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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website : 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 by way of electronic means through the Tricor e-Meeting System (<https://spot-emeeting.tricor.hk/#/238>) (the “**Tricor e-Meeting System**”) at 11:00 a.m. on Thursday, 13 June 2024, 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 2023.
2. (a) (i) To re-elect Mr. Ho, Lawrence Yau Lung as an executive director of the Company; and
(ii) To re-elect Mr. Tsui Che Yin, Frank as an independent non-executive director of the Company.
(b) To authorise the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint Ernst & Young as auditor and authorise the directors to fix their 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

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

- (II) “**THAT** the directors of the Company be and 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 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

(I) **“THAT:**

- (a) 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 the Company (the “**MIDL Share(s)**”) to be issued pursuant to the share options and share awards which may be granted under the new share scheme of the Company (the “**MIDL New Share 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 MIDL New Share Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorised 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 MIDL New Share Scheme, including but without limitation to:
- (i) administer the MIDL New Share Scheme under which share options and share awards will be granted to participants eligible under the MIDL New Share Scheme to subscribe for MIDL Shares;
 - (ii) modify and/or amend the MIDL New Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the MIDL New Share Scheme relating to modification and/or amendment;
 - (iii) issue and allot from time to time such number of MIDL Shares as may be required to be issued and allotted pursuant to the exercise of the share options or share awards under the MIDL New Share Scheme;
 - (iv) make application at appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any MIDL Shares which may from time to time be issued and allotted pursuant to the exercise of the share options or share awards under the MIDL New Share Scheme; and
 - (v) 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 MIDL New Share Scheme; and
- (b) conditional upon the MIDL New Share Scheme becoming effective, (i) the existing share option scheme of the Company adopted on 7 June 2022 (the “**2022 MIDL Share Option Scheme**”) be and is hereby replaced in its entirety with effect from the adoption of the MIDL New Share Scheme (without prejudice to the rights and benefits of and attached to any

outstanding options which have been granted under the 2022 MIDL Share Option Scheme prior to the date of the passing of this resolution); and (ii) the existing share subscription scheme of the Company adopted on 18 October 2007, as amended on 28 August 2014 and 31 March 2020 (the “**2007 MIDL Share Subscription Scheme**”) be and is hereby replaced in its entirety with effect from the adoption of the MIDL New Share Scheme (without prejudice to the rights and benefits of and attached to any outstanding awards which have been granted under the 2007 MIDL Share Subscription Scheme prior to the date of the passing of this resolution).”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the MIDL Scheme Mandate Limit as defined in the circular of the Company dated 10 May 2024 (being 10% of the total number of MIDL Shares in issue as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the MIDL Scheme Mandate Limit.”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the MIDL New Share Scheme and the MIDL Scheme Mandate Limit being approved and adopted by way of ordinary resolutions of the Company numbered 6 and 7 above, the MIDL Service Provider Sublimit as defined in the circular of the Company dated 10 May 2024 (being 1% of the total number of MIDL Shares in issue as at the date of passing of this resolution) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the MIDL Service Provider Sublimit.”

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the amended 2021 share incentive plan of Melco Resorts & Entertainment Limited (“**MRE**”, a principal subsidiary of the Company) (the “**Amended 2021 MRE Share Incentive Plan**”) (which incorporates all the amendments to the 2021 share incentive plan of MRE approved by the Company at its annual general meeting on 4 June 2021 and the proposed amendments described in the circular of the Company dated 10 May 2024), a copy of which having been produced to this meeting marked “**B**” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved and the board of directors of the Company be and is hereby

authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Amended 2021 MRE Share Incentive Plan.”

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the MRE Mandate Limit as defined in the circular of the Company dated 10 May 2024 (being 10% of the total number of shares of MRE in issue as at the date of passing of this resolution) be and is hereby approved and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the MRE Mandate Limit.”

11. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the Amended 2021 MRE Share Incentive Plan and the MRE Mandate Limit being approved by way of ordinary resolutions of the Company numbered 9 and 10 above, the MRE Service Provider Sublimit as defined in the circular of the Company dated 10 May 2024 (being 1% of the total number of shares of MRE in issue as at the date of passing of this resolution) be and is hereby approved and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the MRE Service Provider Sublimit.”

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

Hong Kong, 10 May 2024

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

Notes:

1. The AGM will be a virtual meeting. Shareholders of the Company will be able to join the AGM, cast their vote and submit questions through the Tricor e-Meeting System. The Tricor e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. The registered shareholders of the Company, their proxy (or proxies) and non-registered shareholders of the Company will be able to view the live video broadcast, participate in voting and submit questions online (or if they opt to, they may dial in through the Company's designated dial-in facility to raise questions during the AGM). Non-registered shareholders of the Company may contact and instruct their banks, brokers, custodians or HKSCC Nominees Limited through which their shares are held to appoint themselves as proxies or corporate representatives to attend the AGM. For details, please refer to the "Guidance for the Annual General Meeting" as set out in the Company's circular to shareholders dated 10 May 2024 (the "**Circular**").
2. 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 on his/her behalf. A proxy need not be a shareholder of the Company.
3. To be valid, the proxy form together with the 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, Tricor Standard Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk/#/238>) by using the login username and password provided in the notification letter sent by the Company's share registrar as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the AGM (i.e. not later than 11:00 a.m. on Tuesday, 11 June 2024) or any adjournment thereof. Completion and return of any instrument appointing a proxy shall not preclude a member from attending and voting by electronic means through the Tricor e-Meeting System at the AGM or any adjournment thereof and in such event the instrument appointing a proxy shall be deemed to be revoked. The proxy form must be signed by the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024 (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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 6 June 2024.
5. With regard to the resolution no. 2 above, the board of directors of the Company proposes that the retiring directors who will offer themselves for re-election at the AGM, namely, Mr. Ho, Lawrence Yau Lung and Mr. Tsui Che Yin, Frank, be re-elected as directors of the Company. Details of these retiring directors are set out in Appendix II to the Circular.
6. 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 summarises 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 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.

7. 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 any outstanding share options pursuant to the existing 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.
8. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” is/are in force in Hong Kong at or after 6:00 a.m. on the date of the AGM, the meeting will be automatically postponed or adjourned. Shareholders of the Company are advised to check the websites of the Company at www.melco-group.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for any further announcement(s) and information relating to the AGM.

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, and three Independent Non-executive Directors, namely Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho.