

A. FURTHER INFORMATION ABOUT US**1. Incorporation of Our Company**

We were incorporated in Cayman Islands under the Cayman Companies Law as an exempted company with limited liability on July 2, 2010 and our memorandum and articles of association were amended and conditionally adopted on May 13, 2011. We have established a principal place of business in Macau at Avenida Dr. Sun Yat Sen, Edificio MGM Macau, NAPE and were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on December 16, 2010. Chen Yau Wong has been appointed the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was incorporated in the Cayman Islands, we operate subject to the Cayman Companies Law and to our constitution. Our constitution comprises the Memorandum and the Articles. A summary of various parts of our constitution and relevant aspects of the Cayman Companies Law is set out in Appendix VI "Summary of the Constitution of Our Company and Cayman Islands Company Law" to this prospectus.

2. Changes in the Share Capital of Our Company

The following changes in the share capital of our Company have taken place since the date of its incorporation up to the date to this prospectus:

As of the date of our incorporation, our authorized share capital of the Company was HK\$5,000,000,000 comprising 5,000,000,000 ordinary shares of HK\$1.00 each. On July 9, 2010, one ordinary share was allotted and issued fully paid to Antonio Jose Menano. On May 11, 2011, our authorized share capital was increased from HK\$5,000,000,000 to HK\$10,000,000,000 divided into 10,000,000,000 ordinary shares of HK\$1.00 each.

Assuming the completion of the Reorganization and the Global Offering and the Shares are issued pursuant to the Reorganization and the Global Offering but taking no account of any Shares which may be issued upon exercise of the options which may be granted under the Share Option Scheme, our Company's authorized share capital will be HK\$10,000,000,000 divided into 10,000,000,000 Shares, and our Company's issued share capital will be HK\$3,800,000,001 divided into 3,800,000,001 Shares, each of which will be fully paid or credited as fully paid, and 6,199,999,999 Shares will remain unissued. Other than the issue of Shares under the Global Offering, and the Share Option Scheme, the Directors have no present intention to issue any part of our Company's authorized but unissued share capital of our Company.

Save as disclosed in this section, there has been no alteration in our share capital since its incorporation.

3. Written Resolutions of Our Sole Shareholder

Pursuant to the written resolutions passed by our sole Shareholder on May 11, 2011 and May 13, 2011, amongst others:

- (a) the adoption of the Memorandum and Articles conditional upon Listing;
- (b) the authorized share capital be increased to HK\$10,000,000,000 comprising 10,000,000,000 shares of HK\$1.00 each;
- (c) conditional on the Listing Committee of the Stock Exchange granting approval of the Share Option Scheme and options thereunder and the listing of, and permission to deal in, any Shares to be issued on the exercise of any options granted under the Share Option Scheme, the Share Option Scheme be approved and adopted;
- (d) the Listing, the Global Offering and the Over-allotment Option be approved;

- (e) the proposed allotment and issue of the Offer Shares to be made available under the Global Offering and the Over-allotment Option be approved;
- (f) a general unconditional mandate was given to the Directors to allot, issue and deal with (including the power to make or grant offers agreements and options which would or might require such Shares so allotted and issued or dealt with), otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue, any scrip dividend scheme or similar arrangement, any adjustment of rights or subscribe for Shares under the options and warrants or a specific authority granted by the shareholders of the Company, shall not exceed 20% of the aggregate nominal amount of the Company's share capital in issue immediately following completion of the Global Offering
- (g) a general unconditional mandate (the "**Repurchase Mandate**") was given to the Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering;
- (h) the Repurchase Mandate mentioned in paragraph (g) above be extended by the addition to the aggregate nominal amount of the share capital of our Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (g) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the Company's share capital in issue immediately following completion of the Global Offering.

Each of the general mandates referred to in paragraphs (f) and (g) above will remain in effect until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by our Articles or any applicable law to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in a general meeting.

4. Changes in Share Capital of Subsidiaries

Our subsidiaries are referred to in the Accountants' Report, the text of which is set out in Appendix IA to this prospectus. Save for the subsidiaries mentioned in Appendix IA to this prospectus, our Company has no other subsidiaries.

There has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this prospectus.

5. Repurchases By Our Company Of Our Own Securities

This section sets out information required by the Stock Exchange to be included in this prospectus concerning the repurchase by our Company of our own securities.

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) Shareholders' Approval

All proposed repurchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of Funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of our Company and the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by our Company may be made out of our Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of our Company's share premium account.

