MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION (the "Corporation")

Held on June 26, 2017 at 2:30 p.m. at the Grand Ballroom 1, City of Dreams Manila Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines

Stockholders Present / Represented

Directors Present:		
Percentage of attendance	-	82.14%
Number of shares present or represented	-	4,651,933,237

Clarence Yuk Man Chung	Chairman of the Board of Directors
Johann M. Albano	Director
Maria Marcelina O. Cruzana	Director
John William Crawford	Independent Director

(Please see attached record of attendance and voting results)

1. Call to Order

The Chairman of the Board of Directors (the "**Chairman**"), Clarence Yuk Man Chung, called the meeting to order and thereafter presided. The Corporate Secretary, Marissa T. Academia, assisted the Chairman in the conduct of meeting procedures and recorded the minutes thereof.

2. Certification on the Existence of Quorum and Sending of Notices

The Corporate Secretary certified that notices of the meeting were either mailed or delivered on June 2, 2017 to the stockholders as of the record date, May 29, 2017. She confirmed that a total of 4,651,933,237 shares or 82.14% of the total outstanding and issued capital stock of the Corporation were present either in person or represented by proxy. She certified that a quorum existed to transact business.

Before proceeding to the next item in the agenda, the Chairman announced certain rules to be observed by the stockholders in the conduct of the meeting, as follows:

- a. Only stockholders as of record date or their respective proxies would be allowed inside the venue of the Annual Stockholders' Meeting of the Corporation.
- b. Only stockholders who registered would be heard during the meeting;
- c. Stockholders who had questions or objections must first state their names and the number of shares held or represented by them; and

d. The Corporate Secretary, with the assistance of the Corporation's transfer agent, Stock Transfer Service, Inc., would verify and confirm the shareholdings held or represented by the person posing the question or objection before the person could proceed.

3. Approval of the Minutes of the last Stockholders' Meetings held on June 20, 2016, December 5, 2016 and April 7, 2017

The Chairman stated that the minutes of the previous stockholders' meetings held on June 20, 2016, December 5, 2016 and April 7, 2017 were to be approved.

Upon motion duly made and seconded, the resolution stated in **Schedule 1**, as attached, was approved.

4. Report of the Chairman or President

The Chairman, who is also the President of the Corporation, presented his report to the stockholders (**included in the Binder as Tab 1**). Thereafter, he opened the floor to questions or queries about the report.

5. Approval of the Audited Financial Statements of the Corporation for the Year Ended December 31, 2016

The Chairman noted that the Audited Consolidated Financial Statements of the Corporation and its subsidiaries for the fiscal year ended December 31, 2016 (the "Audited Financial Statements") had been sent to the stockholders together with the Information Statement. The approval of the Audited Financial Statements was discussed at the meeting.

Upon motion duly made and seconded, the resolution stated in **Schedule 2**, as attached, was approved.

6. Election of the Members of the Board of Directors

The Chairman stated that the next item on the agenda was the election of Directors who would serve for the term 2017 to 2018, beginning on the date of their election on June 26, 2017 and until the election and qualification of their successors at the next Annual Stockholders' Meeting of the Corporation. The Chairman informed the stockholders that the Corporation's By-Laws provided for a Board of seven (7) Directors, inclusive of two (2) Independent Directors.

The Corporate Secretary informed the Board of Directors of the Corporation of the nominees for the year 2017 to 2018, as follows:

- 1. Clarence Yuk Man Chung
- 2. Frances Marie T. Yuyucheng
- 3. Johann M. Albano
- 4. Maria Marcelina O. Cruzana
- 5. Liberty A. Sambua
- 6. Alec Y.W. Tsui (Independent Director)
- 7. John William Crawford (Independent Director)

A motion was made and seconded for the closure of the nominations. There being no other nominations, the Corporate Secretary was instructed to cast the votes in favor of the abovementioned nominees who were thereafter deemed elected Directors of the Corporation for the year 2017 to 2018 until their successors were elected and qualified. Below were the respective number of votes received by each of the above-mentioned nominees:

