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If you have sold or transferred all your shares in Melco International Development Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.melco-group.com>

(Stock Code: 200)

(1) PROPOSAL FOR APPROVING AMENDED SHARE INCENTIVE PLANS OF SUBSIDIARIES

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Melco International Development Limited (the “Company”) to be held at 30th Floor, Hotel LKF by Rhombus, 33 Wyndham Street, Lan Kwai Fong, Central, Hong Kong on Friday, 9 December 2016 at 11:00 a.m. is set out on pages 20 to 21 of this circular. Whether or not you are able to attend such meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

16 November 2016

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Company”	Melco International Development Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whose shares are listed on Hong Kong Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be held at 30th Floor, Hotel LKF by Rhombus, 33 Wyndham Street, Lan Kwai Fong, Central, Hong Kong on Friday, 9 December 2016 at 11:00 a.m.
“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
“Latest Practicable Date”	9 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange, as amended from time to time
“MCE”	Melco Crown Entertainment Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability, with its American Depository Shares listed on the NASDAQ Global Select Market
“MCE 2006 SIP”	a share incentive plan adopted by MCE, as amended, as approved by shareholders of MCE on 1 December 2006 and 19 May 2009, respectively
“MCE 2011 SIP”	a share incentive plan adopted by MCE as approved by the shareholders of MCE and effective from 7 December 2011 and amended on 3 July 2015
“MCE Amended SIP”	the amended share incentive plan of MCE proposed to be approved by MCE’s shareholders and Melco Shareholders, a summary of the principal terms of which are set out in Appendix 1 to this circular

DEFINITIONS

“MCE Award”	an award granted to a MCE Participant pursuant to the MCE Amended SIP, which may take the form of options, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and/or restricted share units
“MCE Award Agreement”	a written agreement, contract or other instrument or document evidencing a MCE Award, including through electronic medium
“MCE Board”	the board of directors of MCE
“MCE Compensation Committee”	the Compensation Committee of the MCE Board, or another committee or subcommittee of the MCE Board which is appointed as provided in the MCE Amended SIP
“MCE Exercise Price”	the purchase price per MCE Share of an exercisable MCE Award
“MCE Fair Market Value”	<p>the value of the MCE Shares as of a given date, determined as follows:</p> <ul style="list-style-type: none">(a) if the MCE Shares are listed on one or more established national securities exchanges or national market systems, including without limitation, the NASDAQ Global Select or NASDAQ Global Market, the MCE Fair Market Value shall be the closing sales price for the MCE Shares (or the closing bid, if no sales were reported) as quoted on such exchange or system on which the MCE Shares are listed (as determined by the MCE Compensation Committee) on the date of determination (or, if no closing sales price or closing bid was reported on that date, as applicable, on the last trading date such closing sales price or closing bid was reported), as reported in The Wall Street Journal or such other source as the MCE Compensation Committee deems reliable;(b) if the MCE Shares are regularly quoted on an automated quotation system (including the OTC Bulletin Board) or by a recognized securities dealer, the MCE Fair Market Value shall be the closing sales price for the MCE Shares as quoted on such system or by such securities dealer on the date of determination, but if selling prices are not reported, the MCE Fair Market Value shall be the mean between the high bid and low asked prices for the MCE Shares on the date of determination (or, if no such prices were reported on that date, on the last date such prices were reported), as reported in The Wall Street Journal or such other source as the MCE Compensation Committee deems reliable; or

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	(c) in the absence of an established market for MCE Shares described in (a) and (b), above, the MCE Fair Market Value shall be determined by the MCE Compensation Committee in good faith by reference to the placing price of the latest private placement of MCE Shares and the development of MCE's business operations and the general economic and market conditions since such latest private placement
“MCE Participant”	a person who has been granted a MCE Award pursuant to the MCE Amended SIP
“MCE Share(s)”	ordinary share(s) of US\$0.01 in the share capital of MCE
“MCP”	Melco Crown (Philippines) Resorts Corporation, a company formed under the laws of the Philippines with its shares listed on the Philippine Stock Exchange
“MCP 2013 SIP”	a share incentive plan adopted by MCP, as amended, as approved by its shareholders and effective on 24 June 2013 upon approval of the Philippine Securities and Exchange Commission and amended on 18 May 2015
“MCP Amended SIP”	the amended share incentive plan of MCP proposed to be approved by MCP's shareholders and Melco Shareholders, a summary of the principal terms of which are set out in Appendix 2 to this circular
“MCP Award”	an award granted to a MCP Participant pursuant to the MCP Amended SIP, which may take the form of options, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and/or restricted share units
“MCP Award Agreement”	a written agreement, contract or other instrument or document evidencing a MCP Award, including through electronic medium
“MCP Board”	the board of directors of MCP
“MCP Compensation Committee”	the Compensation Committee of the MCP Board, or another committee or subcommittee of the MCP Board which is appointed as provided in the MCP Amended SIP
“MCP Exercise Price”	the purchase price per MCP Share of an exercisable MCP Award

