



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 Friday, 16 June 2006 at 11:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as an ordinary resolution of the Company:-

ORDINARY RESOLUTION

“**THAT** the Transactions (as defined and more particularly described in the circular issued by Melco International Development Limited (the “Company”) to its shareholders dated 30 May 2006 (the “Circular”), being the entry into by the Company of the MOA (as defined in the Circular) with PBL (as defined in the Circular) and the performance of the transactions contemplated by the MOA, including (without limiting the generality of the foregoing):

- (a) the provision of funding and undertaking of obligations for the acquisition of the Subconcession (as defined in the Circular) by PBL Macau (as defined in the Circular), including but not limited to the provision of the Loan (as defined in the Circular), substantially on the terms described in the Circular;
- (b) the proposed arrangements for sharing the economic value and benefits (and the associated risks, liabilities, commitments and capital contributions) of PBL Macau and the Joint Venture Companies (as defined in the Circular), substantially in the terms described in the Circular;
- (c) the proposed capital structure of PBL Macau substantially in the terms described in the Circular and PBL Macau becoming a Joint Venture Company;
- (d) the transfer to PBL Macau of the entire issued share capitals of Great Wonders (as defined in the Circular) and Melco Hotels (as defined in the Circular) and the business and operations of Mocha Slot (as defined in the Circular) and its subsidiaries by Melco PBL Entertainment (as defined in the Circular) and each of Melco PBL Entertainment, Great Wonders, Melco Hotels, Mocha Slot and its subsidiaries ceasing to be subsidiaries of the Company, as described in the Circular;
- (e) the proposed amendments to the Deed (as defined in the Circular) substantially in the terms described in the Circular; and
- (f) the proposed arrangements to effect a 50:50 sharing of the economic value and benefits of PBL Macau (and the associated risks, liabilities, commitments and capital contributions) by amending the terms of the Loan if Macau Government approval cannot be obtained for PBL Macau to become a Joint Venture Company, substantially in the terms described in the Circular,

be and are hereby approved and the directors of the Company be and are hereby authorised to take all such actions and execute all such documents as are necessary or desirable or expedient in their opinion to implement and/or give effect to the terms of the Transactions and the matters referred to above in this resolution and in the Circular or which the directors of the Company otherwise consider necessary or desirable or expedient to be done in connection with any of the foregoing.”

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

Hong Kong, 30 May 2006

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 Penthouse 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 hereof, the Board comprises three Executive Directors, namely, Mr. Ho, Lawrence Yau Lung, Mr. Tsui Che Yin, Frank and Mr. Chung Yuk Man, Clarence, one Non-executive Director, namely, Mr. Ng Ching Wo and two Independent Non-executive Directors, namely, Sir Roger Lobo and Dr. Lo Ka Shui.

Please also refer to the published version of this announcement in South China Morning Post - Classified.