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## **Melco International Development Limited**

*(Incorporated in Hong Kong with limited liability)*

Website : [www.melco-group.com](http://www.melco-group.com)

(Stock Code : 200)

### **DECLARATION OF A DISTRIBUTION IN SPECIE IN CONNECTION WITH THE SPIN-OFF AND SEPARATE LISTING OF STUDIO CITY ON THE NEW YORK STOCK EXCHANGE**

#### **Spin-off and separate listing of Studio City**

Reference is made to the announcements of the Company dated 14 August 2017, 20 August 2018, 10 September 2018, 10 October 2018, and 18 October 2018, relating to the spin-off and separate listing of Studio City on the New York Stock Exchange.

As announced by the Company on 18 October 2018, the Global Offering and separate listing of Studio City on the New York Stock Exchange took place on 18 October 2018, at a final offer price under the Global Offering of US\$12.50 (equivalent to approximately HK\$97.50) per ADS.

As also announced by the Company in the same announcement, the Company proposed to make a distribution having an aggregate value of approximately 1.5% of the gross proceeds of the Global Offering (prior to the exercise of the Underwriters' over-allotment option which is exercisable within 30 days from the date of the Prospectus). Furthermore, the Company has subscribed 800,376 Class A Ordinary Shares, equivalent to 200,094 ADSs, at the final offer price per ADS under the Global Offering for the purpose of providing Shareholders with an assured entitlement to ADSs by way of a distribution in specie, in accordance with PN15.

### **Declaration of the Distribution in Specie**

The Company is pleased to announce that the Distribution in Specie Board Committee met today and declared a distribution, based on the final offer price of the ADSs, of approximately US\$5.4 million (equivalent to approximately HK\$42.1 million). ADSs are valued at the Offer Price for this purpose.

Mr. Ho and his associates collectively hold Shares representing approximately 53.6% of the total issued Shares. As referred to in the Company's announcement dated 10 October 2018, Mr. Ho and his associates have confirmed to the Company that they would elect for cash under the distribution in specie in respect of all the Shares held by them. That confirmation reduced the amount of the Company's cash required to be used for subscriptions for Class A Ordinary Shares which may not ultimately be distributed in specie to Shareholders in the form of ADSs (if Shareholders elect for cash in lieu of Distribution ADSs or are not eligible to receive Distribution ADSs and receive cash instead), which would consequently continue to be held by the Company subject to restrictions on disposal.

Having regard to such confirmation received from Mr. Ho, the Company has subscribed 800,376 Class A Ordinary Shares, equivalent to 200,094 ADSs, at the final offer price per ADS under the Global Offering, in order to enable Shareholders other than Mr. Ho and his associates to have the opportunity to receive ADSs pursuant to the distribution in specie if they wish, and are eligible, to do so. Based on the final offer price for the ADSs under the Global Offering, the aggregate subscription price paid by the Company for such number of Class A Ordinary Shares was approximately US\$2.5 million (equivalent to approximately HK\$19.5 million), for the purpose of providing Shareholders with an assured entitlement to ADSs by way of a distribution in specie, in accordance with PN15.

At their meeting today the Distribution in Specie Board Committee determined the following detailed terms for the Distribution in Specie:

- (a) Subject to what is said below, each Qualifying Shareholder holding 4,000 Shares or more as at the Reference Time on the Record Date is entitled to receive 1 Distribution ADS for every 4,000 Shares held by the Qualifying Shareholder as at the Reference Time on the Record Date.
- (b) Qualifying Shareholders may elect to receive cash in lieu of all or part of the Distribution ADSs to which they would otherwise be entitled and, if they so elect, will receive cash in lieu of those Distribution ADSs calculated using the Offer Price.
- (c) Qualifying Shareholders holding less than 4,000 Shares as at the Reference Time on the Record Date will receive cash in lieu of their fractional entitlement to Distribution ADSs, calculated using the Offer Price.
- (d) Non-Qualifying Shareholders will not be permitted to elect to receive Distribution ADSs, but will receive cash in lieu of the Distribution ADSs to which they would have been entitled in respect of the number of Shares respectively held by them, if they were Qualifying Shareholders. The cash payment will be calculated using the Offer Price.