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“MCP Fair Market Value”	<p>the value of the MCP Shares as of a given date, determined as follows:</p> <ul style="list-style-type: none">(a) if the MCP Shares are listed on one or more established national securities exchanges or national market systems, including without limitation, the Philippine Stock Exchange, the MCP Fair Market Value shall be the closing sales price for the MCP Shares (or the closing bid, if no sales were reported) as quoted on such exchange or system on which the MCP Shares are listed (as determined by the MCP Compensation Committee) on the date of determination (or, if no closing sales price or closing bid was reported on that date, as applicable, on the last trading date such closing sales price or closing bid was reported), as reported in the Philippine Star, the Philippine Daily Inquirer or any other newspaper of general circulation in the Philippines or such other source as the MCP Compensation Committee deems reliable;(b) if the MCP Shares are regularly quoted on an automated quotation system or by a recognized securities dealer, the MCP Fair Market Value shall be the closing sales price for the MCP Shares as quoted on such system or by such securities dealer on the date of determination, but if selling prices are not reported, the MCP Fair Market Value shall be the mean between the high bid and low asked prices for the MCP Shares on the date of determination (or, if no such prices were reported on that date, on the last date such prices were reported), as reported in the Philippine Star, the Philippine Daily Inquirer or any other newspaper of general circulation in the Philippines or such other source as the MCP Compensation Committee deems reliable; or(c) in the absence of an established market for MCP Shares described in (a) and (b), above, the MCP Fair Market Value shall be determined by the MCP Compensation Committee in good faith by reference to the placing price of the latest private placement of MCP Shares and the development of MCP’s business operations and the general economic and market conditions since such latest private placement
“MCP Participant”	a person who has been granted a MCP Award pursuant to the MCP Amended SIP
“MCP Share(s)”	share(s) of common stock of MCP, par value of PHP1.00 per share

DEFINITIONS

“Melco Approval Date”	the date on which such resolutions of the Melco Shareholders approving the MCE Amended SIP and the MCP Amended SIP are passed
“Melco Board”	the board of Melco Directors
“Melco Director(s)”	the director(s) of the Company
“Melco Shareholder(s)”	holder(s) of ordinary share(s) of the Company
“Philippine Stock Exchange”	The Philippine Stock Exchange, Inc.
“PHP”	Philippine Peso, the lawful currency of the Philippines
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.melco-group.com>

(Stock Code: 200)

Executive Directors:

Mr. Ho, Lawrence Yau Lung

(Chairman and Chief Executive Officer)

Mr. Evan Andrew Winkler *(Managing Director)*

Mr. Tsui Che Yin, Frank

Mr. Chung Yuk Man, Clarence

Registered office:

38th Floor, The Centrium

60 Wyndham Street

Central

Hong Kong

Non-executive Director:

Mr. Ng Ching Wo

Independent Non-executive Directors:

Mr. Chow Kwong Fai, Edward

Mr. Sham Sui Leung, Daniel

Dr. Tyen Kan Hee, Anthony

16 November 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR APPROVING
AMENDED SHARE INCENTIVE PLANS
OF SUBSIDIARIES**

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The Company announced on 4 May 2016 that MCE had entered into a share repurchase agreement with Crown Asia Investments Pty. Ltd., pursuant to which MCE agreed to repurchase 155,000,000 MCE Shares from Crown Asia Investments Pty. Ltd. As a result of and in connection with such repurchase, which was completed on 9 May 2016, the indirect shareholding of the Company in MCE increased from approximately 34.3% to approximately 37.9%, certain amendments were made to the shareholders' deed relating to MCE and the memorandum and articles of association of MCE, and certain directors of MCE

LETTER FROM THE BOARD

have been re-designated. With effect from the completion of such share repurchase, MCE has become an accounting subsidiary of the Company and the financial results of MCE are consolidated into the financial statements of the Company.

MCE adopted its existing share incentive plan on 7 December 2011. MCE proposes to amend the MCE 2011 SIP to comply with the applicable requirements of Chapter 17 of the Listing Rules. The Melco Directors propose to put the MCE Amended SIP to the Melco Shareholders for approval at the EGM. As at the Latest Practicable Date, the Company was indirectly holding 559,229,043 MCE Shares, representing approximately 37.9% of the number of issued MCE Shares. As MCE is a subsidiary of the Company under the Listing Rules, the MCE Amended SIP constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the implementation of the MCE Amended SIP is subject to the approval of the Melco Shareholders in accordance with Rule 17.02(1)(a) of the Listing Rules.

MCP adopted its existing share incentive plan on 24 June 2013. MCP proposes to amend the MCP 2013 SIP to comply with the applicable requirements of Chapter 17 of the Listing Rules. The Melco Directors propose to put the MCP Amended SIP to the Melco Shareholders for approval at the EGM. As at the Latest Practicable Date, MCE was indirectly holding 4,124,280,564 MCP Shares, representing approximately 72.8% of the number of issued MCP Shares. MCP is a subsidiary of MCE. As MCE is a subsidiary of the Company under the Listing Rules, the MCP Amended SIP constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the implementation of the MCP Amended SIP is subject to the approval of the Melco Shareholders in accordance with Rule 17.02(1)(a) of the Listing Rules.

