Group;
- (iii) any other person (including a consultant or adviser) who provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which, in the sole discretion of the Board, are in the interests of the long-term growth of the Group and who has contributed or will contribute to the Group.

2011 Share Option Scheme

The Company adopted a share option scheme on May 11, 2011, which was amended by the Board on July 28, 2016 to approve certain administrative matters and further amended by the Shareholders at the annual general meeting of the Company held on May 24, 2017 (the “2011 Share Option Scheme”) to approve certain changes to paragraphs 1.1, 6, 7 and 11 of the terms of the 2011 Share Option Scheme. Details of the amendments are set out in the circular of the Company dated April 20, 2017. The 2011 Share Option Scheme expired on May 10, 2021, and no further options have been and will be granted under the 2011 Share Option Scheme. However, all outstanding options granted under the 2011 Share Option Scheme shall remain valid and exercisable in accordance with the terms of the 2011 Share Option Scheme, which shall in force and effect despite the expiry of the 2011 Share Option Scheme.

As at December 31, 2023, the total number of Shares available for issue based on the outstanding options granted under the 2011 Share Option Scheme is 44,143,788.

2020 Share Option Scheme

At the annual general meeting of the Company held on May 28, 2020, the Shareholders approved the adoption of the share option scheme (the “2020 Share Option Scheme”). There is no material difference between the terms of the 2011 Share Option Scheme and the terms of the 2020 Share Option Scheme. All options outstanding on the expiration of the ten-year period granted under the 2020 Share Option Scheme will remain valid and exercisable in accordance with the terms of the 2020 Share Option Scheme, which shall remain in full force and effect following the expiry of the 2020 Share Option Scheme.

As at December 31, 2023, the total number of Shares available for issue based on the outstanding options granted under the 2020 Share Option Scheme is 50,732,300.

As at December 31, 2023, the number of Shares in respect of which options had been granted under the 2011 Share Option Scheme and the 2020 Share Option Scheme and remained outstanding was 94,876,088 in aggregate, representing approximately 2.5% of the issued share capital of the Company.

Total number of Shares available for issue

The total number of Shares issued and which may be issued in respect of all options granted under the 2020 Share Option Scheme and all other share option schemes of the Company must not in aggregate exceed 380,000,000 Shares, representing 10% of the total number of Shares in issue as at May 28, 2020, being the date of approval of the 2020 Share Option Scheme, excluding options lapsed in accordance with the terms of the 2020 Share Option Scheme (the “Scheme Mandate Limit”). As at the date of this report, the total number of Shares available for issue under the 2020 Share Option Scheme and all other share option scheme is 351,073,288, representing approximately 9.2% of the issued share capital of the Company.

As at January 1, 2023, the number of options available for grant under the Scheme Mandate Limit was 236,586,100. As at December 31, 2023, the number of options available for grant under the Scheme Mandate Limit was 258,469,000.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2020 Share Option Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 30% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time.

REPORT OF THE DIRECTORS

Maximum entitlement of each participant

The maximum number of Shares issued and to be issued in respect of all options or awards granted (excluding any options or awards lapsed in accordance with the terms of the 2020 Share Option Scheme or Restricted Stock Unit Plan) in the twelve-month period up to and including the date of such grant is limited to 1% of the total number of Shares in issue. Any further grant of share options and awards in excess of this limit is subject to Shareholders' approval in a general meeting in accordance with Chapter 17 of the Listing Rules.

Exercise period

The period during which an option may be exercised, to be determined and notified by the Board to a grantee, shall not in any event be more than ten years commencing on the date on which the offer in relation to such option is deemed to have been accepted by the grantee, subject to the provisions for early termination contained in the scheme.

The Board may in its absolute discretion specify such conditions as it thinks fit when making an offer to an Eligible Participant (including, without limitation, as to any performance criteria which must be satisfied by the Eligible Participant and/or the Company and/or its Subsidiaries, and any minimum period for which an option must be held, before an option may be exercised, if any), provided that such conditions shall not be inconsistent with any other terms of the 2020 Share Option Scheme.

Payment on acceptance of the option

HK\$1.00 is payable by the grantee to the Company on acceptance of the option offer.

Determination of exercise price

The exercise price shall be a price determined by the Board and notified to the grantee and shall be at least the higher of: (i) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets on the offer date, which must be a business day; (ii) the average of the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share.

Life of the share option schemes

The 2011 Share Option Scheme expired on May 10, 2021, and no further options have been and will be granted under the 2011 Share Option Scheme. The 2020 Share Option Scheme is effective for a period of 10 years from May 28, 2020.

A summary of the movements of the outstanding options under the 2011 Share Option Scheme and the 2020 Share Option Scheme during the year ended December 31, 2023 is as follows:

| Directors, eligible employees and consultant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|----------------------------------------------|---------------------------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Grant R.Bowie* | June 3, 2014 | June 2, 2015 - June 2, 2024 | 26.850 | 3,200,000 | — | — | (3,200,000) | — | — |
| | June 3, 2015 | June 3, 2016 - June 2, 2025 | 14.090 | 2,753,600 | — | — | (2,753,600) | — | — |
| | June 5, 2017 | June 5, 2018 - June 4, 2027 | 17.132 | 2,220,000 | — | — | (2,220,000) | — | — |
| | June 4, 2018 | June 4, 2019 - June 3, 2028 | 22.510 | 1,629,600 | — | — | (1,629,600) | — | — |
| | June 6, 2019 | June 6, 2020 - June 5, 2029 | 11.744 | 3,992,400 | — | — | (3,992,400) | — | — |
| Kenneth Feng | November 15, 2019 | November 15, 2020 - November 14, 2029 | 12.176 | 1,000,000 | — | — | — | — | 1,000,000 |
| | June 3, 2020 | June 3, 2021 - June 2, 2030 | 9.470 | 900,000 | — | — | — | — | 900,000 |
| | May 3, 2021 | December 31, 2021 - May 2, 2031 | 12.672 | 282,400 | — | — | — | — | 282,400 |
| | June 3, 2021 | June 3, 2022 - June 2, 2031 | 12.480 | 859,600 | — | — | — | — | 859,600 |
| | June 10, 2022 | June 10, 2023 - June 9, 2032 | 4.330 | 1,976,400 | — | — | — | — | 1,976,400 |
| Sub-total (Directors) | | | | 18,814,000 | — | — | (13,795,600) | — | 5,018,400 |
| Employees | February 26, 2013 | February 25, 2014 - February 26, 2023 | 18.740 | 50,000 | — | — | — | (50,000) | — |
| | May 15, 2013 | May 14, 2014 - May 15, 2023 | 20.350 | 25,000 | — | — | — | (25,000) | — |
| | February 24, 2014 | February 23, 2015 - February 24, 2024 | 32.250 | 700,000 | — | — | (300,000) | — | 400,000 |
| | June 3, 2014 | June 2, 2015 - June 2, 2024 | 26.850 | 7,255,000 | — | — | (1,835,000) | — | 5,420,000 |
| | August 15, 2014 | August 15, 2015 - August 14, 2024 | 26.350 | 100,000 | — | — | (50,000) | — | 50,000 |
| | November 17, 2014 | November 17, 2015 - November 16, 2024 | 24.120 | 800,000 | — | — | — | — | 800,000 |
| | February 25, 2015 | February 25, 2016 - February 24, 2025 | 19.240 | 100,000 | — | — | — | — | 100,000 |
| | May 15, 2015 | May 15, 2016 - May 14, 2025 | 15.100 | 120,000 | — | — | — | — | 120,000 |
| | June 3, 2015 | June 3, 2016 - June 2, 2025 | 14.090 | 3,639,688 | — | — | (660,800) | — | 2,978,888 |
| | August 17, 2015 | August 17, 2016 - August 16, 2025 | 16.470 | 135,000 | — | — | — | — | 135,000 |
| | November 16, 2015 | November 16, 2016 - November 15, 2025 | 11.450 | 715,000 | — | — | — | — | 715,000 |
| | February 23, 2016 | February 23, 2017 - February 22, 2026 | 9.130 | 135,000 | — | — | — | — | 135,000 |
| | May 16, 2016 | May 16, 2017 - May 15, 2026 | 10.480 | 137,500 | — | — | (37,500) | — | 100,000 |
| | June 3, 2016 | June 3, 2017 - June 2, 2026 | 10.900 | 3,680,100 | — | — | (846,200) | — | 2,833,900 |
| | August 23, 2016 | August 23, 2017 - August 22, 2026 | 11.740 | 4,738,900 | — | — | (1,182,400) | — | 3,556,500 |
| | November 15, 2016 | November 15, 2017 - November 14, 2026 | 14.650 | 250,000 | — | — | — | — | 250,000 |
| February 21, 2017 | February 21, 2018 - February 20, 2027 | 14.500 | 825,000 | — | — | — | — | 825,000 | |

REPORT OF THE DIRECTORS

| Directors, eligible employees and consultant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|----------------------------------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Employees | May 15, 2017 | May 15, 2018 - May 14, 2027 | 16.990 | 260,000 | — | — | — | — | 260,000 |
| | June 5, 2017 | June 5, 2018 - June 4, 2027 | 17.132 | 4,862,900 | — | — | (746,900) | — | 4,116,000 |
| | August 15, 2017 | August 15, 2018 - August 14, 2027 | 15.910 | 250,000 | — | — | — | — | 250,000 |
| | November 15, 2017 | November 15, 2018 - November 14, 2027 | 19.240 | 300,000 | — | — | — | — | 300,000 |
| | February 23, 2018 | February 23, 2019 - February 22, 2028 | 23.200 | 830,000 | — | — | (50,000) | — | 780,000 |
| | June 4, 2018 | June 4, 2019 - June 3, 2028 | 22.510 | 4,115,200 | — | — | (643,200) | — | 3,472,000 |
| | August 15, 2018 | August 15, 2019 - August 14, 2028 | 15.932 | 100,000 | — | — | — | — | 100,000 |
| | November 15, 2018 | November 15, 2019 - November 14, 2028 | 11.940 | 50,000 | — | — | — | — | 50,000 |
| | April 4, 2019 | April 4, 2020 - April 3, 2029 | 17.500 | 50,000 | — | — | — | — | 50,000 |
| | May 15, 2019 | May 15, 2020 - May 14, 2029 | 14.292 | 340,000 | — | — | — | — | 340,000 |
| | June 6, 2019 | June 6, 2020 - June 5, 2029 | 11.744 | 7,963,000 | — | — | (296,800) | — | 7,666,200 |
| | August 15, 2019 | August 15, 2020 - August 14, 2029 | 11.564 | 267,500 | — | — | — | — | 267,500 |
| | November 15, 2019 | November 15, 2020 - November 14, 2029 | 12.176 | 150,000 | — | — | — | — | 150,000 |
| | April 1, 2020 | April 1, 2021 - March 31, 2030 | 7.976 | 130,000 | — | — | — | — | 130,000 |
| | May 15, 2020 | May 15, 2021 - May 14, 2030 | 9.316 | 160,000 | — | — | — | — | 160,000 |
| | June 3, 2020 | June 3, 2021 - June 2, 2030 | 9.470 | 12,434,900 | — | (234,700) | (289,800) | — | 11,910,400 |
| | August 17, 2020 | August 17, 2021 - August 16, 2030 | 10.380 | 120,000 | — | — | (15,000) | — | 105,000 |
| | November 16, 2020 | November 16, 2020 - November 15, 2030 | 15.620 | 1,854,000 | — | — | (80,000) | — | 1,774,000 |
| | November 16, 2020 | November 16, 2020 - November 15, 2030 | 15.120 | 625,000 | — | — | — | — | 625,000 |
| | May 3, 2021 | December 31, 2021 - May 2, 2031 | 12.672 | 1,339,600 | — | — | (29,200) | — | 1,310,400 |
| | May 17, 2021 | May 17, 2022 - May 16, 2031 | 11.312 | 290,000 | — | — | — | — | 290,000 |
| | June 3, 2021 | June 3, 2022 - June 2, 2031 | 12.480 | 10,728,400 | — | — | (341,200) | — | 10,387,200 |
| | August 16, 2021 | August 16, 2022 - August 15, 2031 | 8.256 | 250,000 | — | — | — | — | 250,000 |
| | March 11, 2022 | March 11, 2023 - March 10, 2032 | 4.626 | 600,000 | — | — | — | — | 600,000 |
| | May 16, 2022 | May 16, 2023 - May 15, 2032 | 4.146 | 480,000 | — | (45,000) | (45,000) | — | 390,000 |
| | June 10, 2022 | June 10, 2023 - June 9, 2032 | 4.330 | 26,399,600 | — | (2,667,600) | (663,300) | — | 23,068,700 |
| | May 15, 2023 | May 15, 2024 - May 14, 2033 | 9.090 | — | 100,000 ⁽ⁱ⁾ | — | — | — | 100,000 |
| Sub-total (Employees) | | | | 98,356,288 | 100,000 | (2,947,300) | (8,112,300) | (75,000) | 87,321,688 |

| Directors, eligible employees and consultant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|----------------------------------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Consultant | June 3, 2014 | June 2, 2015 - June 2, 2024 | 26.850 | 400,000 | — | — | — | — | 400,000 |
| | June 3, 2015 | June 3, 2016 - June 2, 2025 | 14.090 | 478,800 | — | — | — | — | 478,800 |
| | June 3, 2016 | June 3, 2017 - June 2, 2026 | 10.900 | 550,000 | — | — | — | — | 550,000 |
| | August 23, 2016 | August 23, 2017 - August 22, 2026 | 11.740 | 263,600 | — | — | — | — | 263,600 |
| | June 5, 2017 | June 5, 2018 - June 4, 2027 | 17.132 | 214,800 | — | — | — | — | 214,800 |
| | June 4, 2018 | June 4, 2019 - June 3, 2028 | 22.510 | 153,600 | — | — | — | — | 153,600 |
| | June 6, 2019 | June 6, 2020 - June 5, 2029 | 11.744 | 275,200 | — | — | — | — | 275,200 |
| | November 16, 2020 | November 16, 2021 - November 15, 2030 | 11.240 | 200,000 | — | — | — | — | 200,000 |
| Sub-total (Consultant) | | | | 2,536,000 | — | — | — | — | 2,536,000 |
| Total | | | | 119,706,288 | 100,000 | (2,947,300) | (21,907,900) | (75,000) | 94,876,088 |
| Weighted average exercise price per Share | | | | HK\$12.53 | HK\$9.09 | HK\$4.74 ⁽²⁾ | HK\$17.49 | HK\$19.28 | HK\$11.62 |
| Exercisable at end of the reporting period | | | | | | | | | 64,163,288 |

* Grant R. Bowie resigned as executive Director with effect from August 6, 2020.

Notes:

- (1) For share options granted during the year ended December 31, 2023, the closing price of the Shares immediately before the date of this grant was HK\$8.92 and the estimated weighted average fair value of share options granted on that date was HK\$3.50 per share. The Company estimates the fair value of the options granted using the Black-Scholes option pricing model.
- (2) The weighted average closing price of the Shares immediately before the dates on which the options were exercised during the year ended December 31, 2023 was HK\$9.60.

The number of Shares that may be issued in respect of all options granted under the 2020 Share Option Scheme and all other share option schemes of the Company during the year ended December 31, 2023 divided by the weighted average number of Shares in issue for the year ended December 31, 2023 was 2.5%.

REPORT OF THE DIRECTORS

The vesting periods of the above options are 25% per year vesting on each of the anniversary dates of the date of grant, with the exception of the options granted on May 3, 2021, which were 100% vested on December 31, 2021.

RESTRICTED STOCK UNIT PLAN

On August 4, 2023, the Board approved and adopted the Restricted Stock Unit Plan. A restricted stock unit award may be granted to any director or employee of the Group and any other person (including a consultant or adviser) who in the sole discretion of the Board has contributed or will contribute to the Group, approved by the Board following a recommendation from the Remuneration Committee. Under the Restricted Stock Unit Plan, each restricted stock unit award represents a right to receive a transfer of Shares following vesting. By Trust Deed executed on January 25, 2024, a Trust was established for the purposes of the Restricted Stock Unit Plan and a Trustee was appointed, with and subject to the trust powers and provisions contained therein. Restricted stock unit awards shall be satisfied by the transfer of Shares acquired on the Hong Kong Stock Exchange by the Trust (or a cash alternative determined by the Board) only and shall not be capable of being satisfied by the issue of Shares.

The Company shall procure that adequate funds are paid to the Trustee from time to time (in each case to the extent not prohibited by the Listing Rules and applicable laws and regulations) to enable the Trustee to perform its duties and exercise its powers under this Trust Deed, including to acquire the appropriate number of Shares to settle vested restricted stock unit awards with the relevant Participants and to cover all costs and expenses related thereto. The effect of the vesting of a restricted stock unit is that the Shares in respect of which a restricted stock unit vests shall be transferred to the Participant as soon as is reasonably practicable.

25% of restricted stock units awarded vest on each anniversary of the date on which an award is granted.

Maximum entitlement of each participant

The maximum number of Shares issued and to be issued in respect of all options or awards granted (excluding any options or awards lapsed in accordance with the terms of the 2020 Share Option Scheme or Restricted Stock Unit Plan) in the twelve-month period up to and including the date of such grant is limited to 1% of the total number of Shares in issue. Any further grant of share options and awards in excess of this limit is subject to Shareholders' approval in a general meeting in accordance with Chapter 17 of the Listing Rules.

Life of the restricted stock unit plan

An award may only be granted within the period of 10 years commencing on the date of adoption of the Plan.

Equity-settled restricted stock units

A summary of the movements of the outstanding equity-settled restricted stock units under the Restricted Stock Unit Plan during the year ended December 31, 2023 is as follows:

| Directors, eligible employees and consultant | Date of grant | Number of restricted stock units | | | | Unvested units at December 31, 2023 |
|-----------------------------------------------------------|----------------|-----------------------------------|----------------------------------------|------------------------|---------------------------|-------------------------------------|
| | | Unvested units at January 1, 2023 | Granted during the year ⁽¹⁾ | Vested during the year | Forfeited during the year | |
| Five highest paid individuals in aggregate ⁽²⁾ | August 7, 2023 | — | 1,409,307 | — | — | 1,409,307 |
| Other grantees in aggregate | August 7, 2023 | — | 5,059,201 | — | (17,389) | 5,041,812 |
| Total | | | 6,468,508 | — | (17,389) | 6,451,119 |

Notes:

- (1) For restricted stock units granted during the year ended December 31, 2023, the closing price of the Shares immediately before the date of this grant was HK\$10.88 and the estimated weighted average fair value of restricted stock units granted on that date was HK\$10.25 per share.
- (2) Of the five individuals with the highest emoluments in the Group, two were directors of the Company with no equity-settled restricted stock units granted during the year.

REPORT OF THE DIRECTORS

Cash-settled restricted stock units

Upon vesting of each restricted stock unit, the Group will pay the grantees an amount in cash calculated based on the closing price of a Share on the dealing day immediately preceding the vesting date.

A summary of the movements of the outstanding cash-settled restricted stock units under the Restricted Stock Unit Plan during the year ended December 31, 2023 is as follows:

| | Date of grant | Number of restricted stock units | | | | Unvested units at December 31, 2023 |
|----------------------------------------------|----------------|-----------------------------------|-------------------------|------------------------|---------------------------|-------------------------------------|
| | | Unvested units at January 1, 2023 | Granted during the year | Vested during the year | Forfeited during the year | |
| Directors, eligible employees and consultant | | | | | | |
| Kenneth Feng | August 7, 2023 | — | 614,313 | — | — | 614,313 |

INDIVIDUAL LIMITS

No share option and restricted stock unit award shall be granted to any eligible person if, at the time of grant, the number of relevant Shares would exceed in aggregate 1 per cent of the relevant class of Shares in issue, unless:

- (i) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the shareholders of the Company in general meeting, at which the relevant Eligible Person and his close associates (or associates if the relevant eligible person is a connected person) abstained from voting;
- (ii) a circular regarding the grant has been dispatched to the shareholders of the Company in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and
- (iii) the number of Shares granted under and the terms of such share option or restricted stock unit award are fixed before the general meeting of the Company at which the same are approved.

Where a share option or restricted stock unit award is to be granted to a Company Connected Person (or any of its respective Associate), the grant shall not be valid unless it has been approved by the independent non-executive directors, excluding any independent non-executive director who is a prospective recipient of the share option or restricted stock unit award.

Where a share option or restricted stock unit award is to be granted to a director, a chief executive or a Substantial Shareholder (or any of their respective Associates), and the grant will result in the number and value of all the relevant Shares exceeding:

- (i) 0.1 per cent of the relevant class of Shares in issue at the date on which the share option or restricted stock unit award is granted; and
- (ii) an aggregate value (based on the closing price of the Shares on the Stock Exchange on the date on which the share option or restricted stock unit award is granted) of HK\$5 million or HK\$15 million (as applicable for the relevant scheme),

Such grant shall not be valid unless:

- (i) a circular containing the details of the grant has been dispatched to the shareholders of the Company in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules (including, in particular, a recommendation from the independent non-executive directors (excluding the independent non-executive director who is the prospective recipient of the Award) to the independent shareholders of the Company as to voting); and
- (ii) the grant has been approved by the shareholders of the Company in general meeting (taken on a poll), at which all the Core Connected Persons must abstain from voting in favor of the relevant resolution granting the approval.

Save as disclosed above, none of the grantees for share options and restricted stock units are the directors, chief executive or substantial shareholders of the Company, or their respective associates. None of the grantees are awarded with options and restricted stock units granted and to be granted in excess of the 1% individual limit and are related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue. Other details of the schemes, including but not limited to variables and assumptions used in computing the fair value of the share options and awards, are disclosed in Note 24 to the consolidated financial statements.

REPORT OF THE DIRECTORS

CONNECTED TRANSACTIONS

During the year ended December 31, 2023, the Group engaged in transactions with MGM Resorts International, Ms. Pansy Ho and their respective affiliates described below which constitute continuing connected transactions under the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

Continuing Connected Transactions exempt from circular and independent Shareholders' approval requirements under Rule 14A.76(2) of the Listing Rules

1. Fourth Renewed Development Agreements

As disclosed in the IPO Prospectus, MGM Branding, MGM Grand Paradise, MGM Resorts International, MRIH, NCE and the Company entered into the Development Agreement on May 17, 2011. The Development Agreement was replaced and renewed by the First Renewed Development Agreement on December 24, 2013, for a term of three years commencing from January 1, 2014. The First Renewed Development Agreement was replaced and renewed by the Second Renewed Development Agreement on December 12, 2016, for a term of three years commencing from January 1, 2017. The Second Renewed Development Agreement was replaced and renewed by the Third Renewed Development Agreement on December 27, 2019, for a term of three years, commencing on January 1, 2020.

MGM Resorts International, through its wholly-owned subsidiaries, holds approximately 55.95% of the entire issued share capital of the Company and is the controlling shareholder of the Company. MRIH is an indirect wholly-owned subsidiary of MGM Resorts International. Ms. Pansy Ho holds directly and indirectly approximately 22.49% of the entire issued share capital of the Company and is a substantial shareholder of the Company. She is also the Chairperson and an Executive Director of the Company. NCE is wholly owned by Ms. Pansy Ho. MGM Branding is held 50% by MRIH and 50% by NCE. According to the Listing Rules, MGM Resorts International, MRIH, Ms. Pansy Ho, NCE and MGM Branding are connected persons of the Company. As such, the transactions contemplated under the Development Agreement, and the subsequent renewed Development Agreements as set out below, constitute continuing connected transactions of the Company pursuant to Rule 14A.31 of the Listing Rules.

The major purpose of the Development Agreement, and the subsequent renewed Development Agreements as set out below, is that, through the development services provided, the Company will have access to the expertise of MGM Resorts International and NCE in the design, construction, management and operation of high quality casino projects.

Upon the expiry of the term of the Third Renewed Development Agreement expired on December 31, 2022, the parties entered into the Fourth Renewed Development Agreement on December 8, 2022 to replace and renew the Third Renewed Development Agreement. The Fourth Renewed Development Agreement is effective from January 1, 2023 and will expire on December 31, 2025. The details of the terms of the Fourth Renewed Development Agreement were set out in the Company's announcement dated December 8, 2022.

The terms of the Fourth Renewed Development Agreement were arrived at after arm's length negotiations between the relevant parties. The Directors (including the independent non-executive Directors) consider that the entry into the Fourth Renewed Development Agreement is in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to the Fourth Renewed Development Agreement, the Company has agreed to appoint MGM Branding, and MGM Branding has agreed to provide certain development services to the Group in connection with future expansion of the existing project and development of future resort gaming projects.

MGM Branding may provide the development services directly or through any of its affiliates. Each of MGM Resorts International and NCE has severally agreed that it shall use reasonable efforts to cooperate with, facilitate and support the provision of development services by MGM Branding to the Group in accordance with the Fourth Renewed Development Agreement.

The Group has agreed to pay development fees to MGM Branding in consideration for the development services provided. The development fee payable is equal to 2.625% of the project costs for each project commenced or continuing in mainland China, Macau, Hong Kong and Taiwan during the term of the Fourth Renewed Development Agreement (whether or not completed during the term).

REPORT OF THE DIRECTORS

The development fees payable under the Fourth Renewed Development Agreement were determined based on, amongst others, the potential projects that the Company may undertake and the assumption that there will be no significant increase in the aggregate costs and expenses.

The Group is entitled to terminate the appointment of MGM Branding as provider of development services if it fails to comply with its obligations to provide the services. MGM Branding is entitled to terminate the provision of development services if the Group fails to comply with its obligations under the Fourth Renewed Development Agreement, including the payment of the development fee.

The annual caps for each project contemplated under the Fourth Renewed Development Agreement are US\$15,000,000 for each of the years ending December 31, 2023, December 31, 2024 and December 31, 2025.

The annual caps under the Fourth Renewed Development Agreement were determined based on the Group's expected future developments under the Fourth Renewed Development Agreement.

No consideration had been paid pursuant to the Forth Renewed Development Agreement during the year ended December 31, 2023.

Under Chapter 14A of the Listing Rules, the transactions contemplated under the Fourth Renewed Development Agreement are only subject to reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Fourth Renewed Master Service Agreements and Related Arrangements

As disclosed in the IPO Prospectus and the announcement of the Company dated June 3, 2011, Shun Tak and MGM Grand Paradise entered into the Master Service Agreement on October 8, 2011. The Master Service Agreement was replaced and renewed by the First Renewed Master Service Agreement on December 24, 2013, for a term of three years commencing from January 1, 2014. The First Renewed Master Service Agreement was replaced and renewed by the Second Renewed Master Service Agreement on December 12, 2016, for a term of three years commencing from January 1, 2017. The Second Renewed Master Service Agreement was replaced and renewed by the Third Renewed Master Service Agreement on December 27, 2019, for a term of three years commencing from January 1, 2020.

Ms. Pansy Ho is the managing director and a substantial shareholder of Shun Tak. By virtue of a number of direct and indirect interests in Shun Tak, the Hong Kong Stock Exchange has determined that Shun Tak is an associate of Ms. Pansy Ho and therefore Shun Tak is deemed to be a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Master Service Agreement, and the subsequent renewed Master Service Agreements as set out below, constitute continuing connected transactions of the Company pursuant to Rule 14A.31 of the Listing Rules.

The purpose of the Master Service Agreement, and the subsequent renewed Master Service Agreements as set out below, is to provide a framework for the provision of products and services between the Group and the Shun Tak Group. The Master Service Agreements and the existing transactions shall continue to enable the Group to foster its hospitality-related business in Macau and enhance its overall revenue.

Upon the expiry of the term of the Third Renewed Master Service Agreement on December 31, 2022, the parties entered into the Fourth Renewed Master Service Agreement on December 8, 2022 to replace and renew the Third Renewed Master Service Agreement. The Fourth Renewed Master Service Agreement is effective from January 1, 2023, will expire on December 31, 2025. The details of the terms of the Fourth Renewed Master Service Agreement were set out in the Company's announcement dated December 8, 2022. The terms of the Fourth Renewed Master Service Agreement and the existing transactions were arrived at after arm's length negotiations between the relevant parties. The Directors (including the independent non-executive Directors) consider that the entry into the Fourth Renewed Master Service Agreement is in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The products and services provided or to be provided by the Shun Tak Group, including but not limited to, the provision of dry cleaning and laundry services, the provision of property cleaning services and the rental of hotel rooms.