Qualifying Shareholders who do not return their Forms of Election on or before 4:00 p.m. on 17 December 2018 will receive cash in lieu of their entitlement to Distribution ADSs, calculated using the Offer Price.

### **Qualifying Shareholders**

Qualifying Shareholders are Shareholders whose names appear on the register of members of the Company as at the Reference Time on the Record Date (i.e. at 4:30 p.m. on 23 November 2018), other than Shareholders who are, or who are acting for the account or benefit of, Non-Qualifying Shareholders.

### **Non-Qualifying Shareholders**

Non-Qualifying Shareholders are Shareholders (including beneficial owners) who are as at the Reference Time on the Record Date resident or located in places outside Hong Kong in respect of which the Distribution in Specie Board Committee considers the exclusion from receiving ADSs under the Distribution in Specie to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a regulatory body or stock exchange in that place, in accordance with Rule 13.36(2) of the Listing Rules, and Shareholders who are otherwise unable to make the certifications required in the Form of Election in order to be entitled to receive Distribution ADSs. Non-Qualifying Shareholders include Shareholders (including beneficial owners) who are located in the US or who are US Person(s). The Company reserves the right to adopt the same approach in respect of any other jurisdiction(s) where the applicable laws of the relevant jurisdiction make it necessary or expedient to do so.

### **Basis of determining entitlements**

Entitlements under the Distribution in Specie will be determined on a pro rata basis by reference to the actual number of Shares held by a Shareholder as at the Reference Time on the Record Date, irrespective of whether the number of Shares held by the Shareholder is a whole number multiple of one board lot of 1,000 Shares.

### **Treatment of fractional entitlements to Distribution ADSs**

Fractional entitlements to Distribution ADSs will not be distributed to Qualifying Shareholders. The number of Distribution ADSs to which a Qualifying Shareholder is entitled pursuant to the Distribution in Specie will be rounded down to the nearest whole number of Distribution ADSs. Qualifying Shareholders' fractional entitlements to Distribution ADSs will be paid in cash, at the amount calculated using the Offer Price and will be rounded down to the nearest Hong Kong cent, except that amounts in respect of fractional entitlements in the sum of less than HK\$20 will not be distributed and will be retained for the benefit of the Company.

### **Entitlements to cash**

Entitlements to cash of Qualifying Shareholders holding less than 4,000 Shares, Qualifying Shareholders electing for cash and Non-Qualifying Shareholders will be calculated using the Offer Price and will be rounded down to the nearest Hong Kong cent, except that amounts

in respect of cash entitlements in the sum of less than HK\$20 will not be distributed and will be retained for the benefit of the Company.

**Expected timetable**

The expected timetable for the Distribution in Specie is set out below in this announcement.

**Fixing of Record Date and closure of register of members**

The Record Date for the purpose of the Distribution in Specie is 23 November 2018. The Reference Time on the Record Date is 4:30 p.m. on 23 November 2018.

For the purpose of determining the entitlements of Shareholders to the Distribution in Specie, the register of members of the Company will be closed from 19 November 2018 to 23 November 2018 (both days inclusive). During such period of closure of the register of members, no transfers of Shares will be effected.

In order to qualify for the Distribution in Specie on the Record Date, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, No 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 16 November 2018.

The last day for dealings in the Shares cum-entitlement to the Distribution in Specie will be 14 November 2018 and the first day of dealing in the Shares ex-entitlement to the Distribution in Specie will be 15 November 2018.

**Transfer of Distribution ADSs to Qualifying Shareholders and cheques to Qualifying Shareholders receiving cash and Non-Qualifying Shareholders**

The expected date for the transfer of Distribution ADSs under the Distribution in Specie is 31 December 2018. The expected date for the despatch of cheques to Qualifying Shareholders receiving cash and to Non-Qualifying Shareholders is 4 January 2019.

This announcement is made pursuant to Rule 13.45 of the Listing Rules.

**SPIN-OFF AND SEPARATE LISTING OF STUDIO CITY**

Reference is made to the announcements of the Company dated 14 August 2017, 20 August 2018, 10 September 2018, 10 October 2018 and 18 October 2018, relating to the spin-off and separate listing of Studio City on the New York Stock Exchange.

As announced by the Company on 18 October 2018, the Global Offering and separate listing of Studio City on the New York Stock Exchange took place on 18 October 2018, at a final offer price under the Global Offering of US\$12.50 (equivalent to approximately HK\$97.50) per ADS.

