



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

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

**PROXY FORM FOR USE BY SHAREHOLDERS AT  
THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 20, 2015**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of US\$0.01 each in the capital of **Melco Crown Entertainment Limited** (the “**Company**”) HEREBY APPOINT<sup>3</sup> **THE CHAIRMAN OF THE MEETING**  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held at Salon VI, Level 2, Grand Hyatt Macau, City of Dreams, Estrada do Istmo, Cotai, Macau on Wednesday, May 20, 2015 at 4:00 p.m. (Hong Kong time) and at any adjournment thereof as indicated below:

<b>Ordinary Resolutions</b>		<b>For<sup>4</sup></b>	<b>Against<sup>5</sup></b>
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 “ <b>Directors</b> ”) 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.		
6.	To grant a general and unconditional mandate to the Directors to issue new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution, valid for a period commencing from this resolution date until the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by Articles, Cayman Islands laws or any other applicable law; and (iii) the revocation of such mandate by shareholders (the “ <b>Relevant Period</b> ”).		
7.	(A) To grant a general and unconditional mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution, valid for a period commencing from this resolution date until the earliest of (i) the Relevant Period; and (ii) 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 of Hong Kong Limited (the “ <b>Proposed De-Listing</b> ”).		

Ordinary Resolutions		For <sup>4</sup>	Against <sup>5</sup>
	(B) To grant a general and unconditional mandate to the Directors to repurchase shares of the Company, valid for a period immediately following the effective date and time of the Proposed De-Listing until the end of the Relevant Period.		
8.	To extend the general mandate granted to the Directors to issue new shares of the Company under Resolution No. 6 by the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandates granted to the Directors to repurchase shares of the Company under Resolutions 7A and 7B.		
9.	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 of Hong Kong Limited (the " <b>Listing Rules</b> "), 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 " <b>Authorized Representatives</b> ") to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Authorized Representative might deem appropriate, and approve all such actions by any Authorized Representative on behalf of the Company in connection with the foregoing resolution.		
10.	To (a) approve certain amendments to the Share Incentive Plan of Melco Crown (Philippines) Resorts Corporation (" <b>MCP</b> "), 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 " <b>MCP Authorized Representatives</b> ") to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such 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.		

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

*Notes:*

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