REPORT OF THE DIRECTORS

Terms of each specific service are or will be further detailed separately in an agreement or a service contract which may be constituted by the acceptance of a price quotation, sales order or other written documents and have been or will be negotiated on arm's length negotiations between the parties and by reference to prevailing market price. Existing agreements entered into under the Master Service Agreement, the First Renewed Master Service Agreement, the Second Renewed Master Service Agreement and the Third Renewed Master Service Agreement shall, unless stated otherwise, remain in full force and effect and subject to the terms of the Fourth Renewed Master Service Agreement. Further details of the terms of the existing transactions under the Fourth Renewed Master Service Agreement were set out in the Company's announcement dated December 8, 2022. Agreements or service contracts entered into under the Fourth Renewed Master Service Agreement are in writing for a fixed term of not more than three years.

Our Company's continuing connected transactions with Shun Tak fall under Rule 14A.76(2) of the Listing Rules which are exempt from circular and independent Shareholders' approval requirements. Our Company has complied with the reporting and announcement requirements set out in Rules 14A.49, 14A.35 and 14A.68, the annual review requirements set out in Rules 14A.55 to 14A.59, 14A.71 and 14A.72 and the requirements set out in Rules 14A.34, 14A.50 to 14A.54 and 14A.68(4) of the Listing Rules.

The Group and the Shun Tak Group have entered into and may continue to enter into agreements or service contracts with details of the service scope and fees determined/to be determined at arm's length negotiations between the relevant member(s) of the Group and the relevant member(s) of the Shun Tak Group by reference to prevailing market prices and on normal commercial terms.

The annual caps on net amounts payable under the Fourth Renewed Master Service Agreement by our Group to the Shun Tak Group and the amounts payable by the Shun Tak Group to our Group in respect of the transactions contemplated under the Fourth Renewed Master Service Agreement for the three years ending December 31, 2023, 2024 and 2025 are as follows:

| Period (for the year ended) | Annual cap on payments to Shun Tak Group (HK\$) | Annual cap on payments from Shun Tak Group (HK\$) |
|-----------------------------|----------------------------------------------------------|------------------------------------------------------------|
| December 31, 2023 | 180,000,000 | 2,500,000 |
| December 31, 2024 | 180,000,000 | 2,500,000 |
| December 31, 2025 | 180,000,000 | 2,500,000 |

The annual caps on amounts payable by the Group to the Shun Tak Group under the Fourth Renewed Master Service Agreement were determined by reference to (i) historical amounts paid for services contemplated by the Third Renewed Master Service Agreement for the two years ended December 31, 2020 and 2021 and the nine months ended September 30, 2022 (unaudited); (ii) the estimated quantity of laundry services, property cleaning services, and provision of rental of hotel rooms at agreed rates which may be required by the Group during each of the years ending December 31, 2023, 2024 and 2025; and (iii) the anticipated increase in demand for services from the Shun Tak Group due to the Group's expected increase in business volume and revenue over the next few years.

The annual caps on amounts payable by the Shun Tak Group to the Group under the Fourth Renewed Master Service Agreement were determined by reference to (i) historical amounts of revenues received for services contemplated by the Third Renewed Master Service Agreement for the two years ended December 31, 2020 and 2021 and the nine months ended September 30, 2022 (unaudited); (ii) the anticipated demand for the relevant products and services; (iii) the increase of the Group's capacity to provide services to the Shun Tak Group; and (iv) the anticipated room rates for hotel rooms during each of the years ending December 31, 2023, 2024 and 2025.

REPORT OF THE DIRECTORS

For the year ended December 31, 2023, the aggregate total consideration payable by the Group to the Shun Tak Group was HK\$70.3 million, which fell within the revised annual cap of HK\$180,000,000 for the year ended December 31, 2023; and the aggregate total consideration received by the Group from the Shun Tak Group was HK\$27 thousand which fell within the annual cap of HK\$2,500,000 for the year ended December 31, 2023.

Under Chapter 14A of the Listing Rules, the transactions contemplated under the Third Renewed Master Service Agreement and the Fourth Renewed Master Service Agreement are only subject to reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

3. Third Renewed Branding Agreements

As disclosed in the IPO Prospectus, the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH, and NCE entered into the Branding Agreement on May 17, 2011, pursuant to which the Company has been granted the use of certain MGM trademarks owned by MGM Resorts International and its subsidiaries (the "Subject Marks") for a term co-extensive with that of the Sub-Concession, ending on March 31, 2020, the expiry date of the Sub-Concession under the Sub-Concession Contract.

On March 15, 2019, the Sub-Concession of MGM Grand Paradise was extended from March 31, 2020 to June 26, 2022 pursuant to the Sub-Concession Extension Contract. On September 30, 2019, in order to align the expiry date of the Branding Agreement with that of the Sub-Concession, the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE entered into the First Renewed Branding Agreement to replace and renew the Branding Agreement, effective from March 31, 2020 to June 26, 2022. On June 23, 2022 the Sub-Concession was further extended from June 26, 2022 to December 31, 2022 pursuant to the Sub-Concession Further Extension Contract, and the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE entered into the Second Renewed Branding Agreement to extend the Branding Agreement concomitantly to December 31, 2022. The details of the terms of the First Renewed Branding Agreement and the Second Renewed Branding Agreement were set out in the Company's announcement dated September 30, 2019 and June 26, 2022 respectively.

MGM Resorts International is a connected person of the Company as it holds, through its wholly-owned subsidiaries, approximately 55.95% of the issued share capital of the Company and is the controlling shareholder of the Company. MRIH is an indirect wholly-owned subsidiary of MGM Resorts International. Ms. Pansy Ho holds directly and indirectly approximately 22.49% of the entire issued share capital of the Company and is a substantial shareholder of the Company. She is also the Chairperson and an Executive Director of the Company. NCE is wholly owned by Ms. Pansy Ho. MGM Branding is held 50% by MRIH and 50% by NCE. As MGM Branding, MGM Resorts International, MRIH and NCE are connected persons, the transactions contemplated under the Branding Agreement and the subsequent renewed Branding Agreements as set out below constitute continuing connected transactions of the Company pursuant to Rule 14A.31 of the Listing Rules.

The purpose of the Branding Agreement and the subsequent renewed Branding Agreements enables MGM MACAU, MGM COTAI and any future resort and casino projects or sites which we may develop in mainland China, Macau, Hong Kong and Taiwan to use the MGM brand, and grants a license to the Company to use the Subject Marks, which is critical to the success of the business of the Group, given that the Subject Marks are integral to the Group's corporate identity.

On December 8, 2022, MGM Resorts International licensed the Subject Marks to MRIH under the second renewed trademark license agreement (the "Second Renewed License"), which in turn, sub-licensed the Subject Marks to MGM Branding under the second renewed sublicense agreement (the "Second Renewed Sublicense"). On December 8, 2022, the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH, and NCE have entered into the Third Renewed Branding Agreement, pursuant to which MGM Branding sublicensed the Subject Marks to the Company for a term of three years, commencing on January 1, 2023 and ending on December 31, 2025.

The Company has a right to enter into a direct license in respect of the Subject Marks with MGM Resorts International, and MGM Resorts International is obliged to enter into such direct license with our Company, in the event that the Second Renewed License or the Second Renewed Sublicense are terminated for any reason other than in circumstances involving a default by the Company under the Third Renewed Branding Agreement.

REPORT OF THE DIRECTORS

The terms of the Third Renewed Branding Agreement were arrived at after arm's length negotiations between the relevant parties. The Directors (including the independent non-executive Directors) consider that the entry into the Third Renewed Branding Agreement is in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to the Third Renewed Branding Agreement, the Company has agreed to pay MGM Branding monthly license fees calculated on a basis equal to 1.75% of our consolidated reported monthly revenues (determined in accordance with IFRS). The license fees payable under the Third Renewed Branding Agreement were determined based on, amongst others, the intellectual property licensing fees charged by comparable market peers and the historical fee arrangements under the Second Renewed Branding Agreement.

The annual caps of the aggregate license fees payable for MGM Macau and MGM Cotai and additional properties the Group may develop under the Third Renewed Branding Agreement for the years ending December 31, 2023, 2024 and 2025 are US\$55,600,000, US\$57,600,000 and US\$60,000,000 respectively.

The annual caps under the Third Renewed Branding Agreement were determined by reference to, amongst others, (i) the historical license fees paid by the Group to MGM Branding; (ii) the anticipated revenues of the Company; (iii) an increase of US\$10 million in the annual caps during the calendar year in which an additional property is opened for business and an increase in the respective annual caps by 20% for each calendar year during the term of the Third Renewed Branding Agreement; and (iv) the Group's expected future developments of resort and casino projects.

Pursuant to the Third Renewed Branding Agreement, the license fees for MGM MACAU and MGM COTAI paid by the Group for the year ended December 31, 2023 amounted to HK\$432.0 million (equivalent to approximately US\$55.2 million) which was within the aggregate caps of US\$55,600,000 for the year ended December 31, 2023.

Under Chapter 14A of the Listing Rules, the transactions contemplated under the First Renewed Branding Agreement, the Second Renewed Branding Agreement and the Third Renewed Branding Agreement are only subject to reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

4. Sixth Renewed MGM Marketing Agreement and the International Marketing Agreement

MGM Resorts International, MGM Resorts International Marketing, Ltd., MGM Grand International Pte, Ltd., MGM Grand Paradise and the Company entered into the MGM Marketing Agreement on May 17, 2011. The parties entered into the First Renewed MGM Marketing Agreement, effective January 1, 2014, and the Second Renewed MGM Marketing Agreement, effective January 1, 2017. Upon the expiry of the term of the Second Renewed MGM Marketing Agreement on December 31, 2019, the parties entered into the Third Renewed MGM Marketing Agreement on December 27, 2019 to replace and renew the Second Renewed MGM Marketing Agreement for a term of one year, commencing from January 1, 2020. On January 7, 2021, the parties entered into the Fourth Renewed MGM Marketing Agreement to replace and renew the Third Renewed MGM Marketing Agreement for a term from January 7, 2021 to June 26, 2022. Upon the expiry of the term of the Fourth Renewed MGM Marketing Agreement on June 26, 2022, the parties entered into the Fifth Renewed MGM Marketing Agreement on June 26, 2022 to replace and renew the Fourth Renewed MGM Marketing Agreement. As the term of the Fifth Renewed MGM Marketing Agreement expired on December 31, 2022, the parties entered into the Sixth Renewed MGM Marketing Agreement on December 8, 2022 to replace and renew the Fifth Renewed MGM Marketing Agreement for a term of three years, commencing January 1, 2023. The details of the terms of the Sixth Renewed MGM Marketing Agreement were set out in the Company's announcement dated December 8, 2022.

Subsequently, on March 29, 2023, the Board of Directors approved the International Marketing Agreement which was entered into by MGM Resorts International, MGM Resorts International Marketing, Ltd., MGM Grand International Pte, Ltd., MGM Grand Paradise and the Company on March 31, 2023, and became effective from April 1, 2023 (the "International Marketing Agreement"), to replace the Sixth Renewed MGM Marketing Agreement, which was terminated effective from April 1, 2023. The details of the terms of the International Marketing Agreement were set out in the Company's announcement dated March 31, 2023.

The purpose of the MGM Marketing Agreement and the subsequent renewed MGM Marketing Agreements was to utilize the established international marketing network of MGM Resorts International to direct additional gaming customers to the Company's existing and future properties, and to enable MGM Resorts International to maintain a marketing presence at MGM MACAU, MGM COTAI and the Company's future gaming developments.

REPORT OF THE DIRECTORS

The marketing fees payable under the Sixth Renewed MGM Marketing Agreement equal to 3% of the theoretical win associated with gaming play by customers referred (excluding any play with gaming promoters).

The annual caps for the related party transactions contemplated under the Sixth Renewed MGM Marketing Agreement were HK\$65,000,000, HK\$75,000,000 and HK\$85,000,000 for each of the three years ending December 31, 2023, 2024 and 2025, respectively.

The purpose of the International Marketing Agreement is to invest in growing revenue from overseas markets and is committed to expand the overseas sales network and resources by leveraging the existing MGM Marketing Offices cluster operated by MGM Resorts International. In doing so, the Macau Group is able to more efficiently grow its resources to reach its key performance indicators (“KPIs”) within the set timeframe.

Furthermore, pursuant to its commitment to the Macau Government, the Macau Group envisages to further open additional MGM Marketing Offices in order to fully utilize the international marketing offices network.

The International Marketing Agreement provides for a shared expenses model, whereby the parties should pay their respective fair shares of the MGM Group Expenses (subject to reimbursement mechanism in relation to revenue generated for the MGM Properties).

The changes brought by the International Marketing Agreement include putting in place Macau leadership, a Macau based sales and service support team, as well as new sales incentive plans and more aggressive targets. In summary, the benefits of entering into the International Marketing Agreement include (i) the ability to quickly bring on new hires in overseas markets to grow sales resources by making use of existing marketing offices, processes and set up; (ii) a more cost-effective way to establish an international sales network than building marketing network independently; (iii) the ability to drive a greater volume of business overall to both the Macau Group and MGM Group; and (iv) ultimately, the resources to reach its KPIs arising from the Concession Contract.

Under the International Marketing Agreement, the parties will utilize the established international marketing network of MGM Resorts International to direct additional gaming customers to our existing and future properties. The terms of the International Marketing Agreement were arrived at after arm's length negotiations between the relevant parties.

International Marketing Budget, Expenses and Reimbursement

Under the International Marketing Agreement, the MGM Group and the Macau Group are required to, on or before January 1 of each calendar year, agree a budget (the "International Marketing Budget") taking into account the sales and marketing plan, as well as the expansion plans of all the Marketing Offices. The International Marketing Budget shall include the projected MGM Group Expenses and the Macau Group Expenses and shall be reviewed and approved on an annual basis by a member of the senior management team from each of the Macau Group and the MGM Group appointed as designated representative by each group, respectively, prior to the discussion of the International Marketing Budget.

The Macau Group shall be initially responsible for the MGM Group Expenses in accordance with the International Marketing Budget in consideration for the provision of referral services by the MGM Group to the Macau Group. The Macau Group shall also be responsible for the Macau Group Expenses in accordance with the International Marketing Budget and upon the relevant establishment of the Macau Marketing Offices; provided that the relevant costs shall be reimbursed by MGM Group proportionately in accordance with the International Marketing Agreement.

The MGM Group and Macau Group agree to share the costs of the Marketing Offices by reference to the provision of referrals to the MGM Properties by the Marketing Offices. The Macau Group shall be entitled to receive a reimbursement from the MGM Group for (i) a portion of the MGM Group Expenses ("the MGM Group Reimbursable Amount") and (ii) a portion of the Macau Group Expenses (the "Macau Group Reimbursable Expenses") for each Marketing Office. Such MGM Group Reimbursable Amount and Macau Group Reimbursable Amount shall be calculated by reference to the proportion of the total revenue generated by each group's Marketing Offices which is attributable to referrals to the MGM Properties by way of marketing activities undertaken by such group's Marketing Offices.

The total amount of the MGM Group Expenses payable by the Macau Group in respect of the MGM Marketing Offices for the years ending December 31, 2023, 2024 and 2025 are subject to an annual cap of HK\$64 million, HK\$82 million and HK\$113 million, respectively (the "MGM Group Annual Cap").

REPORT OF THE DIRECTORS

The MGM Group Annual Cap was determined by reference to, amongst others, (i) the holistic assessment of operational costs to support the running of the MGM Marketing Offices as an essential part of the international marketing offices network to support the Macau Group's expansion plan; (ii) the amount to be paid to properly compensate for the services of the employees of the MGM Marketing Offices who can contribute to the referrals to Macau Properties; (iii) sufficient additional hiring capacity to address the expected growth of the Macau Group's business through referrals by the MGM Marketing Offices and (iv) the post-pandemic re-opening of Macau whereby infrastructure developments are facilitating more convenient travel to Macau, leading to an anticipated increase in marketing expenses to attract more potential customers.

The total aggregate amount of the MGM Group Reimbursable Amount and the Macau Group Reimbursable Amount (the "Total Reimbursable Amount"), payable by the MGM Group to the Macau Group, for the years ending December 31, 2023, 2024 and 2025 are subject to an annual cap of HK\$24 million, HK\$29 million and HK\$38 million, respectively (the "Macau Group Annual Cap").

The Macau Group Annual Cap was determined by reference to, amongst others, (i) the estimation of the Total Reimbursable Amount based on the expected total revenue generated to the Macau Properties by the Marketing Offices; (ii) the fair proportion of cost-sharing under the new structure of international Marketing Offices network; and (iii) the expected revenue generated by referrals to the MGM Properties.

For the year ended December 31, 2023, the aggregate total consideration paid to the MGM Group by our Group pursuant to the Sixth Renewed MGM Marketing Agreement was HK\$1.2 million which fell within the annual cap of HK\$65.0 million for the year ending December 31, 2023. For the year ended December 31, 2023, the aggregate total consideration paid to the MGM Group by our Group and the aggregate total consideration paid to our Group by the MGM Group pursuant to the International Marketing Agreement were HK\$39.8 million and HK\$16.4 million, respectively, which fell within the annual caps of HK\$64.0 million and HK\$24.0 million, respectively, for the year ended December 31, 2023.

Under Chapter 14A of the Listing Rules, the transactions contemplated under the Sixth Renewed Branding Agreement and International Marketing Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

5. Consultancy Services Agreement and Renewed Consultancy Services Agreement

On January 13, 2021, MGM Grand Paradise and Occasions entered into the Consultancy Services Agreement which sets out the principal framework upon which any member of the Occasions Group may provide Services (as defined under the Consultancy Services Agreement) to any member of the Group from time to time, for a term commencing from January 13, 2021 and ended on December 31, 2023.

Ms. Pansy Ho is a connected person of the Company as she is a substantial shareholder of the Company. She is also the Chairperson and an executive Director of the Company. As Ms. Pansy Ho indirectly holds 50% of the entire issued share capital of Occasions, Occasions is an associate of Ms. Pansy Ho and a connected person of the Company. The transactions contemplated under the Consultancy Services Agreement constitutes continuing connected transactions of the Company pursuant to Chapter 14A of the Listing Rules.

Occasions is a comprehensive integrated communications group, with offices in Macau, Hong Kong, Beijing and Shanghai. It has been providing services to the Group since the opening of the first property in Macau and has an in-depth understanding of MGM's brand positioning, operation, business model, culture, management and team to devise appropriate brand strategies.

The terms of the Consultancy Services Agreement were determined after arm's length negotiations between the relevant parties. The Directors (including the independent non-executive Directors) consider that the entering into the Consultancy Services Agreement is in the ordinary and usual course of business of the Group and on normal commercial terms, and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The services being provided and to be provided by any member of Occasions Group to any member of the Group from time to time pursuant to the Consultancy Services Agreement, include project management and client servicing and reporting; brand consultancy and marketing; public relations and media relations; KOL, celebrities and VIP customer relationship building; social media campaign creative and execution; new and current partnership, co-brand opportunities identification and collaboration (brands, tenants, art, retail space, restaurants, spectacle or theatre); campaign activations; retail marketing; and casino marketing.

REPORT OF THE DIRECTORS

In respect of each category of services, shall be provided by the Occasions Group to the Group in accordance with the terms of the Consultancy Services Agreement and be subject to the subsequent agreement of the terms and conditions determined after arm's length negotiations in relation to the provision of each particular product or service and by reference to the prevailing market prices. The agreements shall be recorded in writing for a fixed term of not more than 3 years (unless justified by special circumstances and subject to compliance with the Listing Rules), set out the basis of the calculation of payments to be made and on normal commercial terms, and the provision of any product or service by the Occasions Group to the Group shall, unless otherwise specifically agreed by the parties in writing, be on a mutually non-exclusive basis.

The annual caps for the continuing connected transactions contemplated under the Consultancy Services Agreement are HK\$116 million, HK\$126 million and HK\$130 million for each of the period from January 13, 2021 to December 31, 2021 and the two years ending December 31, 2022 and 2023, respectively.

The annual caps under the Consultancy Services Agreement were determined by reference to, amongst others, (i) the historical fees paid by the Group to the Occasions Group in respect of the Services for the two years ended December 31, 2018 and 2019 and the eleven months ended November 30, 2020; and (ii) the anticipated much increased demand for the Services as a result of the expected market relaunch and the preparation of the concession renewal retender.

For the year ended December 31, 2023, the aggregate total consideration payable by the Group to the Occasions Group was HK\$126.3 million, which fell within the annual cap of HK\$130,000,000 for the year ended December 31, 2023.

As the Consultancy Services Agreement expired on December 31, 2023, MGM Grand Paradise and Occasions entered into the Renewed Consultancy Services Agreement on November 24, 2023 to renew the Consultancy Services Agreement for a term of three years. The Renewed Consultancy Services Agreement sets out the principal framework upon which any member of the Occasions Group may provide Services to any member of the Group from time to time, for a term commencing from January 1, 2024 and ending on December 31, 2026, subject to the annual caps as set out below.

The annual caps for the continuing connected transactions contemplated under the Renewed Consultancy Services Agreement are HK\$250 million for each of the three years ending December 31, 2024, 2025 and 2026.

The Group and the Occasions Group have entered into, and may continue to enter into, agreements with details of the service scope and fees determined/to be determined after arm's length negotiations between the relevant member(s) of the Group and the relevant member(s) of the Occasions Group by reference to prevailing market prices and on normal commercial terms.

The annual caps under the Renewed Consultancy Services Agreement were determined with reference to, amongst others, (i) the historical fees paid by the Group to the Occasions Group in respect of the Services for the two years ended December 31, 2021, 2022 and the nine months ended September 30, 2023; (ii) the increase in demand for the Services due to the increase in visitation numbers following the easing of travel restrictions in Macau in January 2023 and worldwide, as well as, the positive macroeconomic improvements; (iii) the forecasts on the continued increase in visitation numbers in the upcoming years; and (iv) the undertakings made by MGM Grand Paradise to the Macau Government to implement the investment projects, including in gaming and non-gaming aspects, pursuant to the Concession Contract.

Pricing mechanism and internal control procedures

The Group has in place a purchasing policy that outlines the requirements for procurement of goods and services rendered to the Group through the purchasing/supply chain services, with the aim of ensuring the procurement of quality goods and services at the best overall value from reputable suppliers and that purchasing decisions are made in compliance with different internal controls in place. The Group shall conduct review and evaluation of the fees payable for the transactions contemplated under the Renewed Consultancy Services Agreement with reference to the rates quoted by other independent third party providers of comparable services, in order to ensure that the fees under such agreements are conducted on normal commercial terms. Deviations from the purchasing policy will require an explanation from the user department for approval as an exception to the purchasing policy. Where it is impracticable to make reference to the rate of the service fees offered by independent third party service providers for comparable services, the Group will take into consideration the service specifications, cost structure, profit margin, transaction amount, market condition, past performance of historical transactions between the Group and the Occasions Group and the Group's development strategy in determining the rate for the fees payable by the Group for the Services contemplated under the Renewed Consultancy Services Agreement. The Internal Audit team of the Group will monitor and review the price for the Services periodically in order to ensure that the transactions under the Renewed Consultancy Services Agreement are conducted on normal commercial terms.

REPORT OF THE DIRECTORS

Under Chapter 14A of the Listing Rules, the transactions contemplated under the Consultancy Services Agreement and the Renewed Consultancy Services Agreement are subject to reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Except as disclosed above, significant related party transactions that did not constitute connected transactions or continuing connected transactions of the Group made during the year are disclosed in Note 31 to the consolidated financial statements.

Pursuant to Rule 14A.56 of the Listing Rules, our Board engaged Deloitte Touche Tohmatsu, the Company's auditor, to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has issued an unqualified letter containing their factual findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules, and reported to the Board and confirmed that for the year ended December 31, 2023:

- (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's Board of Directors;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
- (iii) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) with respect to the aggregate amount of each of the continuing connected transactions set out on pages 130 to 146 of this annual report, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set out by the Company.

All of the non-exempt continuing connected transactions of the Company disclosed herein constitute related party transactions set out in Note 31 to the consolidated financial statements.

The independent non-executive Directors of the Company have reviewed these transactions, considered the internal control procedures that are in place to monitor these transactions and the report of the auditor and confirmed that the continuing connected transactions for the year ended December 31, 2023 have been entered into:

- (a) in the ordinary and usual course of business of the Company;
- (b) either on normal commercial terms or on terms no less favorable to the Company than the terms available to and from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

The Hong Kong Stock Exchange granted to the Company a waiver from strict compliance with Rule 8.08(1) of the Listing Rules (the “Public Float Waiver”). Pursuant to the Public Float Waiver, the Company’s prescribed minimum percentage of Shares which must be in public hands must not be less than 21.6% of the total issued share capital of the Company. Based upon the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company maintained the prescribed public float under the Listing Rules and as required by the Public Float Waiver.

REPORT OF THE DIRECTORS

AUDITOR

Deloitte Touche Tohmatsu will retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

Pansy Catilina Chiu King Ho

Chairperson and Executive Director

William Joseph Hornbuckle

Co-chairperson and Executive Director

Hong Kong, March 21, 2024

INDEPENDENT AUDITOR'S REPORT

Deloitte.

