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Melco International Development Limited

(Incorporated in Hong Kong with limited liability)

Website: www.melco-group.com

(Stock Code: 200)

**(i) PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1)
RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE;**

AND

(ii) CLOSURE OF REGISTER OF MEMBERS

Financial adviser to the Company



Anglo Chinese Corporate Finance, Limited

PROPOSED RIGHTS ISSUE

The Company proposes to raise gross proceeds of up to (i) approximately HK\$780.03 million by issuing up to 758,341,877 Rights Shares (assuming no change in the total number of issued Shares on or before the Record Date) at the Subscription Price of HK\$1.0286 per Rights Share; or (ii) approximately HK\$781.07 million by issuing up to 759,350,377 Rights Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date) at the Subscription Price of HK\$1.0286 per Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. Subject to fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. There is no minimum amount to be raised under the Rights Issue. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

Assuming full subscription of the Rights Issue, the net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK\$771.23 million (assuming no change in the total number of issued Shares on or before the Record Date) or approximately HK\$772.27 million (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date).

The net proceeds of the Rights Issue will primarily be used to repay a portion of the principal amounts outstanding in the 2021 Credit Facility and to pay the interest of the 2021 Credit Facility.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and not be a Non-Qualifying Shareholder. In order to be registered as a member of the Company on the Record Date, all transfer documents of the Shares (together with the relevant share certificate(s)) must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 19 May 2025.

IRREVOCABLE UNDERTAKING BY THE COMMITTED SHAREHOLDER

As at the date of this announcement, the Committed Shareholder is beneficially interested, or otherwise by virtue of the SFO deemed to be interested, in 931,862,970 issued Shares, representing approximately 61.44% of the total number of issued Shares.

Pursuant to the Irrevocable Undertaking, the Committed Shareholder has irrevocably undertaken and warranted to the Company, among other things:

- (i) to take up or procure his spouse and/or certain related entities to take up no less than 413,000,000 Rights Shares to be provisionally allotted to the Committed Shareholder, his spouse and/or certain related entities at the Subscription Price; and
- (ii) not to, and to the best of his ability, procure his spouse and his related entities not to, sell, dispose of, transfer, or agree to sell, dispose of or transfer any of the issued Shares held by the Committed Shareholder, his spouse and his related entities from the date of the Irrevocable Undertaking to the date of completion of the Rights Issue.

LISTING RULES IMPLICATIONS FOR THE COMPANY

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued shares or market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the proposed Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

GENERAL

The Prospectus containing, among other things, details of the Rights Issue is expected to be despatched by the Company to the Qualifying Shareholders on 26 May 2025. The PALs and the EAFs will also be sent to the Qualifying Shareholders on the same date. A copy of the Prospectus will also be made available on the websites of the Company (<http://www.melco-group.com>) and the Stock Exchange (<http://www.hkexnews.hk>). Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may send copies of the Prospectus to the Non-Qualifying Shareholders outside of the United States for their information only but will not send any PAL or EAF to them.

The Company understands that Mr. Ho will make all applications for Rights Shares in compliance with Appendix C3 to the Listing Rules.

WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the proposed Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement. Accordingly, the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

The Shares are expected to be dealt in on an ex-rights basis from Friday, 16 May 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 28 May 2025 to Wednesday, 4 June 2025 (both dates inclusive). Any dealings in the Shares from the date of this announcement up to the date on all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE RIGHTS ISSUE

The Company proposes to raise gross proceeds of up to (i) approximately HK\$780.03 million by issuing up to 758,341,877 Rights Shares (assuming no change in the total number of issued Shares on or before the Record Date) at the Subscription Price of HK\$1.0286 per Rights Share; or (ii) approximately HK\$781.07 million by issuing up to 759,350,377 Rights Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the issued Shares on or before the Record Date) at the Subscription Price of HK\$1.0286 per Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. Subject to fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. There is no minimum amount to be raised under the Rights Issue. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

The principal terms of the Rights Issue are set out below:

Rights Issue Statistics

Basis of the Rights Issue:	one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price:	HK\$1.0286 per Rights Share
Number of Shares in issue as at the date of this announcement:	1,516,683,755 Shares
Maximum number of Rights Shares to be issued under the Rights Issue (assuming the Rights Issue is fully subscribed):	Up to 758,341,877 Rights Shares ^(Note 1) or up to 759,350,377 Rights Shares ^(Note 2)
Undertaken Shares:	No less than 413,000,000 Rights Shares, being the aggregate number of Rights Shares for which the Committed Shareholder has undertaken to subscribe pursuant to the Irrevocable Undertaking
Total number of issued Shares as enlarged by the allotment and issue of the Rights Shares (assuming the Rights Issue is fully subscribed):	Up to 2,275,025,632 Shares ^(Note 1) or up to 2,278,051,132 Shares ^(Note 2)
Maximum amount to be raised before expenses (assuming the Rights Issue is fully subscribed):	Up to approximately HK\$780.03 million ^(Note 1) and not more than approximately HK\$781.07 million ^(Note 2)
Rights of excess applications:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

Notes:

1. Assuming no change in the total number of issued Shares on or before the Record Date.
2. Assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date.

