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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Melco International Development Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 200)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME,
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Melco International Development Limited (the "Company") to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, 30 May 2012 at 10:30 a.m. is set out on pages 24 to 28 of this circular. Whether or not you are able to attend such meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

24 April 2012

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Adoption Date”	the date on which the New Share Option Scheme becomes unconditional upon fulfilment of the conditions set out in the paragraph headed “Conditions of the New Share Option Scheme” in the section headed “Letter from the Board”
“AGM”	the annual general meeting of the Company to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, 30 May 2012 at 10:30 a.m.
“Associated Companies”	companies in which the Company directly or indirectly holds not less than 20% and not more than 50% of their shareholdings
“Auditors”	the auditors for the time being of the Group
“Board”	the board of Directors of the Company
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Melco International Development Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance whose shares are listed on the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Date of Grant”	in respect of an Option, the business day on which the Board resolves to make an offer of that Option to a Participant
“Directors”	the directors of the Company
“Grantee”	any Participant who accepts an offer in accordance with the terms of the New Share Option Scheme and, where the context so permits, any person who is entitled to an Option in consequence of the death of the original Grantee, or the legal personal representative of such person
“Group”	the Company, its Subsidiaries and its Associated Companies
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 18 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Melco Group”	the Company and its subsidiaries
“New Share Option Scheme”	the new share option scheme which is proposed to be adopted by the Company at the AGM, the principal terms of which are set out in the Appendix of this circular
“Old Share Option Scheme”	the share option scheme adopted by the Company on 8 March 2002
“Option(s)”	share option(s) granted under the Old Share Option Scheme and share option(s) to be granted following the adoption of the New Share Option Scheme
“Participants”	(1) any executive or non-executive directors of any member(s) of the Group (or person(s) proposed to be appointed as such provided that the Offer to such proposed appointee(s) shall be conditional upon the proposed appointment taking effect); and (2) any executives and employees of and consultants and advisers to any member(s) of the Group (or person(s) proposed to be appointed as such provided that the Offer to such proposed appointee(s) shall be conditional upon the proposed appointment taking effect)
“Share(s)”	the ordinary share(s) of HK\$0.50 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	a subsidiary or subsidiaries (within the meaning of the Companies Ordinance) for the time being of the Company

DEFINITIONS

“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the New Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 200)

Executive Directors:

Mr. Ho, Lawrence Yau Lung

(Chairman and Chief Executive Officer)

Mr. Tsui Che Yin, Frank

Mr. Chung Yuk Man, Clarence

Registered office:

38th Floor, The Centrium

60 Wyndham Street

Central

Hong Kong

Non-executive Director:

Mr. Ng Ching Wo

Independent Non-executive Directors:

Sir Roger Lobo

Mr. Sham Sui Leung, Daniel

Dr. Tyen Kan Hee, Anthony

24 April 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME, AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The resolution set out in item 5 of the notice of the AGM, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the Company's issued share capital (the "**Repurchase Mandate**") before the Company's next annual general meeting. A statement explaining the Repurchase Mandate in accordance with the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

At the AGM, resolution set out in item 6 of the notice of the AGM will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the Company's issued share capital at the date of passing the resolution (based on the number of issued shares of the Company as at the Latest Practicable Date, the mandate would give the Directors to issue 246,751,756 Shares) and (ii) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (the "**Issue Mandate**").

The Issue Mandate and the Repurchase Mandate will continue to be in force from the passing of the said resolutions until whichever the following first occurs:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; or
- (iii) the revocation or variation of the authority given under such ordinary resolutions by an ordinary resolution or ordinary resolutions of the shareholders of the Company in general meeting.

With respect to the Issue Mandate and the Repurchase Mandate, the Directors confirm that they have no current intention of exercising them.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors including 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.