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INDEPENDENT AUDITOR'S REPORT

To the Members of MGM China Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of MGM China Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 156 to 275, which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
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| Gaming concession of MGM Grand Paradise Limited | |
| <p>We have identified the recognition of gaming concession right of HK\$1,768.0 million and a corresponding amount of gaming concession right payable as of January 1, 2023 as a key audit matter due to the critical judgment and estimate involved in the determination of the minimum future payments and its net present value by the Group's management.</p> <p>As disclosed in note 1 to the consolidated financial statements, gaming in Macau is administered by the Macau Government through concessions awarded to six different concessionaires from January 1, 2023 up to December 31, 2032. On December 16, 2022, MGM Grand Paradise Limited ("MGM Grand Paradise"), a subsidiary of the Company, received the final award of the gaming concession by order of the Chief Executive and the concession contract was executed between the Macau Government and MGM Grand Paradise to operate casino games of chance in Macau for a duration of 10 years starting from January 1, 2023.</p> <p>As disclosed in note 17 to the consolidated financial statements, MGM Grand Paradise is required to pay (i) a fixed annual premium; (ii) a variable premium depending upon the type and the number of gaming tables and electric or mechanical gaming machines, including slot machines; and (iii) an annual amount determined by square meters of the casino areas and the average price index in Macau for the term of the gaming concession. These minimum future payments represent in-substance consideration for the concession contract for the right to conduct gaming activities and are not tied to casino revenue generated by future operations.</p> | <p>Our procedures in relation to the recognition of gaming concession right and a corresponding amount of gaming concession right payable for the gaming concession of MGM Grand Paradise included:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the process over internal controls of the Group's management in the determination of the minimum future payments, and the amount of initial recognition of gaming concession right and corresponding gaming concession right payable; • Inspecting the concession contract and other underlying agreements related to the gaming concession granted to MGM Grand Paradise; • Evaluating the reasonableness of the judgment and estimate of Group's management regarding the application of accounting standards in the determination of gaming concession right and corresponding gaming concession right payable with the involvement of our internal subject matter experts; and • Involving our internal valuation specialists to assess the appropriateness of the discount rate used by the Group's management in the determination of the net present value of the minimum future payments. |

| Key audit matter | How our audit addressed the key audit matter |
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| Loss allowance of trade receivables | |
| <p>We have identified the loss allowance of trade receivables, of approximately HK\$229.7 million as at December 31, 2023 as a key audit matter due to the inherent level of uncertainty in the estimation of expected credit loss that requires significant accounting estimates and judgment by the Group's management.</p> <p>As disclosed in note 19 to the consolidated financial statements, trade receivables mainly consist of casino receivables. As further disclosed in note 26 to the consolidated financial statements, for credit-impaired debtors, the Group performed an impairment assessment under the expected credit loss model on trade receivables with analysis of individual's collectability by taking into account the age of the receivables, the counterparty's financial condition, collection history and any other known information about the customers. For non-credit-impaired debtors, the Group used debtors' aging to assess the impairment for trade receivables based upon provision matrix. The loss rates are determined based upon historical observed default rates over the expected life of the receivables and adjusted for general economic conditions, forecasts and forward-looking information that is available without undue cost or effort.</p> <p>The Group has recognized impairment losses on trade receivables of approximately HK\$39.2 million for the year ended December 31, 2023.</p> | <p>Our procedures in relation to the loss allowance of trade receivables included:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the process and internal controls over the granting of credit to customers, collection processes and the Group management's review controls over the assessment of the collectability of trade receivables and the appropriateness of the expected credit loss policy and estimated loss allowance; • Evaluating the appropriateness of the management's identification of credit-impaired debtors and their assessment on loss allowances for these debtors, on a sample basis, with reference to available information relating to the financial standing of the individual debtors; • Assessing the appropriateness of the management's basis and judgment in determining the estimated loss rates applied in each category of non-credit-impaired debtors in the provision matrix under the expected credit loss model; and • Testing the accuracy of the aging analysis of non-credit-impaired debtors used by the management to develop the provision matrix, by testing the age of the trade receivables as at December 31, 2023, on a sample basis, against the relevant marker issuance date. |

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Lau Kai Hung.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

March 21, 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended December 31, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------------------------------------------------------------------|-------|---------------------|------------------|
| Operating revenue | 6 | 24,684,210 | 5,268,569 |
| OPERATING COSTS AND EXPENSES | | | |
| Gaming taxes and levies | 17 | (10,809,256) | (2,303,302) |
| Inventories consumed | | (787,777) | (332,234) |
| Staff costs | 7 | (3,957,777) | (3,053,018) |
| Loss allowance on trade receivables, net | | (39,212) | (50,614) |
| Other expenses and losses | 8 | (2,656,599) | (1,105,336) |
| Depreciation and amortization | 9 | (1,886,103) | (2,033,607) |
| | | (20,136,724) | (8,878,111) |
| Operating profit/(loss) | | 4,547,486 | (3,609,542) |
| Interest income | | 83,020 | 71,705 |
| Finance costs | 10 | (1,913,522) | (1,665,261) |
| Net foreign currency loss | | (31,945) | (13,072) |
| Profit/(loss) before tax | | 2,685,039 | (5,216,170) |
| Income tax expense | 11 | (46,735) | (15,741) |
| Profit/(loss) for the year attributable to owners of the Company | | 2,638,304 | (5,231,911) |
| Other comprehensive loss: | | | |
| Item that may be subsequently reclassified to profit or loss: | | | |
| Exchange differences on translation of foreign operations | | (1,623) | (7,772) |
| Total comprehensive income/(loss) for the year attributable to owners of the Company | | 2,636,681 | (5,239,683) |
| Earnings/(loss) per Share — Basic | 14 | HK69.4 cents | (HK137.7 cents) |
| Earnings/(loss) per Share — Diluted | 14 | HK69.2 cents | (HK137.7 cents) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At December 31, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|---------------------------------------------|-------|-------------------|------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property and equipment | 15 | 20,394,577 | 21,690,904 |
| Right-of-use assets | 16 | 1,191,161 | 1,223,065 |
| Gaming concession right | 17 | 1,591,232 | — |
| Other assets | 18 | 126,841 | 61,092 |
| Prepayments, deposits and other receivables | | 54,889 | 29,330 |
| Pledged bank deposits | 20 | 680,000 | 971,262 |
| Total non-current assets | | 24,038,700 | 23,975,653 |
| Current assets | | | |
| Inventories | | 188,153 | 160,021 |
| Trade receivables | 19 | 594,473 | 239,522 |
| Prepayments, deposits and other receivables | | 120,606 | 127,553 |
| Amounts due from related companies | 31 | 7,386 | 156 |
| Cash and cash equivalents | 20 | 4,231,986 | 6,706,591 |
| Total current assets | | 5,142,604 | 7,233,843 |
| TOTAL ASSETS | | 29,181,304 | 31,209,496 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At December 31, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------------------|-------|--------------------|------------------|
| EQUITY | | | |
| Capital and reserves | | | |
| Share capital | 23 | 3,800,000 | 3,800,000 |
| Reserves and accumulated losses | 23 | (5,127,220) | (7,796,421) |
| TOTAL DEFICIT | | (1,327,220) | (3,996,421) |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Borrowings | 21 | 18,248,369 | 32,725,136 |
| Lease liabilities | 16 | 168,362 | 170,759 |
| Payables and accrued charges | 22 | 59,107 | 6,520 |
| Gaming concession right payable | 17 | 1,672,696 | — |
| Amounts due to related companies | 31 | 29,940 | — |
| Total non-current liabilities | | 20,178,474 | 32,902,415 |
| Current liabilities | | | |
| Borrowings | 21 | 5,850,362 | — |
| Lease liabilities | 16 | 30,756 | 21,078 |
| Payables and accrued charges | 22 | 4,294,707 | 2,252,202 |
| Gaming concession right payable | 17 | 54,868 | — |
| Amounts due to related companies | 31 | 53,197 | 22,474 |
| Income tax payable | | 46,160 | 7,748 |
| Total current liabilities | | 10,330,050 | 2,303,502 |
| TOTAL LIABILITIES | | 30,508,524 | 35,205,917 |
| TOTAL EQUITY AND LIABILITIES | | 29,181,304 | 31,209,496 |

The consolidated financial statements on pages 156 to 275 were approved and authorized for issue by the Board of Directors on March 21, 2024 and are signed on its behalf by:

Pansy Catilina Chiu King Ho
Chairperson and Executive Director

William Joseph Hornbuckle
Co-chairperson and Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended December 31, 2023

| | Share capital | Share premium | Capital redemption reserve | Share-based payment reserve | Equity reserve | Other reserves | Currency translation reserve | Accumulated losses | Reserves and accumulated losses total | Shareholders' funds total |
|-----------------------------------------------------------|---------------|---------------|----------------------------|-----------------------------|----------------|----------------|------------------------------|--------------------|---------------------------------------|---------------------------|
| NOTES | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | | | | Note 23 | Note 23 | | | | |
| At January 1, 2022 | 3,800,000 | 10,409,009 | 23,708 | 445,682 | 293,725 | (13,131,327) | 4,778 | (648,659) | (2,603,084) | 1,196,916 |
| Loss for the year | – | – | – | – | – | – | – | (5,231,911) | (5,231,911) | (5,231,911) |
| Exchange differences on translation of foreign operations | – | – | – | – | – | – | (7,772) | – | (7,772) | (7,772) |
| Total comprehensive loss | – | – | – | – | – | – | (7,772) | (5,231,911) | (5,239,683) | (5,239,683) |
| Transfer to legal reserve | – | – | – | – | – | 508 | – | (508) | – | – |
| Forfeiture of share options | 24 | – | – | (41,691) | – | – | – | 41,691 | – | – |
| Recognition of equity-settled share-based payments | 24 | – | – | 46,346 | – | – | – | – | 46,346 | 46,346 |
| At December 31, 2022 and January 1, 2023 | 3,800,000 | 10,409,009 | 23,708 | 450,337 | 293,725 | (13,130,819) | (2,994) | (5,839,387) | (7,796,421) | (3,996,421) |
| Profit for the year | – | – | – | – | – | – | – | 2,638,304 | 2,638,304 | 2,638,304 |
| Exchange differences on translation of foreign operations | – | – | – | – | – | – | (1,623) | – | (1,623) | (1,623) |
| Total comprehensive (loss)/income | – | – | – | – | – | – | (1,623) | 2,638,304 | 2,636,681 | 2,636,681 |
| Transfer to legal reserve | – | – | – | – | – | 398 | – | (398) | – | – |
| Exercise of share options | 23&24 | 2,947 | 16,133 | – | (5,121) | – | – | – | 11,012 | 13,959 |
| Share repurchase and cancellation | | | | | | | | | | |
| – repurchases and cancellation of Shares | 23 | (2,947) | (26,419) | – | – | – | – | – | (26,419) | (29,366) |
| – transfer | 23 | – | 2,947 | – | – | – | – | (2,947) | – | – |
| Forfeiture or expiry of share options | 24 | – | – | (120,961) | – | – | – | 120,961 | – | – |
| Recognition of equity-settled share-based payments | 24 | – | – | 47,927 | – | – | – | – | 47,927 | 47,927 |
| At December 31, 2023 | 3,800,000 | 10,398,723 | 26,655 | 372,182 | 293,725 | (13,130,421) | (4,617) | (3,083,467) | (5,127,220) | (1,327,220) |

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------------------------------------------------------|-------|------------------|------------------|
| OPERATING ACTIVITIES | | | |
| Profit/(loss) before tax | | 2,685,039 | (5,216,170) |
| Adjustments for: | | | |
| Depreciation and amortization | | 1,886,103 | 2,033,607 |
| Interest expense and standby charges | | 1,905,285 | 1,643,448 |
| Loss on disposal or write-off of property and equipment and other assets | | 21,369 | 13,357 |
| Interest income | | (83,020) | (71,705) |
| Loss allowance on trade receivables, net | | 39,212 | 50,614 |
| Equity-settled share-based payments | | 47,927 | 46,346 |
| Net foreign currency loss | | 24,005 | 14,213 |
| Operating cash flows before movements in working capital | | 6,525,920 | (1,486,290) |
| (Increase)/decrease in inventories | | (28,132) | 4,392 |
| Increase in trade receivables | | (394,163) | (20,424) |
| (Increase)/decrease in prepayments, deposits and other receivables | | (19,631) | 18,641 |
| (Increase)/decrease in amounts due from related companies | | (7,230) | 62 |
| Increase/(decrease) in payables and accrued charges | | 2,065,212 | (660,063) |
| Increase/(decrease) in amounts due to related companies | | 39,060 | (4,194) |
| Cash generated from/(used in) operations | | 8,181,036 | (2,147,876) |
| Income tax paid | | (8,311) | (22,639) |
| Income tax refunded | | — | 269 |
| Interest received | | 95,140 | 56,368 |
| NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES | | 8,267,865 | (2,113,878) |
| INVESTING ACTIVITIES | | | |
| Purchase of property and equipment | | (354,650) | (245,869) |
| Payment of Sub-concession premium | | — | (45,631) |
| Purchase of other assets | | (61,267) | (58,181) |
| Proceeds from disposal of property and equipment and other assets | | 10 | 12 |
| Withdrawal/(placement) of pledged bank deposits | 20 | 291,262 | (971,262) |
| NET CASH USED IN INVESTING ACTIVITIES | | (124,645) | (1,320,931) |

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------------------------------------------------------------------------------------------|-------|---------------------|------------------|
| FINANCING ACTIVITIES | | | |
| Proceeds from draw down on credit facilities | 21 | 2,950,000 | 8,890,000 |
| Repayments of credit facilities | 21 | (11,550,000) | (200,000) |
| Payments of debt finance costs | | (168,453) | (10,500) |
| Payments of lease liabilities | 16 | (22,231) | (23,492) |
| Interest paid | | (1,754,287) | (1,618,878) |
| Payment of gaming concession right payable | 17 | (56,679) | — |
| Proceeds from exercise of share options | | 14,838 | — |
| Payments on repurchase of Shares | 23 | (29,366) | — |
| NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES | | (10,616,178) | 7,037,130 |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | | (2,472,958) | 3,602,321 |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | | 6,706,591 | 3,112,020 |
| Effect of foreign exchange rate changes, net | | (1,647) | (7,750) |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by cash and cash equivalents | | 4,231,986 | 6,706,591 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

1. GENERAL

MGM China Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability on July 2, 2010. The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the operation of casino games of chance and the related hotel and resort facilities, and the development of integrated resorts in Macau. The Group owns and operates MGM MACAU and MGM COTAI which opened on December 18, 2007 and February 13, 2018, respectively. The Company’s Shares were listed on the Hong Kong Stock Exchange on June 3, 2011. The Company’s immediate holding company is MGM Resorts International Holdings, Ltd., a company incorporated in the Isle of Man. The Company’s ultimate holding company is MGM Resorts International, a company incorporated in Delaware, the United States of America, which is listed on the New York Stock Exchange. The address of the registered office of the Company is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and its principal place of business is Avenida Dr. Sun Yat Sen, Edificio MGM MACAU, NAPE, Macau.

The consolidated financial statements are presented in HK\$, which is the functional currency of the Company and its subsidiaries.

1. GENERAL *(Continued)*

FINANCIAL IMPACT OF THE COVID-19 PANDEMIC

In early 2020, the rapid spread of a respiratory illness caused by COVID-19 led to certain actions taken by the Chinese Government, the Macau Government and many countries around the world to attempt to mitigate the spread of the virus, such as travel and entry restrictions, mandatory quarantine measures, nucleic acid testing requirement and suspension of casino operations from time to time. Visitation to Macau and trading volume across all operations at MGM MACAU and MGM COTAI were adversely impacted during 2020-2022 due to outbreaks of COVID-19 cases in Macau and neighboring regions including mainland China which led to travel restrictions to Macau.

Commencing December 2022, the Chinese Government announced a significant change in its COVID-19 policy which was also adopted by the Macau Government. These changes resulted in relaxation of travel restrictions to Macau. Following the easing of travel restrictions, total visitor arrivals into Macau have significantly increased, and the Group's financial position and performance have significantly improved during the year ended December 31, 2023.

GAMING CONCESSION

Gaming in Macau was administered by the Macau Government through concessions awarded to three different Concessionaires and three Sub-Concessionaires until December 31, 2022, of which a subsidiary of the Group, MGM Grand Paradise, was one Sub-Concessionaire. From January 1, 2023 up to December 31, 2032, it is administered through concessions awarded to six different Concessionaires, of which MGM Grand Paradise is one.

With the announcement of the opening of the public tender for the award of six concessions, the Group submitted a tender to the Macau Government on September 14, 2022 and on December 16, 2022, MGM Grand Paradise received the final award of the Gaming Concession by order of the Chief Executive and the Concession Contract was executed between the Macau Government and MGM Grand Paradise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

1. GENERAL *(Continued)*

GAMING CONCESSION *(Continued)*

The terms of the Concession Contract differ from those under the Sub-Concession Contract mainly in terms of changes in Macau gaming laws and different commercial arrangements. The duration of the Gaming Concession is 10 years starting from January 1, 2023 to December 31, 2032. MGM Grand Paradise is entitled to operate a total of 750 gaming tables and 1,700 electric or mechanical gaming machines, including slot machines, under the Gaming Concession. Further details are disclosed in Note 17.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”)

In the current year, the Group has applied for the first time the following new and amendments to IFRS:

| | |
|---------------------------------------------------|----------------------------------------------------------------------------------|
| IFRS 17 | Insurance Contracts and the related amendments |
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies |
| Amendments to IAS 8 | Definition of Accounting Estimates |
| Amendments to IAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction |
| Amendments to IAS 12 | International Tax Reform — Pillar Two Model Rules |

The application of the above new and amendments to IFRS in the current year have had no material effect on the Group’s financial position and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) *(Continued)*

IMPACTS ON APPLICATION OF AMENDMENTS TO IAS 12 INCOME TAXES INTERNATIONAL TAX REFORM-PILLAR TWO MODEL RULES

IAS 12 Income Taxes has been amended to add an exception in recognizing and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantially enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development.

The Group is yet to apply the temporary exception during the current year because the Group’s entities are operating in a jurisdiction in which the Pillar Two legislation has not yet been enacted or substantially enacted. The Group will disclose known or reasonably estimable information that helps users of financial statements to understand the Group’s exposure to Pillar Two income taxes in the Group’s annual consolidated financial statements when the Pillar Two legislation is enacted or substantially enacted and will disclose separately current tax expense/income related to Pillar Two income taxes when it is in effect.

AMENDMENTS TO IFRSs IN ISSUE NOT YET ADOPTED

Up to the date of this report, certain amendments have been issued but are not yet effective and have not been early adopted by the Group in the preparation of these consolidated financial statements:

| | |
|----------------------------------|----------------------------------------------------------------------------------------------------|
| Amendments to IFRS 16 | Lease Liability in a Sale and Leaseback ² |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹ |
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current ² |
| Amendments to IAS 1 | Non-current Liabilities with Covenants ² |
| Amendments to IAS 7 and IFRS 7 | Supplier Finance Arrangements ² |
| Amendments to IAS 21 | Lack of Exchangeability ³ |

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after January 1, 2024

³ Effective for annual periods beginning on or after January 1, 2025

The Group has commenced the assessment of the impact of the amendments to IFRS on the Group, but is not yet in a position to state whether their adoption would have a significant impact on the results of operations and financial position of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with IFRS on the historical cost basis of accounting. Historical cost is generally based upon fair value of the consideration given in exchange for goods and services. In addition, the consolidated financial statements include applicable disclosures required by the Listing Rules and the Hong Kong Companies Ordinance.

As at December 31, 2023, the Group had a deficiency in shareholders' equity of HK\$1,327.2 million (December 31, 2022: HK\$3,996.4 million) caused primarily by operating losses incurred during the period of the COVID-19 pandemic. In addition, as at December 31, 2023, the Group had a net current liability position of HK\$5,187.4 million (December 31, 2022: net current assets of HK\$4,930.3 million) as the final maturity date of one tranche of the unsecured senior note indebtedness is May 15, 2024 (refer Note 21) which falls due within twelve months from the end of the reporting period. However, the Group had total cash and cash equivalents of HK\$4.23 billion as at December 31, 2023 (December 31, 2022: HK\$6.71 billion), and access to approximately HK\$11.45 billion of available undrawn credit facilities under its Unsecured Credit Facilities. Given the Group's liquidity position as at December 31, 2023, significantly improved financial performance and estimated cash flows for the twelve months ending December 31, 2024, the Group believes it is able to meet its financial obligations as they fall due for the twelve months from the end of the reporting period.

MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Revenue recognition

The Group's revenue contracts with customers consist of casino wager transactions, hotel rooms, food and beverage, retail and other transactions.

The transaction price for a casino wager is the difference between gaming wins and losses. Commissions paid to gaming promoters and in-house VIP players are recorded as a reduction to casino revenue. The Group accounts for casino revenue on a portfolio basis given the similar characteristics of wagers by recognizing net win per gaming day.

For casino wager transactions that include complimentary goods and services provided by the Group to gaming customers on a discretionary basis to incentivize gaming, the Group allocates revenue to the goods or services delivered based upon relative standalone selling prices. Discretionary complimentary provided by the Group and supplied by third parties are recognized as other expenses and losses. The Group accounts for complimentary on a portfolio basis given the similar characteristics of the incentives by recognizing redemption per gaming day.

The Group has established promotional clubs to encourage repeat business from frequent and active table games patrons and slot machine customers. Members earn points primarily based upon gaming activity and such points can be redeemed for free play and other free goods and services. For casino wager transactions that include award points earned by customers under this loyalty program, the Group allocates a portion of the net win based upon the relative standalone selling price of such award points (less estimated breakage). Such allocated amount is deferred and recognized in loyalty programs liability until customers redeem the award points for free goods and services. Upon redemption, the deferred consideration of each good and service is allocated to the respective type of revenue. Redemption of award points at third party outlets are deducted from the loyalty programs liability and amounts owed are paid to the third party, with any discount received recorded as other revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

The transaction price of hotel rooms, food and beverage, retail and other transactions is the amount collected from the customer for such goods and services net of discounts. The transaction price for such transactions is recorded as revenue when the good or service is transferred or rendered to the customer during their stay at the hotel or when the delivery is made for food and beverage, retail and other services.

The Group has other contracts that include multiple goods and services, such as packages that bundle food and beverage and other services with hotel stays and convention services. For such arrangements, the Group allocates revenue to each good or service based upon its relative standalone selling price. The Group primarily determines the standalone selling price of hotel rooms, food and beverage, retail and other services based upon the amount that the Group charges when each is sold separately in similar circumstances to similar customers.

Inventories

Inventories consist of food and beverage, retail merchandise and operating supplies and are stated at the lower of cost and net realizable value. Cost is calculated using the weighted average cost method.

Property and equipment

Property and equipment are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of items of property and equipment less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Property and equipment *(Continued)*

Construction in progress includes property and equipment in the course of construction for production, supply or administrative purposes and is carried at cost, less recognized impairment losses, if any. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Assets in construction in progress are classified to the appropriate categories of property and equipment when completed and ready for their intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Property and equipment are depreciated on a straight-line basis as follows:

| | |
|-----------------------------------|-----------------------------------------|
| Buildings and improvements | 3 to 40 years |
| Leasehold improvements | Shorter of lease terms or 3 to 10 years |
| Furniture, fixtures and equipment | 3 to 7 years |
| Gaming machines and equipment | 3 to 5 years |
| Computer equipment and software | 3 years |
| Vehicles | 5 years |

The Group continues to recognize the assets subject to the Property Transfer Agreements as property and equipment and continues to depreciate them over their estimated useful lives.

In determining the estimated useful lives of property and equipment beyond the expiration of the Concession Contract, the Group considers the probability of the successful award of a new concession at the end of the Concession Contract.

Art works and paintings are not depreciated as their current residual value is expected to be greater than their carrying amount.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Property and equipment *(Continued)*

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment determined as the difference between the sales proceeds and the carrying amount of the asset is recognized in profit or loss in the period in which the item is derecognized.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based upon taxable profit for the year. Taxable profit differs from profit/loss before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences at the time of the transaction.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based upon tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity, respectively.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Other assets

Operating equipment

Operating equipment such as chips, silverware, chinaware, linen and uniforms which are carried at cost less accumulated amortization and impairment loss are amortized using the straight-line method over their estimated useful lives of two years.

Show production costs

Show production costs, includes costs of creation, design and initial production of the show, which are carried at cost less accumulated amortization and impairment loss are amortized over the shorter of the contractual run of the show (including any guaranteed renewals), or the estimated useful life of the show.

An item of other assets is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of other assets, determined as the difference between the sales proceeds and the carrying amount of the asset, is recognized in profit or loss in the period in which the item is derecognized.

Financial instruments

Financial assets and financial liabilities are recognized in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets

The Group's financial assets are trade receivables, deposits, other receivables, amounts due from related companies, pledged bank deposits and cash and cash equivalents.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for the Group's financial assets.

Initial recognition and subsequent measurement of financial assets

The classification of financial assets at initial recognition depends upon the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value except for trade receivables which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets, as appropriate, on initial recognition.

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized or modified. All other financial assets are subsequently measured at fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Impairment of financial assets

The Group recognizes a loss allowance for expected credit loss on financial assets which are subject to impairment under IFRS 9 (including trade receivables, deposits, other receivables, amounts due from related companies, pledged bank deposits and bank balances). The amount of expected credit loss is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime expected credit loss represents the expected credit loss that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month expected credit loss represents the portion of lifetime expected credit loss that is expected to result from default events that are possible within 12 months after the reporting date.

The Group recognizes lifetime expected credit loss for trade receivables. An assessment is performed including analysis of individual's collectability by taking into account the age of the receivables, the counterparty's financial condition, collection history and any other known information about the customers. The loss rates are adjusted for general economic conditions, forecasts and forward-looking information that is available without undue cost or effort.

For other instruments, the Group measures the loss allowance equal to 12-month expected credit loss, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes the lifetime expected credit loss. The assessment of whether lifetime expected credit loss should be recognized is based upon significant increases in the likelihood or risk of default occurring since initial recognition.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or (ii) the financial asset is more than 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal on their contractually due dates;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or forecast significant adverse change in the regulatory, economic or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its obligation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Significant increase in credit risk (Continued)

The Group assumes that the credit risk on financial instruments has not increased significantly since initial recognition if such instruments are determined to have low credit risk at the reporting date. An instrument is determined to have low credit risk if:

- it has a low risk of default;
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the debtor to fulfil its contractual cash flow obligations.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or past due event;
- the Group, for economic or contractual reasons relating to the debtor's financial difficulty, having granted to the debtor a concession that the Group would not otherwise consider; or
- it is becoming probable that the debtor will enter bankruptcy or other financial reorganization.

Write-off policy

The Group writes off its financial assets when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. The Group's financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Where recoveries are made, these are credited to other expenses and losses.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Measurement and recognition of expected credit loss

The measurement of expected credit loss is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based upon historical data and forward-looking information.

Generally, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

The Group recognizes in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Interest income is calculated based upon the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based upon amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

The carrying amount of the financial asset is reduced by the impairment loss directly for all Group's financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Financial liabilities and equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount of initial recognition. Interest expense is recognized on an effective interest basis.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities

Financial liabilities (including trade payables, other payables, construction payables, customer advances and other, outstanding chips liability, other casino liabilities, construction retention payable, amounts due to related companies, gaming concession right payable and borrowings) are initially measured at fair value and subsequently measured at amortized cost using the effective interest method. Transaction costs that are directly attributable to the issue of financial liabilities are deducted from the fair value of the financial liabilities, as appropriate, on initial recognition.

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Non-substantial modifications of financial liabilities

When borrowings are subsequently renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of those borrowings, the Group recalculates the gross carrying amount of the borrowings as the present value of the renegotiated or modified contractual cash flows that are discounted at the borrowings' original effective interest rates and recognizes a modification gain or loss in profit or loss. Any costs or fees incurred adjust the carrying amount of the modified borrowings and are amortized over the remaining term of the modified borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Gaming taxes and levies

The special gaming tax and additional levies are expensed as incurred.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Gaming concession right

The minimum future payments in relation to the Concession Contract including fixed annual premium, variable premium and the fee for the use of gaming assets represent in-substance consideration for the Concession Contract for the right to conduct gaming activities and are not tied to casino revenue generated by future operations. An intangible asset was initially recognized at the beginning of the Concession Contract on January 1, 2023 equivalent to the net present value of the minimum future payments, with a corresponding amount recognized as a financial liability. This intangible asset will be amortized on a straight-line basis over its estimated useful life, which is the Concession period ending on December 31, 2032. The financial liability will be adjusted by interest accretion using the effective interest method and payments. The minimum future payments of the variable premium associated with the intangible asset was determined using the approved number of gaming tables at the minimum rate per gaming table and the approved number of electric or mechanical gaming machines. Any difference between future actual payments made and the minimum payments initially recognized will be expensed as incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalization rate on general borrowings.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Short-term employee benefits

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Retirement benefit costs

Contributions to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions. Forfeitures of unvested contributions are used to reduce the Group's liability for its contributions payable under the plans.

Leases

Definition of a lease

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of IFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for the lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis or another systematic basis over the term.

Right-of-use assets

The cost of right-of-use assets includes the amount of the initial measurement of the lease liability and any lease payments made at or before the commencement date, less any lease incentives received.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of the lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as an expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a change in future lease payments resulting from a change in an index or a rate used to determine lease payments, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a grantor for right of use

When assets are granted out under an agreement for the right of use, the asset is included in the consolidated statement of financial position based upon the nature of the asset. Income from right of use (net of any incentives given to retailers) is recognized on a straight-line basis over the terms of the relevant right of use. Contingent fees based upon the net sales of the retailers arising under right of use are recognized as revenue in the period in which they are earned.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

3. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

MATERIAL ACCOUNTING POLICIES *(Continued)*

Equity-settled share-based payment transactions

Equity-settled awards granted to Directors and employees of the Group

The fair value of services received determined by reference to the fair value of equity-settled awards granted at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

At the end of the reporting period, the Group revises its estimate of the number of equity-settled awards that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimation, with a corresponding adjustment to share-based payment reserve.

At the time when the equity-settled awards are exercised, the amount previously recognized in share-based payment reserve will be transferred to share capital and share premium. When the equity-settled awards are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share option reserve will be transferred to accumulated losses.

Share options granted to consultants of the Group

Share options issued to consultants in exchange for services are measured at the fair values of services received, unless that fair value cannot be reliably measured, in which case they are measured by reference to the fair value of the share option granted at the grant date. The fair values of the services received are recognized as expenses (unless the services qualify for recognition as assets).

Cash-settled share-based payment transactions

For cash-settled share-based payments, a financial liability is recognized for the services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognized in profit or loss for the year.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures. Uncertainty about these assumptions and estimates may result in outcomes that may require a material adjustment to the carrying amount of the asset or liability within the next financial year. Key sources of estimation uncertainty and critical judgments at the end of the reporting period which have a significant effect on the consolidated financial statements are discussed below:

CRITICAL JUDGMENT IN APPLYING THE GROUP'S ACCOUNTING POLICIES

Gaming concession right and corresponding gaming concession right payable

The Group has concluded that minimum future payments required under the Concession Contract which include a fixed annual premium, variable premium and a fee for the use of gaming assets represent in-substance consideration for the Concession Contract for the right to conduct gaming activities and are not tied to casino revenue generated by future operations. The Group applies judgement in determining the initial recognition amounts of the gaming concession right asset and corresponding gaming concession right payable, which have been determined as the equivalent of the net present value of the minimum future payments. The minimum future payments of the variable premium associated with the intangible asset was determined using the approved number of gaming tables at the minimum rate per gaming table and the approved number of electric or mechanical gaming machines. Information about the Group's gaming concession right is disclosed in Note 17.

