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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code : 200)

MAJOR TRANSACTION SALE AND REPURCHASE AND STOCK LENDING AGREEMENTS TO FACILITATE LIQUIDITY ACTIVITIES FOR THE PROPOSED LISTING OF MELCO CROWN ENTERTAINMENT LIMITED

SUMMARY

The Board is pleased to announce that on 28 November 2011, the Company's wholly owned subsidiary, Melco Leisure, entered into the Securities Lending Agreement and the Sale and Repurchase Agreement with the Joint Sponsors.

Under the Sale and Repurchase Agreement, Melco Leisure will, on the business day before the start of the Liquidity Period, arrange for the delivery and transfer of the Sale Shares to the Joint Sponsors whilst the Sale Shares shall be resold by the Joint Sponsors to the Company no later than ten business days after expiry of the Liquidity Period.

Under the Securities Lending Agreement, Melco Leisure will loan MCE shares to the Joint Sponsors that represent the higher of 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% of MCE's total issued share capital at any time before and during the Liquidity Period. Melco Leisure has also agreed to lend an additional amount that represents the higher of 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% of MCE's total issued share capital at any time before and during the Liquidity Period, where the Initial Loaned Shares have been utilized under the Securities Lending Agreement. The Joint Sponsors are required to re-deliver equivalent MCE shares to the Loaned Shares, two business days after the expiry of the Liquidity Period, where the Joint Sponsors have not used the Loaned Shares to conduct liquidity activities, and ten business days after expiry of the Liquidity Period, in all other instances.

The assets and the consideration ratios (as defined in the Listing Rules) relevant to the Lending Agreements are more than 25%. However, the Company has applied for and the Stock Exchange has granted a waiver from the disclosure and shareholders' approval requirements for the major transaction under Chapter 14 of the Listing Rules in respect of the arrangements under the Lending Agreements.

INTRODUCTION

Melco Leisure is a wholly-owned subsidiary of the Company and is also a shareholder of MCE, holding approximately 33.24% of the issued share capital of MCE.

MCE has applied for a listing on the Stock Exchange which will proceed by way of introduction (the "Proposed Listing") and is expected to be completed by the end of December 2011. In connection with a listing by introduction, the Stock Exchange requires certain liquidity measures to be adopted to facilitate liquidity, i.e. meet demand for MCE shares on the Stock Exchange immediately before and during the Liquidity Period, and to minimize the risk of a disorderly market developing from significant demand for MCE's shares not fulfilled during the Liquidity Period.

Melco Leisure entered into the Sale and Repurchase Agreement for the above purposes, more specifically to ensure that the Joint Sponsors have certain of MCE shares during the pre-opening session immediately before the Liquidity Period, should they be required to undertake liquidity activities during the pre-opening session, prior to the commencement of trading in MCE shares on the Stock Exchange. The liquidity measures to be undertaken by the Joint Sponsors may include covered short selling. Under the Sale and Repurchase Agreement, Melco Leisure will, on the business day before the start of the Liquidity Period, arrange for the delivery and transfer of the Sale Shares to the Joint Sponsors whilst the Sale Shares shall be resold by the Joint Sponsors to Melco Leisure no later than ten business days after expiry of the Liquidity Period. The consideration under the Sale and Repurchase Agreement is nominal. However, the Company has taken account of the market value of the shares to be transferred, by reference to the market price of ADSs in MCE traded on NASDAQ, in assessing whether these transactions should be disclosed to the Shareholders.

Melco Leisure has also entered into the Securities Lending Agreement to ensure that the Joint Sponsors have access to certain of MCE shares during the Liquidity Period, in order to carry out liquidity activities, as and when necessary, during such period. The Initial Loaned Shares represent the higher of 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% of MCE's total issued share capital at any time before and during the Liquidity Period. Melco Leisure has also agreed to lend an additional amount that represents the higher of 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% of MCE's total issued share capital at any time before and during the Liquidity Period, where the Initial Loaned Shares have been utilized under the Securities Lending Agreement. The Joint Sponsors are required, under the Securities Lending Agreement, to re-deliver equivalent MCE shares to the Loaned Shares, two business days after the expiry of the Liquidity Period, where the Joint Sponsors have not used the Loaned Shares to conduct liquidity activities, and ten business days after expiry of the Liquidity Period, in all other instances.

On the basis that all of the Sale and Loaned Shares shall be returned to the Company no later than 10 days after expiry of the Liquidity Period, there will be no net effect under the Lending Agreements on the Company's current shareholding in MCE of 33.24%.

The Joint Sponsors shall account to Melco Leisure for any income or accretions in respect of the Loaned Shares and Sale Shares that Melco Leisure would have been entitled to receive if it continued to hold the Loaned Shares during the Sale and Loan Periods. Similarly the Joint Sponsors shall exercise voting rights that may be exercisable over the Sale and Loaned

Shares in accordance with Melco Leisure's instructions. Melco Leisure will remain responsible for any liabilities and obligations on the Sale and Loaned Shares, which would have fallen due if it continued to hold the Sale and Loaned Shares during the respective Sale and Loan Periods. The Joint Sponsors have undertaken to register both the Sale and Repurchase Agreement and the Securities Lending Agreement with the Collector of Stamp Revenue in Hong Kong, with a view to obtaining stamp duty relief for the transfers under the agreements, as they are both stock borrowing arrangements.

