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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code : 200)

**FULFILMENT OF CONDITIONS PRECEDENT OF THE DEED OF AMENDMENT
IN RELATION TO THE TERMS OF THE HK\$1,175 MILLION
CONVERTIBLE LOAN NOTES DUE 2010**

Melco International Development Limited (the “Company”) refers to its circular dated 20 January 2010 (the “Circular”) and its announcement dated 8 February 2010 relating to the deed of amendment entered into between Great Respect Limited (“Great Respect”) and 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 and the whitewash waiver waiving the obligation of Great Respect and Mr. Lawrence Ho to make a general offer for the shares of the Company as a result of the exercise of the conversion rights under the Convertible Loan Notes in full. Unless otherwise defined, capitalised terms herein shall have the meanings given to them in the Circular.

The Company hereby announces that the Stock Exchange has approved the proposed amendments contemplated by the Deed of Amendment pursuant to Rule 28.05 of the Listing Rules on 18 February 2010. The Listing Committee of the Stock Exchange has also granted the approval of the listing of and permission to deal in the new Conversion Shares on the same day.

Consequently, the Company is pleased to announce that all conditions precedent (including, in addition to the above, the grant by the Executive of the Whitewash Waiver and Shareholders’ approval of the Deed of Amendment and the Whitewash Waiver at the EGM, which were announced by the Company on 8 February 2010) to the Deed of Amendment have been satisfied. As a result, the amendments contemplated by the Deed of Amendment, including the adjustment of the conversion price from HK\$9.965 to HK\$3.93, became effective on 18 February 2010.

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

Hong Kong, 22 February 2010

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at <http://www.melco-group.com>.

As at the date of this announcement, the Board 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.