Property and equipment under the Gaming Concession

The Group has assessed whether the Property Transfer Agreements resulted in a transfer of control of the property and equipment in connection to the Casino Areas and the relevant gaming equipment to the Macau Government.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

CRITICAL JUDGMENT IN APPLYING THE GROUP'S ACCOUNTING POLICIES *(Continued)*

Property and equipment under the Gaming Concession *(Continued)*

As disclosed in Note 15, the Group has continued to recognize the assets subject to the Property Transfer Agreements with a carrying amount of HK\$1.8 billion as at December 31, 2023 as property and equipment and has continued to depreciate them over their estimated useful lives. The Group believes that the Property Transfer Agreements do not result in a transfer of control of the relevant assets and the Group continues to have the ability to direct the use of, obtain substantially all of the benefits from and bear all of the risks arising from the use of the reverted property and equipment for their estimated useful lives.

Valuation of lease liabilities and right-of-use assets

The Group has several lease contracts that include extension options. In determining the lease term, the Group applies judgment in evaluating whether it is reasonably certain whether to exercise the option to renew the lease including relevant factors that create an economic incentive for it to exercise the renewal. The Group has included the renewal period as part of the lease term for leases of land. After the initial recognition, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise the option to renew.

Information about the Group's leases is disclosed in Note 16.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

KEY SOURCES OF ESTIMATION UNCERTAINTY

Loss allowance of trade receivables

The Group issues markers and credit to approved gaming promoters, casino customers and hotel customers following background checks and assessments of their creditworthiness. An estimated loss allowance account is maintained to reduce the Group's receivables to their estimated recoverable amount. The allowance is estimated based upon a specific review of customer accounts and an evaluation of the amounts expected to be recovered with reference to the age of the receivables, the customers' financial condition, collection history, any other known information about the customers, general economic conditions, forecasts and forward-looking information. When the actual future cash flows are less than expected, an impairment loss may arise and affect profit or loss and carrying amount of trade receivables in the period of change.

Information about the Group's trade receivables is disclosed in Notes 19 and 26.

Useful lives of property and equipment

The Group depreciates property and equipment over their estimated useful lives, using the straight-line method, commencing from the date the property and equipment are ready for the intended use. The useful lives that the Group estimated for property and equipment reflects the Group management's estimate of the period that the Group intends to derive future economic benefits from the use of the assets. Should there be any changes in such estimates, the depreciation of property and equipment may vary with changes affecting profit or loss in the period of the change.

In determining the estimated useful lives of property and equipment beyond the expiration of the Concession Contract, the Group has considered it probable that it will be successful in obtaining the award of a new concession contract.

Information about the Group's property and equipment is disclosed in Note 15.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

5. SEGMENT INFORMATION

The Group has determined its operating segments based upon the reports reviewed by the chief operating decision-maker when allocating resources and assessing performance of the Group.

The Group's principal operating activities occur in Macau, which is the primary geographic area in which the Group is domiciled. The Group reviews the results of operations for each of its properties being MGM MACAU and MGM COTAI. Each of the properties derives its revenue primarily from casino, hotel rooms, food and beverage and retail operations. MGM MACAU and MGM COTAI have been aggregated into one reportable segment on the basis that they have similar economic characteristics, customers, services and products provided, and the regulatory environment in which they operate.

Adjusted EBITDA is considered to be the primary profit/loss measure for the reportable segment. Adjusted EBITDA is profit/loss before finance costs, income tax expense, depreciation and amortization, gain/loss on disposal/write-off of property and equipment and other assets, interest income, net foreign currency difference, share-based payments, pre-opening costs and corporate expenses which mainly include administrative expenses of the corporate office and license fee paid to a related company.

5. SEGMENT INFORMATION *(Continued)*

The following table presents the reconciliation of the adjusted EBITDA of the Group's reportable segment to profit/(loss) for the year attributable to owners of the Company:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------------------------------------|--------------------|------------------|
| Adjusted EBITDA (unaudited) | 7,235,246 | (1,274,355) |
| Share-based payments | (49,147) | (46,346) |
| Corporate expenses (unaudited) | (731,141) | (240,747) |
| Pre-opening costs (unaudited) | — | (1,130) |
| Loss on disposal/write-off of property and equipment and other assets | (21,369) | (13,357) |
| Depreciation and amortization | (1,886,103) | (2,033,607) |
| Operating profit/(loss) | 4,547,486 | (3,609,542) |
| Interest income | 83,020 | 71,705 |
| Finance costs | (1,913,522) | (1,665,261) |
| Net foreign currency loss | (31,945) | (13,072) |
| Profit/(loss) before tax | 2,685,039 | (5,216,170) |
| Income tax expense | (46,735) | (15,741) |
| Profit/(loss) for the year attributable to owners of the Company | 2,638,304 | (5,231,911) |

Almost all of the non-current assets of the Group are located in Macau.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

6. OPERATING REVENUE

Operating revenue comprises:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------|-------------------|------------------|
| Casino | 21,821,840 | 4,438,995 |
| Hotel rooms | 1,386,245 | 338,087 |
| Food and beverage | 1,265,216 | 385,873 |
| Retail and other | 210,909 | 105,614 |
| | 24,684,210 | 5,268,569 |

CONTRACT AND CONTRACT RELATED LIABILITIES

There may be a difference between the timing of cash receipts from customers and the recognition of revenue, resulting in a contract or contract-related liability. The Group generally has three types of liabilities related to contracts with customers, namely outstanding chips liability, loyalty programs liability and customer advances and other. These liabilities are generally expected to be recognized as revenue or refunded within one year of being purchased, earned or deposited and are recorded within “payables and accrued charges” in the consolidated statement of financial position.

6. OPERATING REVENUE *(Continued)*

The following table summarizes the activity related to contract and contract-related liabilities:

| | Outstanding Chips | | Loyalty Programs | | Customer Advances | |
|------------------------|--------------------------|-----------|---------------------------|----------|----------------------------|----------|
| | Liability ⁽ⁱ⁾ | | Liability ⁽ⁱⁱ⁾ | | and Other ⁽ⁱⁱⁱ⁾ | |
| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Balance at January 1 | 226,656 | 366,993 | 129,535 | 160,192 | 679,004 | 725,440 |
| Balance at December 31 | 433,328 | 226,656 | 191,888 | 129,535 | 953,354 | 679,004 |
| Increase/(decrease) | 206,672 | (140,337) | 62,353 | (30,657) | 274,350 | (46,436) |

⁽ⁱ⁾ Outstanding chips liability represents the amounts owed in exchange for gaming chips held by gaming promoters and gaming customers. Increase in this balance generally represents increase in exchange for chips by cash or credit and decrease in the balance represents realization to revenue by gaming play and redemption for cash.

⁽ⁱⁱ⁾ Loyalty programs liability represents the deferred allocation of revenue relating to award points earned.

⁽ⁱⁱⁱ⁾ Customer advances and other are primarily funds deposited by customers before gaming play occurs and advance payments on goods and services yet to be provided such as deposits on hotel rooms. Increase in the balance generally represents additional deposits made by customers and decrease in the balance represents the recognition of revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

7. STAFF COSTS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------------------------------------|------------------|------------------|
| Salaries and discretionary and performance related incentive payments | 3,203,505 | 2,451,471 |
| Retirement benefits scheme contributions | 105,290 | 100,978 |
| Share-based payments | 48,986 | 45,961 |
| Other benefits | 599,996 | 454,608 |
| | 3,957,777 | 3,053,018 |

DEFINED CONTRIBUTION PLAN

Prior to May 2019, the Group operated a retirement benefit plan for all qualifying employees. The assets of the plan are held separately from those of the Group in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the plan, which contribution is matched by employees. In May 2019, besides the existing retirement benefit plan, the Group offered the option for eligible Macau resident employees to join the non-mandatory central provident fund (the “CPF”) system. Eligible Macau resident employees joining the Group from May 1, 2019 onwards can choose to participate in the CPF system while the Group’s existing Macau resident employees who are currently members of the existing retirement benefit plan are provided with the option of converting to the CPF system or staying in the existing retirement benefit plan. The Group contributes 5% of relevant payroll costs to the CPF, which contribution is matched by employees. The employee is eligible to receive, upon resignation, 30% of these contributions after working for three consecutive years, gradually increasing to 100% after working for ten years under the plans.

7. STAFF COSTS *(Continued)*

DEFINED CONTRIBUTION PLAN *(Continued)*

Where there are employees who leave the plans prior to full vesting of their contributions, the aggregate amount of contributions payable by the Group are reduced by the amount of forfeited contributions in the relevant year. The amount of forfeited contributions utilized in this manner during the year was HK\$7.4 million (2022: HK\$6.9 million).

The total expense recognized in the profit or loss for the year ended December 31, 2023 of HK\$105.3 million (2022: HK\$101.0 million) represents contributions paid or payable to the plans by the Group at rates specified in the rules of the plan. As at December 31, 2023, contributions of approximately HK\$19.7 million (2022: HK\$17.9 million) due had not been paid over to the plans. The amounts were paid subsequent to the end of the reporting period.

8. OTHER EXPENSES AND LOSSES

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------------------------------------------------------|------------------|------------------|
| Advertising and promotion | 1,040,056 | 220,501 |
| License fees (Note 31) | 431,974 | 92,200 |
| Other support services | 337,823 | 183,744 |
| Repairs and maintenance | 273,218 | 232,785 |
| Utilities and fuel | 261,655 | 229,348 |
| Loss on disposal/write-off of property and equipment and other assets | 21,369 | 13,357 |
| Auditor's remuneration | 11,845 | 8,753 |
| Other ⁽¹⁾ | 278,659 | 124,648 |
| | 2,656,599 | 1,105,336 |

⁽¹⁾ Other expenses for the year ended December 31, 2022 includes reversal of provisions of HK\$60.6 million, as a result of the final settlement of certain litigation related to the Group's joint liability with gaming promoters.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

9. DEPRECIATION AND AMORTIZATION

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------|------------------|------------------|
| Depreciation in respect of: | | |
| — Property and equipment | 1,644,094 | 1,871,175 |
| — Right-of-use assets | 61,497 | 65,442 |
| Amortization in respect of: | | |
| — Gaming concession right | 176,804 | — |
| — Sub-concession premium | — | 91,905 |
| — Other assets | 3,708 | 5,085 |
| | 1,886,103 | 2,033,607 |

10. FINANCE COSTS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---------------------------------------------------------------------------|------------------|------------------|
| Interest on unsecured senior notes | 1,144,723 | 1,145,333 |
| Interest on unsecured credit facilities | 436,107 | 373,822 |
| Interest on gaming concession right payable | 133,331 | — |
| Amortization of debt finance costs | 118,175 | 103,123 |
| Standby charges on MGM Resorts International Revolving Credit Facility | 59,461 | 8,375 |
| Interest on lease liabilities | 12,223 | 12,795 |
| Bank fees, charges and other | 9,502 | 21,813 |
| Total finance costs | 1,913,522 | 1,665,261 |

11. INCOME TAX EXPENSE

| | 2023 | 2022 |
|---------------------------------------------------------|---------------|----------|
| | HK\$'000 | HK\$'000 |
| Current income tax expense: | | |
| Payment in lieu of Macau Complementary Tax on dividends | 45,990 | 14,796 |
| Mainland China Income Tax | 709 | 945 |
| Hong Kong Profit Tax | 36 | — |
| Income tax expense | 46,735 | 15,741 |

Pursuant to approval notices issued by the Macau Government, MGM Grand Paradise, the Group's principal operating subsidiary, has been exempted from Macau Complementary Tax for profits generated from gaming operations for the period from January 1, 2017 to December 31, 2022, the date upon which the Sub-Concession Contract expired. On March 30, 2023, MGM Grand Paradise applied for exemption for the term of the Concession from January 1, 2023 to December 31, 2032. Pursuant to the approval notice 19/2024 issued by the Macau Government dated January 29, 2024, this exemption was granted for the period from January 1, 2023 to December 31, 2027. MGM Grand Paradise's non-gaming profit and the Group's other subsidiaries that carry on business in Macau remain subject to Macau Complementary Tax, which is calculated at progressive rates up to a maximum of 12% of the estimated assessable profit for the current and prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

11. INCOME TAX EXPENSE *(Continued)*

The Company is subject to Macau Complementary Tax at a progressive rate of up to a maximum of 12% on dividends it receives from MGM Grand Paradise. However, pursuant to the extended tax concession arrangement issued by the Macau Government, MGM Grand Paradise was required to pay MOP7,390,000 (equivalent to approximately HK\$7,175,000) for the period from January 1, 2022 to June 26, 2022 in lieu of Macau Complementary Tax otherwise payable by the shareholders of MGM Grand Paradise on dividend distributions received by them from gaming profit. In January 2023, the Macau Government confirmed to MGM Grand Paradise the terms of the extended tax concession arrangement, which required MGM Grand Paradise to pay MOP7,850,000 (equivalent to approximately HK\$7,621,000) for the period from June 27, 2022 to December 31, 2022 as payment in lieu of Macau Complementary Tax otherwise payable by the shareholders of MGM Grand Paradise on dividend distributions received by them from gaming profit. In February 2024, MGM Grand Paradise finalized a tax concession arrangement with the Macau Government for the years ended/ending December 31, 2023 to December 31, 2025, which requires MGM Grand Paradise to make annual payment based on a pre-determined rate in lieu of Macau Complementary Tax otherwise payable by the shareholders of MGM Grand Paradise on dividend distributions received by them from gaming profit. The amount for the year ended December 31, 2023 is approximately MOP47.4 million (equivalent to approximately HK\$46.0 million). Such tax payments were required regardless of whether dividends were actually distributed or whether MGM Grand Paradise had distributable profits in the relevant years.

Hong Kong Profits Tax is calculated at the maximum rate of 16.5% of the estimated assessable profit for the current and prior years. Taxation assessable on profit generated in mainland China has been provided at the rates of taxation prevailing in the areas in which those profit arose ranging from 15% to 20%.

11. INCOME TAX EXPENSE *(Continued)*

The income tax expense for the year can be reconciled to the profit/loss before tax in the consolidated statement of profit or loss and other comprehensive income as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------------------------------------------------------------------------------------------------|------------------|------------------|
| Profit/(loss) before tax | 2,685,039 | (5,216,170) |
| Income tax/(tax credit) calculated at rates applicable to profits/losses in the respective jurisdictions | 280,784 | (656,664) |
| Effect of tax exemption on gaming profit of MGM Grand Paradise | (816,550) | — |
| Effect of tax losses not recognized | 390,717 | 543,484 |
| Effect of expenses not deductible for tax purposes | 300,828 | 270,166 |
| Effect of income not taxable for tax purposes | (145,280) | (165,707) |
| Effect of utilization of tax losses previously not recognized | (53) | (107) |
| Effect of temporary differences not recognized | (9,701) | 9,773 |
| Payment in lieu of Macau Complementary Tax on dividends | 45,990 | 14,796 |
| Income tax expense | 46,735 | 15,741 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

11. INCOME TAX EXPENSE *(Continued)*

At the end of the reporting period, the Group has unused tax losses as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------------------------------------------------------------|-------------------|------------------|
| Macau Complementary Tax losses which will expire in one to three years | 11,481,570 | 12,262,380 |
| Hong Kong Profits Tax losses which may be carried forward indefinitely | 185,646 | 176,421 |
| Mainland China Income Tax losses which will expire in one to five years | 511 | 494 |
| Unused tax losses | 11,667,727 | 12,439,295 |

As at December 31, 2023, the Group has a deductible temporary difference of approximately HK\$1,835.7 million (2022: approximately HK\$2,043.2 million).

No deferred tax assets have been recognized as it is not probable that taxable profits will be available against which unutilized tax losses and deductible temporary differences can be utilized.

12. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEE EMOLUMENTS

The emoluments paid or payable to the Directors and the chief executive during the year were as follows:

| | Fees HK\$'000 | Salary and other benefits HK\$'000 | Contributions to retirement benefits scheme HK\$'000 | Share-based payments HK\$'000 | Discretionary and performance related incentive payments HK\$'000 | Total HK\$'000 |
|-----------------------------------------------------------|------------------|---------------------------------------------|------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------|-------------------|
| Year ended December 31, 2023 | | | | | | |
| <i>Executive Directors:</i> | | | | | | |
| Pansy Ho ⁽¹⁾ | – | 62,136 | – | – | 48,129 | 110,265 |
| William Joseph Hornbuckle | – | – | – | – | – | – |
| John M. McManus | – | – | – | – | – | – |
| Jeny Lau ⁽²⁾ | – | – | – | – | – | – |
| Chen Yau Wong ⁽³⁾ | – | – | – | – | – | – |
| Kenneth Xiaofeng Feng ⁽⁴⁾ | – | 6,307 | 175 | 3,892 | 9,878 | 20,252 |
| <i>Non-executive Directors:</i> | | | | | | |
| Daniel J. Taylor | – | – | – | – | – | – |
| Ayesha Khanna Molino | – | – | – | – | – | – |
| Jonathan S. Halkyard | – | – | – | – | – | – |
| <i>Independent Non-executive Directors⁽⁵⁾:</i> | | | | | | |
| Sze Wan Patricia Lam | 1,018 | – | – | – | – | 1,018 |
| Russell Francis Banham | 1,391 | – | – | – | – | 1,391 |
| Simon Meng | 1,038 | – | – | – | – | 1,038 |
| Chee Ming Liu | 823 | – | – | – | – | 823 |
| Total emoluments | 4,270 | 68,443 | 175 | 3,892 | 58,007 | 134,787 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

12. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEE EMOLUMENTS *(Continued)*

| | Fees HK\$'000 | Salary and other benefits HK\$'000 | Contributions to retirement benefits scheme HK\$'000 | Share-based payments HK\$'000 | Discretionary and performance related incentive payments HK\$'000 | Total HK\$'000 |
|-----------------------------------------------------------|------------------|---------------------------------------------|------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------|-------------------|
| Year ended December 31, 2022 | | | | | | |
| <i>Executive Directors:</i> | | | | | | |
| William Joseph Hornbuckle | — | — | — | — | — | — |
| Pansy Ho | — | — | — | — | — | — |
| Chen Yau Wong | — | — | — | — | — | — |
| John M. McManus | — | — | — | — | — | — |
| <i>Non-executive Directors:</i> | | | | | | |
| Kenneth Xiaofeng Feng ⁽⁴⁾ | — | 5,027 | 134 | 3,506 | 3,498 | 12,165 |
| Daniel J. Taylor | — | — | — | — | — | — |
| Ayesha Khanna Molino | — | — | — | — | — | — |
| Jonathan S. Halkyard | — | — | — | — | — | — |
| <i>Independent Non-executive Directors⁽⁵⁾:</i> | | | | | | |
| Sze Wan Patricia Lam | 861 | — | — | — | — | 861 |
| Russell Francis Banham | 1,174 | — | — | — | — | 1,174 |
| Simon Meng | 861 | — | — | — | — | 861 |
| Chee Ming Liu | 705 | — | — | — | — | 705 |
| Total emoluments | 3,601 | 5,027 | 134 | 3,506 | 3,498 | 15,766 |

12. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEE EMOLUMENTS *(Continued)*

Notes:

- (1) The emoluments paid or payable to Pansy Ho was for her services in connection with her role as Managing Director of MGM Grand Paradise as described in the Services Agreement — details refer to Note 31(c).
- (2) Jeny Lau was appointed as an executive Director with effect from May 25, 2023.
- (3) Chen Yau Wong retired as an executive Director with effect from May 25, 2023.
- (4) Kenneth Xiaofeng Feng was re-designated as an executive Director with effect from July 20, 2023. The emoluments and retirement benefits paid or payable to Kenneth Xiaofeng Feng were for his services in connection with the management of the affairs of the Group. The discretionary and performance related incentive payments paid or payable to Kenneth Xiaofeng Feng are provided based upon the Group's performance and his contribution to the Group.
- (5) The independent non-executive Directors' emoluments were for services as Directors of the Company.

None of the Directors and the chief executive have waived any emoluments during the years ended December 31, 2023 and 2022.

Of the five individuals with the highest emoluments in the Group, two (2022: one) were directors of the Company whose emoluments are included in the disclosures set out above. The emoluments of the remaining three (2022: four) individuals were as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------------------------------------------------|------------------|------------------|
| Salaries and other benefits | 16,503 | 17,634 |
| Contributions to retirement benefits scheme | 714 | 806 |
| Share-based payments | 8,278 | 8,369 |
| Discretionary and performance related incentive payments | 22,545 | 9,069 |
| | 48,040 | 35,878 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

12. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEE EMOLUMENTS *(Continued)*

Their emoluments were within the following bands:

| | 2023 No. of employees | 2022 No. of employees |
|----------------------------------|-----------------------------|-----------------------------|
| HK\$6,000,001 to HK\$6,500,000 | — | 1 |
| HK\$8,000,001 to HK\$8,500,000 | — | 1 |
| HK\$9,000,001 to HK\$9,500,000 | — | 1 |
| HK\$12,000,001 to HK\$12,500,000 | 1 | 1 |
| HK\$16,000,001 to HK\$16,500,000 | 1 | — |
| HK\$19,500,001 to HK\$20,000,000 | 1 | — |

No emoluments were paid to any of the individuals with the highest emoluments and Directors as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended December 31, 2023 and 2022.

13. DIVIDENDS

The Board did not recommend an interim dividend payment for the six months ended June 30, 2023 and 2022, nor a final dividend payment for the year ended December 31, 2022.

On March 21, 2024, a special dividend of HK\$0.104 per Share, amounting to approximately HK\$395.2 million in aggregate, was declared by the Directors of the Company, and a final dividend of HK\$0.243 per Share, amounting to approximately HK\$923.4 million in aggregate for the year ended December 31, 2023, has been recommended by the Directors of the Company and is subject to approval by the Shareholders of the Company in the forthcoming annual general meeting.

14. EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings/(loss) per Share is based upon the following:

| | 2023 | 2022 |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------|
| Profit/(loss) | | |
| Profit/(loss) for the year attributable to owners of the Company for the purposes of basic and diluted earnings/(loss) per Share (HK\$'000) | 2,638,304 | (5,231,911) |
| Weighted average number of Shares | | |
| Weighted average number of Shares for the purpose of basic earnings/(loss) per Share ('000) | 3,800,245 | 3,800,000 |
| Number of dilutive potential Shares arising from exercise of share options ('000) ⁽¹⁾ | 12,792 | — |
| Weighted average number of Shares for the purpose of diluted earnings/(loss) per Share ('000) | 3,813,037 | 3,800,000 |
| Earnings/(loss) per Share — Basic | HK69.4 cents | (HK137.7 cents) |
| Earnings/(loss) per Share — Diluted | HK69.2 cents | (HK137.7 cents) |

⁽¹⁾ The computation of diluted loss per share for the year ended December 31, 2022 did not assume the exercise of the Company's share options because the exercise would result in a decrease in loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

15. PROPERTY AND EQUIPMENT

| | Buildings and improvements HK\$'000 | Leasehold improvements HK\$'000 | Furniture, fixtures and equipment HK\$'000 | Art works and paintings HK\$'000 | Vehicles HK\$'000 | Construction in progress HK\$'000 | Grand total HK\$'000 |
|------------------------------------------|----------------------------------------|------------------------------------|-----------------------------------------------|-------------------------------------|----------------------|--------------------------------------|-------------------------|
| COST | | | | | | | |
| At January 1, 2022 | 29,853,348 | 2,131,606 | 4,688,758 | 265,890 | 57,163 | 83,363 | 37,080,128 |
| Additions | 3,009 | — | 50,314 | 11,891 | 316 | 120,944 | 186,474 |
| Adjustment upon finalization of costs | (8,118) | — | — | — | — | — | (8,118) |
| Transfers from construction in progress | 74,123 | — | 24,228 | — | — | (98,351) | — |
| Disposal/write-off | (12,098) | (63,020) | (128,225) | — | — | (3,431) | (206,774) |
| Exchange difference | — | (2,010) | (1,096) | — | — | — | (3,106) |
| At December 31, 2022 and January 1, 2023 | 29,910,264 | 2,066,576 | 4,633,979 | 277,781 | 57,479 | 102,525 | 37,048,604 |
| Additions | 5,070 | — | 93,500 | 48,196 | 2,760 | 229,099 | 378,625 |
| Adjustment upon finalization of costs | (9,856) | (216) | — | — | — | — | (10,072) |
| Transfers from construction in progress | 70,331 | 732 | 85,163 | — | — | (156,226) | — |
| Disposal/write-off | (73,206) | (36,240) | (34,169) | — | — | — | (143,615) |
| Exchange difference | — | (149) | (118) | — | — | 2 | (265) |
| At December 31, 2023 | 29,902,603 | 2,030,703 | 4,778,355 | 325,977 | 60,239 | 175,400 | 37,273,277 |
| DEPRECIATION | | | | | | | |
| At January 1, 2022 | (7,839,470) | (2,075,521) | (3,727,146) | — | (40,886) | — | (13,683,023) |
| Eliminated on disposal/write-off | 3,832 | 63,020 | 126,619 | — | — | — | 193,471 |
| Charge for the year | (1,342,594) | (10,241) | (509,168) | — | (9,172) | — | (1,871,175) |
| Exchange difference | — | 1,993 | 1,034 | — | — | — | 3,027 |
| At December 31, 2022 and January 1, 2023 | (9,178,232) | (2,020,749) | (4,108,661) | — | (50,058) | — | (15,357,700) |
| Eliminated on disposal/write-off | 53,663 | 36,240 | 32,917 | — | — | — | 122,820 |
| Charge for the year | (1,335,987) | (6,968) | (296,386) | — | (4,753) | — | (1,644,094) |
| Exchange difference | — | 149 | 125 | — | — | — | 274 |
| At December 31, 2023 | (10,460,556) | (1,991,328) | (4,372,005) | — | (54,811) | — | (16,878,700) |
| CARRYING AMOUNT | | | | | | | |
| At December 31, 2023 | 19,442,047 | 39,375 | 406,350 | 325,977 | 5,428 | 175,400 | 20,394,577 |
| At December 31, 2022 | 20,732,032 | 45,827 | 525,318 | 277,781 | 7,421 | 102,525 | 21,690,904 |

As at December 31, 2023, property and equipment includes the Casino Areas and the relevant gaming equipment reverted to the Macau Government with a carrying amount of HK\$1.8 billion (2022: HK\$2.0 billion) — details refer to Note 4.

16. LEASES

THE GROUP AS A LESSEE

The Group leases several assets including leasehold land, buildings and other equipment. Leasehold land represents the land concession contracts entered with the Macau Government to build on the sites on which MGM MACAU and MGM COTAI are located. The Group does not own these land sites, however the land concessions which were granted on April 6, 2006 (for MGM MACAU) and January 9, 2013 (for MGM COTAI), with an initial term of 25 years and a right to renew at the Group's option for further consecutive periods of 10 years, grant the Group exclusive use of the land. As specified in the land concessions, the Group is required to pay land use right premiums as well as annual rent for the term of the land concessions, which may be revised every five years by the Macau Government.

Buildings and other equipment generally have lease terms between 1 to 5 years, but may have extension options as described below.

Information about leases for which the Group is a lessee is presented below.

| | Right-of-use assets | | | Total HK\$'000 |
|------------------------------------------|-------------------------------|-----------------------|------------------------------------|-------------------|
| | Leasehold land HK\$'000 | Buildings HK\$'000 | Equipment and other HK\$'000 | |
| At January 1, 2022 | 1,229,459 | 32,285 | 26,202 | 1,287,946 |
| Additions | — | 927 | — | 927 |
| Depreciation charge | (36,960) | (19,790) | (8,692) | (65,442) |
| Foreign exchange difference | — | (366) | — | (366) |
| At December 31, 2022 and January 1, 2023 | 1,192,499 | 13,056 | 17,510 | 1,223,065 |
| Additions | — | 10,310 | 37,014 | 47,324 |
| Adjustments to costs | (17,523) | — | — | (17,523) |
| Depreciation charge | (36,552) | (15,765) | (9,180) | (61,497) |
| Foreign exchange difference | — | (208) | — | (208) |
| At December 31, 2023 | 1,138,424 | 7,393 | 45,344 | 1,191,161 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

16. LEASES *(Continued)*

THE GROUP AS A LESSEE *(Continued)*

A maturity analysis of lease liabilities based on undiscounted cash flows is reported as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------------------------|------------------|------------------|
| Within one year | 40,832 | 30,511 |
| Over one year but not exceeding two years | 27,822 | 16,821 |
| Over two years but not exceeding five years | 27,042 | 28,422 |
| Over five years | 332,067 | 378,476 |
| | 427,763 | 454,230 |
| Less: Effect of discounting at incremental borrowing rate | (228,645) | (262,393) |
| | 199,118 | 191,837 |
| Current | 30,756 | 21,078 |
| Non-current | 168,362 | 170,759 |
| | 199,118 | 191,837 |

16. LEASES *(Continued)***THE GROUP AS A LESSEE** *(Continued)*

The following are the amounts recognized in profit or loss other than depreciation charge and interest expense:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------------------------------------------------------|------------------|------------------|
| Variable lease payments not included in the measurement of lease liabilities | 2,167 | 853 |
| COVID-19-related rent concessions | — | (1,364) |
| Expenses relating to short-term leases | 46,604 | 16,003 |
| Expenses relating to leases of low value assets | 482 | 681 |

The following are the amounts recognized in statement of cash flows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------------------|------------------|------------------|
| Total cash outflow for leases | 84,745 | 55,058 |

Apart from the land concession contracts, the Group has extension options in a number of lease arrangements which are exercisable at the discretion of the Group and not by the respective lessors.