(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

All repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be cancelled and destroyed.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any

year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such purchase, where relevant, and the aggregate prices paid.

(vii) Connected Persons

A listed company is prohibited from knowingly repurchasing securities on the Stock Exchange from a "connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their associates and a connected person is prohibited from knowingly selling his securities to the company.

(b) Reasons for Repurchases

The Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

(c) Funding of Repurchases

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with its Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands.

There could be a material adverse impact on the working capital or gearing position of our Company (as compared with the position disclosed in this prospectus) in the event that the repurchase mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for our Company.

(d) General

The exercise in full of the repurchase mandate, on the basis of 3,800,000,001 Shares in issue immediately following the completion of the Global Offering and without taking into account any Shares which may be issued pursuant to the exercise of any options which may be granted pursuant to the Share Option Scheme, could accordingly result in up to approximately 380,000,000 Shares being repurchased by our Company during the period prior to the earliest of:

- (i) the conclusion of our next annual general meeting; or

- (ii) the expiration of the period within which our next annual general meeting is required by any applicable law or our Articles to be held; or
- (iii) the revocation or variation of the authority given by an ordinary resolution of our Shareholders in general meeting.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 20% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the repurchase mandate is exercised.

B. FURTHER INFORMATION ABOUT THE BUSINESS

1. Summary of Material Contracts







The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by us or our subsidiaries within the two years preceding the date of this document and are or may be material:













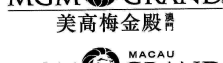







- (1) The Hong Kong Underwriting Agreement;
- (2) The Deed of Non-compete Undertakings;
- (3) The Credit Facility Agreement, dated July 27, 2010, for which Bank of America, N.A., Hong Kong Branch acted as Facility Agent and Banco Nacional Ultramarino, S.A. acted as Security Agent. See the section headed "Financial Information — Management's Discussion and Analysis of Financial Condition and Results of Operations — Description of Material Indebtedness — Term Loan Facility and Revolving Facility" in this prospectus for further information;
- (4) The Branding Agreement;
- (5) The Development Agreement;
- (6) The Corporate Support Agreement;
- (7) The MGM Marketing Agreement;
- (8) The Macau Marketing Agreement;
- (9) The BEH Marketing Agreement;

- (10) The Master Service Agreement;
- (11) The cornerstone agreement dated May 14, 2011 entered into among our Company, the Joint Global Coordinators and Paulson & Co. Inc.;
- (12) The cornerstone agreement dated May 14, 2011 entered into among our Company, the Joint Global Coordinators and Tracinda Corporation;
- (13) The cornerstone agreement dated May 14, 2011 entered into among our Company, the Joint Global Coordinators and Cheer Selection Limited;
- (14) The cornerstone agreement dated May 16, 2011 entered into among our Company, the Joint Global Coordinators and Dornbirn Inc.; and
- (15) The Contribution and Share Issuance Agreement (including the Acquisition Note).

2. Intellectual Property Rights of Our Company

- (1) As of the Latest Practicable Date, we had registered or applied for the registration of the license to use the following material trademarks:

Trademarks	Name of Registered Owner	Place of Registration	Class	Registration No.	Next Renewal Date (mm/dd/yy)
MGM GRAND MACAU	MGM MIRAGE	Macau	14	N/14480	07/12/2011
MGM GRAND MACAU	MGM MIRAGE	Macau	18	N/14481	07/12/2011
MGM GRAND MACAU	MGM MIRAGE	Macau	25	N/14482	07/12/2011
MGM GRAND MACAU	MGM MIRAGE	Macau	41	N/14483	07/12/2011
MGM GRAND MACAU	MGM MIRAGE	Macau	42	N/14484	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	3	N/14485	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	6	N/14486	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	21	N/14487	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	25	N/14488	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	35	N/14489	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	41	N/14490	07/12/2011
MGM GRAND	MGM MIRAGE	Macau	42	N/14491	07/12/2011
	MGM MIRAGE	Macau	3	N/14492	07/12/2011
	MGM MIRAGE	Macau	6	N/14493	07/12/2011
	MGM MIRAGE	Macau	14	N/14494	07/12/2011
	MGM MIRAGE	Macau	21	N/14495	07/12/2011
	MGM MIRAGE	Macau	25	N/14496	07/12/2011
	MGM MIRAGE	Macau	28	N/14497	07/12/2011

Trademarks	Name of Registered Owner	Place of Registration	Class	Registration No.	Next Renewal Date (mm/dd/yy)
	MGM MIRAGE	Macau	41	N/14498	07/12/2011
	MGM MIRAGE	Macau	42	N/14499	07/12/2011
	MGM MIRAGE	Macau	3	N/26767	06/28/2014
	MGM MIRAGE	Macau	6	N/26768	06/28/2014
	MGM MIRAGE	Macau	14	N/26769	06/28/2014
	MGM MIRAGE	Macau	16	N/26770	06/28/2014
	MGM MIRAGE	Macau	18	N/26771	06/28/2014
	MGM MIRAGE	Macau	21	N/26772	06/28/2014
	MGM MIRAGE	Macau	25	N/26773	06/28/2014
	MGM MIRAGE	Macau	28	N/26774	06/28/2014
	MGM MIRAGE	Macau	35	N/26775	06/28/2014
	MGM MIRAGE	Macau	36	N/26776	06/28/2014
	MGM MIRAGE	Macau	37	N/26777	06/28/2014
	MGM MIRAGE	Macau	39	N/26778	06/28/2014
	MGM MIRAGE	Macau	41	N/26779	06/28/2014
	MGM MIRAGE	Macau	43	N/26780	06/28/2014
	MGM MIRAGE	Macau	44	N/26781	06/28/2014
	MGM MIRAGE	Macau	45	N/26782	06/28/2014
	MGM MIRAGE	Macau	41	N/31875	03/28/2015
	MGM MIRAGE	Macau	43	N/31876	03/28/2015

<u>Trademarks</u>	<u>Name of Registered Owner</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Registration No.</u>	<u>Next Renewal Date (mm/dd/yy)</u>
MGM	MGM MIRAGE	Macau	41	N/32641	09/30/2015
MGM	MGM MIRAGE	Macau	43	N/32642	06/23/2015

- (2) As of the Latest Practicable Date, we were licensed to use certain pending trademarks, including, but not limited to the following:

<u>Trademark</u>	<u>Name of Applicant</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Application No.</u>	<u>Application Date (mm/dd/yy)</u>
	MGM Resorts International	Hong Kong	25	301846279	03/01/11
	MGM Resorts International	Hong Kong	35	301846279	03/01/11
	MGM Resorts International	Hong Kong	36	301846279	03/01/11
	MGM Resorts International	Hong Kong	41	301846279	03/01/11
	MGM Resorts International	Hong Kong	43	301846279	03/01/11

- (3) As of the Latest Practicable Date, we were licensed to use the following material domain names:

<u>Domain Name</u>	<u>Name of Registrant</u>	<u>Next Renewal Date (mm/dd/yy)</u>
mgmgrandmacau.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmgrand.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgpl.com.mo	MGM Grand Paradise Limited	07/01/2011
mgmmiragemacau.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmmirage.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmmacau.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmmacau.mo	MGM Macau	08/03/2011
mgm.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmgrandmacau.com.mo	MGM Grand (Macau) S.A.	09/01/2011
mgmgrand.mo	MGM Grand Paradise S.A.	08/31/2011
mgmchina.com.mo	MGM Macau	01/27/2012
mgmchinaholdings.com.mo	MGM Macau	01/27/2012
mgmchinaholdingslimited.com.mo	MGM Macau	01/27/2012
mgmgrandmacau.com	MGM Resorts International Operations, Inc.	06/22/2012

- (4) As of the Latest Practicable Date, we had registered or applied for registration of the following material domain names:

<u>Domain Name</u>	<u>Name of Registrant</u>	<u>Next Renewal Date (mm/dd/yy)</u>
mgmgrandmacau.com.hk	MGM Grand Paradise (HK) Limited	06/15/2019
mgmgrand.com.hk	MGM Grand Paradise (HK) Limited	10/14/2018
mgmmacau.com.hk	MGM Grand Paradise (HK) Limited	04/23/2020