Pursuant to Article 103(A) of the Company's Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election. In addition, pursuant to code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, every director should be subject to retirement by rotation at least once every three years. In accordance with these provisions, Mr. Tsui Che Yin, Frank and Mr. Ng Ching Wo shall retire by rotation at the forthcoming AGM, and being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

LETTER FROM THE BOARD

4. ADOPTION OF THE NEW SHARE OPTION SCHEME

Expiry of the Old Share Option Scheme

The Old Share Option Scheme was adopted by the Shareholders of the Company at a general meeting held on 8 March 2002. Pursuant to the Old Share Option Scheme, the Directors were authorised to grant to eligible participants options to subscribe for Shares. The Old Share Option Scheme had a term of ten years and expired on 7 March 2012.

As at the Latest Practicable Date, there were a total of 42,641,688 Options granted and outstanding, of which the holders were entitled to subscribe for a total of 42,641,688 Shares.

These Options shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects, the provisions of the Old Share Option Scheme shall remain in full force and effect notwithstanding the expiry of the Old Share Option Scheme.

Adoption of the New Share Option Scheme

Following the expiry of the Old Share Option Scheme, the Company currently does not have a share option scheme. The Directors consider that the Company should adopt the New Share Option Scheme and wish to seek Shareholders' approval therefor at the AGM. The terms of the New Share Option Scheme have been prepared in compliance with Chapter 17 of the Listing Rules. The Company will continue to comply with the relevant Listing Rules from time to time in force in respect of the New Share Option Scheme. A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular.

The purpose of the New Share Option Scheme is to enable the Company to continue to grant Options to the Participants, as incentives and/or rewards for their contribution to the Group. A summary of the principal terms of the New Share Option Scheme is set out in the Appendix III of this circular. A copy of the New Share Option Scheme is available for inspection at the Company's registered office at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong during normal business hours from the date hereof up to the date of the AGM.

The Board considers that the New Share Option Scheme will provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.

The provisions of the New Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

LETTER FROM THE BOARD

The New Share Option Scheme does not provide for a minimum period for which an Option must be held before it can be exercised. There is no performance target specified in the New Share Option Scheme, although the Directors may at their absolute discretion specify the performance targets, if any, that must be achieved before an Option can be exercised. The basis for determining the subscription price of an Option complies with the requirements of Rule 17.03(9) of the Listing Rules and is specified in the New Share Option Scheme. The Directors consider that the aforesaid terms of the New Share Option Scheme will serve to encourage Participants to participate in the New Share Option Scheme.

As at the Latest Practicable Date, there were 1,233,758,780 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the AGM, the total number of Shares issuable pursuant to the New Share Option Scheme on the date of its adoption would be 123,375,878 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme.

As the New Share Option Scheme is yet to be approved by the Shareholders at the AGM, the Board has not determined the time frame on the granting of the Options and the number of Shares for which any Grantee may subscribe upon exercise of an Option. Accordingly, the Board considers that it is premature to state the value of the Option for the time being in this circular. The Board also considers that it is inappropriate to value all the Options as if they had been granted pursuant to the New Share Option Scheme at the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include but not limited to the exercise price, exercise period, any lock-up period, any performance targets set and other relevant variables. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders. However, Shareholders should note that, in compliance with the Listing Rules, estimated valuations of Options granted during any financial period will be provided based on the Black-Scholes option pricing model, binomial model or a comparable generally accepted methodology as at the end of the relevant financial period for the interim and final results of the Company.

Conditions of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders in the AGM for the adoption of the New Share Option Scheme and to authorize the Board to grant Options to subscribe for Shares under the New Share Option Scheme and to allot, issue and deal in the Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any Shares which may fall to be issued by the Company pursuant to the exercise of the Options (initially up to the limit equal to 10% of the total number of Shares in issue as at the date of the AGM) in accordance with the terms and conditions of the New Share Option Scheme.

LETTER FROM THE BOARD

Subject to the obtaining of Shareholders' approval with respect to the adoption of the New Share Option Scheme at the AGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme must not in aggregate exceed 10 per cent. of the total issued capital of the Company as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10 per cent. limit on the basis that the maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme together with any Options outstanding and yet to be exercised under the New Share Option Scheme and any other schemes shall not exceed 30 per cent. of the issued share capital of the Company from time to time.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

As at the Latest Practicable Date, no Shareholder has a material interest in the adoption of the New Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto.