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the EGM which will be convened for the purpose of considering and if thought fit, approving the MCE Amended SIP and the MCP Amended SIP. A notice of the EGM is set out on pages 20 and 21 of this circular.

2. APPROVING THE MCE AMENDED SIP

At the EGM, an ordinary resolution will be proposed for the Company to approve the MCE Amended SIP. A summary of the principal terms of the MCE Amended SIP which is proposed to be approved by the Company at the EGM is set out in Appendix 1 to this circular on pages 12 to 15.

The MCE Amended SIP will amend the MCE 2011 SIP. In addition, MCE has one other share incentive plan, namely the MCE 2006 SIP. The awards previously granted under the MCE 2006 SIP shall remain outstanding and be governed by the terms of the MCE 2006 SIP. No additional awards may be granted under the MCE 2006 SIP after 7 December 2011, being the effective date of the MCE 2011 SIP.

MCE Shares distributed pursuant to a MCE Award may consist, in whole or in part, of authorized but unissued newly issued MCE Shares, treasury shares or MCE Shares that have already been issued and purchased on the open market. Additionally, in the discretion of the MCE Compensation Committee, American Depository Shares in an amount equal to the number of MCE Shares which otherwise would be distributed pursuant to a MCE Award may be distributed in lieu of MCE Shares in settlement of any MCE Award.

LETTER FROM THE BOARD

The terms of grant of any MCE Award under the MCE Amended SIP will be determined by the MCE Compensation Committee in its discretion, including, for options, the period within which MCE Shares must be taken up under the options, the minimum period, if any, for which the options must be held before they can be exercised, the conditions, if any, that must be satisfied before all or part of the options may be exercised, and the amount, if any, payable on acceptance of the options. The MCE Amended SIP does not specify any minimum term for which options must be held before they can be exercised or any performance target before which options can be exercised. The Melco Directors consider that the terms of the MCE Amended SIP will serve to encourage MCE Participants to participate in the MCE Amended SIP.

As at the Latest Practicable Date, there were 1,475,924,523 MCE Shares in issue. The maximum aggregate number of MCE Shares which may be issued pursuant to all MCE Awards under MCE Amended SIP is 100,000,000 MCE Shares, representing approximately 6.8% of the total number of issued MCE Shares as at the Latest Practicable Date. In addition, under the Listing Rules, the total number of new MCE Shares which may be issued on exercise of all MCE options granted under MCE Amended SIP must not in aggregate exceed 10% of the total number of MCE Shares in issue on the Melco Approval Date, unless the Company obtains a fresh approval from Melco Shareholders to renew the 10% limit. Additionally, under the Listing Rules, the maximum number of new MCE Shares which may be issued on exercise of all MCE options granted under the MCE Amended SIP together with any options granted under any other share incentive plan or other schemes of MCE (including the MCE 2006 SIP) shall not exceed 30% of the total number of issued MCE Shares from time to time. Assuming that no further MCE Shares will be allotted, issued or repurchased prior to the EGM, and without prejudice to the overall limit on the maximum number of 100,000,000 MCE Shares which may be issued pursuant to all MCE Awards referred to above, under the Listing Rules, the total number of new MCE Shares which may be issued on exercise of all MCE options granted under the MCE Amended SIP on the Melco Approval Date would be 147,592,452 MCE Shares, representing 10% of the total number of MCE Shares in issue.

As at the Latest Practicable Date, MCE Awards have been granted under the MCE 2011 SIP in respect of 23,811,795 MCE Shares (representing approximately 1.6% of the number of issued MCE Shares as at the Latest Practicable Date), comprised options in respect of aggregate of 16,567,731 MCE Shares (representing approximately 1.1% of the number of issued MCE Shares as at the Latest Practicable Date) and 7,244,064 restricted shares (representing approximately 0.5% of the number of issued MCE Shares as at the Latest Practicable Date). The Melco Board considers that it is not appropriate to state the value of all options over new MCE Shares that can be granted pursuant to the MCE Amended SIP as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of such values have not been determined. Such variables include but are not limited to the exercise price, exercise period, lock-up period (if any). The Melco Directors believe that any calculation of the value of the options over new MCE Shares that can be granted pursuant to the MCE Amended SIP as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to Melco Shareholders.

The major amendments to the MCE 2011 SIP proposed to be made by way of adopting the MCE Amended SIP include the addition of requirements for compliance with Chapter 17 of the Listing Rules, such as maximum number of options that can be granted to Melco Directors.

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The implementation of the proposed amendments to the MCE 2011 SIP by adopting the MCE Amended SIP is conditional upon the passing of the necessary resolutions by the MCE Directors, the MCE Compensation Committee, the shareholders of MCE and the Melco Shareholders. On 27 October 2016, the MCE Compensation Committee approved the MCE Amended SIP and on 2 November 2016, the MCE Board approved the MCE Amended SIP. It is proposed that the shareholders of MCE will approve the MCE Amended SIP at a general meeting of MCE to be held on 7 December 2016.