Under the Rights Issue, the Company proposes to provisionally allot (i) 758,341,877 nil-paid Rights Shares (assuming no change in the total number of issued Shares on or before the Record Date), representing approximately 50.00% of the existing issued Shares and approximately 33.33% of the issued Shares as enlarged by the Rights Shares as at the date of this announcement; or (ii) 759,350,377 nil-paid Rights Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date), representing approximately 50.00% of the existing issued Shares (taking into account the new Shares to be issued pursuant to the full exercise of the Outstanding Share Options) and approximately 33.33% of the issued Shares as enlarged by the Rights Shares as at the date of this announcement.

The number of Rights Shares which may be issued pursuant to the Rights Issue will be increased in proportion to any additional Shares which may be allotted and issued on or before the Record Date pursuant to the exercise of the Outstanding Share Options. As at the date of this announcement, there are 2,017,000 Outstanding Share Options under the 2012 Share Option Scheme. Assuming exercise of all the Outstanding Share Options, the maximum number of new Shares that would fall to be allotted and issued under the 2012 Share Option Scheme on or before the Record Date would be 2,017,000 Shares, which would result in the issue and allotment of 1,008,500 additional nil-paid Rights Shares.

In addition, as at the date of this announcement, (a) 32,566,000 unvested awarded shares have been granted by the Company under the Share Purchase Scheme; and (b) no share options nor awarded shares have been granted by the Company under the 2024 Share Scheme.

Save as disclosed above, as at the date of this announcement, the Company (a) has no other outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares in the Rights Issue; and (b) has no intention to issue or grant any Shares, convertible securities, warranties and/or options on or before the Record Date.

The Directors do not expect any exercise of the Outstanding Share Options on or before the Record Date.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, Shareholders who apply to take up all or part of their entitlements under the PAL(s) or apply for Excess Rights Share(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code, or may result in the non-compliance by the Company of the public float requirement under Rule 8.08 of the Listing Rules. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the PAL(s) or for Excess Rights Share(s) under the EAF will be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 7.19(5)(b) of the Listing Rules; and/or (ii) does not result in the non-compliance of the public float requirement under Rule 8.08 of the Listing Rules on the part of the Company.

Subscription Price

The Subscription Price of HK\$1.0286 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or, where applicable, applies for Excess Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 72.93% to the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 71.03% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$3.55 per Share;
- (iii) a discount of approximately 70.86% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$3.53 per Share;
- (iv) a discount of approximately 64.28% to the theoretical ex-rights price of approximately HK\$2.88 per Share based on the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Last Trading Day and 1,516,683,755 Shares in issue as at the date of this announcement;

- (v) a premium of approximately 3,328.67% to the latest published audited consolidated net asset value per Share attributable to the Shareholders as at 31 December 2024 of approximately HK\$0.03 (based on the consolidated net asset value of the Group attributable to the Shareholders as at 31 December 2024 of approximately HK\$45.93 million as disclosed in the announcement of the Company dated 28 March 2025 in relation to the annual results for the year ended 31 December 2024 and 1,516,683,755 Shares in issue as at the date of this announcement); and
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 24.31%, represented by the theoretical diluted price of approximately HK\$2.88 per Share to the benchmarked price (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$3.80 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the Last Trading Day of approximately HK\$3.47 per Share) of approximately HK\$3.80 per Share.

The net price per Rights Share (i.e. Subscription Price less costs and expenses incurred in the Rights Issue) upon full acceptance of the provisional allotment of Rights Shares is estimated to be approximately HK\$1.017 (assuming no change in the total number of issued Shares on or before the Record Date); or approximately HK\$1.017 (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date). Since the Company is incorporated in Hong Kong, the Rights Shares have no nominal value.

The Subscription Price was determined by the Company with reference to, among others, (i) recent performance of the Share price compared with that of the overall market; (ii) the amount of funds the Company intends to raise under the Rights Issue; and (iii) the intention to provide an opportunity for all Shareholders to take part in the Rights Issue at a relatively low cost.

The overall market has experienced significant volatility year-to-date in 2025 with the Hang Seng Index reaching its lowest point of 18,874.14 on 13 January 2025, then rising 31.24% to its highest point of 24,771.14 on 19 March 2025 before dropping close to 20% to 19,828.30 on 7 April 2025. Since then the Hang Sang Index has risen by 10.86% closing at 21,980.74 on the Last Trading Day. The Directors observed that the Share price also experienced significant volatility during the same period, dropping to its lowest point of HK\$3.29 per Share on 7 April 2025, and recorded a decrease of approximately 13.04% from HK\$4.37 per Share on 2 January 2025 to HK\$3.80 per Share as of the Last Trading Day.

Given that the Company intends to raise gross proceeds of approximately HK\$780.03 million from the Rights Issue and the relative weakness and volatility in Share price performance, the Directors believe that the Subscription Price would require a relatively substantial discount to the Last Trading Price to encourage Shareholders to participate in the Rights Issue.

In addition, the Subscription Price was set with an intention that all Shareholders can take part in the Rights Issue at a relatively low cost so that all Shareholders can maintain their shareholding and continue to participate in the future growth and development of the Group.

After taking into consideration the factors stated above, the Directors consider the terms of the Rights Issue, including the Subscription Price, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Qualifying Shareholders and Non-Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders. The Company will not extend the Rights Issue to the Non-Qualifying Shareholders. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders outside of the United States for information purposes only but will not send any PAL or EAF to them.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date. Shareholders having an address in Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will qualify for the Rights Issue.

Shareholders having an address outside Hong Kong as shown on the register of members of the Company on the Record Date will not qualify for the Rights Issue if the Board, after making relevant enquiries with the legal advisers in the relevant jurisdictions, considers that the exclusion of such Overseas Shareholders from the Rights Issue would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place.

Shareholders with their Shares held by nominee(s) (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee(s) (or held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as a member of the Company by the Record Date, all transfer documents of the Shares (together with the relevant share certificate(s)) must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 19 May 2025. The last day for dealing in the Shares on a cum-rights basis is Thursday, 15 May 2025.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a cheque or banker's cashier order for the Rights Shares being applied for with the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before the Latest Time for Acceptance.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements). **If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.**

Rights of PRC Southbound Trading Investors

According to the "Stock Connect Southbound Shareholding Search" available on the Stock Exchange's website, as at 24 April 2025, China Clear held 65,863,000 Shares, representing approximately 4.33% of 1,516,683,755 Shares in issue as at 24 April 2025.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations.

However, China Clear will not support applications by such PRC Southbound Trading Investors for Excess Rights Shares under the Rights Issue through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect. In addition, the PRC Southbound Trading Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares nor transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors until after the Company completes its filing with the CSRC in accordance with the CSRC Notice.

The PRC Southbound Trading Investors should consult their intermediary (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions to such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the relevant dates stated in the section headed “EXPECTED TIMETABLE FOR THE RIGHTS ISSUE” of this announcement and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

The Board was advised that, as the Prospectus Documents will not be and are not intended to be filed with or approved by the CSRC other than in accordance with the CSRC Notice, the Rights Shares in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect, or such person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations.

Rights of the Overseas Shareholders

If, at the close of business on the Record Date, a Shareholder’s address on the Company’s register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue. The Prospectus Documents to be despatched in connection with the Rights Issue will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

The Board notes the requirements specified in Rule 13.36(2)(a) of the Listing Rules and is in the process of making enquiries in the relevant jurisdictions as to the feasibility of extending the Rights Issue to the Overseas Shareholders. If, after making relevant enquiries with the legal advisers in the relevant jurisdictions, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. In such circumstances, such Overseas Shareholders will become Non-Qualifying Shareholders and the Rights Issue will not be extended to them. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders outside of the United States for information purposes only but will not send any PAL or EAF to them. Based on the register of members of the Company as of the date of this announcement, there are 68 Overseas Shareholders with registered addresses situated in Macau, Canada, Denmark, the United Kingdom, the United States, Singapore, Taiwan, Switzerland, Australia, France, the PRC and Germany.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. Any net proceeds of sale thereof, after deduction of expenses, will be paid in Hong Kong dollars to the Non-Qualifying Shareholders pro rata to their respective entitlements as at the close of business on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK\$100, such sum will be retained by the Company for its own benefit. Any such unsold nil-paid Rights Shares to which such Non-Qualifying Shareholders would otherwise have been entitled will be made available for excess application by the Qualifying Shareholders under the EAF(s).

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2)(a) of the Listing Rules. Accordingly, the Overseas Shareholders should exercise caution when dealing in the Shares.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Shareholders and beneficial owners of the Shares (including, without limitation, their respective agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid, the record dates of which are on or after the date of allotment and issue of the fully-paid Rights Shares.

No fractional entitlements to the Rights Shares

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares and the entitlements of the Qualifying Shareholders will be rounded down to the nearest whole number. All fractions of Rights Shares will be aggregated (rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) and sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained, and the Company will retain the proceeds from such sale. Any unsold fractions of Rights Shares will be made available for excess application by the Qualifying Shareholders under the EAFs.

