



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 200)

Proxy Form for Extraordinary General Meeting to be held on 8 February 2010

Form of proxy for use at the Extraordinary General Meeting (“EGM”) of Melco International Development Limited (the “Company”) to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Monday, 8 February 2010 at 10:30 a.m.

I/We ^(note 1) _____

of _____

being the registered holder(s) of _____ share(s) of the Company **HEREBY APPOINT** ^(note 2) the Chairman of the Meeting or _____

of _____

as my/our proxy to act for me/us at the EGM of the Company to be held on Monday, 8 February 2010 at 10:30 a.m. 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 resolutions as indicated.

	ORDINARY RESOLUTIONS	FOR ^(note 3)	AGAINST ^(note 3)
1.	ORDINARY RESOLUTION NO. 1 as set out in the Notice of the EGM (subject to any permitted amendments), relating to 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.		
2.	ORDINARY RESOLUTION NO. 2 as set out in the Notice of the EGM (subject to any permitted amendments), relating to the whitewash waiver under the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) 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 Takeovers Code 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, as amended by the deed of amendment entered into between Great Respect and the Company on 16 December 2009.		

Dated the _____ day of _____ 2010

Signature(s): _____ ^(note 4)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. If any proxy other than the Chairman of the meeting is preferred, strike out “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person who completes it. A proxy need not be a member of the Company.
3. **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.
4. 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.
5. 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 of members of the Company in respect of the relevant shares shall alone be entitled to vote in respect thereof.
6. 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 Company’s registered office at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
7. Completion and return of this form will not preclude you from attending and voting at the meeting if you so wish.