None of the Melco Directors is a member of the MCE Compensation Committee.

A copy of the proposed MCE Amended SIP is available for inspection at the Company's registered office at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

3. APPROVING THE MCP AMENDED SIP

At the EGM, an ordinary resolution will be proposed for the Company to approve the MCP Amended SIP. A summary of the principal terms of the MCP Amended SIP which is proposed to be approved by the Company at the EGM is set out in Appendix 2 to this circular on pages 16 to 19.

The MCP Amended SIP will amend the MCP 2013 SIP. MCP has no other share incentive plans.

MCP Shares distributed pursuant to a MCP Award may consist, in whole or in part, of authorized but unissued newly issued MCP Shares, treasury shares or MCP Shares that have already been issued and purchased on the open market.

The terms of grant of any MCP Award under the MCP Amended SIP will be determined by the MCP Compensation Committee in its discretion, including, for options, the period within which MCP Shares must be taken up under the options, the minimum period, if any, for which the options must be held before they can be exercised, the conditions, if any, that must be satisfied before all or part of the options may be exercised, and the amount, if any, payable on acceptance of the options. The MCP Amended SIP does not specify any minimum term for which options must be held before they can be exercised or any performance target before which options can be exercised. The Melco Directors consider that the terms of the MCP Amended SIP will serve to encourage MCP Participants to participate in the MCP Amended SIP.

As at the Latest Practicable Date, there were 5,662,047,712 MCP Shares in issue. The maximum aggregate number of MCP Shares which may be issued pursuant to all MCP Awards under MCP Amended SIP is 442,630,330 MCP Shares, representing approximately 7.8% of the total number of issued MCP Shares as at the Latest Practicable Date. In addition, under the Listing Rules, the total number of new MCP Shares which may be issued on exercise of all MCP options granted under the MCP Amended SIP must not in aggregate exceed 10% of the total number of MCP Shares in issue on the Melco Approval Date, unless the Company obtains a fresh approval from Melco Shareholders to renew the 10% limit. Additionally, the maximum number of MCP Shares which may be issued pursuant to all MCP Awards granted under the MCP Amended SIP together with any awards granted under any other share incentive plan or other schemes of MCP shall not exceed 5% of the total number of issued MCP Shares from time to time, subject to compliance with the Listing Rules and the Securities Regulation Code of the Philippines, as amended, and the rules and regulations promulgated thereunder. Assuming that no further

LETTER FROM THE BOARD

MCP Shares will be allotted, issued or repurchased prior to the EGM, and without prejudice to the overall limit on the maximum number of 442,630,330 MCP Shares which may be issued pursuant to all MCP Awards referred to above, under the Listing Rules, the total number of new MCP Shares which may be issued on exercise of all MCP options under the MCP Amended SIP on the Melco Approval Date would be 566,204,771 MCP Shares, representing 10% of the total number of MCP Shares in issue.

As at the Latest Practicable Date, MCP Awards have been granted under the MCP 2013 SIP in respect of 254,104,145 MCP Shares (representing approximately 4.5% of the number of issued MCP Shares as at the Latest Practicable Date), comprised of options in respect of an aggregate of 137,166,054 MCP Shares (representing approximately 2.4% of the number of issued MCP Shares as at the Latest Practicable Date) and 116,938,091 restricted shares (representing approximately 2.1% of the number of issued MCP Shares as at the Latest Practicable Date). The Melco Board considers that it is not appropriate to state the value of all options over new MCP Shares that can be granted pursuant to the MCP Amended SIP as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of such values have not been determined. Such variables include but are not limited to the exercise price, exercise period, lock-up period (if any). The Melco Directors believe that any calculation of the value of the options over new MCP Shares that can be granted pursuant to the MCP Amended SIP as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Melco Shareholders.

The major amendments to the MCP 2013 SIP proposed to be made by way of adopting the MCP Amended SIP include the addition of requirements for compliance with Chapter 17 of the Listing Rules, such as provisions in relation to the maximum number of options that can be granted and provisions in relation to the lapse of granted but unexercised options.

The implementation of the proposed amendments to the MCP 2013 SIP by adopting the MCP Amended SIP is conditional upon (i) the passing of the necessary resolutions by the MCP Directors, the MCP Compensation Committee, the shareholders of MCP and MCE and the Melco Shareholders; and (ii) the Philippine Securities and Exchange Commission approving the MCP Amended SIP. On 26 October 2016, the MCP Board and the MCP Compensation Committee approved the MCP Amended SIP. It is proposed that the shareholders of MCP will approve the MCP Amended SIP at a special stockholders' meeting to be held on 5 December 2016.

Except for Mr. Chung Yuk Man, Clarence, none of the Melco Directors is a member of the MCP Compensation Committee. Mr. Chung Yuk Man, Clarence is the chairman and president of MCP.