The assets and the consideration ratios (as defined in the Listing Rules) relevant to the Lending Agreements are more than 25%. However, the Company has applied for and the Stock Exchange has granted a waiver from the disclosure and shareholders' approval requirements for the major transaction under Chapter 14 of the Listing Rules in respect of the arrangements under the Lending Agreements.

REASONS FOR THE LENDING AGREEMENTS

The Directors consider that entering into the Lending Agreements are beneficial to the Company and in the interests of Shareholders as a whole. The Stock Exchange requires that the liquidity activities be undertaken, as and when necessary during the Liquidity Period, for listings that proceed by way of introduction. As stated in its announcement of 4 August 2011, MCE's listing will benefit it by providing it with enhanced liquidity and an additional source of capital. Given that we have an interest of 33.24% in MCE, corporate initiatives that benefit the shareholders of MCE will also benefit our shareholders. Further, lending a portion of our shares in MCE in support of the liquidity activities that must be undertaken on MCE's proposed listing demonstrates our continuing support and commitment to MCE. For further details of the liquidity measures to be adopted on the Proposed Listing reference can be made to the "Listings, Registration, Dealings and Settlement" section of MCE's listing document, expected to be published on or around 30 November 2011.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Lending Agreements are on normal commercial terms for agreements of this nature and are fair and reasonable and that the entering into of the Lending Agreements is in the interests of the Company and the Shareholders as a whole. This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares of MCE. The Proposed Listing is subject to final approval of the Stock Exchange and other relevant approvals, and may not occur in the absence of such approvals.

INFORMATION ON THE COMPANY AND MCE

The Company is principally engaged in leisure, gaming and entertainment and other investments.

MCE is a developer, owner and through a Macau subsidiary which holds a gaming sub-concession, an operator of casino gaming and entertainment casino resort facilities. MCE currently operates Altira Macau, a casino hotel located at Taipa, Macau and City of Dreams, an integrated urban casino resort located in Cotai, Macau. MCE's business also includes the Mocha Clubs, which feature a total of approximately 1,800 gaming machines in nine locations and comprise the largest non-casino based operations of electronic gaming machines in Macau.

MCE recorded an unaudited net income (before tax) of US\$184.3 million for the nine months period ended 30 September 2011 and incurred audited net losses (before tax) of US\$9.6 million and US\$308.6 million for the years ended 31 December 2010 and 2009, respectively. MCE recorded an unaudited net income (after tax) of US\$185.0 million for the nine months period ended 30 September 2011 and audited net losses (after tax) of US\$10.5 million and US\$308.5 million for the years ended 31 December 2010 and 2009, respectively. The unaudited net asset value of MCE as at 30 September 2011 was approximately US\$3 billion.

GENERAL

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, Crown Asia and the Joint Sponsors and their ultimate beneficial owners are third parties independent of each of the Company and its connected persons (as defined under the Listing Rules).

LISTING RULES IMPLICATIONS

The assets and the consideration ratios (as defined in the Listing Rules) relevant to the Lending Agreements are more than 25%. However, the Company has applied for and the Stock Exchange has granted a waiver from the disclosure and shareholders' approval requirements for the major transaction under Chapter 14 of the Listing Rules in respect of the arrangements under the Lending Agreements.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“ADSs”	American Depository Shares
“Board”	the board of Directors
“Company”	Melco International Development Limited, the shares of which are listed on the Stock Exchange
“Crown Asia”	Crown Asia Investments Pty. Ltd., a company incorporated in Australia with limited liability
“Director(s)”	the director(s) of the Company
“Joint Sponsors”	Credit Suisse (Hong Kong) Limited and Deutsche Bank AG, Hong Kong Branch
“Initial Loaned Shares”	the higher of 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% MCE's total issued share capital at any time before and during the Liquidity Period
“Lending Agreements”	the Sale and Purchase Agreement and the Securities Lending Agreement collectively

“Liquidity Period”	the thirty-day period from and including MCE’s date of listing on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Loaned Shares”	The Initial Loaned Shares together with the higher of an additional 48,386,672 MCE shares representing approximately 3% of the total issued share capital of MCE on 23 November 2011 or 3% MCE’s total issued share capital at any time before and during the Liquidity Period, where the Initial Loaned Shares have been utilized under the Securities Lending Agreements
“MCE”	Melco Crown Entertainment Limited, a company incorporated in the Cayman Islands with its American Depository Shares currently listed on NASDAQ Global Select Market
“Melco Leisure”	Melco Leisure and Entertainment Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Sale and Purchase Agreement”	the Sale and Purchase Agreement entered into between Melco Leisure and the Joint Sponsors
“Sale Shares”	means the higher of 16,128,891 of MCE shares representing approximately 1% of the total issued share capital of MCE; or the number of shares represented by 1% of the total issued share capital of MCE immediately before the start of the Liquidity Period
“Sale and Loan Periods”	In respect of the Sale Period, the period commencing on the business day before the start of the Liquidity Period and ending no later than ten business days following expiry of the Liquidity Period and in respect of the Loan Period, the period commencing on the Liquidity Period and ending no later than ten business days following expiry of the Liquidity Period (collectively the Sale and Loan Periods)
“Sale and Loaned Shares”	the Sale Shares and the Loaned Shares collectively
“Securities Lending Agreement”	the Securities Lending Agreement entered into between Melco Leisure and Crown Asia (as lenders) and the Joint Sponsors
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 28 November 2011

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, Mr. Sham Sui Leung, Daniel and Dr. Tyen Kan Hee, Anthony.