The Group assesses at each lease commencement date whether it is reasonably certain that the extension options will be exercised or not. The potential exposures to future lease payments pertaining to extension options which the Group is not reasonably certain to exercise is HK\$7.7 million (2022: HK\$0.6 million).

In addition, the Group reassesses whether to exercise an extension option upon the occurrence of a significant change in circumstances that is within the control of the Group. During the year ended December 31, 2023 and 2022, there was no such triggering event.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

16. LEASES (Continued)

THE GROUP AS A LESSEE (Continued)

As at December 31, 2023, leases not yet commenced to which the Group is committed amounted to HK\$32.4 million (2022: nil).

THE GROUP AS THE GRANTOR OF THE RIGHT OF USE

The Group grants certain of its space at MGM MACAU and MGM COTAI to retailers under agreements for the right of use of that space. The terms of the right of use generally contain provisions for a minimum base fee plus additional fees based upon the net sales of the retailers.

The following are the amounts recognized in profit or loss:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------------------------------------|------------------|------------------|
| Payments that are fixed or depend on an index or a rate | 30,254 | 34,694 |
| Variable payments that do not depend on an index or a rate | 50,699 | 43,526 |
| | 80,953 | 78,220 |

At the end of the reporting period, the Group had total future minimum fees receivable, being the minimum base fee commitments, under non-cancellable agreements which fall due as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---------------------------------------------------|------------------|------------------|
| Within one year | 29,441 | 36,255 |
| More than one year and not longer than five years | 44,185 | 36,911 |
| | 73,626 | 73,166 |

17. GAMING CONCESSION

Pursuant to the Concession Contract signed with the Macau Government for the 10-year period ending on December 31, 2032, MGM Grand Paradise shall pay the Macau Government the following contributions:

- i) a fixed annual premium of MOP30.0 million (equivalent to approximately HK\$29.1 million).
- ii) a variable premium depending upon the type and the number of gaming tables and electric or mechanical gaming machines, including slot machines that the Group operates. The variable premium is calculated as follows:
 - MOP300,000 (equivalent to approximately HK\$291,262) per annum per gaming table reserved to certain games and players, including gaming tables in special gaming rooms or special gaming areas;
 - MOP150,000 (equivalent to approximately HK\$145,631) per annum per gaming table not reserved to certain games and players; and
 - MOP1,000 (equivalent to approximately HK\$971) per annum per electric or mechanical gaming machines, including slot machines.

The variable premium shall not be less than the amount payable with respect to the operation of 500 gaming tables and 1,000 electric or mechanical gaming machines, including slot machines.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

17. GAMING CONCESSION *(Continued)*

- iii) an annual amount of approximately MOP44.5 million (equivalent to approximately HK\$43.2 million) for the first three years and an annual amount of MOP148.4 million (equivalent to approximately HK\$144.1 million) for the remaining years calculated based on: (i) MOP750 (equivalent to approximately HK\$728) per square meter of the Casino Areas for the first year payable in March 2023, as adjusted annually in accordance with the average price index in Macau pursuant to the Macau Gaming Law for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (equivalent to approximately HK\$2,427) per square meter of the Casino Areas for the fourth year in March 2026, as adjusted annually for the remaining years payable in March each year in accordance with the average price index in Macau pursuant to the Macau Gaming Law.

The minimum future payments described above represent in-substance consideration for the Concession Contract for the right to conduct gaming activities and are not tied to casino revenue generated by future operations. For more details, refer to the accounting policy disclosed in Note 3.

Movement of the intangible asset recognized is as follows:

| | HK\$'000 |
|--------------------------------------------------|------------------|
| Granted at January 1, 2023 — initial recognition | 1,768,036 |
| Amortization | (176,804) |
| Carrying amount at December 31, 2023 | 1,591,232 |

17. GAMING CONCESSION *(Continued)*

A maturity analysis of gaming concession right payable based on undiscounted cash flows is reported as follows:

| | At December 31, 2023 HK\$'000 |
|---------------------------------------------|----------------------------------------|
| Within one year | 184,110 |
| Over one year but not exceeding two years | 184,940 |
| Over two years but not exceeding five years | 860,922 |
| Over five years | 1,199,514 |
| | 2,429,486 |
| Less: Effect of discounting | (701,922) |
| | 1,727,564 |
| Current gaming concession right payable | 54,868 |
| Non-current gaming concession right payable | 1,672,696 |
| | 1,727,564 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

17. GAMING CONCESSION *(Continued)*

In addition to the above payments, MGM Grand Paradise is required to pay special gaming tax and additional levies on gross gaming revenues as listed below:

- i) special gaming tax to the Macau Government of an amount equal to 35% of the gross gaming revenues on a monthly basis.
- ii) a sum of 2% of the gross gaming revenue as additional levies given to a public foundation whose objective is the promotion, development or study of cultural, social, economic, educational, scientific, academic, and charity activities and a sum of 3% of the gross gaming revenue as additional levies to be used for urban development and construction, promotion of tourism and social security.

The Concessionaires are eligible for an exemption of the 5% additional levies on gross gaming revenue in relation to the expansion of overseas customer markets according to Administrative Regulation no. 54/2022 and the order of the Chief Executive no. 216/2022.

- iii) By order of the Chief Executive no. 162/2022, the minimum annual gross gaming revenue per gaming table is set as MOP7 million (equivalent to approximately HK\$6.8 million); the minimum annual gross gaming revenue per electric or mechanical gaming machines, including slot machines, is set as MOP300 thousand (equivalent to approximately HK\$291 thousand). Pursuant to Article 20 of the Gaming Law, if the average gross revenue arising from the operation of gaming tables or electric or mechanical gaming machines, including slot machines, does not reach the minimum limit fixed by order of the Chief Executive, the concessionaire will be required to pay a special premium of an amount corresponding to the difference between the amounts of the special gaming tax payable on the average gross revenue, and the amount that would be payable if this minimum limit had been achieved. The average gross revenue is calculated according to the maximum number of gaming tables and electric or mechanical gaming machines, including slot machines, authorized for the concessionaire in the year to which it relates, with the exception of the number of gaming tables and electric or mechanical gaming machines, including slot machines authorized to operate temporarily. If MGM Grand Paradise fails to reach the minimum annual gross gaming revenue described above, based upon the approved number of gaming tables and gaming machines in operation, the Group is obligated to make minimum annual payments of approximately MOP2.02 billion (equivalent to approximately HK\$1.96 billion). No special premium is required for the year ended December 31, 2023.

17. GAMING CONCESSION *(Continued)*

MGM Grand Paradise has committed to certain investments in gaming and non-gaming projects with an initial amount of MOP16.7 billion (equivalent to approximately HK\$16.2 billion), of which MOP15 billion (equivalent to approximately HK\$14.6 billion) is in non-gaming projects. During 2023, the non-gaming investment commitment increased in accordance with the Concession Contract as the market-wide Macau gross gaming revenue reached MOP180 billion (equivalent to approximately HK\$174.8 billion) and, accordingly, the investments commitments in gaming and non-gaming projects has increased to MOP19.7 billion (equivalent to approximately HK\$19.1 billion), of which MOP18 billion (equivalent to approximately HK\$17.5 billion) is in non-gaming projects.

MGM Grand Paradise is also required to maintain its net asset value at not less than MOP5 billion (equivalent to approximately HK\$4.85 billion) throughout the term of the Concession Contract.

18. OTHER ASSETS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------|------------------|------------------|
| Show production costs | 125,344 | 58,777 |
| Operating equipment | 1,497 | 2,315 |
| | 126,841 | 61,092 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

19. TRADE RECEIVABLES

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------------|------------------|------------------|
| Trade receivables | 824,187 | 441,412 |
| Less: Loss allowance | (229,714) | (201,890) |
| | 594,473 | 239,522 |

Trade receivables mainly consist of casino receivables. The Group issues markers and credit to approved gaming customers ("VIP gaming customers") and gaming promoters following background checks and assessments of creditworthiness. The Group generally allows a credit period up to 28 days to VIP gaming customers and 30 days on issuance of markers to gaming promoters.

Trade receivables are unsecured and non-interest bearing.

Trade receivables from hotel customers are not significant at the end of the reporting period.

As at January 1, 2022, trade receivables from contracts with customers amounted to HK\$269.7 million.

The following is an analysis of trade receivables, net of loss allowance, by age presented based upon marker issuance date or invoice date:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------|------------------|------------------|
| Within 30 days | 336,674 | 133,230 |
| 31 — 90 days | 81,250 | 29,289 |
| 91 — 180 days | 99,567 | 744 |
| Over 180 days | 76,982 | 76,259 |
| | 594,473 | 239,522 |

19. TRADE RECEIVABLES *(Continued)*

As at December 31, 2023, included in the Group's trade receivables are debtors with an aggregate carrying amount of HK\$279.2 million (2022: HK\$99.1 million), which are past due at the end of the reporting period. Out of the past due balances, HK\$117.5 million (2022: HK\$76.5 million) are 90 days or more past due and are not considered as in default based upon repayment history and creditworthiness of these customers.

Details of the impairment assessment of trade receivables for the years ended December 31, 2023 and 2022 are set out in Note 26.

20. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

| | 2023 | 2022 |
|-----------------------------------------------------|------------------|-----------|
| | HK\$'000 | HK\$'000 |
| Cash on hand | 1,067,530 | 504,283 |
| Cash at bank | 1,091,516 | 697,256 |
| Short-term bank deposits | 2,072,940 | 5,505,052 |
| Cash and cash equivalents, current | 4,231,986 | 6,706,591 |
| Pledged bank deposits, non-current | 680,000 | 971,262 |
| Cash and cash equivalents and pledged bank deposits | 4,911,986 | 7,677,853 |

Short-term deposits are placed for varying periods of between one month or less, depending upon the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

As at December 31, 2023, pledged bank deposits of MOP700.4 million (equivalent to HK\$680 million) were provided in relation to bank guarantees provided to the Macau Government for the Concession Contract (December 31, 2022: MOP1 billion, equivalent to HK\$0.97 billion).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

21. BORROWINGS

During the year ended December 31, 2023, the Company entered into amendments under the Revolving Credit Facility and the Second Revolving Credit Facility which extended the final maturity date from May 15, 2024 to May 15, 2026.

At December 31, 2023, the Group's unsecured borrowings included senior notes and credit facilities.

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------------|-------------------|------------------|
| Unsecured senior notes payable due: | | |
| Within one year | 5,857,800 | — |
| Over one year but not exceeding two years | 3,905,200 | 5,851,200 |
| Over two years but not exceeding three years | 5,857,800 | 3,900,800 |
| Over three years but not exceeding four years | 5,857,800 | 5,851,200 |
| Over four years but not exceeding five years | — | 5,851,200 |
| | 21,478,600 | 21,454,400 |
| Less: Debt finance costs | (104,261) | (160,725) |
| | 21,374,339 | 21,293,675 |
| Unsecured credit facilities payable: | | |
| Over one year but not exceeding two years | — | 11,500,000 |
| Over two years but not exceeding three years | 2,900,000 | — |
| | 2,900,000 | 11,500,000 |
| Less: Debt finance costs | (175,608) | (68,539) |
| | 2,724,392 | 11,431,461 |
| The Group's borrowings are classified as: | | |
| Current | 5,850,362 | — |
| Non-current | 18,248,369 | 32,725,136 |
| | 24,098,731 | 32,725,136 |

21. BORROWINGS *(Continued)*

UNSECURED SENIOR NOTES

On May 16, 2019, the Company issued two series of senior unsecured notes with an aggregate principal amount of US\$1.50 billion, consisting of US\$750 million of 5.375% senior notes due May 15, 2024 and US\$750 million of 5.875% senior notes due May 15, 2026. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Senior Secured Credit Facility and for general corporate purposes. Interest on the 2024 Notes and 2026 Notes is payable semi-annually in arrears on each May 15 and November 15, commencing on November 15, 2019.

On June 18, 2020, the Company issued 5.25% senior notes with an aggregate principal amount of US\$500 million due June 18, 2025. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Revolving Credit Facility and for general corporate purposes. Interest on the 2025 Notes is payable semi-annually in arrears on each June 18 and December 18, commencing on December 18, 2020.

On March 31, 2021, the Company issued 4.75% senior notes with an aggregate principal amount of US\$750 million due February 1, 2027. The net proceeds from the issuance were used to repay a portion of amounts outstanding under the Revolving Credit Facility and for general corporate purposes. Interest on the 2027 Notes is payable semi-annually in arrears on each February 1 and August 1, commencing on February 1, 2022.

The 2024 Notes and the 2026 Notes were issued pursuant to an indenture, dated May 16, 2019, between the Company and U.S. Bank National Association, as trustee. The 2025 and the 2027 Notes were issued pursuant to an indenture, dated June 18, 2020 and March 31, 2021, respectively, between the Company and Wilmington Savings Fund Society, FSB, as trustee.

The Unsecured Senior Notes are general unsecured obligations of the Company. The Unsecured Senior Notes rank equally in right of payment with all of the Company's existing and future unsecured senior indebtedness. The Unsecured Senior Notes are subordinated to all of the Company's future secured indebtedness, if any, to the extent of the value of the collateral securing any such debt and rank senior to all of the Company's future subordinated indebtedness, if any. None of the Company's subsidiaries have guaranteed the Unsecured Senior Notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

21. BORROWINGS *(Continued)*

UNSECURED SENIOR NOTES *(Continued)*

The Unsecured Senior Notes contain covenants that limit the ability of the Company to, among other things, whether directly or indirectly, (1) consolidate or merge with or into another entity; or (2) sell, assign, transfer, convey or otherwise dispose of all or substantially all of the properties or assets of the Company and its subsidiaries.

The Unsecured Senior Notes provide for certain events of default, including certain insolvency related proceedings relating to the Group. If the Company experiences a change of control and a ratings event, each holder of the Unsecured Senior Notes will have the right to require the Company to repurchase all or any part of that holder's Unsecured Senior Notes at 101% of their principal amount plus accrued and unpaid interest, if any, but not including the date of such repurchase in accordance with the terms of the Indentures. The circumstances that will constitute a change of control include the occurrence of any of the following: (1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of the Company and its subsidiaries, taken as a whole, to any "person" (as that term is used in Section 13(d)(3) of the United States Securities Exchange Act of 1934, as amended), other than to MGM Resorts International or a related party thereof as described in the Indentures; (2) the adoption of a plan relating to the liquidation or dissolution of the Company or any successor thereto; (3) the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any "person" (as that term is used in Section 13(d)(3) of the United States Securities Exchange Act of 1934, as amended), other than MGM Resorts International and any of its related parties (as described in the Indentures) becomes the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of the Company, measured by voting power rather than number of equity interests; or (4) the first day on which the Company ceases to own, directly or indirectly, at least 60% of the outstanding equity interests of (and at least a 60% economic interest in) MGM Grand Paradise.

21. BORROWINGS *(Continued)*

UNSECURED SENIOR NOTES *(Continued)*

Under the Indentures, certain events relating to the loss, termination, rescission, revocation or modification of the Group's gaming license in Macau, where such events have a material adverse effect on the financial condition, business, properties, or results of operations of the Group, taken as a whole, may result in a special put option triggering event. If the special put option triggering event occurs, each holder of the Unsecured Senior Notes will have the right to require the Group to repurchase all or any part of such holder's Unsecured Senior Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, and Additional Amounts (as defined in the Indentures), if any, calculated up to, but not including, the date of repurchase. Within ten days following the occurrence of a special put option triggering event, the Company shall mail a notice to each holder of the Unsecured Senior Notes stating the repurchase date which shall be no earlier than ten days nor later than sixty days from the date such notice is mailed.

As at the date of this report, the Company has no secured indebtedness and no subordinated indebtedness.

UNSECURED CREDIT FACILITIES

Overview

On August 12, 2019, the Company entered into agreements with certain lenders pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility in an aggregate amount of HK\$9.75 billion with a final maturity date on May 15, 2024. The Revolving Credit Facility became effective on August 14, 2019. The proceeds of the Revolving Credit Facility were used to repay a portion of amounts outstanding under the Senior Secured Credit Facility, ongoing working capital needs and general corporate purposes of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

21. BORROWINGS *(Continued)*

UNSECURED CREDIT FACILITIES *(Continued)*

Overview *(Continued)*

On May 26, 2020, the Company entered into agreements with certain lenders pursuant to which the lenders agreed to make available to the Company a second unsecured revolving credit facility in an aggregate amount of HK\$2.34 billion with a final maturity date of May 15, 2024. The Company has the option to increase the amount of the facility up to HK\$3.9 billion subject to certain conditions. The Second Revolving Credit Facility is available for drawdown from the date of the agreement to and including the date falling one month prior to the final maturity date, subject to satisfaction of conditions precedent, including evidence that the Revolving Credit Facility (in an aggregate amount of HK\$9.75 billion) has been fully drawn. The proceeds of the Second Revolving Credit Facility are used for ongoing working capital needs and general corporate purposes of the Group. On June 29, 2020, the Company increased the available credit facilities of the Second Revolving Credit Facility by HK\$780 million to HK\$3.12 billion.

On June 30, 2023, the Company entered into amendments of the Revolving Credit Facility and the Second Revolving Credit Facility which extended the final maturity date from May 15, 2024 to May 15, 2026.

Under the Amended Second Revolving Credit Facility, the Company's option to increase the amount of the facility was amended on June 30, 2023 to HK\$5.85 billion subject to certain conditions. In addition, among the conditions precedent documents required for the purpose of requesting a loan, evidence that the Revolving Credit Facility has been fully drawn will no longer be required under the Amended Second Revolving Credit Facility. During the year ended December 31, 2023, the Company increased the available credit facilities of the Amended Second Revolving Credit Facility by HK\$1.48 billion to HK\$4.60 billion.

As at December 31, 2023, the Group had total available undrawn unsecured credit facilities of HK\$11.45 billion (2022: HK\$1.37 billion), excluding the MGM Resorts International Revolving Credit Facility described below.

21. BORROWINGS *(Continued)*

UNSECURED CREDIT FACILITIES *(Continued)*

Principal and Interest

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility bear interest at a floating rate per annum based on HIBOR plus a margin (in the range of 1.625% to 2.75%), which will be determined by the Company's leverage ratio.

As at December 31, 2023, HK\$2.90 billion of the Amended Revolving Credit Facility was drawn. HK\$6.85 billion of the Amended Revolving Credit Facility and HK\$4.60 billion of the Amended Second Revolving Credit Facility was undrawn and available for utilization up to and including the date falling one month prior to the final maturity date, on May 15, 2026. Each drawdown is to be repaid in full no later than May 15, 2026. As at December 31, 2023, the Group paid interest at HIBOR plus 2.75% per annum (2022: HIBOR plus 2.75% per annum).

General Covenants

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain general covenants restricting the ability of the obligor group (the Company and certain of its subsidiaries, namely the "Restricted Group") from incurring liens or engaging in certain asset dispositions. With the approval of the lenders there are certain permitted exceptions to these restrictions.

Financial Covenants

The leverage ratio under the Revolving Credit Facility was required to be no greater than 4.5 to 1.0 at each quarter end. In addition, the Group was required to maintain an interest coverage ratio of no less than 2.5 to 1.0 at each quarter end. Under the Second Revolving Credit Facility, the Company was to ensure that the leverage ratio does not, on each accounting date occurring on and after September 30, 2021, exceed 4.50 to 1.00. In addition, the Company was to ensure that, on any accounting date occurring on and after September 30, 2021, the interest coverage ratio was not less than 2.50 to 1.

Due to the impact of the COVID-19 pandemic, the Company entered into a number of amendments between the year 2020 and the year 2022 to provide a waiver of its financial covenants under the Revolving Credit Facility and the Second Revolving Credit Facility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

21. BORROWINGS *(Continued)*

UNSECURED CREDIT FACILITIES *(Continued)*

Financial Covenants *(Continued)*

The financial covenants were further amended under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility on June 30, 2023 to cover the extended maturity period which waived the financial covenants from each quarter ended on and after March 31, 2023 through December 31, 2024.

Subsequent to the execution of the amendments referred to above, the upcoming permitted leverage ratio and the permitted interest coverage ratio under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility are as follows:

| Accounting Date | Interest Coverage Ratio | Leverage Ratio |
|--------------------------------------------------------------------------|-------------------------|----------------|
| Each quarter ended on and after March 31, 2023 through December 31, 2024 | Not Applicable | Not Applicable |
| March 31, 2025 | 2.50:1.00 | 5.50:1.00 |
| June 30, 2025 | 2.50:1.00 | 5.25:1.00 |
| September 30, 2025 | 2.50:1.00 | 5.00:1.00 |
| December 31, 2025 | 2.50:1.00 | 4.75:1.00 |
| March 31, 2026 | 2.50:1.00 | 4.50:1.00 |

Compliance with Covenants

The Group has complied with the general and financial covenants under the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility for the year ended December 31, 2023.

21. BORROWINGS *(Continued)*

UNSECURED CREDIT FACILITIES *(Continued)*

Cancellation

Pursuant to the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility, the total commitments shall be cancelled immediately and all outstanding loans, together with accrued interest and all other amounts accrued under the finance documents shall become immediately due and payable if a Change of Control occurs or there is a sale of all or substantially all of the assets or business of the Group. Change of Control is defined as: MGM Resorts International fails to be the legal and beneficial owner, directly or indirectly, of more than 50% of the capital stock of the Company having ordinary voting rights; or the Company ceases to be the beneficial owner directly or indirectly of all of the share capital of MGM Grand Paradise (other than any portion of the share capital of MGM Grand Paradise with only nominal economic interests created for the purposes of complying with Macanese ownership requirements).

Events of Default

The Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility contain certain events of default and certain insolvency related proceedings relating to the Group. If the Group does not own or manage casino or gaming areas or operate casino games of fortune and chance for a period of ten consecutive days or more and such event has a material adverse effect on the financial condition or business, or in case of termination, rescission, revocation or modification of any gaming concession which has a material adverse effect on the financial condition, business, properties, or results of operations of the Group, taken as a whole, excluding any termination or rescission resulting from or in connection with any renewal, tender or other process conducted by the Macau Government in connection with the granting or renewal of any gaming concession; provided that such renewal, tender or other process results in the granting or renewal of the relevant gaming concession, an event of default will be triggered. Under the applicable acceleration provisions, if an event of default is outstanding, the facility agent may, and must if so instructed by the majority lenders, by notice to the Company, cancel all or any part of the total commitments; or declare that all or part of any amounts outstanding under the finance documents are immediately due and payable; or payable on demand by the facility agent acting on the instructions of the majority lenders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

21. BORROWINGS *(Continued)*

UNSECURED CREDIT FACILITIES *(Continued)*

Security and Guarantees

No security or guarantees were provided in relation to the Amended Revolving Credit Facility and the Amended Second Revolving Credit Facility.

MGM RESORTS INTERNATIONAL REVOLVING CREDIT FACILITY

On November 10, 2022, the Company entered into an agreement with MGM Resorts International as lender pursuant to which that entity agreed to make available to the Company an unsecured revolving credit facility of US\$750 million (equivalent to approximately HK\$5.86 billion) with a final maturity date on November 10, 2024.

The interest rate on funded amounts will be the greater of 4.0% per annum and the prevailing market rate. The Company is also required to pay a commitment fee based upon the undrawn amount of the facility. The commitment fee rate on undrawn amounts is based on the lower of the commitment fee rate from the Unsecured Credit Facilities and any future revolving credit facilities.

The MGM Resorts International Revolving Credit Facility was amended on June 29, 2023, (the “Amendment Effective Date”) so that no payment of any financial costs, including interest payment and commitment fee, and no principal repayment shall be made by the Company to the lender under the MGM Resorts International Revolving Credit Facility, up to the end of the financial covenants waiver period under the existing Unsecured Credit Facilities, on December 31, 2024 (the “June 29, 2023 Amendment”).

As at December 31, 2023, the MGM Resorts International Revolving Credit Facility of HK\$5.86 billion was fully undrawn and available for utilization.

The Company cancelled the whole HK\$5.86 billion unutilized commitment under the MGM Resorts International Revolving Credit Facility, effective from March 20, 2024 (the “Effective Date of Cancellation”). The commitment fee due for the period from the Amendment Effective Date to the Effective Date of Cancellation, is payable in the quarter ending on March 31, 2025, as provided in the June 29, 2023 Amendment.

22. PAYABLES AND ACCRUED CHARGES

| | NOTE | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------------|------|------------------|------------------|
| Gaming taxes payables | | 1,255,070 | 226,163 |
| Customer advances and other | 6 | 953,354 | 679,004 |
| Accrued staff costs | | 764,039 | 496,210 |
| Outstanding chips liability | 6 | 433,328 | 226,656 |
| Other payables and accrued charges | | 349,043 | 172,504 |
| Interest payable | | 222,947 | 229,092 |
| Loyalty programs liability | 6 | 191,888 | 129,535 |
| Construction payables and accruals | | 87,286 | 50,039 |
| Trade payables | | 76,447 | 14,381 |
| Construction retention payable | | 10,395 | 31,119 |
| Other casino liabilities | | 10,017 | 4,019 |
| | | 4,353,814 | 2,258,722 |
| Classified as: | | | |
| Current | | 4,294,707 | 2,252,202 |
| Non-current | | 59,107 | 6,520 |
| | | 4,353,814 | 2,258,722 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

22. PAYABLES AND ACCRUED CHARGES *(Continued)*

The following is an analysis of trade payables by age based upon the invoice date:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------|------------------|------------------|
| Within 30 days | 64,900 | 12,857 |
| 31 — 60 days | 9,736 | 1,197 |
| 61 — 90 days | 344 | 245 |
| 91 — 120 days | 315 | 1 |
| Over 120 days | 1,152 | 81 |
| | 76,447 | 14,381 |

The average credit period on purchases of goods and services is one month.

23. SHARE CAPITAL, RESERVES AND ACCUMULATED LOSSES

(A) SHARE CAPITAL

| | NOTE | Number of Shares | Share Capital HK\$ |
|---------------------------------------------------------------------------------|------|------------------|-----------------------|
| Ordinary Shares of HK\$1 each | | | |
| Authorized | | | |
| At January 1, 2022, December 31, 2022, January 1, 2023 and December 31, 2023 | | 10,000,000,000 | 10,000,000,000 |
| Issued and fully paid | | | |
| At January 1, 2022, December 31, 2022 and January 1, 2023 | | 3,800,000,001 | 3,800,000,001 |
| Share options exercised | 24 | 2,947,300 | 2,947,300 |
| Share repurchase and cancellation | (i) | (2,947,300) | (2,947,300) |
| At December 31, 2023 | | 3,800,000,001 | 3,800,000,001 |

- (i) During the year ended December 31, 2023, 2,947,300 Shares of a nominal value of HK\$1.00 each were repurchased at a total consideration of HK\$29.4 million (2022: no repurchase).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

23. SHARE CAPITAL, RESERVES AND ACCUMULATED LOSSES *(Continued)*

(B) RESERVES AND ACCUMULATED LOSSES

The amount of the Group's reserves and the movements therein for the current and prior years are set out in the consolidated statement of changes in equity.

- (i) During the year ended December 31, 2023, 2,947,300 Shares were repurchased through the Hong Kong Stock Exchange and cancelled. The premium of HK\$26.4 million paid on the repurchase of the 2,947,300 Shares was charged to the "share premium" account. An amount equivalent to the par value of the Shares cancelled of HK\$2.9 million was transferred to the "capital redemption reserve" as set out in the consolidated statement of changes in equity.

During the year ended December 31, 2022, no shares were repurchased through the Hong Kong Stock Exchange and cancelled.

