



**Melco Crown Entertainment**  
**新濠博亞娛樂**

**Melco Crown Entertainment Limited**  
**新濠博亞娛樂有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
(SEHK Stock Code: 6883)

**PROXY FORM FOR USE BY SHAREHOLDERS AT  
THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MARCH 25, 2015**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of US\$0.01 each in the capital of **Melco Crown Entertainment Limited** (the “**Company**”) HEREBY APPOINT<sup>3</sup> **THE CHAIRMAN OF THE MEETING**  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the Extraordinary General Meeting of the Company to be held at Salon VI, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau on Wednesday, March 25, 2015 at 2:00 p.m. (Hong Kong time) and at any adjournment thereof as indicated below:

	<b>Ordinary Resolution</b>	<b>For<sup>4</sup></b>	<b>Against<sup>5</sup></b>
1.	To approve the voluntary withdrawal of the listing of the Company’s ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “ <b>Proposed De-Listing</b> ”), and upon approval by the shareholders of the Company in accordance with Rule 6.11 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, authorize any Director and officer of the Company, including the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and Company Secretary (collectively, the “ <b>Authorized Representatives</b> ”) to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Authorized Representative deems appropriate, and approve all such actions by any Authorized Representative on behalf of the Company in such connection.		

<b>Special Resolution</b>		<b>For<sup>4</sup></b>	<b>Against<sup>5</sup></b>
2.	To amend and restate the memorandum and articles of association of the Company by the deletion of the existing memorandum and articles of association in their entirety and the substitution in their place of the amended and restated memorandum and articles of association as set out in Appendix II to the Company's circular dated March 4, 2015, conditional on and with effect from the Proposed De-Listing becoming effective, and authorize any one Authorized Representative to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Authorized Representative might deem appropriate, and approve all such actions by any Authorized Representative on behalf of the Company in such connection.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015                      Shareholder's signature<sup>6</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of US\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this proxy form must be initialed by the person who signs it. A proxy need not be a member of the Company but must be present in person to represent the member.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. Same as note (4) above.
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
7. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting if you so wish.