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**Melco Crown Entertainment**

**新濠博亞娛樂**

**Melco Crown Entertainment Limited**

**新濠博亞娛樂有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(SEHK Stock Code: 6883)**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 20, 2015**

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 VI, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau on Wednesday, May 20, 2015 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 audited consolidated financial statements and the directors’ and auditors’ reports, for the year ended December 31, 2014.
2. To re-elect each of the following directors:
  - (a) Mr. Lawrence Yau Lung Ho as the executive director of the Company;
  - (b) Mr. James Douglas Packer as a non-executive director of the Company; and
  - (c) Mr. John Peter Ben Wang as a non-executive director of the Company.
3. To appoint Mr. Robert Rankin as a non-executive director of the Company.
4. To authorize the board of directors of the Company (the “**Directors**”) to fix the remuneration of each Director.
5. To ratify the appointment of and re-appoint the independent auditors of the Company, Deloitte Touche Tohmatsu, and to authorize the Directors to fix their remuneration.

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

## ORDINARY RESOLUTIONS

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution and any applicable NASDAQ requirements, a general and unconditional mandate be and is hereby granted to the Directors during the General Mandate Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with additional 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, including those represented by American Depositary Shares of the Company (the “**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;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and/or 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 (as defined in paragraph (d) 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, (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 on 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 mandate shall be limited accordingly;

(d) for the purposes of this resolution:

“**General Mandate Period**” means the period from the passing of this resolution until the first to occur of the following events:

- (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 to be held by the Articles, Cayman Islands laws or any other applicable laws; 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

“**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).”

7A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, a general and unconditional mandate be and is hereby granted to the Directors during the Repurchase Period One (as defined in paragraph (c) below) to exercise all the powers of the Company to repurchase Shares;
- (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 on the date of passing this resolution, and the said mandate shall be limited accordingly;
- (c) for the purposes of this resolution:

“**Repurchase Period One**” means the period from the passing of this resolution until the first to occur of the following events:

- (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 to be held by the Articles, Cayman Islands laws or any other applicable laws;
- (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
- (iv) the effective date and time of the proposed voluntary withdrawal of the listing of the Company's shares on the Main Board of the Stock Exchange as more particularly set out in an announcement of the Company dated January 2, 2015 and a circular dated March 4, 2015 (the "**Proposed De-Listing**")."

7B. **THAT**

- (a) a general and unconditional mandate be and is hereby granted to the Directors effective during the Repurchase Period Two (as defined in paragraph (b) below) to exercise all the powers of the Company to repurchase Shares as the Directors may determine, in such manner, including at such price and on all such other terms, as the Directors may determine;
- (b) for the purposes of this resolution:

**"Repurchase Period Two"** means the period immediately following the effective date and time of the Proposed De-Listing until the first to occur of the following events:

- (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 to be held by the Articles, Cayman Islands laws or any other applicable laws; 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."

8. **THAT** conditional upon the passing of resolutions set out in items 6, 7A and 7B of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in the resolutions set out in item 7A and 7B of the Notice."

9. “**THAT** to: (a) approve certain amendments to the Company’s 2011 Share Incentive Plan, including removing references to, and provisions required by Hong Kong laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), adding clarifications and modifying and updating certain provisions, to be implemented as of the effective date and time of the Proposed De-Listing, and (b) authorize any one Director and officer of the Company, including the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and Company Secretary (collectively, the “**Authorized Representatives**”) to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Authorized Representative might deem appropriate, and approve all such actions by any Authorized Representative on behalf of the Company in connection with the foregoing resolution.”
  
10. “**THAT** to: (a) approve certain amendments to the Share Incentive Plan of Melco Crown (Philippines) Resorts Corporation (“**MCP**”), including removing references to Hong Kong laws and Listing Rules, adding clarifications and modifying and updating certain provisions, to be implemented upon the occurrence of the following events: (i) the effective date and time of the Proposed De-Listing; (ii) the passing of the necessary resolutions by the directors and shareholders of MCP; and (iii) the Philippine Securities and Exchange Commission approving the amendments, and (b) authorize any one director and officer of the Company and MCP (collectively, the “**MCP Authorized Representatives**”) to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such MCP Authorized Representative might deem appropriate, and approve all such actions by any MCP Authorized Representative on behalf of the Company in connection with the foregoing 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 2, 2015. Shareholders whose names appear on the register of members of the Company at the close of business on April 2, 2015 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 2 above, the board of directors proposes that the retiring Directors, namely, Mr. Lawrence Yau Lung Ho, Mr. James Douglas Packer and Mr. John Peter Ben Wang, be re-elected as the Directors. With regard to resolution 3 above, the board of directors proposes to appoint Mr. Robert Rankin as non-executive Director. Details of these Directors are set out in Appendix II to the Company’s circular to shareholders dated April 16, 2015.

5. With regard to resolution 6 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 MCE 2006 SIP; (ii) prior to the effective date of the Proposed De-Listing, 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 MCE 2011 SIP; (iii) from the effective date of the Proposed De-Listing, the shares to be issued upon vesting of restricted shares and exercise of the share options granted under the MCE 2011 SIP; and (iv) 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.
6. With regard to resolution 7A above, the Directors wish to draw the attention of the shareholders to the circular which summarizes the more important provisions of the Listing Rules relating to the repurchase of shares 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.
7. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on its website ([www.melco-crown.com](http://www.melco-crown.com)) and the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.
9. Shareholders or their proxies are responsible for their own expenses for attending the meeting, including, but not limited to transportation, accommodation and other related expenses.

**By Order of the Board**  
**Melco Crown Entertainment Limited**  
**Stephanie Cheung**  
*Company Secretary*

Macau, April 16, 2015

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