



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN (the “Notice”) that an extraordinary general meeting (the “Meeting”) of Melco International Development Limited (the “Company”) will be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, on Thursday, 20 January 2005 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as, as appropriate, ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the Definitive Agreements and all transactions contemplated thereunder including the establishment of the JV Group (all capitalized terms stated herein are defined in the circular dated 5 January 2005 despatched to the shareholders of the Company) be and are hereby approved, ratified and confirmed and the directors of the Company and (as the case may be) Melco Leisure, be and are hereby authorized to do all things and execute such documents as they may consider necessary, expedient or desirable to effect and implement the terms of the Definitive Agreements and all transactions contemplated thereby.”
2. **“THAT** the Second Agreement and all transactions contemplated thereunder including the issue of the Second Convertible Bond and the allotment and issue of shares of the Company upon conversion of the Second Convertible Bond (all capitalized terms stated herein are defined in the circular dated 5 January 2005 despatched to the shareholders of the Company) be and are hereby approved, ratified and confirmed.”

3. “**THAT** the mandate to issue shares of the Company given to the directors of the Company at the extraordinary general meeting of the Company held on 15th October, 2004 (to the extent that the same has not been utilized) be and is hereby revoked and replaced by the following mandate:

‘(I) **THAT:**

- (a) subject to paragraph (c) of Item (I) of this Resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of Item (I) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of Item (I) of this Resolution, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of any rights of subscription or conversion under any existing

warrants, bonds, debentures, notes and other securities issued by the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (bb) the aggregate nominal amount of share capital of the Company repurchased by the Company after the date of passing this Resolution pursuant to the general mandate to repurchase shares given by the Company to the directors from time to time (subject to a maximum number equivalent to ten per cent. of the then existing issued share capital of the Company),

and the said approval shall be limited accordingly;

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and

iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities), (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

(II) **THAT** the directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Item (I) of this Resolution in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of Item (I) of such Resolution.’”

By order of the Board
Melco International Development Limited
Samuel Tsang
Company Secretary

Hong Kong, 5 January 2005

Registered Office:
38th Floor
The Centrium
60 Wyndham Street
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to 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 Meeting, 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 Meeting 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 Meeting or any adjournment thereof.
4. Whether or not you propose to attend the Meeting 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 Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the proxy form, it will be deemed to have been revoked.

Please also refer to the published version of this announcement in *The Standard*.