5. ANNUAL GENERAL MEETING

Appendix IV on pages 24 to 28 of this circular contains the AGM notice, which specifies resolutions to be proposed to the Shareholders as ordinary business (being adoption of the audited financial statements and the directors' and auditors' reports of the Company for the year ended 31 December 2011, re-election of Directors, fixing of remuneration of Directors and re-appointment of auditors and fixing of their remuneration) and as special businesses (being grant of the Issue Mandate and the Repurchase Mandate, extension of the Issue Mandate and adoption of the New Share Option Scheme). Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll and results of the poll must be announced. All the resolutions proposed at the AGM would be voted upon by the Shareholders by poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the registered office of the Company at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

6. RECOMMENDATION

The Board believes that the re-election of Directors, granting of Issue Mandate and Repurchase Mandate, extension of Issue Mandate and adoption of the New Share Option Scheme as set out in the notice of the AGM are all in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board of
Melco International Development Limited
Ho, Lawrence Yau Lung
Chairman and Chief Executive Officer

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate and also constitutes the memorandum as required under Section 49BA(3) of the Companies Ordinance.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange, subject to certain restrictions, the most important of which are summarized below:

- (a) The shares to be repurchased by a company must be fully paid-up.
- (b) The company has previously sent to its shareholders an explanatory statement complying with the Listing Rules.
- (c) All on-market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the Company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,233,758,780 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 123,375,878 Shares (representing 10% of the aggregate nominal amount of the Company's issued share capital at the date of passing the resolution).

3. REASON FOR PURCHASES

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in future when depressed market conditions arise, repurchases of Shares may support the share prices and lead to an enhancement of the net asset value of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company.

4. FUNDING OF REPURCHASES

Repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose and in accordance with the Companies Ordinance and the memorandum and articles of association of the Company.

The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose. The Companies Ordinance further provides that the amount of premium payable on repurchase may only be paid out of the distributable profits of the company. Where the repurchased shares were issued at a premium, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of shares made for the purposes of the share repurchase up to certain limits specified by the Companies Ordinance.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2011) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
April	6.95	4.99
May	7.48	6.26
June	7.99	6.83
July	10.00	7.71
August	10.76	7.70
September	9.17	5.19
October	7.17	4.30
November	6.88	5.50
December	6.45	5.50
2012		
January	7.11	5.79
February	7.74	6.53
March	8.03	7.10
April (up to the Latest Practicable Date)	8.06	7.19

6. EFFECT OF TAKEOVERS CODE

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance.

If as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, (a) Better Joy Overseas Ltd., Lasting Legend Ltd., The L3G Capital Trust and Mighty Dragon Developments Limited (of which are owned by persons and trusts associated with Mr. Ho, Lawrence Yau Lung ("**Mr. Lawrence Ho**") and Mr. Lawrence Ho were together beneficially interested in 35.97%; and (b) Dr. Ho Hung Sun, Stanley ("**Dr. Ho**"), father of Mr. Lawrence Ho, and his associate were together beneficially interested in 0.04% of the issued share capital of the Company. Based on these shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, (a) the shareholdings of Better Joy Overseas Ltd., Lasting Legend Ltd., The L3G Capital Trust, Mighty Dragon Developments Limited and Mr. Lawrence Ho would be increased to 39.97%; and (b) the shareholdings of Dr. Ho and his associate would remain as 0.04% of the issued share capital of the Company. Better Joy Overseas Ltd., Lasting Legend Ltd., The L3G Capital Trust, Mighty Dragon Developments Limited, Mr. Lawrence Ho, Dr. Ho and his associate are deemed to be acting in concert under the Rules of the Takeovers Code. In the event that the Repurchase Mandate was exercised in full, a mandatory offer would require to be made by the parties of the concert group under the Takeovers Code. The number of Shares held by the public would remain in excess of 25% of the issued share capital of the Company on exercise in full of the power to repurchase shares under the Repurchase Mandate. However, the Directors have no current intention to exercise the Repurchase Mandate to an extent as would result in takeover obligations.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge having made reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance and the regulations set out in the memorandum and articles of association of the Company.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular. The Company will not purchase its Shares if less than 25% of its issued share capital is held by the public.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

(1) Mr. Tsui Che Yin, Frank

Mr. Tsui, aged 54, has been an Executive Director of the Company since November 2001. He is also a member of the executive committee, finance committee, regulatory compliance committee and corporate social responsibility committee of the Company.