Name of Director	Type of	Number of	Percentage of	Percentage of
	Director	Votes	Votes Received	Votes Received
		Received	to Total	to Shares
			Outstanding	Presented or
			Capital Stock	Represented at
				the Meeting
Clarence Yuk Man Chung	ED*	4,539,359,964	80.16%	97.58%
Frances Marie T.	NED**	4,298,258,841	75.90%	92.40%
Yuyucheng				
Johann M. Albano	NED	4,326,037,641	76.39%	92.99%
Maria Marcelina O.	NED	4,326,037,641	76.39%	92.99%
Cruzana				
Liberty A. Sambua	NED	4,298,258,841	75.90%	92.40%
Alec Y.W. Tsui	ID***	4,537,079,052	80.12%	97.53%
John William Crawford	ID	4,589,866,460	81.05%	98.67%

*Executive Director

** Non-Executive Director

*** Independent Director

The Chairman congratulated the newly elected Directors.

7. Appointment of External Auditor

The Chairman noted that the Board of Directors recommended that the auditing firm of SyCip Gorres Velayo & Co. be re-appointed as the external auditors of the Corporation for the fiscal year 2017.

Upon motion duly made and seconded, the resolution stated in **Schedule 3**, as attached, was approved.

8. Ratification of Actions Taken by the Board of Directors and Officers since the Annual Stockholders' Meeting Held on June 20, 2016

The Chairman stated the acts of the Board of Directors and Officers of the Corporation performed or undertaken since June 20, 2016, which was the date of the last Annual Stockholders' Meeting of the Corporation, were to be ratified.

Upon motion duly made and seconded, the resolution stated in **Schedule 4**, as attached, was approved.

9. Approval of the Further Amendments to the Amended Articles of Incorporation ("AOI") of the Corporation to: (a) Include in the Corporate Name "Melco Resorts Philippines" as Business Name of the Corporation; and (b) Increase the Authorized Capital Stock ("ACS")

The Chairman informed the stockholders of the intended further amendments to the Corporation's Amended AOI to: (a) include in the corporate name "Melco Resorts Philippines" as Business Name of the Corporation and (b) increase the ACS from Five Billion Nine Hundred Million Pesos (\$5,900,000,000,000) divided into Five Billion Nine Hundred Million (5,900,000,000) shares of common stock with par value of One Peso (\$1.00) per share, to up to Eleven Billion Nine Hundred Million (11,900,000,000) shares of common stock with par value of One Peso (\$1.00) per share.

Upon motion duly made and seconded, the resolutions stated in **Schedule 5**, as attached, were approved.

10. Approval of the Increase in ACS of the Corporation and Grant of Authority to the Board to Determine the Amount of such Increase and to Issue such Number of Shares Out of such Increase at an Issue Price of Not Less than Par Value

The Chairman informed the stockholders of the request to approve the increase in the ACS of the Corporation including the grant of authority to the Board of Directors to issue such number of shares of stock out of the increase in ACS to such persons and at an issue price of not less than par value as the Board of Directors would determine.

Upon motion duly made and seconded, the resolutions stated in **Schedule 6**, as attached, were approved.

11. Approval of Granting Authority to Conduct Equity Offering and to List the Subscribed Shares on the Philippine Stock Exchange (the "PSE")

The Chairman stated that in connection with the increase in the ACS of the Corporation, the approval of the stockholders was sought for the grant of authority to the Board of Directors to conduct an equity offering (including, but not limited to, entering into placement and subscription transaction) and to list the subscribed shares on the PSE under such terms and conditions as the Board of Directors would determine.

Upon motion duly made and seconded, the resolutions stated in **Schedule 7**, as attached, were approved.

12. Approval of the Waiver of the Requirement to Conduct a Rights or Public Offering

The Chairman stated that the waiver of the requirement to conduct a rights or public offering by the majority of the outstanding shares held by the attending minority stockholders was sought pursuant to Section 5, Part A, Article V of the Revised Listing Rules of the Philippine Stock Exchange ("**PSE**") in the event that shares amounting to at least 10% of the total issued and outstanding capital stock of the Corporation would be issued to related parties in connection with the equity offering.