Odd lot arrangement

Upon completion of the Rights Issue, the board lots of the Company will remain as 1,000 Shares. To facilitate the trading of odd lots of Shares which will arise upon the Rights Issue, the Company will procure an arrangement with an agent to stand in the market to provide matching services for the sale and purchase of odd lots of Shares on a best effort basis. Further details in respect of the odd lot arrangement will be set out in the Prospectus. Holders of Shares in odd lots should note that the matching services mentioned above are on a “best effort” basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being adequate amount of odd lots of Shares available for matching. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its/their own professional advisers.

Application for Excess Rights Shares

Qualifying Shareholders (other than the PRC Southbound Trading Investors) shall be entitled to apply, by way of excess application under the EAF(s) for additional Rights Share(s) in excess of their assured entitlements. The Excess Rights Shares will comprise:

- (i) any Rights Shares which would have been provisionally allotted to the Non-Qualifying Shareholders had they been Qualifying Shareholders;

- (ii) any Rights Shares provisionally allotted to but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renouncees or transferees of Rights Shares in nil-paid form; and
- (iii) any unsold Rights Shares created by aggregating fractions of Rights Shares in nil-paid form.

(i) to (iii) are collectively referred to as “**Untaken Rights**”.

Pursuant to Rule 7.21(3)(a) of the Listing Rules, the Company will allocate the Excess Rights Shares (if any) at their discretion on a fair and equitable basis on the following principles:

- (i) any Excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro rata basis by reference to the number of the Excess Rights Shares applied for;
- (ii) reference will only be made to the number of Excess Rights Shares being applied for but no reference will be made to the Rights Shares comprised in applications by the PALs or the existing number of Shares held by Qualifying Shareholders; and
- (iii) if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of Excess Rights Shares applied for through the EAFs, the Company will allocate to each Qualifying Shareholder who applies for Excess Rights Shares in full application.

In applying the above principles, reference will only be made to the number of Excess Rights Shares being applied for. No preference will be given to topping up odd lots to whole board lots.

Application for Excess Rights Shares can be made only by Qualifying Shareholders (other than the PRC Southbound Trading Investors) and only by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the Excess Rights Shares being applied for with the Company’s share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:00 p.m. on Monday, 9 June 2025 or such later date as the Company may determine.

Pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will take steps to identify the excess applications made by any controlling Shareholder and, or its associates (collectively the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard excess applications made by the Relevant Shareholders to the extent that the total number of Excess Rights Shares the Relevant Shareholders have applied for exceeds the maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

Shareholders with their Shares held by a nominee company (or which are deposited in CCASS) should note that the Board will regard such nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of the Excess Rights Shares will not be extended to beneficial owners individually save and except for the beneficial owner(s) which the Company may permit in its absolute discretion. Shareholders with their Shares held by a nominee company (or which are deposited in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names on or prior to the Record Date for the purpose of the Rights Issue. Shareholders should consult their professional advisors if they are in any doubt as to their status. Shareholders who would like to have their names registered on the register of members of the Company on the Record Date, must lodge all necessary documents with the Company’s share registrar, Tricor Investor Services Limited, for registration no later than 4:30 p.m. on Monday, 19 May 2025.

Taxation

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. The nil-paid Rights Shares and fully-paid Rights Shares are expected to have the same board lot size as the Shares, i.e. 1,000 Rights Shares in one board lot. No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in on any stock exchange other than the Stock Exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, and any other applicable fees and charges in Hong Kong.

Share certificates and refund cheques for the Rights Shares

Subject to the fulfilment or waiver (as applicable) of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered addresses, at their own risks, on or before Tuesday, 17 June 2025. Refund cheques in respect of wholly or partially unsuccessful applications for Excess Rights Shares (if any) are expected to be despatched on or before Tuesday, 17 June 2025 to the applicants without interest at their registered addresses by ordinary post at their own risks.

If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments and/or applications for Excess Rights Shares (if any) will be refunded to the Qualifying Shareholders or such other person to whom the Rights Shares in nil-paid form have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risks of such Qualifying Shareholders or such other person to their registered addresses by the Company's share registrar, Tricor Investor Services Limited, on or before Tuesday, 17 June 2025.

IRREVOCABLE UNDERTAKING BY THE COMMITTED SHAREHOLDER

As at the date of this announcement, the Committed Shareholder is beneficially interested, or otherwise by virtue of the SFO deemed to be interested, in 931,862,970 issued Shares, representing approximately 61.44% of the total number of issued Shares.