A copy of the proposed MCP Amended SIP is available for inspection at the Company's registered office at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

4. EXTRAORDINARY GENERAL MEETING

The EGM notice is set out on pages 20 to 21 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll and results of the poll must be announced. The resolutions proposed at the EGM would be voted upon by the Melco Shareholders by poll.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the registered office of the Company at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

No Shareholder is required to abstain from voting with respect to the resolutions for approving the MCE Amended SIP and for approving the MCP Amended SIP to be put to vote at the EGM.

5. RECOMMENDATION

The MCE Board believes that the adoption of the MCE Amended SIP by MCE can align the interests of the MCE Participants with the interests of MCE and that the MCE Amended SIP will provide a flexible and effective means to enable MCE to incentivize the members of the MCE Board, and employees and consultants of MCE and its parents and subsidiaries and related entities. The Melco Board believes that the proposed MCE Amended SIP is in the best interests of the Company and the Melco Shareholders. Accordingly, the Melco Board recommends the Melco Shareholders to vote in favour of the resolution for approving the MCE Amended SIP to be proposed at the EGM.

The MCP Board believes that the adoption of the MCP Amended SIP by MCP can align the interests of the MCP Participants with the interests of MCP and that the MCP Amended SIP will provide a flexible and effective means to enable MCP to incentivize the members of the MCP Board, and employees and consultants of MCP and its parents and subsidiaries and related entities. The Melco Board believes that the proposed MCP Amended SIP is in the best interests of the Company and the Melco Shareholders. Accordingly, the Melco Board recommends the Melco Shareholders to vote in favour of the resolution for approving the MCP Amended SIP to be proposed at the EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Melco Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Melco Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board of
Melco International Development Limited
Ho, Lawrence Yau Lung
Chairman and Chief Executive Officer

The following is a summary of the principal terms of the MCE Amended SIP proposed to be approved at the EGM. This summary does not form part of, nor is it intended to affect the interpretation of, the rules of the MCE Amended SIP:

- A. Purpose.** The purpose of the MCE Amended SIP is to promote the success and enhance the value of MCE, by linking the personal interests of the members of the MCE Board, and employees and consultants of MCE, its parents, its subsidiaries and its related entities to those of MCE's shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to MCE's shareholders. The MCE Amended SIP is further intended to provide flexibility to MCE in its ability to motivate, attract, and retain the services of members of the MCE Board, and employees and consultants upon whose judgment, interest and special effort the successful conduct of MCE's operation is largely dependent.
- B. Types of Awards.** The awards MCE may grant under the MCE Amended SIP include options, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and restricted share units.
- Options over new MCE Shares are subject to Chapter 17 of the Listing Rules. All other types of awards (being options over MCE Shares that are not new shares, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and restricted share units) are not subject to Chapter 17 of the Listing Rules.
- C. Eligible Participants.** Persons eligible to participate in the MCE Amended SIP include members of the MCE Board, and employees and consultants of MCE, any parent or subsidiary or any related entity of MCE that the MCE Board designates as a related entity for the purposes of the MCE Amended SIP. The MCE Compensation Committee may, from time to time, select from among all eligible individuals, those to whom awards may be granted and shall determine the nature and amount of each award.
- D. Maximum Number of Shares.** The maximum aggregate number of MCE Shares which may be issued pursuant to all MCE Awards under the MCE Amended SIP is 100,000,000 MCE Shares.
- E. Maximum Entitlement of MCE Participants.** If the MCE Compensation Committee determines to offer options to an eligible MCE Participant which exceed the limit of 1% of MCE Shares in issue within a 12-month period up to the date of grant, then (i) that grant shall be subject to (a) the issue of a circular by the Company to the Melco Shareholders which shall comply with the Listing Rules, any applicable law and any other exchange rules from time to time, and (b) the approval of Melco Shareholders in general meeting at which that eligible MCE Participant and his close associates (as defined in the Listing Rules) (or his associates (as defined in the Listing Rules) if the eligible MCE Participant is a connected person of the Company) shall abstain from voting, and (ii) unless provided otherwise in the Listing Rules, any applicable law or other exchange rules, the date of the meeting of the

MCE Compensation Committee at which the MCE Compensation Committee resolves to grant the proposed options to that eligible MCE Participant shall be taken as the date of grant for the purposes of calculating the MCE Exercise Price.

- F. Option Periods and Payments.** The MCE Compensation Committee may in its discretion determine, subject to the expiration period of the MCE Amended SIP, the period within which shares must be taken up under an option; the minimum period, if any, for which an option must be held before it can be exercised; and the amount, if any, payable on application or acceptance of the option.
- G. Plan Administration.** The MCE Compensation Committee will administer the MCE Amended SIP and has the power to, among other actions, designate eligible participants, determine the number and types of awards to be granted, and set the terms and conditions of each award granted. The MCE Compensation Committee's decisions are final, binding, and conclusive for all purposes and upon all parties.
- H. Award Agreement.** MCE Awards granted under the MCE Amended SIP will be evidenced by an award agreement that sets forth the terms, conditions and limitations for each MCE Award.
- I. Exercise Price.** The MCE Compensation Committee may determine the exercise price, grant price or purchase price, if any, of any option.
- J. Terms of Awards.** The terms of each MCE Award shall be stated in the MCE Award Agreement. If the MCE Participant ceases to be eligible for any reason, the validity of the MCE Award shall depend on the terms and conditions of the MCE Award Agreement. An option will lapse automatically and may not be exercised upon the first to occur of the following events: (a) 10 years from the date of the grant, unless an earlier time is set out in the MCE Award Agreement; (b) three months after termination of service, subject to certain exceptions; (c) one year after the date of termination of service on account of disability or death; (d) date on which the participant ceases to be eligible by reason of termination of relationship with MCE and/or any of its subsidiaries on grounds that such participant has been guilty of serious misconduct or convicted of any criminal offence involving integrity or honesty; and (e) date on which the MCE Compensation Committee cancels the option.
- K. Transferability.** Rights in awards are personal to MCE Participants. No award shall be assigned, transferred, or otherwise disposed of by a MCE Participant other than by will or by the laws of descent and distribution.

- L. Adjustment.** In the event of any extraordinary dividend, share split, combination or exchange of MCE Shares, amalgamation, arrangement or consolidation, spin-off, recapitalization, reorganization, partial or complete liquidation, reclassification, merger, consolidation, separation, split-up, spin-off, combination, exchange of MCE Shares, warrants or rights offering to purchase MCE Shares at a price substantially below the MCE Fair Market Value or other distribution (other than normal cash dividends) of MCE's assets to its shareholders, or any other change affecting the number of MCE Shares or the share price of a MCE Share, the MCE Compensation Committee shall make proportionate and equitable adjustments to reflect such change with respect to: (a) the aggregate number and types of shares that may be issued under the MCE Amended SIP; (b) the terms and conditions of any outstanding MCE Awards; and (c) the grant price or exercise price per MCE Share for any outstanding MCE Awards, in order to preserve, but not increase, the benefits or potential benefits intended to be made available under the MCE Amended SIP.
- M. Rights Attached to Shares.** No MCE Award gives the MCE Participant any right of a MCE shareholder, unless and until MCE Shares are in fact issued to such person in connection with such MCE Award. With respect to payments not yet made to a MCE Participant pursuant to a MCE Award, nothing contained in the MCE Amended SIP or any MCE Award Agreement shall give the MCE Participant any rights that are greater than those of a general creditor of MCE or any of its subsidiaries.

Except as expressly provided in MCE Amended SIP, no MCE Participant shall have any rights by reason of any subdivision or consolidation of MCE Shares of any class, the payment of any dividend, any increase or decrease in the number of MCE Shares of any class or any dissolution, liquidation, merger, or consolidation of MCE or any other corporation. Except as expressly provided in the MCE Amended SIP or pursuant to any action of the MCE Compensation Committee under the MCE Amended SIP, no issuance by MCE of MCE Shares of any class or securities convertible into MCE Shares of any class shall affect, and no adjustment by reason thereof shall be made to the number of MCE Shares subject to a MCE Award or the grant price or exercise price of any MCE Award.

- N. Change in Control and Corporate Transactions.** Upon the consummation of a merger or consolidation in which MCE is not the surviving entity, a change of control of MCE, a sale of substantially all of MCE's assets, a liquidation or dissolution of MCE or a reverse takeover, each MCE Award will terminate, unless the MCE Award is assumed by the successor entity. If the successor entity assumes the MCE Award or replaces it with a comparable award, or replaces the award with a cash incentive program and provides for subsequent payout, the replacement award or cash incentive program will automatically become fully vested, exercisable and payable, as applicable, upon termination of the MCE Participant's employment without cause within 12 months of such corporate transaction. If the MCE Award is neither assumed nor replaced, it shall become fully vested and exercisable and released from any repurchase or forfeiture rights immediately prior to the effective date of such corporate transaction, provided that the MCE Participant remains eligible on the effective date of the corporate transaction.

- O. Amendment and Termination.** With the approval of MCE Board, the MCE Compensation Committee may terminate, amend or modify the MCE Amended SIP, except certain amendments requiring approval of both MCE shareholders' approval and Melco Shareholders' approval pursuant to applicable law. Except amendments made pursuant to the above, no termination, amendment, or modification of the MCE Amended SIP shall adversely affect in any material way any award previously granted pursuant to the MCE Amended SIP and other previous plans without the prior written consent of the MCE Participant.
- P. Cancellation of Options.** Except otherwise stated in the MCE Amended SIP, any cancellation of options granted but not exercised must be approved in writing by the MCE Participants of the relevant options. Where MCE cancels options, the grant of new options to the same MCE Participant may only be made under the MCE Amended SIP within the relevant limits and restrictions set out in the MCE Amended SIP.
- Q. Expiration.** The MCE Amended SIP will expire on 7 December 2021. No MCE Awards may be granted pursuant to the MCE Amended SIP after that time.
- R. Vesting Schedule.** In general, the MCE Compensation Committee determines, or the MCE Award Agreement would specify, the vesting schedule.