Upon motion duly made and seconded, the resolutions stated in **Schedule 8**, as attached, were approved.

13. Other Matters that May Properly Be Brought Before the Meeting

Questions were raised by three stockholders at the meeting.

Upon the Chairman asking if there were any questions from the stockholders, Mr. Sam Canua enquired as to the details of the security measures in place at City of Dreams Manila (the "**Property**") in view of the recent tragic incident at Resorts World Manila. In reply, the Property President / Chief Operating Officer, Geoffry Philip Andres explained that stricter security measures were in place after the incident, specifically, the assignment of additional armed security personnel inside and outside of the Property premises.

In response to a further query of Mr. Canua as to the expansion plans of the Corporation in other parts of the Philippines, the Chairman stated that the Corporation is constantly evaluating market conditions and investment opportunities for a possible future expansion in the Philippines.

Mr. Edgar Ngo enquired as to the reason behind the decision to increase the Corporation's ACS. The Chairman explained that the increase in the ACS would allow the Corporation some flexibility in case there was a need to issue shares for potential fund raising opportunities to support the Corporation's future expenditures for its growth and expansion.

In response to Mr. Ngo's further enquiry as to the Corporation's payment schedule for its outstanding debt obligation of about ₱15 billion in Senior Notes, the Chairman explained that the obligation is not due until 2019, and that with its steady growth, the Corporation is confident that it will be able to settle the obligation.

Mr. Khier Cedrick Ediza asked the Chairman for his view on whether the 5-year moratorium on the issue of licence to new casinos in Metro Manila, approved by the Philippine Amusement and Gaming Corporation ("**PAGCOR**"), would impede the growth of Entertainment City. The Chairman responded that the moratorium of PAGCOR can actually be considered as a welcome measure to help existing Entertainment City licencees expand and grow their respective enterprises before a new licence is issued to another gaming company in Metro Manila.

No other matters were raised by the stockholders.

14. Adjournment

There being no further business to transact, the meeting was adjourned on motion duly made and seconded.

CERTIFIED CORRECT:

sgd. Marissa T. Academia MARISSA T. ACADEMIA Corporate Secretary

ATTESTED BY:

sgd. Clarence Yuk Man Chung CLARENCE YUK MAN CHUNG Chairman of the Board

<u>SCHEDULE 1</u> (MRP Stockholders Resolution No. 2017-002)

RESOLVED, that the minutes of the last Stockholders' Meetings held on June 20, 2016, December 5, 2016 and April 7, 2017 of Melco Resorts and Entertainment (Philippines) Corporation, and all acts taken as authorized and approved at such meetings, be approved, ratified and confirmed.

<u>SCHEDULE 2</u> (MRP Stockholders Resolution No. 2017-003)

RESOLVED, that the Audited Consolidated Financial Statements for the year ended December 31, 2016 of Melco Resorts and Entertainment (Philippines) Corporation and its subsidiaries be approved.

<u>SCHEDULE 3</u> (MRP Stockholders Resolution No. 2017-004)

RESOLVED, that the re-appointment of the auditing firm SyCip Gorres Velayo & Co. as the external auditors of Melco Resorts and Entertainment (Philippines) Corporation (the "**Corporation**") for the fiscal year 2017, be approved by the stockholders of the Corporation.

<u>SCHEDULE 4</u> (MRP Stockholders Resolution No. 2017-005)

RESOLVED, that all acts of the Board of Directors and Officers of Melco Resorts and Entertainment (Philippines) Corporation (the "**Corporation**") from June 20, 2016, as reflected in the minutes, resolutions and corporate records of the Corporation be, and the same were, approved, ratified and confirmed.