Details of the repurchases during the year ended December 31, 2023 are summarized as follows:

December 31, 2023

| Month of repurchase | Total number of Shares repurchased | Highest price paid per Share HK\$ | Lowest price paid per Share HK\$ | Aggregate consideration paid HK\$'000 |
|---------------------|------------------------------------|--------------------------------------|-------------------------------------|------------------------------------------|
| March 2023 | 10,400 | 9.05 | 9.05 | 95 |
| June 2023 | 1,253,200 | 9.69 | 9.45 | 12,092 |
| September 2023 | 1,097,600 | 10.42 | 10.06 | 11,395 |
| December 2023 | 586,100 | 9.94 | 9.62 | 5,784 |
| | 2,947,300 | | | 29,366 |

23. SHARE CAPITAL, RESERVES AND ACCUMULATED LOSSES *(Continued)*

(B) RESERVES AND ACCUMULATED LOSSES *(Continued)*

(ii) Equity reserve

Pursuant to the terms of the Instrument of the Unsecured Notes and the Subscription and Shareholders Agreement of MGM Grand Paradise, loans from shareholders in the form of unsecured interest-free loan notes (the “Loan Notes”) with a principal amounting to US\$135 million (equivalent to approximately HK\$1 billion) were obtained in 2006.

The interest-free shareholders’ Loan Notes classified as financial liabilities were initially measured at fair value and subsequently measured at amortized cost at the end of each reporting period until full repayment. Management of MGM Grand Paradise has, pursuant to the terms of the relevant agreements and based upon certain assumptions estimated the fair value of the Loan Notes using the effective interest method (that is, discounting the future cash flows at the market rate of interest over the estimated repayment dates). As a result, at the initial recognition of these Loan Notes, a fair value adjustment of approximately HK\$630 million was made to reduce the principal amount of the interest-free shareholders’ Loan Notes with a corresponding reserve of the same amount recognized in equity as a deemed contribution from shareholders. The equity reserve of approximately HK\$630 million was reduced to approximately HK\$294 million with the early repayment of the loans in 2010.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

23. SHARE CAPITAL, RESERVES AND ACCUMULATED LOSSES *(Continued)*

(B) RESERVES AND ACCUMULATED LOSSES *(Continued)*

(iii) Other reserves

Other reserves of HK\$13,130.4 million as at December 31, 2023 (2022: HK\$13,130.8 million) comprise of the following:

- a) Pursuant to Article 432 of the Macau Commercial Code, the Company's subsidiary incorporated in Macau is required to transfer a minimum of 10% of the annual net profit to a legal reserve until that reserve equals 25% of its capital. The Company's subsidiary met this statutory requirement and maintained the required reserve amount of MOP50 million (equivalent to approximately HK\$48.5 million) in "other reserves". During the year ended December 31, 2022, MGM Grand Paradise increased its share capital to MOP5 billion (equivalent to approximately HK\$4.85 billion) in order to comply with the Macau Gaming Law. MGM Grand Paradise will continue to transfer profit to the legal reserve until that reserve equals 25% of its capital. This reserve is not distributable to the Shareholders.
- b) In preparation for the listing of the Company's shares in 2011, a Group Reorganization occurred resulting in the following transactions being recognized in "other reserves":
 - the share premium of MGM Grand Paradise amounting to HK\$778.5 million was transferred to the Company;
 - the net amount of the Purchase Note and the Acquisition Note together with debit reserve for issuance of share capital arising on the Group Reorganization of HK\$14,092 million; and
 - certain global offering expenses were covered by the contribution from shareholders including Ms. Pansy Ho, Grand Paradise Macau Limited and MGM Resorts International Holdings, Ltd amounting to HK\$132.0 million.

23. SHARE CAPITAL, RESERVES AND ACCUMULATED LOSSES *(Continued)*

(B) RESERVES AND ACCUMULATED LOSSES *(Continued)*

(iii) Other reserves *(Continued)*

- c) Pursuant to Article 166 of the Company Law of the People's Republic of China, the Company's subsidiary incorporated in mainland China is required to transfer a minimum of 10% of the after tax profit to a legal reserve until that reserve equals 50% of its capital. During the year ended December 31, 2023, HK\$0.4 million (2022: HK\$0.5 million) was transferred to the legal reserve. This reserve is not distributable to the Shareholders.

24. SHARE-BASED PAYMENTS

SHARE OPTION SCHEME

The Company maintained the 2011 Share Option Scheme and the 2020 Share Option Scheme for the purpose of providing incentives and/or rewards to persons for their contributions to, and continuing efforts to promote the interests of the Group. Under the Share Option Scheme, options will be granted to subscribers for ordinary shares in the Company.

Persons who are eligible to participate in the schemes (the "Eligible Participants") include:

- (i) any Employee of the Group;
- (ii) any Director of the Group;
- (iii) any other person (including a consultant or adviser) who provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which, in the sole discretion of the Board, are in the interests of the long-term growth of the Group and who has contributed or will contribute to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS *(Continued)*

SHARE OPTION SCHEME *(Continued)*

2011 Share Option Scheme

The Company adopted a share option scheme on May 11, 2011, which was amended by the Board on July 28, 2016 to approve certain administrative matters and further amended by the Shareholders at the annual general meeting of the Company held on May 24, 2017 (the “2011 Share Option Scheme”) to approve certain changes to the terms of the 2011 Share Option Scheme. Details of the amendments are set out in the circular of the Company dated April 20, 2017. The 2011 Share Option Scheme expired on May 10, 2021, and no further options have been and will be granted under the 2011 Share Option Scheme. However, all outstanding options granted under the 2011 Share Option Scheme shall remain valid and exercisable in accordance with the terms of the 2011 Share Option Scheme.

2020 Share Option Scheme

At the annual general meeting of the Company held on May 28, 2020, the Shareholders approved the adoption of the share option scheme (the “2020 Share Option Scheme”). There is no material difference between the terms of the 2011 Share Option Scheme and the terms of the 2020 Share Option Scheme. All options outstanding on the expiration of the ten-year period granted under the 2020 Share Option Scheme will remain valid and exercisable in accordance with the terms of the 2020 Share Option Scheme.

Life of the share option schemes

The 2011 Share Option Scheme expired on May 10, 2021, and no further options have been and will be granted under the 2011 Share Option Scheme. The 2020 Share Option Scheme is effective for a period of 10 years from May 28, 2020.

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

A summary of the movements of the outstanding options under the 2011 Share Option Scheme and the 2020 Share Option Scheme is as follows:

December 31, 2023

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|-----------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Directors | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 3,200,000 | – | – | (3,200,000) | – | – |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 2,753,600 | – | – | (2,753,600) | – | – |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 2,220,000 | – | – | (2,220,000) | – | – |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 1,629,600 | – | – | (1,629,600) | – | – |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 3,992,400 | – | – | (3,992,400) | – | – |
| | November 15, 2019 | November 15, 2020 – November 14, 2029 | 12.176 | 1,000,000 | – | – | – | – | 1,000,000 |
| | June 3, 2020 | June 3, 2021 – June 2, 2030 | 9.470 | 900,000 | – | – | – | – | 900,000 |
| | May 3, 2021 | December 31, 2021 – May 2, 2031 | 12.672 | 282,400 | – | – | – | – | 282,400 |
| | June 3, 2021 | June 3, 2022 – June 2, 2031 | 12.480 | 859,600 | – | – | – | – | 859,600 |
| | June 10, 2022 | June 10, 2023 – June 9, 2032 | 4.330 | 1,976,400 | – | – | – | – | 1,976,400 |
| Sub-total (Directors) | | | | 18,814,000 | – | – | (13,795,600) | – | 5,018,400 |
| Employees | February 26, 2013 | February 25, 2014 – February 26, 2023 | 18.740 | 50,000 | – | – | – | (50,000) | – |
| | May 15, 2013 | May 14, 2014 – May 15, 2023 | 20.350 | 25,000 | – | – | – | (25,000) | – |
| | February 24, 2014 | February 23, 2015 – February 24, 2024 | 32.250 | 700,000 | – | – | (300,000) | – | 400,000 |
| | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 7,255,000 | – | – | (1,835,000) | – | 5,420,000 |
| | August 15, 2014 | August 15, 2015 – August 14, 2024 | 26.350 | 100,000 | – | – | (50,000) | – | 50,000 |
| | November 17, 2014 | November 17, 2015 – November 16, 2024 | 24.120 | 800,000 | – | – | – | – | 800,000 |
| | February 25, 2015 | February 25, 2016 – February 24, 2025 | 19.240 | 100,000 | – | – | – | – | 100,000 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2023 (Continued)

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|---------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Employees | May 15, 2015 | May 15, 2016 – May 14, 2025 | 15.100 | 120,000 | – | – | – | – | 120,000 |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 3,639,688 | – | – | (660,800) | – | 2,978,888 |
| | August 17, 2015 | August 17, 2016 – August 16, 2025 | 16.470 | 135,000 | – | – | – | – | 135,000 |
| | November 16, 2015 | November 16, 2016 – November 15, 2025 | 11.450 | 715,000 | – | – | – | – | 715,000 |
| | February 23, 2016 | February 23, 2017 – February 22, 2026 | 9.130 | 135,000 | – | – | – | – | 135,000 |
| | May 16, 2016 | May 16, 2017 – May 15, 2026 | 10.480 | 137,500 | – | – | (37,500) | – | 100,000 |
| | June 3, 2016 | June 3, 2017 – June 2, 2026 | 10.900 | 3,680,100 | – | – | (846,200) | – | 2,833,900 |
| | August 23, 2016 | August 23, 2017 – August 22, 2026 | 11.740 | 4,738,900 | – | – | (1,182,400) | – | 3,556,500 |
| | November 15, 2016 | November 15, 2017 – November 14, 2026 | 14.650 | 250,000 | – | – | – | – | 250,000 |
| | February 21, 2017 | February 21, 2018 – February 20, 2027 | 14.500 | 825,000 | – | – | – | – | 825,000 |
| | May 15, 2017 | May 15, 2018 – May 14, 2027 | 16.990 | 260,000 | – | – | – | – | 260,000 |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 4,862,900 | – | – | (746,900) | – | 4,116,000 |
| | August 15, 2017 | August 15, 2018 – August 14, 2027 | 15.910 | 250,000 | – | – | – | – | 250,000 |
| | November 15, 2017 | November 15, 2018 – November 14, 2027 | 19.240 | 300,000 | – | – | – | – | 300,000 |
| | February 23, 2018 | February 23, 2019 – February 22, 2028 | 23.200 | 830,000 | – | – | (50,000) | – | 780,000 |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 4,115,200 | – | – | (643,200) | – | 3,472,000 |
| | August 15, 2018 | August 15, 2019 – August 14, 2028 | 15.932 | 100,000 | – | – | – | – | 100,000 |
| | November 15, 2018 | November 15, 2019 – November 14, 2028 | 11.940 | 50,000 | – | – | – | – | 50,000 |
| | April 4, 2019 | April 4, 2020 – April 3, 2029 | 17.500 | 50,000 | – | – | – | – | 50,000 |
| | May 15, 2019 | May 15, 2020 – May 14, 2029 | 14.292 | 340,000 | – | – | – | – | 340,000 |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 7,963,000 | – | – | (296,800) | – | 7,666,200 |

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2023 (Continued)

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|-----------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Employees | August 15, 2019 | August 15, 2020 – August 14, 2029 | 11.564 | 267,500 | – | – | – | – | 267,500 |
| | November 15, 2019 | November 15, 2020 – November 14, 2029 | 12.176 | 150,000 | – | – | – | – | 150,000 |
| | April 1, 2020 | April 1, 2021 – March 31, 2030 | 7.976 | 130,000 | – | – | – | – | 130,000 |
| | May 15, 2020 | May 15, 2021 – May 14, 2030 | 9.316 | 160,000 | – | – | – | – | 160,000 |
| | June 3, 2020 | June 3, 2021 – June 2, 2030 | 9.470 | 12,434,900 | – | (234,700) | (289,800) | – | 11,910,400 |
| | August 17, 2020 | August 17, 2021 – August 16, 2030 | 10.380 | 120,000 | – | – | (15,000) | – | 105,000 |
| | November 16, 2020 | November 16, 2020 – November 15, 2030 | 15.620 | 1,854,000 | – | – | (80,000) | – | 1,774,000 |
| | November 16, 2020 | November 16, 2020 – November 15, 2030 | 15.120 | 625,000 | – | – | – | – | 625,000 |
| | May 3, 2021 | December 31, 2021 – May 2, 2031 | 12.672 | 1,339,600 | – | – | (29,200) | – | 1,310,400 |
| | May 17, 2021 | May 17, 2022 – May 16, 2031 | 11.312 | 290,000 | – | – | – | – | 290,000 |
| | June 3, 2021 | June 3, 2022 – June 2, 2031 | 12.480 | 10,728,400 | – | – | (341,200) | – | 10,387,200 |
| | August 16, 2021 | August 16, 2022 – August 15, 2031 | 8.256 | 250,000 | – | – | – | – | 250,000 |
| | March 11, 2022 | March 11, 2023 – March 10, 2032 | 4.626 | 600,000 | – | – | – | – | 600,000 |
| | May 16, 2022 | May 16, 2023 – May 15, 2032 | 4.146 | 480,000 | – | (45,000) | (45,000) | – | 390,000 |
| | June 10, 2022 | June 10, 2023 – June 9, 2032 | 4.330 | 26,399,600 | – | (2,667,600) | (663,300) | – | 23,068,700 |
| | May 15, 2023 | May 15, 2024 – May 14, 2033 | 9.090 | – | 100,000 | – | – | – | 100,000 |
| Sub-total (Employees) | | | | 98,356,288 | 100,000 | (2,947,300) | (8,112,300) | (75,000) | 87,321,688 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2023 (Continued)

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2023 | Number of share options | | | | Outstanding at December 31, 2023 |
|--------------------------------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|-------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | Expired during the year | |
| Consultant | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 400,000 | – | – | – | – | 400,000 |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 478,800 | – | – | – | – | 478,800 |
| | June 3, 2016 | June 3, 2017 – June 2, 2026 | 10.900 | 550,000 | – | – | – | – | 550,000 |
| | August 23, 2016 | August 23, 2017 – August 22, 2026 | 11.740 | 263,600 | – | – | – | – | 263,600 |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 214,800 | – | – | – | – | 214,800 |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 153,600 | – | – | – | – | 153,600 |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 275,200 | – | – | – | – | 275,200 |
| | November 16, 2020 | November 16, 2021 – November 15, 2030 | 11.240 | 200,000 | – | – | – | – | 200,000 |
| Sub-total (Consultant) | | | | 2,536,000 | – | – | – | – | 2,536,000 |
| Total | | | | 119,706,288 | 100,000 | (2,947,300) | (21,907,900) | (75,000) | 94,876,088 |
| Weighted average exercise price per Share | | | | HK\$12.53 | HK\$9.09 | HK\$4.74 | HK\$17.49 | HK\$19.28 | HK\$11.62 |
| Exercisable at end of the reporting period | | | | | | | | | 64,163,288 |

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2022

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2022 | Number of share options | | | Outstanding at December 31, 2022 |
|-----------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | |
| Directors | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 3,200,000 | – | – | – | 3,200,000 |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 2,753,600 | – | – | – | 2,753,600 |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 2,220,000 | – | – | – | 2,220,000 |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 1,629,600 | – | – | – | 1,629,600 |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 3,992,400 | – | – | – | 3,992,400 |
| | November 15, 2019 | November 15, 2020 – November 14, 2029 | 12.176 | 1,000,000 | – | – | – | 1,000,000 |
| | June 3, 2020 | June 3, 2021 – June 2, 2030 | 9.470 | 900,000 | – | – | – | 900,000 |
| | May 3, 2021 | December 31, 2021 – May 2, 2031 | 12.672 | 282,400 | – | – | – | 282,400 |
| | June 3, 2021 | June 3, 2022 – June 2, 2031 | 12.480 | 859,600 | – | – | – | 859,600 |
| | June 10, 2022 | June 10, 2023 – June 9, 2032 | 4.330 | – | 1,976,400 | – | – | 1,976,400 |
| Sub-total (Directors) | | | | 16,837,600 | 1,976,400 | – | – | 18,814,000 |
| Employees | February 26, 2013 | February 25, 2014 – February 26, 2023 | 18.740 | 50,000 | – | – | – | 50,000 |
| | May 15, 2013 | May 14, 2014 – May 15, 2023 | 20.350 | 25,000 | – | – | – | 25,000 |
| | February 24, 2014 | February 23, 2015 – February 24, 2024 | 32.250 | 700,000 | – | – | – | 700,000 |
| | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 9,050,000 | – | – | (1,795,000) | 7,255,000 |
| | August 15, 2014 | August 15, 2015 – August 14, 2024 | 26.350 | 100,000 | – | – | – | 100,000 |
| | November 17, 2014 | November 17, 2015 – November 16, 2024 | 24.120 | 800,000 | – | – | – | 800,000 |
| | February 25, 2015 | February 25, 2016 – February 24, 2025 | 19.240 | 162,500 | – | – | (62,500) | 100,000 |
| | May 15, 2015 | May 15, 2016 – May 14, 2025 | 15.100 | 120,000 | – | – | – | 120,000 |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 4,265,288 | – | – | (625,600) | 3,639,688 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2022 (Continued)

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2022 | Number of share options | | | Outstanding at December 31, 2022 |
|---------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | |
| Employees | August 17, 2015 | August 17, 2016 – August 16, 2025 | 16.470 | 135,000 | – | – | – | 135,000 |
| | November 16, 2015 | November 16, 2016 – November 15, 2025 | 11.450 | 715,000 | – | – | – | 715,000 |
| | February 23, 2016 | February 23, 2017 – February 22, 2026 | 9.130 | 135,000 | – | – | – | 135,000 |
| | May 16, 2016 | May 16, 2017 – May 15, 2026 | 10.480 | 137,500 | – | – | – | 137,500 |
| | June 3, 2016 | June 3, 2017 – June 2, 2026 | 10.900 | 4,164,900 | – | – | (484,800) | 3,680,100 |
| | August 23, 2016 | August 23, 2017 – August 22, 2026 | 11.740 | 5,595,600 | – | – | (856,700) | 4,738,900 |
| | November 15, 2016 | November 15, 2017 – November 14, 2026 | 14.650 | 300,000 | – | – | (50,000) | 250,000 |
| | February 21, 2017 | February 21, 2018 – February 20, 2027 | 14.500 | 825,000 | – | – | – | 825,000 |
| | May 15, 2017 | May 15, 2018 – May 14, 2027 | 16.990 | 370,000 | – | – | (110,000) | 260,000 |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 5,738,100 | – | – | (875,200) | 4,862,900 |
| | August 15, 2017 | August 15, 2018 – August 14, 2027 | 15.910 | 250,000 | – | – | – | 250,000 |
| | November 15, 2017 | November 15, 2018 – November 14, 2027 | 19.240 | 300,000 | – | – | – | 300,000 |
| | February 23, 2018 | February 23, 2019 – February 22, 2028 | 23.200 | 830,000 | – | – | – | 830,000 |
| | May 15, 2018 | May 15, 2019 – May 14, 2028 | 23.130 | 200,000 | – | – | (200,000) | – |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 4,478,500 | – | – | (363,300) | 4,115,200 |
| | August 15, 2018 | August 15, 2019 – August 14, 2028 | 15.932 | 100,000 | – | – | – | 100,000 |
| | November 15, 2018 | November 15, 2019 – November 14, 2028 | 11.940 | 50,000 | – | – | – | 50,000 |
| | April 4, 2019 | April 4, 2020 – April 3, 2029 | 17.500 | 50,000 | – | – | – | 50,000 |
| | May 15, 2019 | May 15, 2020 – May 14, 2029 | 14.292 | 340,000 | – | – | – | 340,000 |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 8,740,000 | – | – | (777,000) | 7,963,000 |
| | August 15, 2019 | August 15, 2020 – August 14, 2029 | 11.564 | 267,500 | – | – | – | 267,500 |

24. SHARE-BASED PAYMENTS *(Continued)*

SHARE OPTION SCHEME *(Continued)*

December 31, 2022 *(Continued)*

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2022 | Number of share options | | | Outstanding at December 31, 2022 |
|-----------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | |
| Employees | November 15, 2019 | November 15, 2020 – November 14, 2029 | 12.176 | 150,000 | – | – | – | 150,000 |
| | April 1, 2020 | April 1, 2021 – March 31, 2030 | 7.976 | 130,000 | – | – | – | 130,000 |
| | May 15, 2020 | May 15, 2021 – May 14, 2030 | 9.316 | 160,000 | – | – | – | 160,000 |
| | June 3, 2020 | June 3, 2021 – June 2, 2030 | 9.470 | 13,369,200 | – | – | (934,300) | 12,434,900 |
| | August 17, 2020 | August 17, 2021 – August 16, 2030 | 10.380 | 120,000 | – | – | – | 120,000 |
| | November 16, 2020 | November 16, 2020 – November 15, 2030 | 15.620 | 2,249,400 | – | – | (395,400) | 1,854,000 |
| | November 16, 2020 | November 16, 2020 – November 15, 2030 | 15.120 | 625,000 | – | – | – | 625,000 |
| | March 15, 2021 | March 15, 2022 – March 14, 2031 | 13.860 | 200,000 | – | – | (200,000) | – |
| | May 3, 2021 | December 31, 2021 – May 2, 2031 | 12.672 | 1,393,600 | – | – | (54,000) | 1,339,600 |
| | May 17, 2021 | May 17, 2022 – May 16, 2031 | 11.312 | 290,000 | – | – | – | 290,000 |
| | June 3, 2021 | June 3, 2022 – June 2, 2031 | 12.480 | 11,398,000 | – | – | (669,600) | 10,728,400 |
| | August 16, 2021 | August 16, 2022 – August 15, 2031 | 8.256 | 250,000 | – | – | – | 250,000 |
| | March 11, 2022 | March 11, 2023 – March 10, 2032 | 4.626 | – | 660,000 | – | (60,000) | 600,000 |
| | May 16, 2022 | May 16, 2023 – May 15, 2032 | 4.146 | – | 480,000 | – | – | 480,000 |
| | June 10, 2022 | June 10, 2023 – June 9, 2032 | 4.330 | – | 26,638,000 | – | (238,400) | 26,399,600 |
| Sub-total (Employees) | | | | 79,330,088 | 27,778,000 | – | (8,751,800) | 98,356,288 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS (Continued)

SHARE OPTION SCHEME (Continued)

December 31, 2022 (Continued)

| Type of participant | Date of grant | Exercisable period | Exercise price per Share HK\$ | Outstanding at January 1, 2022 | Number of share options | | | Outstanding at December 31, 2022 |
|--------------------------------------------|-------------------|---------------------------------------|-------------------------------|--------------------------------|-------------------------|---------------------------|---------------------------|----------------------------------|
| | | | | | Granted during the year | Exercised during the year | Forfeited during the year | |
| Consultant | June 3, 2014 | June 2, 2015 – June 2, 2024 | 26.850 | 400,000 | – | – | – | 400,000 |
| | June 3, 2015 | June 3, 2016 – June 2, 2025 | 14.090 | 478,800 | – | – | – | 478,800 |
| | June 3, 2016 | June 3, 2017 – June 2, 2026 | 10.900 | 550,000 | – | – | – | 550,000 |
| | August 23, 2016 | August 23, 2017 – August 22, 2026 | 11.740 | 263,600 | – | – | – | 263,600 |
| | June 5, 2017 | June 5, 2018 – June 4, 2027 | 17.132 | 214,800 | – | – | – | 214,800 |
| | June 4, 2018 | June 4, 2019 – June 3, 2028 | 22.510 | 153,600 | – | – | – | 153,600 |
| | June 6, 2019 | June 6, 2020 – June 5, 2029 | 11.744 | 275,200 | – | – | – | 275,200 |
| | November 16, 2020 | November 16, 2021 – November 15, 2030 | 11.240 | 200,000 | – | – | – | 200,000 |
| Sub-total (Consultant) | | | | 2,536,000 | – | – | – | 2,536,000 |
| Total | | | | 98,703,688 | 29,754,400 | – | (8,751,800) | 119,706,288 |
| Weighted average exercise price per Share | | | | HK\$15.32 | HK\$4.33 | – | HK\$16.14 | HK\$12.53 |
| Exercisable at end of the reporting period | | | | | | | | 71,738,488 |

The vesting periods of the above options are 25% per year vesting on each of the anniversary dates of the date of grant, with the exception of the options granted on May 3, 2021, which were 100% vested on December 31, 2021.

The Black-Scholes option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based upon management's best estimate, changes in which could materially affect the fair value estimate.

24. SHARE-BASED PAYMENTS *(Continued)*

SHARE OPTION SCHEME *(Continued)*

The fair value of each option grant was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

| | Year ended December 31, | |
|--------------------------------------------------------------------------------|-------------------------|--------|
| | 2023 | 2022 |
| Expected volatility | 45.11% | 45.02% |
| Expected life (years) | 5.31 | 5.31 |
| Risk-free annual interest rate | 2.578% | 2.500% |
| Expected dividends | 0.77% | 0.80% |
| Weighted average share price at the date of grant (HK\$) | 8.80 | 4.33 |
| Weighted average exercise price (HK\$) | 9.09 | 4.33 |
| Weighted average fair value of each share option granted by the Company (HK\$) | 3.50 | 1.75 |

Expected volatility used in the valuation of options granted during the year was determined by using the historical volatility of the Company's Share price. The expected life used in the model has been adjusted, based upon management's best estimate, for the effects of the vesting period, exercise period and employee's behavioral considerations.

The weighted-average share price at the date of exercise for share options exercised in 2023 was HK\$9.75 (2022: no exercise).

The Group recognized a total expense of HK\$34.9 million (2022: HK\$46.3 million) for the year ended December 31, 2023 in relation to share options granted by the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS *(Continued)*

RESTRICTED STOCK UNIT PLAN

On August 4, 2023, the Board approved and adopted the Restricted Stock Unit Plan. A restricted stock unit award may be granted to any director or employee of the Group and any other person (including a consultant or adviser) who in the sole discretion of the Board has contributed or will contribute to the Group, approved by the Board following a recommendation from the Remuneration Committee. Under the Restricted Stock Unit Plan, each restricted stock unit award represents a right to receive a transfer of Shares following vesting which is accounted for as an equity-settled share-based payment transaction or a right to receive a cash equivalent amount in lieu of Shares following vesting which is accounted for as cash-settled share-based payment transaction. By Trust Deed executed on January 25, 2024, a Trust was established for the purposes of the Restricted Stock Unit Plan and a Trustee was appointed.

The Company shall procure that adequate funds are paid to the Trustee from time to time (in each case to the extent not prohibited by the Listing Rules and applicable laws and regulations) to enable the Trustee to perform its duties and exercise its powers under this Trust Deed, including to acquire the appropriate number of Shares to settle vested restricted stock unit awards with the relevant Participants and to cover all costs and expenses related thereto. The effect of the vesting of a restricted stock unit is that the Shares in respect of which a restricted stock unit vests shall be transferred to the Participant as soon as is reasonably practicable.

25% of restricted stock units awarded vest on each anniversary of the date on which an award is granted.

Life of the restricted stock unit plan

An award may only be granted within the period of 10 years commencing on the date of adoption of the Plan.

Equity-settled restricted stock units

With respect to the awards that shall be satisfied by the transfer of Shares, the fair value of the awarded non-vested Shares was calculated based upon the market prices of the Company's Shares at the respective award dates reduced by the present value of dividends expected to be paid during the vesting period.

24. SHARE-BASED PAYMENTS *(Continued)*

RESTRICTED STOCK UNIT PLAN *(Continued)*

Equity-settled restricted stock units *(Continued)*

A summary of the outstanding equity-settled restricted stock units is presented below:

| | Number of Shares | Weighted average award date fair value HK\$ |
|------------------------------------|---------------------|---------------------------------------------------------|
| Non-vested as at January 1, 2023 | — | — |
| Granted during the year | 6,468,508 | 10.25 |
| Forfeited during the year | (17,389) | 10.25 |
| Non-vested as at December 31, 2023 | 6,451,119 | 10.25 |

The Group recognized a total expense of HK\$13.0 million for the year ended December 31, 2023 in relation to equity-settled restricted stock units granted by the Company.

Cash-settled restricted stock units

The fair value of each restricted stock unit was calculated based upon the market prices of the Company's Shares at the respective award dates reduced by the present value of dividends expected to be paid during the vesting period. The fair value of each restricted stock unit is re-measured at the end of each reporting period until its vesting date. Upon vesting of each restricted stock unit, the Group will pay the grantees an amount in cash calculated based upon the closing price of a Share on the dealing day immediately preceding the vesting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

24. SHARE-BASED PAYMENTS *(Continued)*

RESTRICTED STOCK UNIT PLAN *(Continued)*

Cash-settled restricted stock units *(Continued)*

A summary of the outstanding cash-settled restricted stock units is presented below:

| | Number of Shares | Weighted average award date fair value HK\$ |
|---------------------------------------|---------------------|---------------------------------------------------------|
| Non-vested as at January 1, 2023 | — | — |
| Granted to a Director during the year | 614,313 | 10.25 |
| Non-vested as at December 31, 2023 | 614,313 | 10.25 |

As at December 31, 2023, the accrued liability associated with the cash-settled restricted stock units was HK\$1.2 million.

25. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through usage of an appropriate combination of debt and equity. The Group's overall strategy remained unchanged throughout the year. The capital structure of the Group consists of net debt (borrowings offset by cash and cash equivalents and pledged bank deposits) and equity of the Group (comprising issued capital and reserves).

The Group's management reviews the capital structure of the Group on a regular basis. As part of this review, the management considers the cost of capital and the risks associated with each component of the capital structure.

The gearing ratio is a key indication of the Group's capital structure. The gearing ratio is calculated as net debt divided by (deficit)/equity plus net debt. Net debt comprised borrowings, net of debt finance costs, as described in Note 21, less cash and cash equivalents and pledged bank deposits. Equity comprised all capital and reserves of the Group. As at December 31, 2023, the gearing ratio of the Group was 107.4% (2022: 119.0%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS

Categories of financial instruments

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------------|-------------------|------------------|
| Financial assets | | |
| Amortized cost: | | |
| Cash and cash equivalents | 4,231,986 | 6,706,591 |
| Pledged bank deposits | 680,000 | 971,262 |
| Trade receivables | 594,473 | 239,522 |
| Other receivables | 15,793 | 44,884 |
| Deposits | 14,194 | 13,456 |
| Amounts due from related companies | 7,386 | 156 |
| | 5,543,832 | 7,975,871 |
| Financial liabilities | | |
| Amortized cost: | | |
| Borrowings | 24,098,731 | 32,725,136 |
| Gaming concession right payable | 1,727,564 | — |
| Customer advances and other | 837,053 | 607,047 |
| Outstanding chips liability | 433,328 | 226,656 |
| Interest payable | 222,947 | 229,092 |
| Amounts due to related companies | 83,137 | 22,474 |
| Trade payables | 76,447 | 14,381 |
| Other payables | 25,697 | 18,202 |
| Construction retention payable | 10,395 | 31,119 |
| Other casino liabilities | 9,048 | 3,050 |
| Construction payables | 4,273 | 218 |
| Subtotal | 27,528,620 | 33,877,375 |
| Lease liabilities | 199,118 | 191,837 |
| | 27,727,738 | 34,069,212 |

26. FINANCIAL INSTRUMENTS *(Continued)*

FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

Financial assets and liabilities are offset and the net amounts reported in the consolidated statement of financial position where the Group has a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

The Group currently has a legally enforceable right to set off the trade receivables from VIP gaming customers and gaming promoters against the deposits, commissions and incentives liabilities that are to be settled simultaneously. The Group intends to settle these balances on a net basis.

The following table presents the recognized financial assets and financial liabilities that are offset in the consolidated statement of financial position, or subject to enforceable master netting arrangement or other similar agreements as at December 31, 2023 and 2022:

| | Gross amounts of recognized financial assets HK\$'000 | Gross amounts of recognized financial liabilities set off HK\$'000 | Net amounts of financial assets presented HK\$'000 | Related amounts not set off in the consolidated statement of financial position | | |
|--------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | Financial instruments HK\$'000 | Cash collateral received HK\$'000 | Net amount HK\$'000 |
| As at December 31, 2023 | | | | | | |
| Casino receivables (i) | 710,842 | (193,905) | 516,937 | – | – | 516,937 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS *(Continued)*

FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS *(Continued)*

| | Gross | | Net | Related amounts not set off in the consolidated statement of financial position | | |
|-----------------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------|---------|---------------------------------------------------------------------------------|--------------------------------|----------------------------------|
| | Gross amounts of recognized financial liabilities HK\$'000 | amounts of recognized financial assets set off HK\$'000 | | amounts of financial liabilities presented HK\$'000 | Financial instruments HK\$'000 | Cash collateral pledged HK\$'000 |
| As at December 31, 2023 | | | | | | |
| Commission and incentives liabilities (ii) | 36,397 | (27,349) | 9,048 | — | — | 9,048 |
| Deposits received from VIP gaming customers and gaming promoters(iii) | 989,362 | (166,556) | 822,806 | — | — | 822,806 |
| | 1,025,759 | (193,905) | 831,854 | — | — | 831,854 |

26. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS (Continued)

| | Gross amounts of recognized financial assets HK\$'000 | Gross amounts of recognized financial liabilities set off HK\$'000 | Net amounts of financial assets presented HK\$'000 | Related amounts not set off in the consolidated statement of financial position Cash collateral received HK\$'000 | Financial instruments HK\$'000 | Net amount HK\$'000 |
|--|----------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|
|--|----------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|

As at December 31, 2022

| | | | | | | |
|------------------------|---------|----------|---------|---|---|---------|
| Casino receivables (i) | 219,260 | (67,387) | 151,873 | — | — | 151,873 |
|------------------------|---------|----------|---------|---|---|---------|

| | Gross amounts of recognized financial liabilities HK\$'000 | Gross amounts of recognized financial assets set off HK\$'000 | Net amounts of financial liabilities presented HK\$'000 | Related amounts not set off in the consolidated statement of financial position Cash collateral pledged HK\$'000 | Financial instruments HK\$'000 | Net amount HK\$'000 |
|--|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|
|--|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|

As at December 31, 2022

| | | | | | | |
|-----------------------------------------------------------------------------|---------|----------|---------|---|---|---------|
| Commission and incentives liabilities (ii) | 26,948 | (23,898) | 3,050 | — | — | 3,050 |
| Deposits received from VIP gaming customers and gaming promoters(iii) | 639,214 | (43,489) | 595,725 | — | — | 595,725 |
| | 666,162 | (67,387) | 598,775 | — | — | 598,775 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS *(Continued)*

FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS *(Continued)*

- (i) Amount is the gross casino receivables after netting with loss allowance and included in trade receivables of HK\$594.5 million (2022: HK\$239.5 million) in the consolidated statement of financial position as at December 31, 2023.
- (ii) Amount is the gross commission and incentives liabilities and included as other casino liabilities in payables and accrued charges of HK\$4,353.8 million (2022: HK\$2,258.7 million) in the consolidated statement of financial position as at December 31, 2023.
- (iii) Amount is the gross deposits received from VIP gaming customers and gaming promoters and included as customer advances and other in payables and accrued charges of HK\$4,353.8 million (2022: HK\$2,258.7 million) in the consolidated statement of financial position as at December 31, 2023.

FINANCIAL RISK MANAGEMENT OBJECTIVES

The Group's treasury function provides services to the business units, co-ordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Group. The risks associated with financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Group's management monitors risks and policies implemented to mitigate risk exposures on a timely and effective manner.

MARKET RISK

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and interest rates.

26. FINANCIAL INSTRUMENTS *(Continued)*

MARKET RISK *(Continued)*

Foreign currency risk management

The Group holds bank balances, cash, deposits, pledged bank deposits and borrowings denominated in foreign currencies, and consequently exposure to exchange rate fluctuations arise. The Group does not use any derivative contracts to hedge against its exposure to currency risk. The majority of the Group's foreign currency exposure comprises assets and liabilities denominated in US\$. The exchange rate of the HK\$ is pegged to the US\$ and has remained stable over the past several years. The majority of the receipts of the Group are denominated in HK\$. The MOP is pegged to the HK\$ at a constant rate of approximately HK\$1:MOP1.03. The Group manages its foreign currency risk by closely monitoring movement of foreign currency rates and by utilizing hedging agreements when the Group considers it necessary. The Group did not enter into any hedging agreements during the years ended December 31, 2023 and 2022. The carrying amounts of the majority of the Group's foreign currency (other than MOP) denominated monetary assets (including cash and cash equivalents) and monetary liabilities (including payables and borrowings) at the end of the reporting period are as follows:

Assets

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------|------------------|------------------|
| US\$ denominated | 36,350 | 28,356 |

Liabilities

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------|-------------------|------------------|
| US\$ denominated | 21,605,761 | 21,519,680 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS *(Continued)*

MARKET RISK *(Continued)*

Foreign currency sensitivity analysis

The Group is mainly exposed to the effect of fluctuations in currency rates relative to US\$. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 1% change in foreign currency rates. 1% is the sensitivity rate used internally for assessment of the possible change in foreign exchange rates.

As at December 31, 2023, if the HK\$ had weakened by 1% against the US\$ with all other variables held constant, the gain for the year would have been lower by approximately HK\$215.7 million (2022: loss would be higher by HK\$215.0 million), mainly as a result of the translation of US\$ denominated Senior Notes (2022: same).

INTEREST RATE RISK

The Company manages interest rate risk through a mix of long-term fixed rate borrowings under its unsecured senior notes and variable rate borrowings under the Amended Revolving Credit Facility, the Amended Second Revolving Credit Facility and MGM Resorts International Revolving Credit Facility, and by utilizing interest rate swap agreements when considered necessary. A change in interest rates generally does not have an impact upon the Company's future earnings and cash flow for fixed rate debt instruments. As fixed rate borrowings mature, however, and if additional debt is acquired to fund the debt repayment, future earnings and cash flow may be affected by changes in interest rates. This effect would be realized in the periods subsequent to periods when the debt matures.

The Group's exposure to interest rates on financial liabilities is detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's Hong Kong dollar denominated borrowings. In regard to the reform of interest rate benchmarks, the Hong Kong Monetary Authority acknowledged that HIBOR is still widely recognized as a credible and reliable benchmark and announced that there was no plan to discontinue HIBOR. Management does not expect significant risk exposure to the Group due to reform of interest rate benchmarks.

26. FINANCIAL INSTRUMENTS *(Continued)*

INTEREST RATE RISK *(Continued)*

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based upon the exposure to interest rates for the floating rate borrowings only. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2022: 50 basis point) increase or decrease during the year is used internally for assessment of possible change in interest rates. If interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's borrowing costs for the year ended December 31, 2023, without adjusting for any amounts to be capitalized, would be increased/decreased by HK\$14.5 million (2022: HK\$57.5 million).

CREDIT RISK

As at December 31, 2023 and 2022, the Group's maximum exposure to credit risk which could cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognized financial assets as stated in the consolidated statement of financial position.

The credit risk on the Group's cash and cash equivalents, and pledged bank deposits are limited because the counterparties are banks with high credit standing in Hong Kong and Macau.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS *(Continued)*

CREDIT RISK *(Continued)*

In order to minimize the credit risk with VIP gaming customers and gaming promoters, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. For credit-impaired debtors, the Group performs impairment assessment under the expected credit loss model on trade receivables with analysis of individual's collectability by taking into account the age of the receivables, the counterparty's financial condition, collection history and any other known information about the customers. For non-credit-impaired debtors, the Group uses debtors' aging to assess the impairment for trade receivables based upon provision matrix. The loss rates are determined based upon historical observed default rates over the expected life of the receivables and adjusted for general economic conditions, forecasts and forward-looking information that is available without undue cost or effort. In this regard, the Group believes that no significant credit risk is inherent in the Group's trade receivables which is not provided for. As at December 31, 2023, no collateral was received that led to a reduction in expected credit loss (December 31, 2022: nil). The Group does not hold other credit enhancements.

For other receivables, no allowance for impairment was made since the management considers the probability of default is minimal after assessing the counterparties' financial background and creditability and/or exposure at default is minimal.

As at December 31, 2023, except for credit impaired balances with a net amount of HK\$4.8 million (2022: HK\$4.8 million) that have been assessed individually, the Group uses debtors' aging to assess the impairment for trade receivables. The following table provides information about the Group's exposure to credit risk for trade receivables which are assessed based on provision matrix as at December 31, 2023 and 2022.

26. FINANCIAL INSTRUMENTS *(Continued)*

CREDIT RISK *(Continued)*

| Provision matrix — debtors' aging | Loss rate | Net receivable amount | |
|-----------------------------------|-------------------|-----------------------|------------------|
| | | 2023 HK\$'000 | 2022 HK\$'000 |
| Current (not past due) | 0% — 0.9% | 315,261 | 140,402 |
| 1 — 90 days past due | 9% — 20% | 156,936 | 22,643 |
| 91 — 360 days past due | 22% — 46% | 115,117 | 50,916 |
| More than 360 days past due | 52% — 100% | 2,355 | 20,757 |
| | | 589,669 | 234,718 |

Movement in the loss allowance during the year is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------|------------------|------------------|
| At January 1 | 201,890 | 244,106 |
| Charge for the year, net | 39,212 | 50,614 |
| Amount written off, net | (11,388) | (92,830) |
| At December 31 | 229,714 | 201,890 |

Charge for the year ended December 31, 2023 is mainly attributable to impairment losses recognized for trade receivables with gross carrying amounts of HK\$661.3 million (2022: HK\$408.9 million). As at December 31, 2023, the Group has specifically and fully provided HK\$143.5 million (2022: HK\$117.7 million) of loss allowance on credit-impaired debtors because of the long aged balance and increasing uncertainty on their financial standing. There are no trade receivables which have been written off for the year ended December 31, 2023 and are still subject to enforcement activity (2022: HK\$91.6 million).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS (Continued)

LIQUIDITY RISK

The Group manages liquidity risk by maintaining a level of cash and cash equivalents and borrowings deemed adequate by the management to finance the Group's operations and capital expenditure and mitigate the effects of fluctuations in cash flows. The management monitors the utilization of borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities based upon the agreed repayment terms. The table has been drawn up based upon the undiscounted cash flows of financial liabilities and guarantee contracts based upon the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from an interest rate curve at the end of the reporting period.

| | Repayable on demand or less than 1 month HK\$'000 | 1-3 months HK\$'000 | 3 months to 1 year HK\$'000 | 1-5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted cash flows HK\$'000 |
|----------------------------------|---------------------------------------------------------------|---------------------------|--------------------------------------|--------------------------|--------------------------------|-------------------------------------------------|
| As at December 31, 2023 | | | | | | |
| Trade payables | 76,447 | — | — | — | — | 76,447 |
| Construction payables | 4,273 | — | — | — | — | 4,273 |
| Other payables | 8,918 | 3,792 | 4,789 | 8,198 | — | 25,697 |
| Interest payable | 4,605 | 102,406 | 115,936 | — | — | 222,947 |
| Other casino liabilities | 9,048 | — | — | — | — | 9,048 |
| Outstanding chips liability | 433,328 | — | — | — | — | 433,328 |
| Customer advances and other | 837,053 | — | — | — | — | 837,053 |
| Borrowings | 15,755 | 102,979 | 6,827,906 | 20,313,768 | — | 27,260,408 |
| Gaming concession right payable | 38,543 | 62,260 | 83,307 | 1,045,862 | 1,199,514 | 2,429,486 |
| Construction retention payable | 5,612 | 1,009 | 2,880 | 894 | — | 10,395 |
| Amounts due to related companies | 53,197 | — | — | 29,940 | — | 83,137 |
| Lease liabilities | 4,617 | 4,727 | 31,488 | 54,864 | 332,067 | 427,763 |
| Guarantee contracts (Note 28) | 978,732 | — | — | — | — | 978,732 |
| | 2,470,128 | 277,173 | 7,066,306 | 21,453,526 | 1,531,581 | 32,798,714 |

26. FINANCIAL INSTRUMENTS *(Continued)*

LIQUIDITY RISK *(Continued)*

| | Repayable on demand or less than 1 month HK\$'000 | 1-3 months HK\$'000 | 3 months to 1 year HK\$'000 | 1-5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted cash flows HK\$'000 |
|----------------------------------|---------------------------------------------------------------|---------------------------|--------------------------------------|--------------------------|--------------------------------|-------------------------------------------------|
| As at December 31, 2022 | | | | | | |
| Trade payables | 14,381 | — | — | — | — | 14,381 |
| Construction payables | 218 | — | — | — | — | 218 |
| Other payables | 3,223 | 3,033 | 6,174 | 5,772 | — | 18,202 |
| Interest payable | 22,594 | 117,389 | 89,109 | — | — | 229,092 |
| Other casino liabilities | 3,050 | — | — | — | — | 3,050 |
| Outstanding chips liability | 226,656 | — | — | — | — | 226,656 |
| Customer advances and other | 607,047 | — | — | — | — | 607,047 |
| Borrowings | 24,573 | 134,480 | 1,653,022 | 35,716,053 | — | 37,528,128 |
| Construction retention payable | 11,619 | 1,149 | 17,603 | 748 | — | 31,119 |
| Amounts due to related companies | 22,474 | — | — | — | — | 22,474 |
| Lease liabilities | 3,294 | 3,298 | 23,919 | 45,243 | 378,476 | 454,230 |
| Guarantee contracts (Note 28) | 1,153,489 | — | — | — | — | 1,153,489 |
| | 2,092,618 | 259,349 | 1,789,827 | 35,767,816 | 378,476 | 40,288,086 |

The amounts included above for variable interest rate instruments for financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

26. FINANCIAL INSTRUMENTS *(Continued)*

FAIR VALUE

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based upon discounted cash flow analysis.

The Directors of the Group consider that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximate their fair values, with the exception of the Group's senior notes.

The estimated fair value of the Group's senior notes as at December 31, 2023 was approximately HK\$21.0 billion (December 31, 2022: HK\$20.0 billion). The estimated fair value of the Group's senior notes is based on recent trades, if available, and indicative pricing from market information (level 2 inputs).

27. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

| | Borrowings | Interest payable ⁽ⁱ⁾ | Gaming concession right payable | Lease liabilities | Total |
|---------------------------------------------------|-------------|---------------------------------|---------------------------------|-------------------|--------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At January 1, 2022 | 23,929,106 | 315,176 | — | 216,069 | 24,460,351 |
| Financing cashflows | 8,679,500 | (1,606,083) | — | (36,287) | 7,037,130 |
| Interest expenses | — | 1,527,530 | — | 12,795 | 1,540,325 |
| Amortization of debt finance costs | 103,123 | — | — | — | 103,123 |
| New leases | — | — | — | 927 | 927 |
| Effect of rent concessions and reduction | — | — | — | (1,364) | (1,364) |
| Foreign exchange difference | 13,407 | 806 | — | (303) | 13,910 |
| At December 31, 2022 and January 1, 2023 | 32,725,136 | 237,429 | — | 191,837 | 33,154,402 |
| Financing cashflows | (8,768,453) | (1,624,940) | (173,803) | (34,454) | (10,601,650) |
| Recognition of gaming concession right payable | — | — | 1,768,036 | — | 1,768,036 |
| Interest expenses | — | 1,640,291 | 133,331 | 12,223 | 1,785,845 |
| Amortization of debt finance costs | 118,175 | — | — | — | 118,175 |
| New leases (Note 16) | — | — | — | 47,324 | 47,324 |
| Adjustments to costs of leases (Note 16) | — | — | — | (17,523) | (17,523) |
| Foreign exchange difference | 23,898 | 107 | — | (243) | 23,762 |
| Others | (25) | — | — | (46) | (71) |
| At December 31, 2023 | 24,098,731 | 252,887 | 1,727,564 | 199,118 | 26,278,300 |

⁽ⁱ⁾ The amount includes payables on interest on unsecured senior notes and unsecured credit facilities as well as standby charges on MGM Resorts International Revolving Credit Facility.

Except as disclosed above, there are no other non-cash changes for all liabilities arising from financing activities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

28. GUARANTEES

As at December 31, 2023, the Group has given bank guarantees totaling HK\$978.7 million (2022: HK\$1,153.5 million) to certain parties including:

- HK\$970.9 million was issued in favor of the Macau Government as required in the Concession Contract (2022: HK\$1,145.7 million was required in the Sub-Concession Contract, which were cancelled in January 2023);
- HK\$4.0 million (2022: HK\$4.0 million) was issued in favor of the Macau Government as required in the land-concession contract in respect of MGM COTAI as well as other regulatory requirements;
- HK\$0.6 million (2022: HK\$0.6 million) was issued in favor of a company in which one of the Directors of the Company has non-controlling beneficial interests; and
- HK\$3.2 million (2022: HK\$3.2 million) was issued in favor of certain vendors.

During the years ended 2023 and 2022, pledged bank deposits were provided in relation to the bank guarantees provided to the Macau Government for the Concession Contract as mentioned above. Further details are disclosed in Note 20.

29. LEGAL PROCEEDINGS

a) LEGAL PROCEEDINGS RELATED TO CASH DEPOSITS WITH GAMING PROMOTERS

The Group was named as a defendant in legal proceedings filed in the Macau courts against gaming promoters by individuals who claimed to have placed deposits with gaming promoters who had operations at the Group's properties and the gaming promoters failed to honor the withdrawal of such deposits. The Group was sued in these proceedings based solely upon the joint liability of the concessionaire for the actions and conduct of the gaming promoters carried out at the Group's casino premises.

29. LEGAL PROCEEDINGS *(Continued)*

a) LEGAL PROCEEDINGS RELATED TO CASH DEPOSITS WITH GAMING PROMOTERS *(Continued)*

Management has made estimates for potential litigation costs and recognized liabilities based upon consultation with legal counsel. While actual outcomes might differ from these estimates, management considers that such litigation and claims will not have a significant impact on the results of operations, financial position and cash flows of the Group.

b) LEGAL PROCEEDINGS RELATED TO CRIMINAL ACTIVITIES BY GAMING PROMOTERS

In 2022, criminal charges were made in the Macau courts against two independent Macau gaming promoters and individuals associated with those promoters for conducting side-betting in VIP gaming rooms in the casinos of the six gaming concessions/sub-concessions. In January 2023 and April 2023, the verdicts of the Court of the First Instance were released and the Macau Government and five of the six gaming concessionaires/sub-concessionaires are entitled to compensation for damages for losses caused by the criminal activities, with MGM Grand Paradise being entitled to compensation of HK\$349.0 million and HK\$3.8 million, respectively. Both the prosecutors and defendants have appealed against the verdict. In October 2023 and January 2024, the verdicts of the Court of the Second Instance were released and dismissed the compensation to MGM Grand Paradise and the other concessionaires/sub-concessionaires. No contingent asset was recognized as the Group assessed that the possibility to recover these losses is remote.

30. CAPITAL COMMITMENTS

The Group had the following capital commitments under construction contracts and other capital related agreements that are not recorded in the consolidated financial statements:

| | 2023 | 2022 |
|----------------------------------|----------------|----------|
| | HK\$'000 | HK\$'000 |
| Contracted but not accounted for | 464,191 | 373,120 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

31. RELATED PARTY TRANSACTIONS

Apart from the guarantees as described in Note 28, details of transactions between the Group and other related parties are disclosed below.

(a)(i) Amounts due from related companies represent balances with companies owned by the ultimate holding company and companies in which one of the Directors has non-controlling beneficial interests. The amounts are unsecured, non-interest bearing and repayable on demand.

Aging of amounts due from related companies in respect of trade balance based upon invoice date is within 30 days as at December 31, 2023 (December 31, 2022: 30 days).

(a)(ii) As at December 31, 2023, the amounts due to related companies includes:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------------------------------------------------------------------|------------------|------------------|
| Companies in which one of the Directors of the Company has non-controlling beneficial interests | 4,308 | — |
| Company jointly-owned by Shareholders | 47,745 | 9,168 |
| Ultimate holding company of the Company | 31,084 | 10,374 |
| Companies in which one of the Directors of the Company has jointly controlling beneficial interests | — | 2,932 |
| | 83,137 | 22,474 |

The amounts are unsecured, non-interest bearing and repayable on demand, except for an amount of HK\$29.9 million recorded as non-current liability.

31. RELATED PARTY TRANSACTIONS *(Continued)*(a)(ii) *(Continued)*

Aging of amounts due to related companies in respect of trade balance based upon invoice date:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|----------------|------------------|------------------|
| Within 30 days | 50,826 | 22,474 |
| 31 — 60 days | 2,371 | — |
| | 53,197 | 22,474 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

31. RELATED PARTY TRANSACTIONS *(Continued)*

(b) The Group had the following significant transactions with related companies during the year:

| Related parties | Type of transaction | 2023 | 2022 |
|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------|----------|
| | | HK\$'000 | HK\$'000 |
| Companies in which one of the Directors of the Company has non-controlling beneficial interests | Expenses related to laundry services, accommodation and others | 70,279 | 22,003 |
| | Income related to accommodation and other | (27) | (20) |
| Ultimate holding company and its subsidiaries | Marketing referral fees | 1,210 | 1,189 |
| | Payment for operating cost of marketing offices | 39,802 | — |
| | Reimbursement for operating cost of marketing offices | (16,387) | — |
| | Finance cost ⁽¹⁾ | 59,461 | 8,375 |
| Company jointly-owned by Shareholders | License fee ⁽²⁾ | 431,974 | 92,200 |
| Companies in which one of the Directors of the Company has jointly controlling beneficial interests | Consultancy fee ⁽³⁾ | 126,278 | 39,443 |

31. RELATED PARTY TRANSACTIONS *(Continued)*

(b) *(Continued)*

- (1) The amount represents the standby charges on MGM Resorts International Revolving Credit Facility — refer to Note 21.
- (2) Pursuant to the First Renewed Branding Agreement, Second Renewed Branding Agreement and Third Renewed Branding Agreement, the Group was required to pay an annual license fee calculated on a basis equal to 1.75% of its consolidated monthly revenue (as determined in accordance with IFRS) which was subject to annual caps for MGM MACAU and MGM COTAL of US\$45.6 million (equivalent to approximately HK\$356.7 million) for the period ended June 26, 2022, US\$45.6 million (equivalent to approximately HK\$356.7 million) for the period from June 26, 2022 to December 31, 2022 and US\$55.6 million (equivalent to approximately HK\$435.2 million) for the year ended December 31, 2023.
- (3) On January 13, 2021, MGM Grand Paradise entered into the Consultancy Services Agreement with Occasions, a comprehensive integrated communications group, which sets out the principal framework upon which any member of the Occasions Group may provide services to any member of the Group from time to time, for a term commencing from January 13, 2021 and which ended on December 31, 2023. The annual cap under the Consultancy Services Agreement is HK\$130 million for the year ended December 31, 2023.

In addition, from time to time, the Group and certain entities in which one of the Directors of the Company has non-controlling beneficial interests, ultimate holding company of the Company, and certain fellow subsidiaries of the Company collect and/or make payment on behalf of each other at no service charge.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

31. RELATED PARTY TRANSACTIONS *(Continued)*

(c) Compensation to key management personnel

The remuneration of key management is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------------------------------|------------------|------------------|
| Short term benefits ⁽¹⁾ | 175,871 | 67,718 |
| Other long-term benefits ⁽¹⁾ | 48,129 | — |
| Post-employment benefits | 2,151 | 1,720 |
| Share-based payments | 21,907 | 18,195 |
| | 248,058 | 87,633 |

⁽¹⁾ On August 21, 2022, MGM Grand Paradise and Ms. Pansy Ho as the Managing Director entered into the Services Agreement, pursuant to which Ms. Pansy Ho will serve as the Managing Director of MGM Grand Paradise for the term of the Gaming Concession. During the term of the Services Agreement (same as the term of the Gaming Concession), Ms. Pansy Ho will receive remuneration of US\$8 million (equivalent to approximately HK\$62 million) per annum accounted for as short term benefits and incentive payments based upon MGM Grand Paradise's performance up to an aggregate total amount of US\$95 million (equivalent to approximately HK\$741 million) accounted for as other long-term benefits for the term set out in the Services Agreement.

The remuneration of Directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends.