As also announced by the Company in the same announcement, the Company proposed to make a distribution having an aggregate value of approximately 1.5% of the gross proceeds of the Global Offering (prior to the exercise of the Underwriters' over-allotment option which is exercisable within 30 days from the date of the Prospectus). Furthermore, the Company has subscribed 800,376 Class A Ordinary Shares, equivalent to 200,094 ADSs, at the Offer Price

for the purpose of providing Shareholders with an assured entitlement to ADSs by way of a distribution in specie, in accordance with PN15.

## **DECLARATION OF THE DISTRIBUTION IN SPECIE**

As contemplated by the Company's 18 October 2018 announcement, the Distribution in Specie Board Committee met today and declared the Distribution in Specie.

Pursuant to the Distribution in Specie:

- (a) Subject to what is said below, each Qualifying Shareholder holding 4,000 Shares or more as at the Reference Time on the Record Date is entitled to receive 1 Distribution ADS for every 4,000 Shares held by the Qualifying Shareholder as at the Reference Time on the Record Date.
- (b) Qualifying Shareholders may elect to receive cash in lieu of all or part of the Distribution ADSs to which they would otherwise be entitled and, if they so elect, will receive cash in lieu of those Distribution ADSs calculated using the Offer Price.
- (c) Qualifying Shareholders holding less than 4,000 Shares as at the Reference Time on the Record Date will receive cash in lieu of their fractional entitlement to Distribution ADSs, calculated using the Offer Price.
- (d) Non-Qualifying Shareholders will not be permitted to elect to receive Distribution ADSs (due to the applicable legal restrictions under the laws of the relevant places where the Non-Qualifying Shareholders are resident or located requiring either a prospectus or offer document to be registered with the relevant authorities or additional steps to be taken to comply with the local requirements), but will receive cash in lieu of the Distribution ADSs to which they would have been entitled in respect of the Shares respectively held by them, if they were Qualifying Shareholders. The cash payment will be calculated using the Offer Price.

Qualifying Shareholders who do not return their Forms of Election on or before 4:00 p.m. on 17 December 2018 will receive cash in lieu of their Distribution ADSs, calculated using the Offer Price.

## **QUALIFYING SHAREHOLDERS**

Qualifying Shareholders are Shareholders whose names appear on the register of members of the Company as at the Reference Time on the Record Date (i.e. at 4:30 p.m. on 23 November 2018), other than Shareholders who are, or who are acting for the account or benefit of, Non-Qualifying Shareholders.

## **NON-QUALIFYING SHAREHOLDERS**

Non-Qualifying Shareholders are Shareholders (including beneficial owners) who are as at the Reference Time on the Record Date resident or located in places outside Hong Kong in respect of which the Distribution in Specie Board Committee considers the exclusion from receiving ADSs under the Distribution in Specie to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a regulatory body or stock exchange in that place, in accordance with Rule 13.36(2) of the Listing Rules, and Shareholders who are otherwise unable to make the certifications required in the Form of

Election in order to be entitled to receive Distribution ADSs. Non-Qualifying Shareholders include Shareholders (including beneficial owners) who are located in the US or who are US Person(s). The Company reserves the right to adopt the same approach in respect of any other jurisdiction(s) where the applicable laws of the relevant jurisdiction make it necessary or expedient to do so.

## **BASIS OF DETERMINING ENTITLEMENTS**

Entitlements under the Distribution in Specie will be determined on a pro rata basis by reference to the actual number of Shares held by a Shareholder as at the Reference Time on the Record Date, irrespective of whether the number of Shares held by the Shareholder is a whole number multiple of one board lot of 1,000 Shares.

## **TREATMENT OF FRACTIONAL ENTITLEMENTS TO DISTRIBUTION ADSs**

Fractional entitlements to Distribution ADSs will not be distributed to Qualifying Shareholders. The number of Distribution ADSs to which a Qualifying Shareholder is entitled pursuant to the Distribution in Specie will be rounded down to the nearest whole number of Distribution ADSs. Qualifying Shareholders' fractional entitlements to Distribution ADSs will be paid in cash, at the amount calculated using the Offer Price and will be rounded down to the nearest Hong Kong cent, except that amounts in respect of fractional entitlements in the sum of less than HK\$20 will not be distributed and will be retained for the benefit of the Company.