The following is a summary of the principal terms of the MCP Amended SIP proposed to be approved at the EGM. This summary does not form part of, nor is it intended to affect the interpretation of, the rules of the MCP Amended SIP:

A. Purpose. The purpose of the MCP Amended SIP is to promote the success and enhance the value of MCP by linking the personal interests of members of the MCP Board, and employees and consultants of MCP, its parents, its subsidiaries and its related entities by providing such individuals with an incentive for outstanding performance to generate superior returns to MCP's shareholders. The MCP Amended SIP is further intended to provide flexibility to MCP in its ability to motivate, attract, and retain the services of members of the MCP Board, and employees and consultant, upon whose judgment, interest and special efforts the successful conduct of MCP's operation is largely dependent.

B. Types of Awards. The awards MCP may grant under the MCP Amended SIP include options, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and restricted share units.

Options over new MCP Shares are subject to Chapter 17 of the Listing Rules. All other types of awards (being options over MCP Shares that are not new shares, restricted shares, share appreciation rights, dividend equivalents, share payments, deferred shares and restricted share units) are not subject to Chapter 17 of the Listing Rules.

C. Eligible Participants. Persons eligible to participate in the MCP Amended SIP include members of the MCP Board, and employees and consultants of MCP, any parent or subsidiary or any related entity of MCP that the MCP Board designates as a related entity for the purposes of the MCP Amended SIP. The MCP Compensation Committee may, from time to time, select from among all eligible individuals, those to whom awards may be granted and shall determine the nature and amount of each award.

D. Maximum number of Shares. The maximum aggregate number of MCP Shares which may be issued pursuant to all awards under the MCP Amended SIP is 442,630,330 MCP Shares (subject to compliance with the Securities Regulation Code of the Philippines, as amended, and the rules and regulations promulgated thereunder). The overall limit on the number of MCP Shares which may be issued upon exercise of all outstanding awards granted and yet to be exercised under the MCP Amended SIP and any other share incentive plans of MCP must not exceed 5% of MCP Shares in issue from time to time.

E. Maximum Entitlement of MCP Participants. If the MCP Compensation Committee determines to offer options to an eligible MCP Participant which exceed the limit of 1% of MCP Shares in issue within a 12-month period up to the date of grant, then (i) that grant shall be subject to (a) the issue of a circular by the Company to the Melco Shareholders which shall comply with the Listing Rules, any applicable law and any other exchange rules from time to time, and (b) the approval of Melco Shareholders in general meeting at which that eligible MCP Participant and his close associates (as defined in the Listing Rules) (or

his associates (as defined in the Listing Rules) if the eligible MCP Participant is a connected person of the Company) shall abstain from voting, and (ii) unless provided otherwise in the Listing Rules, any applicable law or other exchange rules, the date of the meeting of the MCP Compensation Committee at which the MCP Compensation Committee resolves to grant the proposed options to that eligible MCP Participant shall be taken as the date of grant for the purposes of calculating the MCP Exercise Price.

- F. Option Periods and Payments.** The MCP Compensation Committee may in its discretion determine, subject to the plan expiration period, the period within which shares must be taken up under an option; the minimum period, if any, for which an option must be held before it can be exercised; and the amount, if any, payable on application or acceptance of the option.
- G. Plan Administration.** The MCP Compensation Committee will administer the MCP Amended SIP and has the power to, among other actions, designate eligible participants, determine the number and types of awards to be granted, and set the terms and conditions of each award granted. The MCP Compensation Committee's decisions are final, binding, and conclusive for all purposes and upon all parties.
- H. Award Agreement.** MCP Awards granted under the MCP Amended SIP will be evidenced by an award agreement that sets forth the terms, conditions and limitations for each MCP Award.
- I. Exercise Price.** The MCP Compensation Committee may determine the exercise price, grant price or purchase price, if any, of any option.
- J. Terms of Awards.** The terms of each award shall be stated in the MCP Award Agreement. If the MCP Participant ceases to be eligible for any reason, the validity of the award shall depend on the terms and conditions of the award agreement. An option will lapse automatically and may not be exercised upon the first to occur of the following events: (a) 10 years from the date of the grant, unless an earlier time is set out in the MCP Award Agreement; (b) three months after termination of service as an employee, subject to certain exceptions; (c) one year after the date of termination of service on account of disability or death; (d) date on which the participant ceased to be eligible by reason of termination of relationship with MCP and/or any of its subsidiaries on grounds that such participant has been guilty of serious misconduct or convicted of any criminal offence involving integrity or honesty; and (e) date on which the MCP Compensation Committee cancels the option.
- K. Transferability.** Rights in awards are personal to MCP Participants. No award shall be assigned, transferred, or otherwise disposed of by a MCP Participant other than by will or by the laws of descent and distribution.