Domain Name	Name of Registrant	Next Renewal Date (mm/dd/yy)
mgmmacau.hk	MGM Grand Paradise (HK) Limited	04/22/2020
澳門美高梅金殿.cn	MGM Grand Paradise Limited	05/30/2017
澳門美高梅金殿.中国	MGM Grand Paradise Limited	05/30/2017
澳門美高梅金殿.中國	MGM Grand Paradise Limited	05/30/2017
澳門美高梅金殿.cn	MGM Grand Paradise Limited	05/30/2017
澳門美高梅金殿.com	MGM Grand Paradise Limited	10/13/2018
澳門美高梅.cn	MGM Grand Paradise Limited	04/22/2020
澳門美高梅.cn	MGM Grand Paradise Limited	04/22/2020
澳門美高梅.中国	MGM Grand Paradise Limited	04/22/2020
澳門美高梅.中國	MGM Grand Paradise Limited	04/22/2020
澳門美高梅.中国	MGM Grand Paradise Limited	04/22/2020
澳門美高梅.中國	MGM Grand Paradise Limited	04/22/2020
美高梅金殿.hk	MGM Grand Paradise Limited	10/13/2018
美高梅.com	MGM Grand Paradise Limited	05/08/2019
澳門美高梅金殿.net	MGM Grand Paradise Limited	05/08/2019
美高梅金殿.net	MGM Grand Paradise Limited	05/08/2019
美高梅.net	MGM Grand Paradise Limited	05/08/2019
澳門美高梅.com	MGM Grand Paradise Limited	05/05/2020
澳門美高梅.net	MGM Grand Paradise Limited	05/08/2019
澳門美高梅酒店.com	MGM Grand Paradise Limited	05/08/2019
美高梅酒店.com	MGM Grand Paradise Limited	05/08/2019

Save as aforesaid, there are no other trademarks, patents, other intellectual or industrial property rights which are material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS, MANAGEMENT, STAFF, SUBSTANTIAL SHAREHOLDERS AND EXPERTS

1. Interests and Short Positions of Directors in the Share Capital of our Company and Associate Corporations following the Global Offering

Immediately following the completion of the Global Offering (without taking into account of any Shares that may be sold pursuant to the exercise of the Over-allotment Option or any Shares that may be issued pursuant to the exercise of options which may be granted under the Share Option Scheme), save as disclosed below, none of the Directors and chief executive of our Company will have any interests or short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required to be disclosed, under

the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (“**Model Code**”), once the Shares are listed:

Name of Director	Name of Corporation	Nature of Interest	Total number of shares	Approximate percentage of shareholding
Pansy Ho	MGM Grand Paradise	Personal interest	200,000,000 ⁽¹⁾	10%
	MGM China	Personal interest	380,000,000	10%
	MGM China	Corporate interest ⁽²⁾	722,000,000	19%
James Joseph Murren	MGM Resorts International ⁽³⁾	Personal interest	1,700,000 ⁽⁴⁾	0.348%
		Personal interest	468,750 ⁽⁵⁾	0.096%
		Personal interest	1,981,250 ⁽⁶⁾	0.406%
		Personal interest	35,000 ⁽⁷⁾	0.007%
		Trust	169,324 ⁽⁸⁾	0.035%
William Joseph Hornbuckle	MGM Resorts International	Personal interest	235,000 ⁽⁹⁾	0.048%
		Personal interest	337,500 ⁽¹⁰⁾	0.069%
		Personal interest	17,517 ⁽¹¹⁾	0.004%
		Personal interest	8,833 ⁽¹²⁾	0.002%
William M. Scott IV	MGM Resorts International	Personal interest	50,000 ⁽¹³⁾	0.010%
		Personal interest	172,500 ⁽¹⁴⁾	0.035%
		Personal interest	3,000 ⁽¹⁵⁾	0.001%
Daniel J. D’Arrigo	MGM Resorts International	Personal interest	194,000 ⁽¹⁶⁾	0.040%
		Personal interest	23,250 ⁽¹⁷⁾	0.005%
		Personal interest	77,250 ⁽¹⁸⁾	0.016%
		Personal interest	15,242 ⁽¹⁹⁾	0.003%
		Personal interest	12,722 ⁽²⁰⁾	0.003%
Kenneth A. Rosevear	MGM Resorts International	Personal interest	1,190,000 ⁽²¹⁾	0.244%

Notes:

- (1) These represent class B shares in MGM Grand Paradise.
- (2) All of the issued shares of Grand Paradise Macau Limited are held by Pansy Ho, and therefore Pansy Ho is deemed or taken to be interested in the 722,000,000 Shares (or 608,000,000 Shares assuming the full exercise of the Over-allotment Option) which are beneficially owned by Grand Paradise Macau Limited for the purposes of the SFO.
- (3) 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**”), 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 granted vest ratably over 4 years. MGM Resorts International’s practice is to issue new shares upon exercise or vesting of awards.
- (4) This represents 1,700,000 vested employee stock options in the common stock of MGM Resorts International granted to James Joseph Murren.
- (5) This represents 468,750 vested SARs in the common stock of MGM Resorts International granted to James Joseph Murren.
- (6) This represents 1,981,250 unvested SARs in the common stock of MGM Resorts International granted to James Joseph Murren.
- (7) This represents 35,000 RSUs in the common stock of MGM Resorts International granted to James Joseph Murren.

