

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.melco-group.com>

(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 at 10:30 a.m. on Monday, 8 February 2010 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the deed of amendment (the “Deed of Amendment”) entered into between Great Respect Limited (“Great Respect”) and Melco International Development Limited (the “Company”) on 16 December 2009 to amend the terms of the HK\$1,175 million in principal amount of convertible loan notes due 2010 issued by the Company to Great Respect (the “Convertible Loan Notes”), and the amendments to the terms of the convertible loan notes contemplated under the Deed of Amendment, be and are hereby approved, ratified and confirmed, including (but not limited to) as a connected transaction for the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (b) the allotment and issue of new shares of the Company up to the maximum number which may be required to be issued on conversion in full of the amended Convertible Loan Notes, in accordance with the terms of the amended Convertible Loan Notes, be and is hereby approved; and

- (c) the directors of the Company be and are hereby authorized to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Deed of Amendment including without limitation the issue of new shares on exercise in full of the conversion rights under the Convertible Loan Notes as amended by the Deed of Amendment.”
2. **“THAT** the whitewash waiver (the “Whitewash Waiver”) waiving any obligation on the part of Great Respect Limited (“Great Respect”) and Mr. Lawrence Ho and the parties acting in concert or presumed to be acting in concert with Great Respect and/or Mr. Lawrence Ho to make a mandatory general offer for the entire issued share capital of Melco International Development Limited (the “Company”) not already owned by Great Respect or Mr. Lawrence Ho and persons respectively acting in concert with them, 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 HK\$1,175 million in principal amount of convertible loan notes due 2010 issued by the Company to Great Respect (the “Convertible Loan Notes”), as amended by the deed of amendment entered into between Great Respect and the Company on 16 December 2009 (the “Deed of Amendment”), 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 or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver.”

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

Hong Kong, 20 January 2010

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 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.
5. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.

As at the date of this notice, the board of directors of the Company comprises three Executive Directors, namely Mr. Ho, Lawrence Yau Lung (Chairman and Chief Executive Officer), Mr. Tsui Che Yin, Frank and Mr. Chung Yuk Man, Clarence; one Non-executive Director, namely Mr. Ng Ching Wo; and three Independent Non-executive Directors, namely Sir Roger Lobo, Dr. Lo Ka Shui and Mr. Sham Sui Leung, Daniel.