Mr. Tsui has more than 29 years of experience in investment and banking, having held senior management positions at various international financial institutions. He is currently a director of Mountain China Resorts (Holding) Limited, a company listed on the TSX Venture Exchange of Canada, an independent non-executive director of Jinhui Holdings Company Limited, a company listed on the Hong Kong Stock Exchange, and a non-executive director of Jinhui Shipping and Transportation Limited, a company listed on the Oslo Stock Exchange. He was previously a non-executive director of Value Convergence Holdings Limited (*resigned in December 2009*), a company listed on the Hong Kong Stock Exchange. Prior to joining Melco Group, Mr. Tsui was the President of China Assets Investment Management Limited which is the investment manager of China Assets (Holdings) Limited, a listed investment holding company in Hong Kong. Save as disclosed above, Mr. Tsui does not hold any directorships in other listed public companies during the past three years and does not hold any other position with the Company or other members of Melco Group. Mr. Tsui does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Tsui graduated with a bachelor's and a master's degree in business administration from the Chinese University of Hong Kong and with a law degree from the University of London. He is a member of the Certified General Accountants Association of Canada and the Hong Kong Securities Institute.

Mr. Tsui has a service contract with Melco Services Limited, a wholly-owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 3 months and is subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. Tsui's annual remuneration is HK\$2,018,890 and he may also receive a discretionary bonus in April each year. The amount of emoluments is determined by reference to the prevailing market rate and the Company's policy.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr. Tsui has personal interests of 181,660 Shares and 5,736,000 underlying Shares in respect of share options granted under the share option scheme of the Company. He also has personal interests of 11,850 shares of Melco Crown Entertainment Limited, 83,523 shares of Mountain China Resorts (Holding) Limited and 1,000,000 underlying shares in respect of the share options granted by Entertainment Gaming Asia Inc., all of these companies are associated corporations of the Company. Save as disclosed above, Mr. Tsui does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Tsui has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules in respect of his re-election.

(2) Mr. Ng Ching Wo

Mr. Ng, aged 62, has been a Non-executive Director of the Company since September 2004. He is also the chairman of the corporate governance committee and a member of the audit committee, nomination committee and remuneration committee of the Company.

Mr. Ng is a senior partner of King & Wood Mallesons. Mr. Ng received his L.L.B. from the University of Alberta in Canada and was admitted to practise as a barrister and solicitor in Alberta in 1981. He is qualified as a solicitor in both the United Kingdom and Hong Kong. Mr. Ng's practice focused primarily in the area of cross-border corporate and commercial work and he has experience in mergers and acquisitions, take-overs of private and listed companies, cross-border initial public offerings, tax planning, large-scale international joint ventures and technology transfer.

There is no service contract entered into between Mr. Ng and the Company. He is not appointed for a specific term but will be subject to rotation, retirement and re-election at annual general meeting pursuant to the articles of association of the Company. Mr. Ng is entitled to a director's fee of HK\$420,000 per annum for acting as an Independent Non-Executive Director of the Company and the chairman and/or members of certain board committees of the Company. Such fee is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr. Ng has personal interests of 72,000 Shares and 1,062,000 underlying Shares in respect of share options granted under the share option scheme of the Company. Save as disclosed above, Mr. Ng does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Ng does not hold any directorships in other listed public companies during the past three years and does not hold any other position with the Company or other members of Melco Group. Mr. Ng has confirmed that he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules in respect of his re-election.

This Appendix is a summary of the principal terms of the New Share Option Scheme but does not form part of, nor is it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme.

NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the AGM:

1. Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Company to continue to grant Options to the Participants who, in the sole discretion of the Board, have made or may make contribution to the Group as well as to encourage the Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.

