



Melco International Development Limited
新濠國際發展有限公司

(Incorporated in Hong Kong with limited liability)

Website: <http://www.melco.hk.cn>

(Stock Code: 200)

Proxy Form for Extraordinary General Meeting on 20 January 2005

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of Melco International Development Limited (the "Company") **HEREBY APPOINT**³ the Chairman of the meeting or _____ of _____

as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company to be held at 4:00 p.m. on Thursday, 20 January 2005 at 38th Floor, The Centrium, 60 Wyndham Street Central, Hong Kong and at any adjournment thereof and at such meeting or adjournment, to vote on my/our behalf and in my/our name(s) on the undermentioned resolution as indicated:

	Ordinary Resolutions:	FOR⁴	AGAINST⁴
1.	To approve, ratify and confirm the Definitive Agreements and all transactions contemplated thereunder and authorise the directors of the Company and Melco Leisure and Entertainment Group Limited to do all things and execute such necessary documents to effect and implement the terms of the Definitive Agreements and all transactions contemplated thereby.		
2.	To approve, ratify and confirm the Second Agreement and all transactions contemplated thereunder including the issue of the Second Convertible Bond and the issue and allotment of the shares of the Company upon conversion of the Second Convertible Bond.		
3.	To grant a new general mandate to the directors to issue shares of the Company and to extend the new general mandate granted to the directors to issue shares by the nominal amount of shares repurchased.		

Dated this _____ day of _____ 2005

Signature(s)⁵ _____ Proxy's specimen signature _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who completes it.
A proxy need not be a member of the Company.
4. **Important: If you wish to vote for a Resolution, place a "X" in the box marked "FOR". If you wish to vote against a Resolution, place a "X" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Company, 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
8. Completion and return of this form will not preclude you from attending and voting at the meeting if you wish to do so.