

MELCO INTERNATIONAL DEVELOPMENT LIMITED
Division of Responsibilities Between the Chairman and the
Chief Executive Officer

Chairman

The responsibilities of the Chairman include:

- (a) ensuring that all Directors are properly briefed on issues arising at Board meetings;
- (b) ensuring all Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable;
- (c) providing leadership to the Board;
- (d) ensuring that the Board works effectively, performs its responsibilities and discusses all key and appropriate issues in a timely manner;
- (e) drawing up and approving the agenda for each board meeting and taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda (note: the Chairman may delegate this responsibility to a designated director or the Company Secretary);
- (f) ensuring that good corporate governance practices and procedures are established;
- (g) encouraging all Directors to make full and active contribution to the Board's affairs, and taking the lead to ensure that the Board acts in the best interests of the Company;
- (h) encouraging Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensuring that board decisions fairly reflect board consensus;
- (i) at least annually holding meetings with the Non Executive Directors (including Independent Non Executive Directors) without the Executive Directors' present;
- (j) ensuring that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole;
- (k) promoting a culture of openness and debate by facilitating the effective contribution of Non Executive Directors in particular and ensuring constructive relations between Executive and Non Executive Directors; and
- (l) chairing Board and shareholder meetings.

Chief Executive Officer

The responsibilities of the Chief Executive Officer include:

- (a) the conduct of the affairs and management responsibilities of the Company delegated to him by the Board;
- (b) providing leadership for Management;
- (c) overseeing the implementation by the Company of the strategies and objectives determined by the Board and reporting to the Board on material developments in the Company's business and the implementation of those strategies;
- (d) providing all such information to the Board as is necessary to enable the Board to make an informed assessment of any matter put before the Board for approval and to monitor the performance of Management;
- (e) leading the management of the Company's relationships with its stakeholders;
- (f) establishing and maintaining proper risk management controls and systems; and
- (g) discharging such other duties and authorities as may be delegated to him by the Board from time to time.

(Updated on 2 August 2016)