- (8) These 169,324 shares in the common stock of MGM Resorts International are held by the family trust of James Joseph Murren.
- (9) This represents 235,000 employee stock options in the common stock of MGM Resorts International granted to William Joseph Hornbuckle.
- (10) This represents 337,500 SARs in the common stock of MGM Resorts International granted to William Joseph Hornbuckle.
- (11) This represents 17,517 RSUs in the common stock of MGM Resorts International held by William Joseph Hornbuckle.
- (12) These represent the common stock of MGM Resorts International held by William Joseph Hornbuckle.
- (13) This represents 50,000 vested SARs in the common stock of MGM Resorts International granted to William M. Scott IV.
- (14) This represents 172,500 unvested SARs in the common stock of MGM Resorts International granted to William M. Scott IV.
- (15) This represents 3,000 RSUs in the common stock of MGM Resorts International held by William M. Scott IV.
- (16) This represents 194,000 vested employee stock options in the common stock of MGM Resorts International granted to Daniel J. D'Arrigo.
- (17) This represents 23,250 vested SARs in the common stock of MGM Resorts International granted to Daniel J. D'Arrigo.
- (18) This represents 77,250 unvested SARs in the common stock of MGM Resorts International granted held by Daniel J. D'Arrigo.
- (19) This represents 15,242 RSUs in the common stock of MGM Resorts International to Daniel J. D'Arrigo.
- (20) These represent the common stock of MGM Resorts International held by Daniel J. D'Arrigo.
- (21) These represent 1,190,000 outstanding stock options in the common stock of MGM Resorts International granted to Kenneth A. Rosevear.

2. Interests in Other Members of the Group

<u>Name of subsidiary</u>	<u>Name of shareholder</u>	<u>Number of shares</u>	<u>Percentage of interest</u>
MGM Grand Paradise . . .	Pansy Ho	20,000 class B shares	50.0% ⁽¹⁾
MGM Grand Paradise . . .	MGM Resorts International Holdings	20,000 class B shares	50.0% ⁽¹⁾

Note:

- (1) The 20,000 class B shares carry 10% of the total voting rights in MGM Grand Paradise. Our Company owns all of the class A shares in MGM Grand Paradise, carrying 80% of the total voting rights in MGM Grand Paradise.

Save as disclosed in this prospectus, our Directors are not aware of any person who will, immediately following the completion of the Global Offering, have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or will be directly or indirectly interested in 10% or more of the nominal value of any class of the share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

3. Particulars of Service Contracts

None of the Directors has entered or proposes to enter into any service contract with our Company or its associated corporations (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

4. Directors' Remuneration

No emoluments were paid by the Group to the directors during the Track Record Period as their emoluments were borne by the shareholders and were not charged to the Group throughout the Track Record Period. It is not practical to allocate their remuneration for their services to the Group and other entities related to the shareholders. None of the directors has waived any emoluments in each of the three years ended December 31, 2008, 2009 and 2010.

No emoluments were paid to any directors as an inducement to join or upon joining the Group or as compensation for loss of office during each of the three years ended December 31, 2010.

The aggregate amounts of remuneration (including salaries, emoluments and discretionary bonuses) that we paid to our five highest paid individuals for 2008, 2009 and 2010 were approximately HK\$23.9 million, HK\$30.5 million and HK\$37.1 million, respectively.

We did not pay any remuneration to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in 2008, 2009 and 2010. Further, none of our Directors had waived any remuneration during the same period.

Our Directors anticipate that they will periodically review the compensation levels of our key executives. Based on our Group's performance and our executives' respective contributions to our Group, our Directors may, with the approval of our remuneration committee, grant salary increases or pay bonuses to executives. These increases or bonuses could result in the incurrence of compensation expense at levels that are significantly higher than those we have incurred previously.

5. Disclaimers

Save as disclosed this prospectus:

- (1) none of our Directors or chief executive of our Company has any interest or short positions in the Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to in that section, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code, in each case once our Shares are listed;
- (2) taking no account of any Shares which may be taken up under the Global Offering and allotted and issued pursuant to the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme, so far as is known to any of our Directors or our chief executive, no person has an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at our general meetings;
- (3) none of our Directors nor any of the parties listed in "Other Information — Consents of Experts" in this Appendix VII, is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (4) none of our Directors nor any of the parties listed in "Other Information — Consents of Experts" in this Appendix VII, has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this prospectus, been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (5) save for the Underwriting Agreements, none of the parties listed in "Other Information — Consents of Experts" in this Appendix VII:
 - (a) is interested legally or beneficially in any of our Shares or any shares of any of our subsidiaries; or
 - (b) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe securities in any member of our Group;

- (6) none of our Directors, their respective associates or shareholders of our Company is interested in more than 5.0% of the issued share capital of our Company has any interests in the five largest suppliers of our Group.

D. SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted by our sole Shareholder on May 11, 2011 and its implementation is conditional on the Listing.

For the purpose of this section only, unless the context otherwise requires the following words shall have the following meanings:

- "Eligible Person"** . . . means 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;
- "Grantee"** means any Eligible Person who accepts an Offer in accordance with the terms of the Scheme or (where the context so permits) any person entitled to exercise any Option in consequence of the death of the original Grantee;
- "Offer Date"** means the date on which an offer of the grant of an option is made to an Eligible Person.

(A) Purpose

The purpose of the Share Option Scheme is to provide incentives and/or rewards to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, the Group.

(B) Who may participate

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within the period of 10 years after the adoption date to grant options to any Eligible Person as the Board in its absolute discretion select to subscribe for such number of Shares as the Board may determine at the subscription price.

(C) Grant of options to connected persons or any of their associates

Each grant of options to a Director (including an independent non-executive Director) of any member of our Group, chief executive or substantial shareholder of our Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of the options).

Where any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the Offer Date:

- (i) representing in aggregate over 0.1% of the Shares in issue at the Offer Date; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated on the Stock Exchange on the Offer Date, in excess of HK\$5 million,

such grant of options must be approved by the Shareholders in general meeting. The Company will send a circular to the Shareholders in accordance with the Listing Rules and any Shareholder who is a connected person of our Company shall abstain from voting in favor of the resolution to approve such grant of options.

(D) Restrictions on the times of grant of Options

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of the results for any year, or half-year, or quarterly or other interim period (whether or not required under the Listing Rules),

and ending on the date of actual publication of such results announcement.

(E) Subscription price

The subscription price shall be a price determined by the Board and notified to an Eligible Person but in any event shall be at least the higher of:

- (i) the closing price of the Shares as stated in the 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 Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and
- (iii) the nominal value of a Share,

provided that for the purpose of determining the subscription price where the Shares have been listed on the Stock Exchange for less than five business days, the issue price of the Shares in the Company's global offering of the Shares shall be used as the closing price of the Shares for any business day falling within the period before the listing of the Shares on the Stock Exchange.

Participants are required to pay HK\$1.00 as consideration for the acceptance of an option granted to them.

(F) Maximum number of Shares

- (i) The maximum number of Shares which may be issued upon exercise of all options to be granted under any new share option scheme and all other share option schemes existing at such time of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the new share option scheme (the "**Scheme Mandate Limit**"). Options lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share option schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may renew the Scheme Mandate Limit at any time subject to prior Shareholders' approval but in any event, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the renewal of the Scheme Mandate Limit. Options previously granted under the existing share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

- (ii) Notwithstanding the foregoing, the Company may grant Options beyond the Scheme Mandate Limit to Eligible Persons if:
 - (a) separate Shareholders' approval has been obtained for granting options beyond the Scheme Mandate Limit to Eligible Persons specifically identified by the Company before such Shareholders' approval is sought; and
 - (b) the Company, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.
- (iii) Subject to paragraph (iv) below, the maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to any Eligible Persons under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding Options) in any 12 month period shall not at the time of grant exceed one percent of the Shares in issue.
- (iv) Where any further grant of options to an Eligible Person would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12 month period up to and including the date of such further grant representing in aggregate over one percent of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Eligible Person and his associates abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Eligible Person in question, the number and terms of the options to be granted (and options previously granted to such Eligible Person) and such other information required under the Listing Rules.
- (v) At any time, the maximum number of Shares which may be issued upon exercise of all options which then have been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

(G) Time of exercise of options

Subject to the terms of grant of any option, an option may be exercised by the Grantee at any time during the option period and in accordance with the vesting schedule and other terms specified in the offer.

(H) Duration of Share Option Scheme

No option may be vested more than 10 years after the date of grant. Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date.

(I) Performance targets

A grantee may be required to achieve any performance targets as the Committee may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(J) Rights attaching to the Shares

(i) Dividends and voting rights

No dividends (including distributions made upon the liquidation of our Company) will be payable and no voting rights will be exercisable in relation to an option that has not been exercised. Shares issued on the exercise of an option will rank equally in all respects with the Shares in issue on

the date of issue. They will not rank for any rights attaching to Shares by reference to a record date preceding the date of issue.

(ii) Restrictions on transfer

An option shall be personal to the grantee and shall not be assignable nor transferable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favor of any third party over or in relation to any option.

(K) Amendments to the Share Option Scheme

Save for certain specific provisions, the Board may alter any of the other terms of the Share Option Scheme. Those specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Grantees, and changes to the authority of the Board in relation to any alteration of the terms of the Share Option Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature, or any change to the terms of options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme. The Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

(L) Effects of alterations to share capital

In the event of any alteration to the capital structure of the Company while any option has been granted or remains exercisable, whether by way of capitalization, rights issue, consolidation, subdivision or reduction of the share capital of the Company, adjustments (if any) shall be made to (i) the number or nominal amount of Shares subject to the options so far as they remain exercisable; and (ii) the subscription price for the Shares, provided that (A) any such adjustments must give a grantee the same proportion of the equity capital of the Company as to which that Grantee was previously entitled, and any adjustments so made shall be in compliance with the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange (including, without limitation, the "Supplemental Guidance on Main Board Listing Rule 17.03(13) and the Notice immediately after the Rule" attached to the letter of the Stock Exchange dated September 5, 2005 to all issuers relating to share option schemes) and (B) that the adjustments would not result in the subscription price for a Share being less than its nominal value (provided that in such circumstances the subscription price shall be reduced to the nominal value). Any adjustments (save those made on a capitalization issue) shall be confirmed by an independent financial adviser or the auditors in writing to the Directors. The capacity of the auditors of the Company or the independent financial advisor to the Company in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. Any adjustments made pursuant to a subdivision, reduction or consolidation of share capital shall be made on the basis that the aggregate subscription price payable by a Grantee on the full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event.

(M) Rights on termination of employment

If the Grantee ceases to be an Eligible Person for any reason, the option shall lapse on the date of cessation and not be exercisable. The date of such cessation shall be (i) if he is an employee of the Group, his last actual working day at his work place with the Group whether salary is paid in lieu of notice or not; or (ii) if he is not an employee of the Group, the date on which the relationship constituting him an Eligible Person ceases.

(N) Rights on death

If the Grantee of an outstanding option dies before exercising his option, such option may be exercised by his personal representative(s) within a period of 12 months following the date of his death.

(O) Rights on a general offer by way of takeover

In the event of a general offer by way of takeover (other than by way of scheme of arrangement) being made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Board shall at its absolute discretion determine whether the option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee or (iii) continue to have effect according to its existing terms, and shall inform the Grantee of its decision by notice.

(P) Rights on a general offer by way of scheme of arrangement

In the event of a general offer by way of scheme of arrangement being made to all the Shareholders and approved by the necessary number of Shareholders at the requisite meetings, the Board shall at its absolute discretion determine whether the option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the Grantee, and shall inform the Grantee of its decision by notice.

(Q) Rights on winding up

In the event a notice is given by the Board to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, shall at its absolute discretion determine whether the option shall (i) become exercisable subject to any conditions as it deems fit or (ii) be cancelled with no compensation to the grantee, and shall inform the grantee of its decision by notice.

(R) Lapse of option

The right to exercise an option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (i) the expiry of the option period;
- (ii) the date of cessation referred to in paragraph M;
- (iii) the expiry of any of the periods referred to in paragraph N;
- (iv) the expiry date specified in the notice from the Board referred to in paragraph O;
- (v) subject to the scheme of arrangement becoming effective, the expiry date specified in the notice from the Board referred to in paragraph P;
- (vi) the date of the commencement of the winding-up of the Company;
- (vii) the date on which the Grantee ceases to be an Eligible Person by reason of failing to perform his duties at work, summary dismissal for misconduct or other breach of the terms of his employment or other contract or arrangement constituting him an Eligible Person, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his or her creditors generally or on which he or she has been convicted of any criminal offence involving his or her integrity or honesty;

- (viii) any other expiration events as the Company may notify the Grantee from time to time; and
- (ix) the date on which the Grantee commits a breach by selling, transferring, charging, mortgaging, encumbering or creating any interest in favor of any third party over or in relation to any option.

(S) Termination of the Share Option Scheme

The Company, by resolution in general meeting, or the Board, may at any time terminate the operation of the Share Option Scheme and in such event no further option will be offered but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(T) Cancellation of option

The Company may cancel any option granted but not exercised at anytime if the Grantee so agrees.