## **ENTITLEMENTS TO CASH**

Entitlements to cash of Qualifying Shareholders holding less than 4,000 Shares, Qualifying Shareholders electing for cash and Non-Qualifying Shareholders will be calculated using the Offer Price and will be rounded down to the nearest Hong Kong cent, except that amounts in respect of cash entitlements in the sum of less than HK\$20 will not be distributed and will be retained for the benefit of the Company.

## **DISTRIBUTION ADSs**

The Distribution ADSs will be listed on the New York Stock Exchange. The stock code of Studio City on the New York Stock Exchange is "MSC". The CUSIP number is "86389T106".

## **FIXING OF RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

The Record Date for the purpose of the Distribution in Specie is 23 November 2018. The Reference Time on the Record Date is 4:30 p.m. on 23 November 2018.

For the purpose of determining the entitlements of Shareholders to the Distribution in Specie, the register of members of the Company will be closed from 19 November 2018 to 23 November 2018 (both days inclusive). During such period of closure of the register of members, no transfer of Shares will be effected.

In order to qualify for the Distribution in Specie on the Record Date, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, No 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 16 November 2018.

The last day for dealings in the Shares cum-entitlement to the Distribution in Specie will be 14 November 2018 and the first day of dealing in the Shares ex-entitlement to the Distribution in Specie will be 15 November 2018.

### **TRANSFER OF DISTRIBUTION ADSs TO QUALIFYING SHAREHOLDERS AND CHEQUES TO QUALIFYING SHAREHOLDERS RECEIVING CASH AND NON-QUALIFYING SHAREHOLDERS**

The expected date for the transfer of Distribution ADSs under the Distribution in Specie is 31 December 2018. The expected date for the despatch of cheques to Qualifying Shareholders receiving cash and to Non-Qualifying Shareholders is 4 January 2019.

### **RESTRICTIONS ON SALES OF DISTRIBUTION ADSs FOR 40 DAYS AFTER DELIVERY**

In accordance with the requirements of US securities laws, Qualifying Shareholders receiving Distribution ADSs will not be permitted to sell, transfer or otherwise dispose of their Distribution ADSs during the period of 40 days commencing on the date of the last issuance of the Distribution ADSs to Qualifying Shareholders as notified by Studio City to the Depositary (expected to be 31 December 2018). After the expiry of that 40 days period the Distribution ADSs held by Qualifying Shareholders who are not Studio City Affiliates will be tradable on the New York Stock Exchange on the same basis as the ADSs issued under the Global Offering.

Distribution ADSs held by Qualifying Shareholders who are Studio City Affiliates will be subject to additional restrictions on disposal.

### **HOLDING OF DISTRIBUTION ADSs THROUGH THE DTC**

Distribution ADSs are to be held electronically in book entry form through the facilities of the DTC directly in the name of the Qualifying Shareholder (only if the Qualifying Shareholder is a participant in DTC) or indirectly through the Qualifying Shareholder's account at a broker dealer or other financial institution which is a direct or indirect participant in DTC.

After the 40 days period as set out above, at the direction of Studio City and the Company, DTC will credit the account of (i) the Qualifying Shareholder (if the Qualifying Shareholder is a participant in DTC) or (ii) the broker dealer or other financial institution which is a direct or indirect participant in DTC designated by the Qualifying Shareholder, with the number of Distribution ADSs to which such Qualifying Shareholder is entitled and has elected to receive.

Any Qualifying Shareholder holding 4,000 Shares or more should note that he/she/it is able to receive Distribution ADSs only if he/she/it can provide the details of his/her/its DTC participant account or the details of his/her/its broker dealer or other financial institution who is a direct or indirect DTC participant, the details of that broker dealer's or other financial institution's DTC participant name, account, and contact telephone number to which the Distribution ADSs can be credited and such broker dealer or other financial institution accepts such Distribution ADSs for crediting. **Qualifying Shareholders who have elected to receive Distribution ADSs must instruct and coordinate with their respective broker dealers or other financial institutions on their elections and the settlement of their respective Distribution ADSs.**

## EXPECTED TIMETABLE

The expected timetable for the Distribution in Specie is set out below:

|  |   |
|--|---|
| Latest day for dealing in the Shares<br>cum-entitlement to the Distribution in Specie .....            | 14 November 2018                        |
| First day for dealing in the Shares<br>ex-entitlement to the Distribution in Specie .....              | 15 November 2018                        |
| Latest time for lodging transfers of Shares<br>to be entitled to the Distribution in Specie.....       | 4:30 p.m. on<br>16 November 2018        |
| Register of members closed on<br>(both days inclusive) .....   | 19 November 2018 to<br>23 November 2018 |
| Reference Time on the Record Date for determining<br>entitlements to the Distribution in Specie .....  | 4:30 p.m. on<br>23 November 2018        |
| Register of members re-opens on .....  | 26 November 2018                        |
| Despatch of Circular enclosing Form of Election.....   | 26 November 2018                        |
| Latest time for lodging<br>the Form of Election .....  | 4:00 p.m. on<br>17 December 2018        |
| Transfer of Distribution ADSs to<br>Qualifying Shareholders .....                                      | 31 December 2018                        |
| Despatch of cheques to Qualifying Shareholders<br>receiving cash and Non-Qualifying Shareholders ..... | 4 January 2019                          |

All times above refer to Hong Kong local time.

The timetable is subject to change and any such change will be published in a further announcement and the Circular to be despatched to Shareholders.

## GENERAL

Qualifying Shareholders are reminded that whether or not it is to their advantage to elect to receive the Distribution in Specie in cash in lieu of the Distribution ADSs depends upon their own individual circumstances and preference, and the decision in this regard and all effects resulting therefrom are the responsibility of each individual Qualifying Shareholder.

This announcement is not, and does not form part of, an offer to sell or solicitation of an offer to purchase or subscribe for any securities of Studio City in Hong Kong, the US or any other jurisdiction, and neither this announcement, nor any part of it, shall form the basis of, or be relied on in connection with, any investment decision relating to securities of Studio City. The ADSs referred to in this announcement have not been and will not be registered under the US Securities Act, and may not be offered or sold unless registered or an exemption from registration is available.



## DEFINITIONS

Unless otherwise defined, the following terms used in this announcement shall have the following meanings:

|  |   |
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| “ADS(s)”                                 | American depositary share(s) issued pursuant to a deposit agreement between Studio City, the Depositary and the holders and beneficial owners of ADSs, each representing four Class A Ordinary Shares, which are listed on the New York Stock Exchange  |
| “associate(s)”                           | has the meaning given by the SFO  |
| “Board”                                  | the board of Directors  |
| “Circular”                               | a shareholders’ circular containing the detailed terms and conditions of the Distribution in Specie and the detailed procedures and certification requirements for accepting Distribution ADSs or electing to receive cash, which will be accompanied by the Form of Election, which is expected to be despatched to Shareholders on or around 26 November 2018   |
| “Class A Ordinary Shares”                | Class A ordinary shares with par value of US\$0.0001 each, of Studio City   |
| “Company”                                | Melco International Development Limited, a company incorporated in Hong Kong with limited liability and having its shares listed and traded on the Main Board of the Stock Exchange   |
| “Depositary”                             | Deutsche Bank Trust Company Americas  |
| “Directors”                              | directors of the Company  |
| “Distribution in Specie”                 | the special dividend of the Company declared by the Distribution in Specie Board Committee on the date of this announcement, to be satisfied by distribution in specie by the Company of Distribution ADSs to Qualifying Shareholders holding at least 4,000 Shares (on the basis of an entitlement to 1 Distribution ADS for every 4,000 Shares held by each Qualifying Shareholder as at the Reference Time on the Record Date) or of cash in lieu of such entitlement, on and subject to the terms and conditions set out in this announcement and to be set out in the Circular |
| “Distribution in Specie Board Committee” | a committee of the Board formed by a resolution of the Board passed on 12 October 2018 with authority to consider the declaration, and to determine the terms of,   |