Pursuant to the Irrevocable Undertaking, the Committed Shareholder has irrevocably undertaken and warranted to the Company, among other things:

- (i) to take up or procure his spouse and/or certain related entities to take up no less than 413,000,000 Rights Shares to be provisionally allotted to the Committed Shareholder, his spouse and/or certain related entities at the Subscription Price; and
- (ii) not to, and, to the best of his ability, procure his spouse and his related entities not to, sell, dispose of, transfer, or agree to sell, dispose of or transfer any of the issued Shares held by the Committed Shareholder, his spouse and his related entities from the date of the Irrevocable Undertaking to the date of completion of the Rights Issue.

Save for the Irrevocable Undertaking, the Company has not received any information or irrevocable undertakings from any other Shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (i) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong no later than 26 May 2025 of the Prospectus Documents and other documents in compliance with the Companies (WUMP) Ordinance and otherwise complying with the requirements of the Listing Rules and the Companies (WUMP) Ordinance;

- (ii) the posting of the Prospectus Documents to the Qualifying Shareholders on 26 May 2025; and
- (iii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) before the first day of dealings of the Rights Shares in their nil-paid forms, i.e. Wednesday, 28 May 2025.

None of the above conditions can be waived. As at the date of this announcement, none of the above conditions has been fulfilled.

If all of the above conditions are not fulfilled by Monday, 9 June 2025 (or such later time or date as may be determined by the Company), the Rights Issue will not proceed.

EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

Event	Time and Date (Hong Kong time)
Last day of dealings in the Shares on a cum-rights basis.	Thursday, 15 May 2025
Commencement of dealings in the Shares on an ex-rights basis	Friday, 16 May 2025
Latest time for lodging transfer documents of the Shares in order to be qualified for the Rights Issue	4:30 p.m. on Monday, 19 May 2025
Closure of the register of members of the Company for determining entitlements under the Rights Issue	Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive)
Record Date for determining entitlements under the Rights Issue	Friday, 23 May 2025
Re-opening of the register of members of the Company	Monday, 26 May 2025
Despatch of the Prospectus Documents (in the case of the Non-Qualifying Shareholders outside of the United States, the Prospectus only).	Monday, 26 May 2025
First day for dealings in nil-paid Rights Shares.	Wednesday, 28 May 2025

Latest time for splitting PALs 4:30 p.m. on Friday, 30 May 2025

Last day for dealings in nil-paid Rights Shares Wednesday, 4 June 2025

Latest time for acceptance of and payment
for the Rights Shares and for application and
payment for Excess Rights Shares 4:00 p.m. on Monday, 9 June 2025

Announcement of results of the Rights Issue
to be published on the respective websites
of the Stock Exchange and the Company. Monday, 16 June 2025

Despatch of Share certificates for fully-paid
Rights Shares and/or refund cheques Tuesday, 17 June 2025

Commencement of dealings in
fully-paid Rights Shares Wednesday, 18 June 2025

All times and dates in this announcement refer to Hong Kong local times and dates. The dates or deadlines specified in this announcement for events in the timetable for (or otherwise in relation to) the Rights Issue are indicative only and may be extended or varied by the Company in accordance with the Listing Rules. The Company will make an announcement to notify the Shareholders and the Stock Exchange in the event of any changes to the expected timetable as and when appropriate.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue assuming all Qualifying Shareholders take up their respective entitlements of the Rights Shares in full; and (iii) immediately after completion of the Rights Issue assuming no Qualifying Shareholders take up any of the Rights Shares (other than the Committed Shareholder who shall take up the Rights Shares in respect of the Undertaken Shares pursuant to the Irrevocable Undertaking), assuming no change in the total number of issued Shares on or before the Record Date:

- (a) assuming no change in the total number of issued Shares on or before the Record Date

Shareholder	As at the date of this announcement		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders take up their respective allotment of the Rights Shares in full		Immediately after completion of the Rights Issue (assuming no Qualifying Shareholders take up any of the Rights Shares (other than the Committed Shareholder who shall take up the Rights Shares in respect of the Undertaken Shares pursuant to the Irrevocable Undertaking))	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Mr. Ho ⁽¹⁾	931,862,970	61.44%	1,397,794,455	61.44%	1,344,862,970	69.69%
Directors ⁽²⁾	19,728,172	1.30%	29,592,258	1.30%	19,728,172	1.02%
Other Shareholders	565,092,613	37.26%	847,638,919	37.26%	565,092,613	29.28%
Total	1,516,683,755	100.00%	2,275,025,632	100.00%	1,929,683,755	100.00%

Notes:

- (1) the 931,862,970 Shares held by Mr. Ho represent:

