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## **Melco International Development Limited**

*(Incorporated in Hong Kong with limited liability)*

Website: [www.melco-group.com](http://www.melco-group.com)

(Stock Code: 200)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the annual general meeting (the “**AGM**”) of Melco International Development Limited (the “**Company**”) will be held at Rooms 1501-02, 15th Floor, Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on 4 June 2021, Friday at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2020.
2.
  - (a)
    - (i) To re-elect Mr. Evan Andrew Winkler as an executive director of the Company.
    - (ii) To re-elect Mr. Tsui Che Yin, Frank, who has served the Company for more than nine years, as an independent non-executive director of the Company.
    - (iii) To re-elect Ms. Karuna Evelyne Shinsho as an independent non-executive director of the Company.
  - (b) To authorize the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint auditor and to authorize the directors to fix the auditor’s remuneration.

4. To consider and, if thought fit, pass the following resolution as an 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 (as defined below) of all the powers of the Company to repurchase shares of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of 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 expiry 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 of the Company in general meeting.”

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

(I) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during and after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares 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 (as defined below); (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 number of shares of the Company in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution); and

(bb) (if the directors of the Company are so authorized by a separate resolution of the shareholders of the Company) the number of shares 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 number of shares of the Company in issue at the date of passing this Resolution), and the authority pursuant to paragraph (a) of this Resolution 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 expiry 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 of the Company in general meeting.

“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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

- (II) “**THAT** the directors of the Company be and are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution (I) in item 5 of the notice of this meeting in respect of the shares of the Company referred to in subparagraph (bb) of paragraph (b) of such resolution.”
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** the adoption of the 2021 share incentive plan (the “**2021 MRE Share Incentive Plan**”) of Melco Resorts & Entertainment Limited (a subsidiary of the Company), a copy of which is produced at the meeting marked “A” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, and the directors of the Company be and are hereby authorized to execute such documents and take such action as they deem appropriate to implement and give effect to the 2021 MRE Share Incentive Plan.”

By order of the board of  
**Melco International Development Limited**  
**Leung Hoi Wai, Vincent**  
*Company Secretary*

Hong Kong, 5 May 2021

*Registered Office:*  
38th Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the AGM 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 shareholder of the Company.
2. In order to be valid, a form of proxy must be deposited at the Company’s share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, 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 appointed for holding the AGM (i.e. not later than 10:00 a.m. on 2 June 2021) or any adjournment thereof.

3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 31 May 2021.
4. With regard to the resolution no. 2 above, the board of directors of the Company proposes that the retiring directors of the Company who will offer themselves for re-election at the AGM, namely, Mr. Evan Andrew Winkler, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho be re-elected as directors of the Company. Details of these retiring directors of the Company are set out in Appendix II to the Company's circular to shareholders dated 5 May 2021 (the "**Circular**").
5. With regard to the resolution no. 4 above, the directors of the Company wish to draw the attention of the shareholders of the Company to the Circular which summarizes the more important provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") relating to the repurchase of shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") by a company. The present general mandate to repurchase shares given by the shareholders of the Company expires at the forthcoming AGM and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to the resolution no. 5 above, the directors of the Company wish to state that, currently, they have no plans to issue any additional 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 of the Company expires at the forthcoming AGM and, accordingly, a renewal of that general mandate is now being sought.
7. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or after 6:00 a.m. on the date of the AGM, or in the event that the COVID-19 situation requires the date of the AGM to be changed, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.melco-group.com](http://www.melco-group.com)) to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.
9. **Arrangements for precautionary measures for the AGM**

To safeguard the health and safety of the shareholders of the Company and participants attending the AGM and to prevent the spreading of the COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM:

(1) Compulsory body temperature checks

At the entrance to the venue, a compulsory body temperature check will be conducted on every person (including but not limited to, shareholder or proxy or corporate representative) attending the AGM. Any person with a body temperature above the reference range quoted by the Department of Health from time to time or who has any flu-like symptoms or is otherwise unwell will not be admitted to the venue.

(2) Submission of health declaration form

Every attendee (including but not limited to, shareholder or proxy or corporate representative) will have to submit a completed health declaration form prior to entry into the venue.

- (3) Wearing of surgical face mask

Every attendee is required to wear surgical face mask at any time within the venue and to sit at a distance from other attendees. Please note that no masks will be provided at the venue and attendees should bring and wear their own masks.

- (4) Appropriate distancing and spacing in line with the guidance from the Government of the Hong Kong Special Administrative Region will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (5) No distribution of gifts and no provision of refreshments.

Attendees are requested to observe and practise good personal hygiene at all times at the venue. To the extent permitted under law, the Company reserves the right to deny entry into the venue or require any person to leave the venue so as to ensure the health and safety of the attendees at the AGM.

**There will be no distribution of gifts and/or provision of refreshments at the AGM. All sums earmarked for such purposes have been donated to The Community Chest of Hong Kong to support the elderly who were affected by COVID-19 in Hong Kong.**

**To safeguard the health and safety of shareholders and to prevent the spreading of the COVID-19 pandemic, the Company would like to encourage the shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions and to return his/her form of proxy by the time specified above (i.e. not later than 10:00 a.m. on 2 June 2021), instead of attending the AGM in person.**

**For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice and implement further precautionary measures, shareholders should check the Company's website at [www.melco-group.com](http://www.melco-group.com) for future announcements and updates on the AGM arrangements.

*As at the date of this notice, the board of directors of the Company comprises three Executive Directors, namely Mr. Ho, Lawrence Yau Lung (Chairman and Chief Executive Officer), Mr. Evan Andrew Winkler (President and Managing Director) and Mr. Chung Yuk Man, Clarence; one Non-executive Director, namely Mr. Ng Ching Wo; and three Independent Non-executive Directors, namely Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyn Shinsho.*