



Melco Crown Philippines

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**

**NOTICE AND AGENDA OF THE SPECIAL STOCKHOLDERS' MEETING**

**TO: ALL STOCKHOLDERS**

Notice is hereby given that **MELCO CROWN (PHILIPPINES) RESORTS CORPORATION** (the "**Corporation**") will hold its Special Stockholders' Meeting on December 5, 2016, 2:30 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines, at which meeting the following matters shall be taken up:

1. Call to Order
2. Certification of the Existence of Quorum and the Sending of Notices
3. Approval of the Proposed Amendments to the Share Incentive Plan of the Corporation
4. Other Matters that May be Properly Brought Before the Meeting
5. Adjournment

The above agenda items are further explained in the Definitive Information Statement of the Corporation and in the attached **Annex "A"**.

The record date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is fixed at the close of business hours on November 11, 2016.

All stockholders who will not attend the meeting in person, may prepare, date and sign a proxy, and submit the same to the Office of the Corporate Secretary at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines not later than November 25, 2016. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, November 4, 2016.

  
**Marissa T. Academia**  
Corporate Secretary

**Annex “A”**  
**Special Stockholders’ Meeting**  
**Agenda Rationale**

1. **Call to Order** – The call shall be done to officially open the Special Stockholders’ Meeting.
2. **Certification of the Existence of Quorum and the Sending of Notices** – Stockholders representing at least majority of the outstanding shares of the Corporation are required to be present for the existence of a quorum.
3. **Approval of the Proposed Amendments to the Share Incentive Plan (“SIP”) of the Corporation** – The approval of the stockholders shall be sought in connection with the proposed amendments (“**Proposed Amendments**”) to the SIP of the Corporation following the latter’s consolidation into the group of Melco International Development Limited (“**Melco**”), a company listed on the Stock Exchange of Hong Kong, as Melco’s subsidiary for purposes of accounting and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Proposed Amendments included inserting references to, and provisions required by, the Listing Rules.
4. **Other Matters that May be Properly Brought Before the Meeting** – Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Special Stockholders’ Meeting.
5. **Adjournment** – Upon consideration of all business, the Chairman shall declare the meeting adjourned, formally ending the 2016 Special Stockholders’ Meeting of the Corporation.