- (a) 24,054,574 Shares held by Mr. Ho directly;
- (b) 590,213,107 Shares held by Black Spade Capital Limited (91,445,132 Shares), Mighty Dragon Developments Limited (73,590,345 Shares), Maple Peak Investments Inc. (1,566,000 Shares), Lasting Legend Ltd. (122,243,024 Shares) and Better Joy Overseas Ltd. (301,368,606 Shares), all of such companies are owned or controlled by persons and/or trusts associated with Mr. Ho. By virtue of the SFO, Mr. Ho was deemed to be interested in the Shares held by the aforesaid companies;

- (c) 313,383,187 Shares held by L3G Holdings Inc. (312,666,187 Shares) and Lucky Life Limited (717,000 Shares), respectively, each of which is controlled by a discretionary family trust with beneficiaries including Mr. Ho and his family members. Mr. Ho was deemed to be interested in the Shares held by L3G Holdings Inc. and Lucky Life Limited by virtue of him being one of the beneficiaries of the discretionary family trusts for the purpose of the SFO; and
- (d) 4,212,102 Shares held by Ms. Lo Sau Yan, Sharen (“Ms. Lo”). Mr. Ho is the spouse of Ms. Lo and was deemed to be interested in the Shares through the interest of his spouse under the SFO.
- (2) The Shares held by the Directors comprise the Shares beneficially held by Mr. Evan Andrew Winkler, Mr. Chung Yuk Man, Clarence, Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho.
- (3) The above percentage figures are subject to rounding adjustments.
- (b) assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date

Shareholder	As at the date of this announcement		Immediately after full exercise of all Outstanding Share Options but otherwise no other change to the number of issued Shares up to the Record Date		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders take up their respective allotment of the Rights Shares in full		Immediately after completion of the Rights Issue (assuming no Qualifying Shareholders take up any of the Rights Shares (other than the Committed Shareholder who shall take up the Rights Shares in respect of the Undertaken Shares pursuant to the Irrevocable Undertaking))	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Mr. Ho ⁽¹⁾	931,862,970	61.44%	931,862,970	61.36%	1,397,794,455	61.36%	1,344,862,970	69.62%
Directors ⁽²⁾	19,728,172	1.30%	19,728,172	1.30%	29,592,258	1.30%	19,728,172	1.02%
Other Shareholders	565,092,613	37.26%	567,109,613	37.34%	850,664,419	37.34%	567,109,613	29.36%
Total	<u>1,516,683,755</u>	<u>100.00%</u>	<u>1,518,700,755</u>	<u>100.00%</u>	<u>2,278,051,132</u>	<u>100.00%</u>	<u>1,931,700,755</u>	<u>100.00%</u>

Notes:

- (1) the 931,862,970 Shares held by Mr. Ho represent:
 - (a) 24,054,574 Shares held by Mr. Ho directly;
 - (b) 590,213,107 Shares held by Black Spade Capital Limited (91,445,132 Shares), Mighty Dragon Developments Limited (73,590,345 Shares), Maple Peak Investments Inc. (1,566,000 Shares), Lasting Legend Ltd. (122,243,024 Shares) and Better Joy Overseas Ltd. (301,368,606 Shares), all of such companies are owned or controlled by persons and/or trusts associated with Mr. Ho. By virtue of the SFO, Mr. Ho was deemed to be interested in the Shares held by the aforesaid companies;
 - (c) 313,383,187 Shares held by L3G Holdings Inc. (312,666,187 Shares) and Lucky Life Limited (717,000 Shares), respectively, each of which is controlled by a discretionary family trust with beneficiaries including Mr. Ho and his family members. Mr. Ho was deemed to be interested in the Shares held by L3G Holdings Inc. and Lucky Life Limited by virtue of him being one of the beneficiaries of the discretionary family trusts for the purpose of the SFO; and
 - (d) 4,212,102 Shares held by Ms. Lo. Mr. Ho is the spouse of Ms. Lo and was deemed to be interested in the Shares through the interest of his spouse under the SFO.
- (2) The Shares held by the Directors comprise the Shares beneficially held by Mr. Evan Andrew Winkler, Mr. Chung Yuk Man, Clarence, Mr. John William Crawford, Mr. Tsui Che Yin, Frank and Ms. Karuna Evelyne Shinsho.
- (3) The above percentage figures are subject to rounding adjustments.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Shares. Further announcements will be made by the Company in accordance with the Listing Rules following the completion of the Rights Issue upon which the Rights Shares are allotted and issued.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS OF THE RIGHTS ISSUE

The Company, through its subsidiaries, is principally engaged in leisure, gaming and entertainment, and other investments.