- L. Adjustment.** In the event of any extraordinary dividend, share split, combination or exchange of MCP Shares, amalgamation, arrangement or consolidation, spin-off, recapitalization, reorganization, partial or complete liquidation, reclassification, merger, consolidation, separation, split-up, spin-off, combination, exchange of MCP Shares, warrants or rights offering to purchase MCP Shares at a price substantially below the MCP Fair Market Value or other distribution (other than normal cash dividends) of MCP's assets to its shareholders, or any other change affecting the number of MCP Shares or the share price of a MCP Share, the MCP Compensation Committee shall make proportionate and equitable adjustments to reflect such change with respect to: (a) the aggregate number and types of shares that may be issued under the MCP Amended SIP; (b) the terms and conditions of any outstanding MCP Awards; and (c) the grant price or exercise price per MCP Share for any outstanding MCP Awards, in order to preserve, but not increase, the benefits or potential benefits intended to be made available under the MCP Amended SIP.
- M. Rights Attached to Shares.** No MCP Award gives the MCP Participant any right of a shareholder of MCP, unless and until MCP Shares are in fact issued to such person in connection with such MCP Award. With respect to any payments not yet made to a MCP Participant pursuant to a MCP Award, nothing contained in the MCP Amended SIP or any MCP Award Agreement shall give the MCP Participant any rights that are greater than those of a general creditor of MCP or any of its subsidiaries.

Except as expressly provided in the MCP Amended SIP, no MCP Participant shall have any rights by reason of any subdivision or consolidation of MCP Shares of any class, the payment of any dividend, any increase or decrease in the number of MCP Shares of any class or any dissolution, liquidation, merger, or consolidation of MCP or any other corporation. Except as expressly provided in the MCP Amended SIP or pursuant to any action of the MCP Compensation Committee under the MCP Amended SIP, no issuance by MCP of MCP Shares of any class or securities convertible into MCP Shares of any class, shall affect, and no adjustment by reason thereof shall be made to the number of MCP Shares subject to a MCP Award or the grant price or exercise price of any MCP Award.

- N. Change in Control and Corporate Transactions.** Upon the consummation of a merger or consolidation in which MCP is not the surviving entity, a change of control of MCP, a sale of substantially all of MCP's assets, a liquidation or dissolution of MCP or a reverse takeover, each MCP Award will terminate, unless the MCP Award is assumed by the successor entity. If the successor entity assumes the MCP Award or replaces it with a comparable award, or replaces the MCP Award with a cash incentive program and provides for subsequent payout, the replacement award or cash incentive program will automatically become fully vested, exercisable and payable, as applicable, upon termination of the MCP Participant's employment without cause within 12 months of such corporate transaction. If the MCP Award is neither assumed nor replaced, it shall become fully vested and exercisable and released from any repurchase or forfeiture rights immediately prior to the effective date of such corporate transaction, provided that the MCP Participant remains eligible on the effective date of the corporate transaction.

- O. Amendment and Termination.** With the approval of MCP Board, the MCP Compensation Committee may terminate, amend or modify the MCP Amended SIP, except certain amendments requiring approval of both MCP shareholders' approval and Melco Shareholders' approval pursuant to applicable law. Except amendments made pursuant to the above, no termination, amendment, or modification of the MCP Amended SIP shall adversely affect in any material way any award previously granted pursuant to the MCP Amended SIP and other previous plans without the prior written consent of the MCP Participant.
- P. Cancellation of Options.** Except otherwise stated in the MCP Amended SIP, any cancellation of options granted but not exercised must be approved in writing by the MCP Participants of the relevant options. Where MCP cancels options, the grant of new options to the same MCP Participant may only be made under the MCP Amended SIP within the relevant limits and restrictions set out in the MCP Amended SIP.
- Q. Expiration.** The MCP Amended SIP will expire on 24 June 2023. No awards may be granted pursuant to the MCP Amended SIP after that time.
- R. Vesting Schedule.** In general, the MCP Compensation Committee determines, or the MCP Award Agreement would specify, the vesting schedule.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.melco-group.com>

(Stock Code: 200)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the extraordinary general meeting of Melco International Development Limited (the “**Company**”) will be held at 30th Floor, Hotel LKF by Rhombus, 33 Wyndham Street, Lan Kwai Fong, Central, Hong Kong on Friday, 9 December 2016 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the amended share incentive plan of Melco Crown Entertainment Limited (the “**MCE Amended SIP**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, and the directors of the Company be and are hereby authorized to execute such documents and take such action as they deem appropriate to implement and give effect to the MCE Amended SIP.”
2. “**THAT** the amended share incentive plan of Melco Crown (Philippines) Resorts Corporation (the “**MCP Amended SIP**”), a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, and the directors of the Company be and are hereby authorized to execute such documents and take such action as they deem appropriate to implement and give effect to the MCP Amended SIP.”

By Order of the Board of
Melco International Development Limited
Leung Hoi Wai, Vincent
Company Secretary

Hong Kong, 16 November 2016

Registered Office:

38th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the extraordinary general meeting (“EGM”) convened by the notice is entitled to appoint one or more proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the registered office of the Company at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Whether or not you propose to attend the EGM in person, you are strongly urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged the proxy form, it will be deemed to have been revoked.
5. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.