



## 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 3:30 p.m. on Wednesday, 10th August 2005 at 38th Floor, The Centrium, 60 Wyndham Street Central, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) the First Agreement (as defined and more particularly described in the circular issued by Melco International Development Limited (the “Company”) to its shareholders dated 22nd July 2005 (the “Circular”)) between Melco Entertainment Limited (“Melco Entertainment”), Great Respect Limited (“Great Respect”) and the Company, relating to the acquisition by Melco Entertainment of the 49.2% interest of Great Respect in the Joint Venture (as defined in the Circular) and the application by Great Respect of the proceeds of that acquisition to subscribe for the Convertible Loan Notes (as defined in the Circular) to be issued by the Company and the transactions contemplated by the First Agreement (including, without limitation, the issue of the Convertible Loan Notes) be and are hereby approved, ratified and confirmed and the directors of the Company be and are hereby authorized to take all steps necessary or desirable or expedient in their opinion to implement and/or give effect to the terms of the First Agreement and the transactions contemplated by it, including without limitation, the issue of the Convertible Loan Notes; and
- (b) the instrument constituting the Convertible Loan Notes and the issue of shares of the Company on exercise of the conversion rights conferred by the Convertible Loan Notes be and are hereby each approved and the directors of the Company be and are hereby authorised to arrange for the instrument constituting the Convertible Loan Notes to be executed by or on behalf of the Company and to take all steps necessary or desirable or expedient in their opinion for the Company to enter into the instrument constituting the Convertible Loan Notes and/or give effect to the terms of that instrument and the Convertible Loan Notes, including the issue of shares of the Company on exercise of the conversion rights conferred by the Convertible Loan Notes.”

(2) **“THAT** the Second Agreement (as defined in the circular issued by Melco International Development Limited (the “Company”) to its shareholders dated 22nd July 2005 (the “Circular”)) between Melco Entertainment Limited (“Melco Entertainment”) and Melco Leisure and Entertainment Group Limited (“Melco Leisure”), relating to the transfer by Melco Leisure of its 50.8% interest in the Joint Venture (as defined in the Circular) and its interest in Melco Hotels and Resorts (Macau) Limited to Melco Entertainment and the transactions contemplated by the Second Agreement be and are hereby approved, ratified and confirmed and the directors of the Company be and are hereby authorized to take all steps necessary or desirable or expedient in their opinion to implement and/or give effect to the terms of the Second Agreement and the transactions contemplated by it.”

(3) **“THAT,** subject to the passing of the Ordinary Resolution numbered (1) set out in the notice of extraordinary general meeting of Melco International Development Limited (the “Company”) of which this resolution forms part:

- (a) the First Agreement (as defined and more particularly described in the circular issued by the Company to its shareholders dated 22nd July 2005 (the “Circular”)) between Melco Entertainment Limited (“Melco Entertainment”), Great Respect Limited (“Great Respect”) and the Company, relating to the acquisition by Melco Entertainment of the 49.2% interest of Great Respect in the Joint Venture (as defined in the Circular) and the application by Great Respect of the proceeds of that acquisition to subscribe for the Convertible Loan Notes (as defined in the Circular) to be issued by the Company under the First Agreement and the transactions contemplated by the First Agreement be and are hereby approved, ratified and confirmed; and
- (b) the Whitewash Waiver (as defined and described in the Circular) waiving any obligation on the part of Great Respect and the Concert Party (as defined in the Circular) to make a mandatory general offer for the entire issued share capital of the Company not otherwise owned by the Concert Party, which would otherwise arise under Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, as a result of any and all future exercises of the conversion rights conferred by the Convertible Loan Notes to be issued upon completion of the First Agreement to Great Respect be and is hereby approved and that the directors of the Company be and are hereby authorized to do all things and acts and sign all documents which they consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the First Agreement and the Whitewash Waiver.”

- (4) “**THAT** the proposed entering into by Melco Hotels and Resorts (Macau) Limited (“Melco Hotels”) of a legally binding commitment relating to the grant of a long term lease in respect of the Land (as defined and more particularly described in the circular issued by Melco International Development Limited (the “Company”) to its shareholders dated 22nd July 2005 (the “Circular”)) resulting from the in principle acceptance by Melco Hotels of the Macau Government’s offer to grant such a long term lease in respect of the Land to Melco Hotels and the future development of the Land as an integrated entertainment resort as described in the Circular be and are hereby approved and that the directors of the Company be and are hereby authorized to do all things and acts and sign all documents which they consider necessary, desirable or expedient to implement and/or give effect to any matters relating thereto or in connection therewith.”

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

Hong Kong, 22nd July 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 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 the 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.

*As at the date of this announcement, the Board comprises three Executive Directors, namely, Dr. Stanley Ho (Chairman), Mr. Lawrence Ho (Managing Director) and Mr. Frank Tsui, two Non-executive Directors, namely, Mr. Ng Ching Wo and Mr. Ho Cheuk Yuet and three Independent Non-executive Directors, namely, Sir Roger Lobo, Mr. Robert Kwan and Dr. Lo Ka Shui.*

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