As disclosed in the annual results announcement of the Company for the year ended 31 December 2024, the Group's total assets amounted to approximately HK\$84.75 billion, while interest-bearing borrowings outstanding, net of deferred financing costs and adjustments of modification of debts amounted to approximately HK\$60.69 billion resulting in a gearing ratio of 71.6%, a considerable increase compared to the gearing ratio of 42.4% as of 30 June 2019. Out of the HK\$60.69 billion in borrowings outstanding, net of deferred financing costs and adjustments of modification of debts as of 31 December 2024, the current portion amounted to approximately HK\$9.48 billion. This amount is attributable to the aggregate total of two outstanding senior unsecured notes due in June and July 2025, respectively (the “**Senior Notes**”) which were issued by two respective subsidiaries of the Company. As of 31 December 2024, the Group has approximately HK\$15.80 billion of availability under committed revolving credit facilities, which is more than sufficient to cover potential refinancing of the Senior Notes. In addition, as of 31 December 2024, approximately HK\$5.11 billion in borrowings outstanding is attributable to the Company under a US\$1.0 billion 5-year secured credit facility agreement entered into in June 2021 (the “**2021 Credit Facility**”), net of deferred financing costs and adjustments of modification of debts. On 8 April 2025, the Company repaid US\$10.00 million (equivalent to HK\$78.00 million) in principal amount of the revolving credit facility drawn under the 2021 Credit Facility. The 2021 Credit Facility is due in June 2026.

In light of the Company's current capital structure, the Board considers that it is appropriate to raise new capital in the form of equity to pay down a portion of the Company's existing debt, strengthen its balance sheet and enhance the capital structure for long term development. The Board has explored various fund-raising options and considers a rights issue and open offer will provide an opportunity for all Shareholders to participate in the future development of the Company on equal terms and maintain their shareholdings in the Company. A rights issue will also provide Qualifying Shareholders flexibility to sell their entitlements on the open market for cash realisation. Having considered the above, the Board considers that the Rights Issue is currently the preferred means to strengthen the Group's financial position and is in the best interests of the Shareholders as a whole.

The estimated net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK\$771.23 million (assuming no change in the total number of issued Shares on or before the Record Date) or approximately HK\$772.27 million (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date). The Company currently estimates that approximately 50% to 60% of the net proceeds will be used to repay a portion of the principal amounts outstanding in the 2021 Credit Facility, with the remaining 40% to 50% to be utilised primarily for the payment of interest of the 2021 Credit Facility.

In view of the above, the Board considers that it is in the interest of the Company and the Shareholders as a whole to raise capital through the Rights Issue.

On 24 April 2025, the Company entered into certain shareholder loans' agreements with the associates of Mr. Ho, pursuant to which the associates of Mr. Ho will provide the shareholders' credit facilities of up to an aggregate principal amount of approximately HK\$451.8 million to the Company (the "**Shareholder Loans**"), which would be utilised to repay a portion of the principal amounts outstanding under the 2021 Credit Facility, if drawn down. The terms of the Shareholder Loans are on normal commercial terms or better, and the Shareholder Loans are not secured by the assets of the Company, and therefore the Shareholder Loans constitute a fully exempted connected transaction under the Listing Rules. The Shareholder Loans include a set-off arrangement allowing all or part of the subscription monies payable by the associates of Mr. Ho under the Rights Issue to be partially set off on a dollar-to-dollar basis against an equivalent amount of any outstanding obligation under the Shareholder Loans (including any accrued interests). To the extent that the Shareholder Loans are drawn prior to the closing of the Rights Issue, the net proceeds will decrease by the amount of the Shareholder Loans that are set off against all or part of the subscription monies payable by the associates of Mr. Ho.

POSSIBLE ADJUSTMENT TO THE OUTSTANDING SHARE OPTIONS UNDER THE 2012 SHARE OPTION SCHEME

The Rights Issue will lead to adjustments to be made to the exercise price and/or the number of Shares to be issued upon exercise of the outstanding share options.

The Company will notify the holders of such outstanding share options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made pursuant to the terms of the 2012 Share Option Scheme and such adjustment will be certified by an independent financial adviser or auditors of the Company (as the case may be).

As at the date of this announcement, no share options are granted by the Company pursuant to the 2024 Share Scheme and therefore no adjustments are required in relation to the 2024 Share Scheme.

FUND RAISING ACTIVITIES BY THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any other equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS FOR THE COMPANY

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued shares or market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the proposed Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

The Prospectus containing, among other things, details of the Rights Issue is expected to be despatched by the Company to the Qualifying Shareholders on 26 May 2025. The PALs and the EAFs will also be sent to the Qualifying Shareholders on the same date. A copy of the Prospectus will also be made available on the websites of the Company (<http://www.melco-group.com>) and the Stock Exchange (<http://www.hkexnews.hk>). Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may send copies of the Prospectus to the Non-Qualifying Shareholders outside of the United States for their information only but will not send any PAL or EAF to them.

