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

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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2282 and Debt Stock Codes: 6026, 6028, 40258)

INSIDE INFORMATION

PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES

This announcement is made by MGM China Holdings Limited (“the **Company**”) pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the SFO.

THE PROPOSED NOTES ISSUE

Introduction

The Company is pleased to announce that it proposes to conduct an international offering of the Notes to Professional Investors only.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. BofA Securities, Inc., Bank of China Limited, Macau Branch and Industrial and Commercial Bank of China (Macau) Limited have been appointed as joint global coordinators in relation to the Proposed Notes Issue. Pricing of the Notes will be determined through a book building exercise to be conducted by the joint global coordinators and the joint bookrunners. The Notes, if issued, will be repayable at maturity, unless earlier redeemed or repurchased pursuant to their terms.

The aggregate principal amount and certain terms and conditions of the Notes have not been determined as at the date of this announcement. Upon finalization of the terms of the Notes, it is expected that the Representatives and the Company will enter into the Purchase Agreement. The Company will make a further announcement in respect of the proposed offering of the Notes if the Purchase Agreement is signed.

The Notes have not been and will not be registered under the U.S. Securities Act, or the securities laws of any other jurisdiction, and are being offered and sold in the United States only to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act and outside the United States to non-U.S. persons in reliance on Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong.

In connection with the Proposed Notes Issue, the Company will provide certain Professional Investors with certain corporate and financial information regarding the Group included in the Offering Memorandum, which information may not necessarily have been made public previously. For purposes of equal, effective and timely dissemination of information to shareholders and the investment community, an extract of such information from the Offering Memorandum is attached to this announcement, and a copy of this announcement will be available on the Company's website at en.mgmchinaholdings.com.

Reasons for the Proposed Notes Issue and proposed use of proceeds

If the Notes are issued, the Company intends to use the net proceeds to repay a portion of the amounts outstanding under the Revolving Credit Facility and for general corporate purposes.

The Directors (including the independent non-executive Directors) consider that the Proposed Notes Issue represents a good opportunity to raise additional funds for the Company and is in the interest of the Company and shareholders of the Company as a whole.

Proposed listing

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issue to Professional Investors only, and has received the eligibility letter from the Stock Exchange for the listing of the Notes. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Notes.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not proceed. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement in respect of the Proposed Notes Issue be signed.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	MGM China Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Purchasers”	means BofA Securities, Inc., Bank of China Limited, Macau Branch and Industrial and Commercial Bank of China (Macau) Limited and other initial purchasers of the Notes

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the USD denominated senior unsecured notes to be issued by the Company
“Offering Memorandum”	the offering memorandum in connection with the Proposed Notes Issue
“Professional Investors”	means (1) for persons in Hong Kong, professional investors as defined in Part 1 of Schedule 1 to the SFO (including those prescribed under section 397 of the SFO) and (2) for persons outside Hong Kong, a person to whom securities may be sold in accordance with a relevant exemption from public offer regulations in that jurisdiction
“Proposed Notes Issue”	the proposed issue of the Notes
“Purchase Agreement”	the agreement proposed to be entered into between the Representatives and the Company in relation to the issuance of the Notes
“Representatives”	BofA Securities, Inc., Bank of China Limited, Macau Branch and Industrial and Commercial Bank of China (Macau) Limited, as representatives of the Initial Purchasers
“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 (approximately US\$1.3 billion) with a final maturity date of May 15, 2024, as amended and modified from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“USD”	United States dollar, the lawful currency of the United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

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

Hong Kong, March 24, 2021

As at the date of this announcement, our Directors are William Joseph HORNBUCKLE, Pansy Catilina Chiu King HO, Chen Yau WONG and John M. MCMANUS as executive Directors, Kenneth Xiaofeng FENG, James Armin FREEMAN, Daniel J. TAYLOR and Ayesha Khanna MOLINO as non-executive Directors and Zhe SUN, Sze Wan Patricia LAM, Russell Francis BANHAM and Simon MENG as independent non-executive Directors.

APPENDIX
EXTRACT OF OFFERING MEMORANDUM

As used in this appendix to this announcement, references to “we”, “us”, “our” and the “Company” are to MGM China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and its subsidiaries, as the context requires. The term “our Group”, refers to MGM China Holdings Limited and its subsidiaries.

SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA

Adjusted EBITDA for the years ended December 31, 2020, 2019 and 2018

- (2) Adjusted EBITDA for the year ended December 31, 2020 includes HK\$175.2 million (approximately US\$22.6 million) of bonus reversal.

Adjusted EBITDA for the three month periods ended December 31, 2020 and 2019

The financial information presented in the table below for the three months ended December 31, 2020 and 2019 has not been audited or reviewed.

	For the three months ended December 31, 2020 2019 (HK\$'000)	
(Loss)/profit for the period attributable to owners of the Company	(633,999)	541,579
<i>Add/(less)</i>		
Income tax expense	2,491	3,116
Net foreign currency loss/(gain)	3,285	(73,203)
Finance costs	302,807	254,928
Interest income	(1,380)	(4,375)
Operating (loss)/profit	(326,796)	722,045
Depreciation and amortization	609,678	656,530
(Gain)/loss on disposal/write-off of property and equipment and other assets	(423)	12,391
Corporate expenses (unaudited)	65,400	149,255
Share-based payments	19,370	17,599
Adjusted EBITDA (unaudited)⁽¹⁾	367,229	1,557,820

- (1) Adjusted EBITDA for the three months ended December 31, 2020 includes HK\$175.2 million (approximately US\$22.6 million) of bonus reversal.