

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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)

(Stock Code: 6883)

Notice of Annual General Meeting of Shareholders to be held on May 23, 2012

Dear Shareholders,

You are cordially invited to attend the Annual General Meeting of Shareholders of Melco Crown Entertainment Limited (the “**Company**”) which will be held at Salon III, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau on Wednesday, May 23, 2012 at 4:00 p.m. (Hong Kong time). The meeting is being held for the following purposes:

1. To ratify the annual report on Form 20-F filed with the U.S. Securities and Exchange Commission, and to receive and adopt the financial statements and the directors’ and auditors’ reports for the year ended December 31, 2011.
2. To ratify the appointment of and re-appoint the independent auditor, Deloitte Touche Tohmatsu, and to authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

3. (I) “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and it is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue, (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, (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 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 in accordance with the Amended and Restated Articles of Association of the Company (the “**Articles**”), shall not exceed the aggregate of:
- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; and
- (bb) (if the Directors are so authorized by a separate resolution of the shareholders of the Company) the nominal amount of share capital 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 aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution), and the said approval shall be limited accordingly;

(d) 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands 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 or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors 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 (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company); and

“**Shares**” means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company.”

(II) “**THAT** the Directors be and they are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution (I) in item 3 of the notice of this meeting in respect of the share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”

4. “**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase Shares be and it is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be repurchased on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles and any applicable laws of the Cayman Islands 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; and

“**Shares**” means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company.”

5. To re-elect Mr. Lawrence Yau Lung Ho, Mr. James Douglas Packer, Mr. John Peter Ben Wang, Mr. Yuk Man Chung, Mr. William Todd Nisbet, Mr. Rowen Bruce Craigie, Mr. James Andrew Charles MacKenzie, Mr. Thomas Jefferson Wu, Mr. Yiu Wa Alec Tsui and Mr. Robert Wason Mactier as the Directors, and to authorize the Board to fix the remuneration of all the Directors.

As special business, to consider and, if thought fit, pass the following resolution as special resolutions:

SPECIAL RESOLUTIONS

6. To approve the adoption of the Chinese Company name: “新濠博亞娛樂有限公司”.

7. **“THAT:**

- (a) the existing Amended and Restated Memorandum and Articles of Association of the Company be and are hereby amended in the following manner:

- (i) by adding the word “English” between the words “The name” and adding the following sentence to the end of the existing Clause 1 of the Amended and Restated Memorandum of Association:

“and the Chinese name of the Company is 新濠博亞娛樂有限公司”;

- (ii) by amending the definition of “Company” in Article 1 to include 新濠博亞娛樂有限公司;

- (iii) by adding the following sentence to the end of the existing Article 86:

“, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands”;

- (iv) by adding the word “and” in the existing Article 117(1)(iv);

- (v) by deleting the existing Article 117(1)(v) in its entirety;

- (vi) by renumbering Article 117(1)(vi) to Article 117(1)(v);

through the adoption of a new Amended and Restated Memorandum and Articles of Association of the Company (the “**New Memorandum and Articles**”) which reflect such amendments and replace the current Amended and Restated Memorandum and Articles of Association of the Company in their entirety.

- (b) the Directors be and are hereby authorized to do all such acts, deeds and things and execute all documents they consider necessary or expedient in connection with the implementation of or to give effect to the aforesaid amendment of the Amended and Restated Memorandum and Articles of Association of the Company, including, without limitation, causing to be prepared

and filed with the Cayman Islands Registrar of Companies, the New Memorandum and Articles adopted pursuant to this resolution.”

Notes:

1. In order to identify shareholders who will be entitled to attend and vote at the meeting or any adjournment that may take place, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on April 5, 2012. Shareholders whose names appear on the register of members of the Company at the close of business on April 5, 2012 shall be entitled to attend and vote at the meeting or any adjournment that may take place.
2. A shareholder entitled to attend and vote at the meeting convened by the notice is entitled to appoint one or more proxies to attend and vote in his/her/its place. A proxy need not be a shareholder of the Company.
3. Shareholders are requested to complete, date, sign and return the enclosed proxy form to reach 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 as promptly as possible but not later than 48 hours prior to the Annual General Meeting or adjourned meeting at which the proxy is to be used. The giving of such proxy will not affect your right to vote in person should you decide to attend the Annual General Meeting or adjourned meeting.
4. With regard to resolution 3 above, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than (i) the shares to be issued upon vesting of restricted shares and exercise of the share options granted under the 2006 Share Incentive Plan; (ii) the shares to be issued upon vesting of restricted shares to non-connected person(s) of the Company and exercise of the share options granted under the 2011 Share Incentive Plan; and (iii) and future fund raising). The present general mandate to issue shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
5. With regard to resolution 4 above, the Directors wish to draw the attention of the shareholders to the circular which summarizes the more important provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) relating to the repurchase of shares on the Stock Exchange by a company and will be despatched to the shareholders together with the annual report. The present general mandate to repurchase shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to resolution 5 above, the Board proposes that the retiring Directors, namely, Mr. Lawrence Yau Lung Ho, Mr. James Douglas Packer, Mr. John Peter Ben Wang, Mr. Yuk Man Chung, Mr. William Todd Nisbet, Mr. Rowen Bruce Craigie, Mr. James Andrew Charles MacKenzie, Mr. Thomas Jefferson Wu, Mr. Yiu Wa Alec Tsui, and Mr. Robert Wason Mactier, be re-elected as the Directors. Details of these retiring Directors are set out in Appendix II to the Company’s circular to shareholders dated April 19, 2012 which can be found on the Company’s website (www.melco-crown.com).
7. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.

By Order of the Board
Melco Crown Entertainment Limited
Lawrence Yau Lung Ho
Co-Chairman and Chief Executive Officer

Hong Kong, April 19, 2012

As at the date of this document, the Board comprises one executive Director, namely Mr. Ho, Lawrence Yau Lung (Co-Chairman and Chief Executive Officer); five non-executive Directors, namely Mr. Packer, James Douglas (Co-Chairman), Mr. Wang, John Peter Ben, Mr. Chung, Yuk Man, Mr. Nisbet, William Todd, and Mr. Craigie, Rowen Bruce; and four independent non-executive Directors, namely Mr. MacKenzie, James Andrew Charles, Mr. Wu, Thomas Jefferson, Mr. Tsui, Yiu Wa Alec, and Mr. Mactier, Robert Wason.

* For identification purposes only