2. Grant and acceptance of Options

Subject to the terms of the New Share Option Scheme, the Board may, at its absolute discretion, grant Options to (1) any executive or non-executive directors of any member(s) of the Group; and (2) any executives and employees of and consultants and advisers to any member(s) of the Group, who, in the sole discretion of the Board, have contributed or may contribute to the Group, to take up Options to subscribe for Shares at a price calculated in accordance with paragraph 3 below.

An offer of the grant of an Option shall be made to the Participants by forwarding an offer letter in such form as the Board may from time to time determine and shall remain open for acceptance by the Participant concerned for a period of 28 days from the date on which the letter containing the offer is delivered to the Participant, provided that no such offer shall be open for acceptance after the tenth anniversary of the Adoption Date or the termination of the New Share Option Scheme.

A non-refundable nominal consideration of HK\$1.00 is payable by the Grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate of the offer letter comprising acceptance of the Option duly signed by the Participant together with the said consideration of HK\$1.00 is received by the Company.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered.

3. Subscription Price

The subscription price for Shares under the New Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of:

- (a) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant;

- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 Business Days immediately preceding the Date of Grant; and
- (c) the nominal value of a Share on the Date of Grant.

4. Maximum number of Shares

- (i) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and all other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time (the “**Scheme Limit**”). No Options will be granted under the New Share Option Scheme at any time if such grant would result in the Scheme Limit being exceeded.

The Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and all other share option schemes of the Company shall not exceed 10% of the Shares in issue on the Adoption Date (the “**Scheme Mandate Limit**”), subject to renewal of the Scheme Mandate Limit as referred to below. Options lapsed in accordance with the terms of the New Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit as the same may be renewed from time to time. As at the Latest Practicable Date, there were 1,233,758,780 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the AGM, the total number of Shares issuable pursuant to the New Share Option Scheme on the date of its adoption would be 123,375,878 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme.

The Company may renew the Scheme Mandate Limit at any time subject to prior Shareholders’ approval. However, the Scheme Mandate Limit as renewed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders’ approval. Options previously granted under this Scheme and under any other share option schemes (including those outstanding, lapsed in accordance with the schemes or exercised) shall not be counted for the purpose of calculating the limit as renewed. A circular with the relevant information as required under the Listing Rules must be sent to Shareholders in connection with the meeting at which their approval will be sought.

The Company may also seek separate Shareholders’ approval for granting Options beyond the Scheme Mandate Limit, as the same may be renewed from time to time, to Participants specifically identified by the Company before the aforesaid Shareholders’ meeting where such approval is sought. A circular with the relevant information as required under the Listing Rules shall be sent to Shareholders containing, amongst others, a generic description of the identified Participants, the number and terms of the Options to be granted, the purpose of granting Options to the identified Participants, and how these Options serve such purpose.

The total number of Shares issued and to be issued on the exercise of Options granted and to be granted (including both exercised and outstanding Options) in any 12-month period up to the date of grant of each Participant shall not exceed 1% of the total issued Shares unless (i) a shareholders' circular is despatched to the Shareholders; (ii) the Shareholders approve the grant of the Options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant Participant and his associates abstain from voting on such resolution.

The exercise of any Option shall be subject to Shareholders' approval in a general meeting of any necessary increase in the authorised share capital of the Company. Subject thereto, the Board shall make available sufficient authorised but unissued share capital of the Company to allot the Shares on the exercise of Options.

5. Exercise of Options

An Option may be exercised at any time during the period to be determined and identified by the Board to each Grantee at the time of making an offer for the grant of an Option, but in any event no later than 10 years from the Date of Grant (the "**Option Period**"). An Option may be exercised in whole or in part by the Grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given.

Within 10 business days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company's auditors, the Company shall allot, and shall instruct the Share Registrar to issue, the relevant Shares to the Grantee credited as fully paid.

There is no performance target which must be achieved before any of the Options can be exercised, unless otherwise determined by the Board.

6. Restrictions on the time of grant of Options

No offer shall be made and no Option shall be granted to any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law.