The Company understands that Mr. Ho will make all applications for Rights Shares in compliance with Appendix C3 to the Listing Rules.

WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the proposed Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Conditions of the Rights Issue" in this announcement. Accordingly, the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

The Shares are expected to be dealt in on an ex-rights basis from Friday, 16 May 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 28 May 2025 to Wednesday, 4 June 2025 (both dates inclusive). Any dealings in the Shares from the date of this announcement up to the date on all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“2012 Share Option Scheme”	the share option scheme of the Company adopted on 30 May 2012 which has expired on 29 May 2022
“2022 Share Option Scheme”	the share option scheme of the Company adopted on 7 June 2022, which is replaced by the 2024 Share Scheme
“2024 Share Scheme”	the combined share scheme adopted by the Company on 13 June 2024, in replacement and to the exclusion of (a) the 2022 Share Option Scheme; and (b) the Share Subscription Scheme
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Clear”	China Securities Depository and Clearing Corporation Limited
“Company”	Melco International Development Limited, a company incorporated in Hong Kong with limited liability and having its shares listed and traded on the Main Board of the Stock Exchange

“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” (Announcement [2016] No. 21)
“Director(s)”	the directors of the Company
“EAFs”	the excess application form(s) for use by the Qualifying Shareholders who wish to apply for the Excess Rights Shares
“Excess Rights Share(s)”	any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance, any entitlements of the Non-Qualifying Shareholders provisionally allotted to a nominee of the Company which are left unsold, and shall (for avoidance of any doubt) include any of the Rights Shares created from the aggregation of fractions of the Rights Shares which are left unsold
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Irrevocable Undertaking”	the irrevocable undertaking dated 25 April 2025 given by the Committed Shareholder in favour of the Company
“Last Trading Day”	25 April 2025, being the last trading day for the Shares on the Stock Exchange immediately before the publication of this announcement

“Latest Time for Acceptance”	4:00 p.m. on Monday, 9 June 2025, or such later time or date as may be determined by the Company, being the latest time and date for acceptance of and payment for the Rights Shares and application for and payment for Excess Rights Shares as described in the Prospectus Documents
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administrative Region of the PRC
“Mr. Ho” or “Committed Shareholder”	Mr. Ho, Lawrence Yau Lung, the executive director, chairman and chief executive officer of the Company
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) in respect of whom the Board, after making relevant enquiries with the legal advisers in the relevant jurisdictions, considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Outstanding Share Option(s)”	outstanding and vested share options granted to subscribe for 2,017,000 Shares pursuant to the 2012 Share Option Scheme that are exercisable on or before the Record Date
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PALs”	the provisional allotment letter(s) for the Rights Shares to be issued to the Qualifying Shareholders in respect of their entitlements under the Rights Issue
“PRC”	the People’s Republic of China for the purpose of this announcement and for geographical reference only, except where the context requires, references in this announcement to the “PRC” do not apply to Hong Kong, Macau and Taiwan
“PRC Southbound Trading Investor(s)”	the PRC investor(s) who hold Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and the Shanghai-Hong Kong Stock Connect

“Prospectus”	the prospectus to be issued by the Company to the Qualifying Shareholders in connection with the Rights Issue
“Prospectus Document(s)”	the Prospectus, the PAL and the EAF to be issued by the Company
“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Friday, 23 May 2025, or such other date as the Company may determine, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
“Registrar of Companies”	Registrar of Companies in Hong Kong
“Rights Issue”	the proposed issue by way of rights of the Rights Shares to the Qualifying Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price, payable in full on acceptance and on the terms and subject to the conditions of the Prospectus Documents
“Rights Share(s)”	The new Share(s) to be allotted and issued under the Rights Issue, being not less than 758,341,877 Rights Shares (assuming no change in the total number of issued Shares on or before the Record Date) and not more than 759,350,377 Rights Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of the Outstanding Share Options, but otherwise no other change in the total number of issued Shares on or before the Record Date)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended or supplemented from time to time
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shanghai Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shanghai
“Share(s)”	the ordinary share(s) of the Company

“Shareholder(s)”	the holder(s) of the Share(s) in issue
“Share Purchase Scheme”	the share incentive award scheme of the Company adopted on 18 October 2007, as amended from time to time
“Share Subscription Scheme”	the share incentive award scheme of the Company adopted on 18 October 2007, which is replaced by the 2024 Share Scheme
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shenzhen Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shenzhen
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$1.0286 for each Rights Share under the Rights Issue
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Undertaken Share(s)”	no less than 413,000,000 Rights Shares, being the number of Rights Shares for which the Committed Shareholder have undertaken to take up (or procure to take up) and to apply for pursuant to the Irrevocable Undertaking
“%”	per cent.

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

Hong Kong, 25 April 2025

As at the date of this announcement, the Board 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.