32. SUBSIDIARIES

Details of the Company's subsidiaries are as follows:

| Name of subsidiary | Place and date of incorporation/ establishment/ business | Issued share/ quota capital/ registered capital | Attributable equity interest of the Group | | Principal activities |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------|-------------------------------------------|-------------------|------------------------------------------------------------|
| | | | December 31, 2023 | December 31, 2022 | |
| Alpha Landmark Enterprises Limited | British Virgin Islands February 8, 2005 | US\$1 | 100% | 100% | Inactive |
| Alpha Vision Investments Limited | British Virgin Islands February 8, 2005 | US\$1 | 100% | 100% | Inactive |
| Apexworth Developments Limited | British Virgin Islands February 8, 2005 | US\$1 | 100% | 100% | Inactive |
| Breve, S.A. | Macau August 13, 2004 | MOP1,000,000 | 100% | 100% | Inactive |
| Brief (HK) Limited | Hong Kong July 26, 2018 | HK\$1 | 100% | 100% | Investment holding |
| Golden Rice Bowl (HK) Limited | Hong Kong July 26, 2018 | HK\$1 | 100% | 100% | Investment holding |
| Golden Rice Bowl Limited | Macau April 24, 2007 | MOP25,000 | 100% | 100% | Inactive |
| Land Sub C (HK) Limited | Hong Kong July 26, 2018 | HK\$1 | 100% | 100% | Investment holding |
| MGM Grand Paradise Limited (i) | Macau June 17, 2004 | MOP5,000,000,000 | 100% | 100% | Operation of casino games of chance |
| MGM Grand Paradise (HK) Limited | Hong Kong October 15, 2004 | HK\$2 | 100% | 100% | Management and administrative services for a group company |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

32. SUBSIDIARIES (Continued)

| Name of subsidiary | Place and date of incorporation/ establishment/ business | Issued share/ quota capital/ registered capital | Attributable equity interest of the Group | | Principal activities |
|-------------------------------------|----------------------------------------------------------|-------------------------------------------------|-------------------------------------------|-------------------|---------------------------------------------|
| | | | December 31, 2023 | December 31, 2022 | |
| MGM – Security Services, Ltd. | Macau January 19, 2015 | MOP1,000,000 | 100% | 100% | Security services for a group company |
| MGM Security Services (HK) Limited | Hong Kong July 26, 2018 | HK\$1 | 100% | 100% | Investment holding |
| Mingyi Investments Limited | British Virgin Islands/ Macau June 1, 2011 | US\$1 | 100% | 100% | Administrative services for a group company |
| Prime Hotel Management (HK) Limited | Hong Kong July 26, 2018 | HK\$1 | 100% | 100% | Investment holding |
| Prime Hotel Management Limited | Macau August 13, 2004 | MOP1,000,000 | 100% | 100% | Hotel management services |
| Terra C Sub, S.A. | Macau August 13, 2004 | MOP1,000,000 | 100% | 100% | Inactive |
| Yin Gao Limited | British Virgin Islands/Macau June 10, 2011 | US\$1 | 100% | 100% | Administrative services for a group company |

32. SUBSIDIARIES (Continued)

| Name of subsidiary | Place and date of incorporation/ establishment/ business | Issued share/ quota capital/ registered capital | Attributable equity interest of the Group | | Principal activities |
|---------------------|----------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | December 31, 2023 | December 31, 2022 | |
| 珠海倍福國際貿易有限公司 (ii) | People's Republic of China November 11, 2014 | HK\$3,200,000 | 100% | 100% | Online sales and outsourcing services including information technology, accounting, human resources, hotel reservations and convention consultation |
| 珠海貝芙信息服務外包有限公司 (ii) | People's Republic of China November 5, 2014 | HK\$100,000,000 | 100% | 100% | Outsourcing services including information technology, accounting, human resources, hotel reservations and convention consultation |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

32. SUBSIDIARIES *(Continued)*

Notes:

- (i) MGM Grand Paradise is directly owned by the Company. The shares of MGM Grand Paradise were divided into two classes of shares, Class A shares and Class B shares, with each share carrying one vote. The Company holds 100% of the Class A shares, which represent 84.6% of the voting power of the share capital of MGM Grand Paradise. Ms. Pansy Ho and MGM Resorts International Holdings, Ltd. each owns 750,000 and 20,000 of the Class B shares, respectively (or 15% and 0.4% of the voting power of the share capital of MGM Grand Paradise, respectively) in order to satisfy the requirements of the Concession Contract and local Macau regulations that at least 15% of MGM Grand Paradise's issued share capital be held by a local managing director of MGM Grand Paradise. On each occasion upon which dividends are paid by MGM Grand Paradise to the holders of Class A shares, each holder of Class B shares will be entitled to receive a portion of such dividends up to an amount of MOP1 only. The Class B shares entitle the holder to voting rights but only de minimis economic rights and therefore the Company has a 100% economic interest in MGM Grand Paradise through its ownership of all of the Class A shares.
- (ii) These entities are wholly foreign owned enterprises established in the People's Republic of China.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

AT DECEMBER 31, 2023

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--------------------------------|-------------------|------------------|
| ASSETS | | |
| Non-current assets | | |
| Investment in subsidiaries | 33,723,289 | 32,035,746 |
| Amount due from subsidiaries | 10,960,889 | 21,087,753 |
| Total non-current assets | 44,684,178 | 53,123,499 |
| Current assets | | |
| Prepayments | 2,628 | 2,384 |
| Cash and cash equivalents | 99,509 | 108,909 |
| Total current assets | 102,137 | 111,293 |
| TOTAL ASSETS | 44,786,315 | 53,234,792 |
| EQUITY | | |
| Capital and reserves | | |
| Share capital (Note 23) | 3,800,000 | 3,800,000 |
| Reserves and retained earnings | 16,432,330 | 16,350,631 |
| TOTAL EQUITY | 20,232,330 | 20,150,631 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

AT DECEMBER 31, 2023 *(Continued)*

| | 2023 | 2022 |
|----------------------------------|-------------------|------------|
| | HK\$'000 | HK\$'000 |
| LIABILITIES | | |
| Non-current liabilities | | |
| Borrowings | 18,248,369 | 32,725,136 |
| Payables and accrued charges | 623 | — |
| Amounts due to related companies | 29,940 | — |
| Total non-current liabilities | 18,278,932 | 32,725,136 |
| Current liabilities | | |
| Borrowings | 5,850,362 | — |
| Payables and accrued charges | 225,311 | 233,906 |
| Amounts due to related companies | — | 8,336 |
| Amounts due to subsidiaries | 199,380 | 116,783 |
| Total current liabilities | 6,275,053 | 359,025 |
| TOTAL LIABILITIES | 24,553,985 | 33,084,161 |
| TOTAL EQUITY AND LIABILITIES | 44,786,315 | 53,234,792 |

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

Movement in share premium and reserves of the Company is as follows:

| | Notes | Share premium HK\$'000 | Capital redemption reserve HK\$'000 | Share-based payment reserve HK\$'000 | Other reserves HK\$'000 | Retained earnings HK\$'000 | Reserves and retained earnings total HK\$'000 |
|-------------------------------------------------------|-------|---------------------------|-------------------------------------------|-----------------------------------------------|-------------------------------|----------------------------------|--------------------------------------------------------|
| At January 1, 2022 | | 10,409,009 | 23,708 | 445,682 | 132,000 | 5,991,286 | 17,001,685 |
| Loss for the year and total comprehensive loss | | — | — | — | — | (697,400) | (697,400) |
| Forfeiture of share options | 24 | — | — | (41,691) | — | 41,691 | — |
| Recognition of share-based payments | 24 | — | — | 46,346 | — | — | 46,346 |
| At December 31, 2022 and January 1, 2023 | | 10,409,009 | 23,708 | 450,337 | 132,000 | 5,335,577 | 16,350,631 |
| Profit for the year and total comprehensive income | | — | — | — | — | 49,179 | 49,179 |
| Exercise of share options | 23&24 | 16,133 | — | (5,121) | — | — | 11,012 |
| Share repurchase and cancellation | | | | | | | |
| — repurchases of Shares | 23 | (26,419) | — | — | — | — | (26,419) |
| — transfer | 23 | — | 2,947 | — | — | (2,947) | — |
| Forfeiture of share options | 24 | — | — | (120,961) | — | 120,961 | — |
| Recognition of share-based payments | 24 | — | — | 47,927 | — | — | 47,927 |
| At December 31, 2023 | | 10,398,723 | 26,655 | 372,182 | 132,000 | 5,502,770 | 16,432,330 |

FINANCIAL SUMMARY

| | For the year ended December 31 | | | | |
|------------------------------------------------------------------|--------------------------------|-------------|-------------|-------------|------------|
| | 2023 | 2022 | 2021 | 2020 | 2019 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Results | | | | | |
| Operating revenue | 24,684,210 | 5,268,569 | 9,410,814 | 5,095,983 | 22,765,036 |
| Profit/(loss) before tax | 2,685,039 | (5,216,170) | (3,828,001) | (5,191,345) | 1,941,690 |
| Profit/(loss) for the year attributable to owners of the Company | 2,638,304 | (5,231,911) | (3,846,616) | (5,201,531) | 1,931,228 |

| | As at December 31 | | | | |
|-------------------------------|--------------------|-------------|------------|------------|------------|
| | 2023 | 2022 | 2021 | 2020 | 2019 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Assets and liabilities | | | | | |
| Total assets | 29,181,304 | 31,209,496 | 28,439,575 | 29,668,754 | 32,506,222 |
| Total liabilities | 30,508,524 | 35,205,917 | 27,242,659 | 24,651,090 | 22,046,088 |
| Net (liabilities)/assets | (1,327,220) | (3,996,421) | 1,196,916 | 5,017,664 | 10,460,134 |

The consolidated results, assets and liabilities of the Group for the last five financial years are those set out in the audited consolidated financial statements.

GLOSSARY

DEFINITIONS AND GLOSSARY USED IN THIS ANNUAL REPORT

| | |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2024 Notes” | US\$750 million aggregate principal amount of 5.375% senior unsecured notes due May 15, 2024 |
| “2025 Notes” | US\$500 million aggregate principal amount of 5.25% senior unsecured notes due June 18, 2025 |
| “2026 Notes” | US\$750 million aggregate principal amount of 5.875% senior unsecured notes due May 15, 2026 |
| “2027 Notes” | US\$750 million aggregate principal amount of 4.75% senior unsecured notes due February 1, 2027 |
| “Acquisition Note” | the non-interest bearing note issued by the Company to Grand Paradise Macau Limited as part of the Group Reorganization |
| “affiliate” | in relation to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person |
| “Amended Revolving Credit Facility” or “Revolving Credit Facility” | the revolving credit facility dated August 12, 2019 entered into between the Company and certain lenders, pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility in an aggregate amount of HK\$9.75 billion with a final maturity date on May 15, 2024, as amended on February 21, 2020, April 9, 2020, October 15, 2020, February 24, 2021 and February 10, 2022. The revolving credit facility was amended and restated dated June 30, 2023 entered into between the Company and lenders, pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility in an aggregate amount of HK\$9.75 billion with a final maturity date on May 15, 2026 |

GLOSSARY

| | |
|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Amended Second Revolving Credit Facility” or “Second Revolving Credit Facility” | the second revolving credit facility dated May 26, 2020 entered into between the Company and certain lenders, pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility with a final maturity date on May 15, 2024, in an initial aggregate amount of HK\$2.34 billion, increased to HK\$3.12 billion on June 29, 2020, and with an increase option pursuant to which the Company may increase the amount of the facility up to HK\$3.9 billion, subject to certain conditions, as amended on October 14, 2020, February 24, 2021 and February 10, 2022. The second revolving credit facility was amended and restated dated June 30, 2023 entered into between the Company and lenders, pursuant to which the lenders agreed to make available to the Company an unsecured revolving credit facility with a final maturity date on May 15, 2026, in an initial aggregate amount of HK\$3.12 billion, increased to HK\$3.33 billion, HK\$4.50 billion and HK\$4.60 billion on August 3, 2023, October 16, 2023 and December 19, 2023 respectively, and with an increase option pursuant to which the Company may increase the amount of the facility up to HK\$5.85 billion, subject to certain conditions |
| “Articles of Association” | the amended and restated articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
| “Board of Directors” or “Board” | the board of Directors of the Company |
| “Branding Agreement” | the Branding Agreement dated May 17, 2011 entered into among our Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “casino” | a gaming facility that provides casino games consisting of table games, slot machines and other electronic games and other games of chance |
| “Casino Areas” | the casino areas including casino support areas in MGM MACAU and MGM COTAL with 59,355 square meters designated by DICJ and the relevant gaming equipment reverted by MGM Grand Paradise to the Macau Government without compensation and free of encumbrance under Property Transfer Agreements on December 31, 2022 |
| “casino revenue” | revenue from casino gaming activities (gross table games win and slot machines gross win), calculated net of commissions, complimentaries and other incentives and in accordance with IFRS |

| | |
|------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Chief Executive” | the chief executive of the Macau Special Administrative Region of the People’s Republic of China |
| “chips” | tokens, usually in the form of plastic discs issued by a casino to patrons in exchange for cash or credit, which may be used (in lieu of cash) to place bets on gaming tables |
| “Company” or “MGM China” | MGM China Holdings Limited, a company incorporated in the Cayman Islands on July 2, 2010 as an exempted company with limited liability |
| “Concessionaire(s)” | the holder(s) of a concession for the operation of games of fortune and chance or other games in casino in Macau |
| “Concession” or “Concession Contract” | the concession contract for the operation of casino games in the Special Administrative Region of Macau executed between the Macau Government and MGM Grand Paradise, dated December 16, 2022, for a term of 10 years, commencing on January 1, 2023, and expiring on December 31, 2032, as the same may be extended from time to time in accordance with law, following the expiry of the Sub-Concession Contract on December 31, 2022 |
| “Consultancy Services Agreement” | the Consultancy Services Agreement dated January 13, 2021, entered into between MGM Grand Paradise and Occasions |
| “Cotai” | an area of reclaimed land located between the islands of Taipa and Coloane in Macau |
| “Deed of Non-Compete Undertakings” | the non-competition deed, dated May 17, 2011, entered into among MGM Resorts International, Ms. Pansy Ho and the Company |
| “Development Agreement” | the development agreement dated May 17, 2011 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “DICJ” | the Gaming Inspection and Coordination Bureau of Macau (“Direcção de Inspeção e Coordenação de Jogos” in Portuguese), a department of the Public Administration of Macau |
| “Director(s)” | the director(s) of the Company |
| “drop” | the sum of markers exchanged for chips at the gaming table and the amount of cash deposited in a gaming table’s drop box |
| “DSEC” | Statistics and Census Service of the Macau Government |

GLOSSARY

| | |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “First Renewed Branding Agreement” | the first renewed Branding Agreement, dated September 30, 2019, entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “First Renewed Branding Agreement Side Letter” | the side letter to the First Renewed Branding Agreement dated September 30, 2019 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “First Renewed Development Agreement” | the first renewed Development Agreement dated December 24, 2013 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “First Renewed Master Service Agreement” | the first renewed Master Service Agreement dated December 24, 2013 entered into between Shun Tak and MGM Grand Paradise |
| “Fourth Renewed Development Agreement” | the fourth renewed Development Agreement dated December 8, 2022 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Fourth Renewed Master Service Agreement” | the fourth renewed Master Service Agreement dated December 8, 2022 entered into between Shun Tak and MGM Grand Paradise |
| “gaming area” | a gaming facility that provides casino games consisting of table games, electronic games and slot machines but has not been designated as a casino by the Macau Government |
| “Gaming Concession” | the concession for the operation of games of fortune or chance in casino in Macau, for a term of 10 years, commencing on January 1, 2023, and expiring on December 31, 2032, as the same may be extended from time to time in accordance with law, following the expiry of the gaming sub-concession on December 31, 2022 |
| “gaming promoters” | corporations licensed by and registered with the DICJ to promote games of fortune and chance to patrons, through the arrangement of certain services, including transportation, accommodation, dining and entertainment, whose activity is regulated by the Gaming Promoters Law |
| “Gaming Promoters Law” | Macau Law No. 16/2022 |
| “Grand Paradise Macau Limited” | Grand Paradise Macau Limited, a company incorporated in the Isle of Man and wholly-owned by Ms. Pansy Ho |
| “GGR” or “gross gaming revenue” | the total win generated by all casino gaming activities combined, calculated before deduction of commissions, complimentaries and other incentives |

| | |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “gross table games win” | the amount of drop (in our main floor casino operation) or turnover (in our VIP casino operation) that is retained as winnings. We record this amount and slot machine gross win as casino revenue after deduction of commissions, complimentaries and other incentives |
| “Group”, “we”, “us” or “our” | our Company and its subsidiaries, or any of them, and the businesses carried on by such subsidiaries, except where the context makes it clear that the reference is only to the Company itself and not to the Group |
| “Group Reorganization” | the Company and MGM Grand Paradise entered into a contribution and share issuance agreement with Ms. Pansy Ho, Grand Paradise Macau Limited and MGM Resorts International Holdings, Ltd. on April 13, 2011 as part of a group reorganization to rationalize the structure of the Company, MGM Grand Paradise and its subsidiaries in preparation for the listing of the Company’s Shares |
| “HIBOR” | Hong Kong InterBank Offer Rate |
| “high value main floor players” | consists of predominantly walk-in, day-trip visitors to Macau from mainland China. Our premium mass market clients generally do not take advantage of our luxury amenities to the same degree as VIP clients, but they are offered a variety of premium mass market amenities and customer loyalty programs, such as reserved space on the regular gaming floor and various other services, that are unavailable to the general mass market |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of The People’s Republic of China |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “IFRS” | International Financial Reporting Standards |
| “In-house VIP Program” | an internal marketing program wherein we directly market our casino resorts to gaming clients, including to high-end or premium players. These players are invited to qualify for a variety of gaming rebate programs whereby they earn cash commissions and room, food and beverage and other complimentary allowances based upon their turnover level. We often extend credit to these players based upon knowledge of the players, their financial background and payment history |

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| “Independent Third Party(ies)” | parties which are not connected persons of the Company within the meaning of the Listing Rules |
| “IPO Prospectus” | the IPO Prospectus of the Company published on May 23, 2011 in connection with the Listing |
| “International Marketing Agreement” | the MGM Grand Paradise International Marketing Agreement dated March 31, 2023 entered into among MGM Resorts International, MGM Resorts International Marketing, Ltd., MGM Grand International Pte, Ltd., MGM Grand Paradise and the Company |
| “Las Vegas” | the Las Vegas gaming market as defined by the Nevada Gaming Control Board |
| “Listing” | the initial listing of the Shares on the Main Board of the Hong Kong Stock Exchange on June 3, 2011 |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| “Macau” | the Macau Special Administrative Region of The People’s Republic of China |
| “Macau Gaming Law” | Macau Law No. 16/2001 (Legal Framework for the Operations of Games of Fortune and Chance in a Casino) as amended by Macau Law No. 7/2022 |
| “Macau Government” | the local government of Macau |
| “Macau Group” | collectively, the Company, MGM Grand Paradise and their respective controlled affiliates which carry on the casino gaming business |
| “Macau Group Expenses” | collectively, the fully loaded employment costs (including salary, bonus, the applicable portion of employment taxes and the cost of other employee benefits) and other expenses (including but not limited to rent and professional fees) incurred in connection with the operation of any Macau Marketing Office |
| “Macau Marketing Offices” | (i) any marketing office owned, leased or operated by the Macau Group that primarily provides referrals to the Macau Properties that exist or are established to provide, at least in part, marketing referrals to the Macau Properties and (ii) any marketing agents, wherever located, to the extent such agents engage, at least in part, in marketing referrals to the Macau Properties; any one of the Macau Marketing Offices is herein referred to as a “Macau Marketing Office” |

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| “Macau Properties” | all resort, hotel and casino properties owned or operated by any Macau Group member during the term of the International Marketing Agreement; any one of the Macau Properties in herein referred to as a “Macau Property” |
| “main floor” | consists of the full range of our gaming products offered to our mass market players |
| “main floor players” | non-rolling chip players or cash chip players |
| “marker” | evidence of indebtedness by a player to the casino or gaming operator |
| “Marketing Offices” | as the context requires, either the Macau Marketing Offices or the MGM Marketing Offices |
| “Master Service Agreement” | the master service agreement dated October 8, 2010 entered into between Shun Tak Group and MGM Grand Paradise |
| “MGM Branding” | MGM Branding and Development Holdings, Ltd., a company incorporated in the BVI and jointly wholly owned, directly or indirectly, by MGM Resorts International and Ms. Pansy Ho in equal portions |
| “MGM COTAI” | the hotel and casino of that name in Cotai and all contiguous additions |
| “MGM Grand Paradise” | MGM Grand Paradise Limited, a private company limited by shares (“ <i>sociedade anónima</i> ”) incorporated on June 17, 2004 under the laws of Macau, a non-wholly owned subsidiary of the Company and one of six concessionaires authorized to operate casino games of chance in Macau |
| “MGM Group” | MGM Resorts International and its affiliates, excluding MGM Branding, the Group and the Macau Group |
| “MGM Group Expenses” | collectively, the fully loaded employment costs (including salary, bonus, the applicable portion of employment taxes and the cost of other employee benefits) and other expenses (including but not limited to rent and professional fee) incurred in connection with the operation of the existing and additional MGM Marketing Offices |
| “MGM Growth Properties” | MGM Growth Properties LLC, a Delaware corporation listed on the New York Stock Exchange under the ticker symbol MGP, a real estate investment trust (REIT) and an associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance) |

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| “MGM MACAU” | the hotel and casino of that name in the Macau peninsula and all contiguous additions |
| “MGM Marketing Agreement” | the marketing agreement dated May 17, 2011 entered into among MGM Resorts International, MGM Resorts International Marketing, Ltd., MGM Grand International Pte, Ltd., MGM Grand Paradise and the Company |
| “MGM Marketing Offices” | (i) the marketing offices owned, leased or operated by the MGM Group that primarily provides referrals to the Macau Properties that exist or are established to provide, at least in part, marketing referrals to the Macau Properties and (ii) any marketing agents, wherever located, to the extent such agents engage, at least in part, in marketing referrals to the Macau Properties; any one of the MGM Marketing Offices is herein referred to as an “MGM Marketing Office” |
| “MGM Properties” | all resort, hotel and casino properties owned or operated by any MGM Group member during the term of the International Marketing Agreement; any one of the MGM Properties is herein referred to as an “MGM Property” |
| “MGM Resorts International” | MGM Resorts International, a company incorporated in Delaware and listed on the New York Stock Exchange under the ticker symbol MGM, and our controlling Shareholder |
| “MGM Resorts International Revolving Credit Facility” | the revolving loan facility dated November 10, 2022 entered into between the Company and MGM Resorts International, as amended on June 29, 2023. The revolving loan facility was cancelled on March 20, 2024 |
| “MRIH” | MGM Resorts International Holdings, Ltd, a company incorporated in the Isle of Man and an indirect wholly owned subsidiary of MGM Resorts International |
| “Model Code” | the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules |
| “MOP” | Macau Pataca, the lawful currency of Macau |
| “NCE” | New Corporate Enterprises Limited, a company incorporated in the British Virgin Islands and a wholly-owned by Ms. Pansy Ho |
| “Occasions” | Occasions Asia Pacific Limited, is a company incorporated in Hong Kong, indirectly 50% owned by Ms. Pansy Ho |
| “occupancy rate” | the number of total hotel room nights occupied as a percentage of the number of total hotel room nights available |

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| “Pansy Ho” | Pansy Catilina Chiu King Ho, a substantial Shareholder, the Chairperson and an executive Director of the Company and the managing director of MGM Grand Paradise |
| “Property Transfer Agreements” | the Property Transfer Agreements entered into between MGM Grand Paradise and the Macau Government, pursuant to which MGM Grand Paradise reverted the Casino Areas including casino support areas in MGM MACAU and MGM COTAI and the relevant gaming equipment to the Macau Government without compensation and free of encumbrance on December 31, 2022. The Property Transfer Agreements allows MGM Grand Paradise to use the reverted Casino Areas including casino support areas and the relevant gaming equipment related to its operation of games of chance in MGM MACAU and MGM COTAI during the term of the Gaming Concession Contract |
| “Purchase Note” | a note that represents an amount due from MRIH to the Company that will be paid in cash upon consummation of the Listing |
| “Renewed Consultancy Services Agreement” | the renewed Consultancy Services Agreement dated December 31, 2023, entered into between MGM Grand Paradise and Occasions |
| “REVPAR” | Revenue per available room includes commissions, complimentarys and other incentives |
| “rolling chip” | a physically identifiable chip that is used to track VIP wagering volume for purposes of calculating commissions and other allowances payable to individual VIP players and gaming promoters |
| “Second Renewed Branding Agreement” | the second renewed Branding Agreement, dated June 26, 2022, entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Second Renewed Branding Agreement Side Letter” | the side letter to the Second Renewed Branding Agreement dated June 26, 2022 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Second Renewed Development Agreement” | the second renewed Development Agreement dated December 12, 2016 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Second Renewed Master Service Agreement” | the second renewed Master Service Agreement dated December 12, 2016 entered into between Shun Tak and MGM Grand Paradise |

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| “Senior Secured Credit Facility” | the Second Amended Credit Agreement, entered into between MGM China, MGM Grand Paradise, MGM Grand Paradise (HK) Limited, Superemrego Limitada, MGM – Security Services, Ltd. and Bank of America, N.A., dated June 9, 2015, as amended by the Third Supplemental Agreement, dated February 2, 2016, the Fourth Supplemental Agreement, dated February 15, 2017, the Fifth Supplemental Agreement, dated June 15, 2018 and the Sixth Supplemental Agreement, dated April 15, 2019, which was cancelled on August 14, 2019 |
| “Services Agreement” | the services agreement entered into between the Managing Director and MGM Grand Paradise dated August 21, 2022 in relation to the appointment of Ms. Pansy Ho as the Managing Director |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) with a nominal value of HK\$1 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) of the Company from time to time |
| “Shun Tak” | Shun Tak Holdings Limited, a company incorporated under the laws of Hong Kong with limited liability, and the shares of which are listed on the Hong Kong Stock Exchange (stock code: 0242) |
| “Shun Tak Group” | Shun Tak and its subsidiaries/associated companies |
| “Sixth Renewed MGM Marketing Agreement” | the marketing agreement dated December 8, 2022 entered into among MGM Resorts International, MGM Resorts International Marketing, Ltd., MGM Grand International Pte, Ltd., MGM Grand Paradise and the Company |
| “SJM” | SJM Resorts, S.A., formerly Sociedade de Jogos de Macau, S.A., one of six Concessionaires authorized to operate casino games in Macau |
| “slot handle” | the total value of slot machine credits wagered resulting from coins and bank notes in the drop box, plus the value of any electronic money transfers made to the slot machine through the use of a cashless wagering system |
| “slot machine gross win” | the amount of slot handle that is retained as winnings. We record this amount and gross table games win as casino revenue after deduction of complimentary and other incentives |

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| “slot machines” | gaming machines operated by a single player and electronic multiple-player gaming machines |
| “Sub-Concession”, “Sub-Concession Contract”, “Sub-Concession Extension Contract” or “Sub-Concession Further Extension Contract” | the sub-concession contract for the operation of games of fortune and chance or other games in casino in Macau, authorized by the Macau Government and entered into by SJM and MGM Grand Paradise on April 19, 2005, as extended to June 26, 2022 by the Sub-Concession Extension Contract, dated as of March 15, 2019, and further extended to December 31, 2022, by the Sub-Concession Further Extension Contract, dated June 23, 2022. The Sub-Concession Contract expired on December 31, 2022 |
| “Sub-Concessionaire(s)” | the holder(s) of a Sub-Concession for the operation of games of fortune and chance or other games in casino in Macau |
| “table games” | typical casino games, including card games such as baccarat, blackjack and sic bo as well as craps and roulette |
| “Theoretical Win” | in respect of any customer (i) in the case of cash chip play, the total amount wagered multiplied by the game house advantage; and (ii) in the case of rolling chip, the turnover amount multiplied by the theoretical rolling chip win percentage of 2.7%, in each case ignoring the actual win or loss experienced as a result of that customer’s play, provided in each case that “theoretical win” shall not exceed, as to any customer, 12.5% of the available credit line for that customer on the related visit |
| “Third Renewed Branding Agreement” | the third renewed Branding Agreement, dated December 8, 2022, entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Third Renewed Deed of Non-Compete Undertakings” | the renewed Deed of Non-compete Undertakings dated December 8, 2022, entered into among MGM Resorts International, Ms. Pansy Ho and the Company |
| “Third Renewed Development Agreement” | the third renewed Development Agreement dated December 27, 2019 entered into among the Company, MGM Grand Paradise, MGM Branding, MGM Resorts International, MRIH and NCE |
| “Third Renewed Master Service Agreement” | the third renewed Master Service Agreement dated December 27, 2019 entered into between Shun Tak and MGM Grand Paradise |

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| “turnover” | the sum of all rolling chip wagers which represents wagers won by our relevant subsidiary (non-negotiable chip purchase plus non-negotiable chip exchange minus non-negotiable chip return) |
| “United States” | the United States of America, its territories and possessions and all areas subject to its jurisdiction |
| “US\$” | United States dollars, the lawful currency of United States |
| “VIP”, “VIP clients” or “VIP players” | patrons or players who participate in our In-house VIP Program or in the VIP program of any of our gaming promoters |
| “visitation” | with respect to visitation of our properties, the number of times our properties are entered during a fixed time period. Estimates of the number of visits to our properties are based upon information collected from digital cameras placed above every entrance to our properties capable of counting visitors (including repeat visitors) to our properties on a given day |
| “%” | per cent |