7. Rights are personal to the Grantees

An Option is personal to the Grantee and shall not be assignable. An Option shall not be sold, transferred, charged, mortgaged, encumbered or created with any interest in favour of any third party over or in relation to any Option. Any breach of the forgoing shall entitle the Company to cancel any outstanding Option or any part thereof granted to such Grantee without incurring any liability on the part of the Company.

8. Grant of Options to Connected Persons or any of their associates

Each grant of Options to any director, chief executive or substantial shareholder of the Company shall be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the proposed Grantee of the Options). Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such grant of Options must be approved (voting by way of poll) by the Shareholders. All connected persons (as defined in the Listing Rules) of the Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders for the relevant resolution.

9. Rights on ceasing employment

In the event a Grantee of any Option, if an employee ceases to be an employee of the Group for any reason other than on his/her death or the termination of his/her employment on one or more of the grounds specified in paragraph 19(f), the Option shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the Option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment shall be the last actual working day on which the Grantee was physically at work with the Company or the relevant Subsidiary or Associated Company, whether salary is paid in lieu of notice or not.

10. Rights on death

In the event the Grantee of any Option, if an employee of the Group, dies before exercising the Option in full and none of the events which would be a ground for termination of his or her employment under paragraph 19(f) then exists, the personal representative(s) of the Grantee shall be entitled within a period of 12 months from the date of death to exercise the Option up to the entitlement of such Grantee as at the date of death.

11. Rights on takeover

If a general offer by way of takeover (other than by way of scheme of arrangement pursuant to paragraph 12 below) is made to all or substantially all the holders of Shares (or all or substantially all the holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option either to its full extent or to the extent notified by the Company at any time within such period as shall be notified by the Company.

12. Rights on scheme of arrangement

If a general offer by way of scheme of arrangement is made to all or substantially all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by the Company.

13. Rights on winding up

In the event a notice is given by the Company to its shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the Grantee of an Option and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by the Company, and following such exercise the Company shall as soon as practicable, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.

14. Rights on compromise or arrangement

In the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 12 above, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme, compromise or arrangement and the Grantee at any may time thereafter but before such time as shall be notified by the Company exercise the Option either to its full extent or to the extent notified by the Company in accordance with the Share Option Scheme, and following such exercise the Company shall as soon as practicable, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.

15. Ranking of Shares

The Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the memorandum and articles of association for the time being in force and will rank pari passu with the fully paid Shares in issue on the date the name of the Grantee is registered as the holder of those Shares in the register of members of the Company. Prior to the Grantee being registered as the holder of those Shares in the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions of the Company, or any rights arising on a liquidation of the Company, or any rights as to transfer, in respect of the Shares to be issued upon the exercise of the Option.

16. Cancellation of Options

Any Options granted but not exercised may be cancelled if the Grantee so agrees and new Options may be granted to the Grantee under a share option scheme with available unissued options (excluding the cancelled options) provided such new Options fall within the limits prescribed by paragraph 4 and otherwise comply with the terms of the New Share Option Scheme.

17. Effect of alterations to share capital

In the event of any alteration in the capital structure of the Company arising as a result of capitalisation of profits or reserves, rights issue or consolidation, sub-division, or reduction of the share capital of the Company whilst any option remains exercisable, such corresponding alterations (if any) shall be made to:

- (a) the number or nominal amount of Shares subject to the Options so far as unexercised; and/or
- (b) the Subscription Price; and/or
- (c) the method of exercise of Options,

or any combination thereof, as the Auditors shall, at the request of the Company, certify in writing, either generally or as regards any particular Grantee, to be in their opinion fair and reasonable, provided that any such adjustments give a Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled, but so that no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value. The capacity of the Auditors acting in accordance with the provisions described in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of the Auditors shall be borne by the Company.

18. Duration and administration of the New Share Option Scheme

The New Share Option Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date. After the expiry of the ten-year period, no further Options shall be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the New Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the end of the ten-year period.

The New Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the New Share Option Scheme or its interpretation or effect (save as otherwise provided therein) shall be final and binding on all parties.