E. OTHER INFORMATION

1. Litigation

We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business. As at the Latest Practicable Date, no member of the Group was engaged in any material legal, arbitral or administrative proceedings and we are not aware of any material legal, arbitral or administrative proceedings pending or threatened by or against us.

2. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for a listing of, and permission to deal in, all the Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

3. Preliminary Expenses

The preliminary expenses of our Company are estimated to be approximately HK\$114 million and are payable by our Company which will be reimbursed by Grand Paradise Macau Limited and MGM Resorts International Holdings.

4. Taxation of Holders of Shares

(1) Tax on dividends

No tax is payable in Hong Kong in respect of dividends paid by us.

(2) Profits

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as the Shares. Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a maximum rate of 15% on individuals. Gains from sales of the Shares effected on the Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of the Shares realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

(3) Stamp duty

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty and the current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the vendor on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares. In addition, any instrument of transfer (if required) will be subject to a flat rate of stamp duty of HK\$5.00. Where a sale or purchase of shares registered on the Hong Kong share register is effected by a person who is not resident in Hong Kong and any stamp duty payable on the contract note is not paid, the relevant instrument of transfer (if any) shall be chargeable with such duty, together with the duty otherwise chargeable thereon and the transferee shall be liable to pay such duty.

(4) Estate duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong, pursuant to which estate duty ceased to be chargeable in Hong Kong in respect of the estates of persons dying on or after that date. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application for a grant of representation in respect of holders of Shares whose death occur on or after February 11, 2006.

(5) Consultation with Professional Advisors

Intending holders of the Shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, the Joint Sponsors the Directors or the other parties involved in the Global Offering can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

5. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

<u>Name</u>	<u>Qualification</u>
J.P. Morgan Securities (Asia Pacific) Limited . . .	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 7 (provided automated trading services) of the regulated activities under the SFO
Morgan Stanley Asia Limited	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance), type 7 (provided automated trading services) and type 9 (asset management) of the regulated activities under the SFO
Merrill Lynch Far East Limited	Licensed to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO
BDO Financial Services Limited	Internal control consultants
Deloitte Touche Tohmatsu	Certified public accountants
DSL Lawyers	Macau legal advisors
Savills Valuation and Professional Services Limited	Professional property valuer
Walkers	Cayman Islands attorney-at-law

6. Consents of Experts

Each of the experts set out in paragraph 5 above has given and has not withdrawn its respective written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or opinion and/or the references to its name included in this prospectus the form and context in which it is respectively included.

None of the experts named in this paragraph has any shareholding interests in the Group or the right (whether legally enforceable or not) to subscribe for, or to nominate persons to subscribe for, securities in any member of the Group.

7. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance of this prospectus, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies Ordinance insofar as applicable.

8. Particulars of Grand Paradise Macau Limited

Pursuant to the Over-allotment Option, Grand Paradise Macau Limited may be required to sell Shares under the Over-allotment Option. Certain particulars of Grand Paradise Macau Limited are set out below:

<u>Name</u>	<u>Description</u>	<u>Registered Office</u>	<u>Number of Shares subject to the Over-allotment Option</u>
		Fort Anne, Douglas Isles Of Man,	
Grand Paradise Macau Limited	Corporation	IM1, 5PD	114,000,000

9. Miscellaneous

- (1) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
 - (a) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (b) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (c) no founders or management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
 - (d) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
 - (e) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.
- (2) Our Directors confirm that:
 - (a) there has been no material adverse change in the financial or trading position or prospects of our Company since December 31, 2010 (being the date to which the latest audited consolidated financial statements of our Group were prepared); and
 - (b) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus.
- (3) The principal register of members of our Company will be maintained in the Cayman Islands by Walkers Corporate Services Limited and a branch register of members of our Company will be maintained in Hong Kong. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Hong Kong Listed Share Registrar and may not be lodged in the Cayman Islands.
- (4) All necessary arrangements have been made to enable our Shares to be admitted into CCASS for clearing and settlement.

- (5) The Directors have been advised that, under the Cayman Companies Law, the use of a Chinese name by our Company for identification purposes only does not contravene the Cayman Companies Law.
- (6) Chen Yau Wong was a director and 10% shareholder in Imperial Land Group plc and a director of certain of its subsidiaries. The Imperial Land Group of companies were primarily engaged in UK property development. Certain members of the group were put into creditors' liquidation and all members of the group were subsequently wound up by the end of 1993.