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|-------------------------------|--|
|                               | the Distribution in Specie and to take all necessary steps to implement the Distribution in Specie   |
| “Distribution ADSs”           | ADSs to be distributed to Qualifying Shareholders holding 4,000 Shares or more pursuant to the Distribution in Specie  |
| “DTC”                         | The Depository Trust Company   |
| “Form of Election”            | the form of election which will be circulated with the Circular, to be completed by Qualifying Shareholders pursuant to which each Qualifying Shareholder holding 4,000 Shares or more may elect to receive Distribution ADSs or cash in lieu of all or part of the Distribution ADSs to which the Qualifying Shareholder is entitled  |
| “Global Offering”             | the initial public offering of ADSs in connection with the spin-off and separate listing of Studio City on the New York Stock Exchange   |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Listing Rules”               | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Mr. Ho”                      | Mr. Ho, Lawrence Yau Lung, Chairman and Chief Executive Officer of the Company   |
| “Non-Qualifying Shareholders” | (1) Shareholders (including beneficial owners) as at the Reference Time on the Record Date resident or located in places outside Hong Kong in respect of which the Distribution in Specie Board Committee considers the exclusion from receiving ADSs under the Distribution in Specie to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place; (2) without limitation to the generality of the foregoing, Shareholders (including beneficial owners) who are located in the US or who are US Person(s); and (3) Shareholders who are otherwise unable to make the certifications required in the Form of Election in order to be entitled to receive the Distribution in Specie |
| “Offer Price”                 | the final offer price per ADS under the Global Offering, being US\$12.50, translated into Hong Kong dollars at the exchange rate of US\$1.00 = HK\$7.80, being an amount of HK\$97.50 per ADS  |

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| “PN15”                              | Practice Note 15 of the Listing Rules  |
| “Prospectus”                        | the prospectus dated 17 October 2018 publicly filed under the United States Securities Act of 1933, as amended, with the SEC, in connection with the Global Offering   |
| “Qualifying Shareholders”           | Shareholders whose names appear on the register of members of the Company as at the Reference Time on the Record Date (i.e., at 4:30 p.m. on 23 November 2018), other than Shareholders who are, or who are acting for the account of, Non-Qualifying Shareholders   |
| “Record Date”                       | 23 November 2018, the date by reference to which entitlements to the Distribution in Specie are determined   |
| “Reference Time on the Record Date” | 4:30 p.m. on 23 November 2018  |
| “SEC”                               | U.S. Securities and Exchange Commission  |
| “SFO”                               | the Securities and Futures Ordinance (Cap. 571) of Hong Kong   |
| “Shareholders”                      | shareholders of the Company  |
| “Share(s)”                          | ordinary share(s) of the Company   |
| “Stock Exchange”                    | The Stock Exchange of Hong Kong Limited  |
| “Studio City”                       | Studio City International Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands which is a subsidiary of the Company and which has its ADSs listed on the New York Stock Exchange   |
| “Studio City Affiliate”             | (1) any affiliate of Studio City within the meaning of Rule 144 of the US Securities Act, being any person or entity that directly, or through one or more intermediaries, controls or is controlled by, or is under common control with Studio City and (2) any director of an affiliate referred to in part (1) of this definition |
| “Underwriters”                      | Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. International plc, Bank of Communications Co., Ltd. Macau Branch and ICBC (Macau) Capital Limited  |

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|---------------------|---|
| “US”                | the United States of America (including its territories and dependencies, any state of the United States of America and the District of Columbia) |
| “US\$”              | United States dollars, the lawful currency of the US  |
| “US Persons”        | as defined in Rule 902 under the US Securities Act  |
| “US Securities Act” | the US Securities Act of 1933, as amended   |
| “%”                 | per cent.   |

By Order of the Distribution in Specie Board Committee of  
**Melco International Development Limited**  
**Leung Hoi Wai, Vincent**  
*Company Secretary*

Hong Kong, 2 November 2018

*Translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = HK\$7.80.*

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Ho, Lawrence Yau Lung (Chairman and Chief Executive Officer), Mr. Evan Andrew Winkler (President and Managing Director) and Mr. Chung Yuk Man, Clarence; two Non-executive Directors, namely Mr. Tsui Che Yin, Frank and Mr. Ng Ching Wo; and three Independent Non-executive Directors, namely Mr. Chow Kwong Fai, Edward, Dr. Tyen Kan Hee, Anthony and Ms. Karuna Evelyne Shinsho.*

*As at the date of this announcement, the Distribution in Specie Board Committee comprises Mr. Ho, Lawrence Yau Lung and Mr. Evan Andrew Winkler.*