19. Lapse of Options

Subject to the provisions of the New Share Option Scheme, an Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of the periods for exercising the Option as referred to in paragraphs 9, 10, 11, 13 or 14 above;
- (c) subject to the scheme of arrangement (referred to in paragraph 12) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 12;
- (d) subject to paragraph 13, the date of the commencement of the winding-up of the Company;
- (e) the date on which the Grantee commits a breach of paragraph 7;
- (f) the date on which the Grantee, if an employee, ceases to be an employee of the Group by reason of the termination of his or her employment on the grounds that he or she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has become bankrupt or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily; and
- (g) subject to paragraph 9, the date the Grantee, if an employee, ceases to be an employee of the Group by any other reason, provided that the foregoing provisions of this paragraph 19(g) shall not apply in circumstances where the Grantee ceases to be an employee of the Group but thereafter remains a director of any member(s) of the Group, in which circumstance the Option shall continue in force unaffected and continue to be exercisable in accordance with its terms.

20. Alterations to the terms of the New Share Option Scheme

Those specific provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants and no changes to the authority of the Directors or administrator of the New Share Option Scheme in relation to any alteration of the terms of the New Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The New Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

21. Termination

The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.



Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 200)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of Melco International Development Limited (the “**Company**”) will be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, 30 May 2012 at 10:30 a.m. for the following purposes:

1. To consider and receive the audited financial statements and the reports of the directors and auditors for the financial year ended 31 December 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect the directors and to fix the remuneration of the directors.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever of the following first occurs:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company.”

6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (I) **“THAT:**

- (a) subject to paragraph (c) of this Resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, (iii)

any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (bb) (if the directors of the Company are so authorized by a separate resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever of the following first occurs:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (II) “**THAT** the directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution (I) in item 6 of the notice of this meeting in respect of the share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”
7. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in the ordinary shares of HK\$0.50 each in the share capital of the Company (the “**Share(s)**”) to be issued pursuant to the exercise of the share options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which is produced to this meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give effect to the New Share Option Scheme, including but without limitation to:

- (i) to administer the New Share Option Scheme under which share options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the exercise of the share options under the New Share Option Scheme;
- (iv) to make application at appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may from time to time be issued and allotted pursuant to the exercise of the share options under the New Share Option Scheme; and

- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

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

Hong Kong, 24 April 2012

Registered Office:

38th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice is entitled to appoint one or more proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy must be deposited at the Company's registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. To ascertain shareholders' eligibility to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 28 May 2012 to Wednesday, 30 May 2012 (both days inclusive), during which period no share transfers will be registered. In order to qualify to attend and vote at the annual general meeting, all transfer forms accompanied by relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 25 May 2012.

To ascertain shareholders' entitlement to the proposed final dividend upon passing of the resolution in item 2 above, the register of members of the Company will be closed from Tuesday, 5 June 2012 to Thursday, 7 June 2012 (both days inclusive), during which period no share transfers will be registered. The last day for dealing in the Company's shares cum entitlements to the proposed final dividend will be Thursday, 31 May 2012. In order to qualify for the proposed final dividend, all transfer forms accompanied by relevant share certificates must be lodged with of the Company's share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 4 June 2012.
4. With regard to item 3 above, the Board of Directors of the Company proposes that the retiring Directors, namely, Mr. Tsui Che Yin, Frank and Mr. Ng Ching Wo be re-elected as Directors of the Company. Details of these retiring Directors are set out in the Appendix II to the Company's circular to shareholders dated 24 April 2012.
5. With regard to item 5 above, the Directors wish to draw the attention of the shareholders to the circular which summarises the more important provisions of the Listing Rules relating to the repurchase of shares on The Stock Exchange of Hong Kong Limited by a company and will be despatched to the shareholders together with the annual report. The present general mandate to repurchase shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to item 6 above, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than the shares to be issued upon exercise of the share options pursuant to the share option scheme of the Company). The present general mandate to issue shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
7. With regard to item 7 above, the Directors wish to state that the New Share Option Scheme, if approved and adopted by the shareholders of the Company, will enable the Company to grant share options to the eligible persons who, in the sole discretion of the Board, have made or may make contribution to the Group and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.
8. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.