<u>SCHEDULE 5</u> (MRP Stockholders Resolution No. 2017-006)

A. Include in the Corporate Name "Melco Resorts Philippines" as Business Name of the Corporation

RESOLVED, that the Heading of the Amended Articles of Incorporation ("AOI") of Melco Resorts and Entertainment (Philippines) Corporation (the "Corporation") be amended to state:

AMENDED ARTICLES OF INCORPORATION

OF

MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION doing business under the name and style of <u>Melco Resorts Philippines</u>

(Formerly Melco Crown (Philippines) Resorts Corporation doing business under the name and style of Melco Crown Philippines)

(As amended on June 26, 2017)

RESOLVED FURTHER, that the First Article of the Amended AOI be amended to state:

FIRST. – That the name of said Corporation shall be:

MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION doing business under the name and style of <u>Melco Resorts Philippines</u>

(As amended on June 26, 2017)

RESOLVED, that the Corporate Secretary be authorized to file with the Securities and Exchange Commission (the "SEC") and other relevant government agencies, the required applications for the amendment to the Amended AOI, and for this purpose, execute and deliver the necessary documents to implement the foregoing amendment.

RESOLVED FURTHER, that any one of the following be authorized and empowered to: (i) submit and cause the submission of a copy of the Amended AOI, duly certified by a majority of the Directors and the Corporate Secretary, to the SEC; (ii) sign, execute and deliver any and all documents, and do any and all acts, necessary and proper, to give the foregoing resolutions force and effect:

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a.	CHUNG, Clarence Yuk Man
b.	ANDRES, Geoffry Philip
c.	ACADEMIA, Marissa T.

RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

B. Increase in the Authorized Capital Stock ("ACS")

RESOLVED, that the Seventh Article of the Amended AOI of the Corporation be amended to increase the ACS from Five Billion Nine Hundred Million Pesos (\clubsuit 5,900,000,000.00), Philippine Currency, divided into Five Billion Nine Hundred Million (5,900,000,000) shares of common stock with par value of One Peso (\clubsuit 1.00) per share, to up to Eleven Billion Nine Hundred Million Pesos (\$11,900,000,000.00), Philippine Currency, divided into Eleven Billion Nine Hundred Million (11,900,000,000) shares of common stock with par value of One Peso (\$1.00) per share.

RESOLVED, that Seventh Article of the Amended AOI of the Corporation be amended, to state:

(As amended on June 26, 2017)

RESOLVED FURTHER, that the Corporate Secretary be authorized to file with the SEC and other relevant government agencies, the required applications for the amendment to the Amended AOI, and for this purpose, execute and deliver the necessary documents to implement the foregoing amendment.

RESOLVED FINALLY that, any one of the following be authorized and empowered to, acting singly: (i) submit or cause the submission of a copy of the Amended AOI, duly certified by a majority of the Directors and the Corporate Secretary, to the SEC; and (ii) sign, execute and deliver any and all documents, and do any and all acts, necessary and proper, to give the foregoing resolutions force and effect:

- a. CHUNG, Clarence Yuk Man
- b. ANDRES, Geoffry Philip
- c. ACADEMIA, Marissa T.

RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

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<u>SCHEDULE 6</u> (MRP Stockholders Resolution No. 2017-007)

RESOLVED, that the proposed increase in the Authorized Capital Stock ("ACS") of Melco Resorts and Entertainment (Philippines) Corporation (the "Corporation") including the grant of authority to the Board of Directors to issue such number of shares of stock out of the increase in ACS to such persons and at an issue price of not less than par value as the Board of Directors would determine, be approved by the stockholders of the Corporation.

RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

<u>SCHEDULE 7</u> (MRP Stockholders Resolution No. 2017-008)

RESOLVED, that the grant of authority to the Board of Directors to conduct an equity offering (including, but not limited to, entering into placement and subscription transaction) and the listing of the subscribed shares on the Philippine Stock Exchange under such terms and conditions that the Board of Directors would determine, including the:

- Authority to fix the number of shares for such equity transaction in such number of shares as may be required by the activities and/or the funding of any projects of Melco Resorts and Entertainment (Philippines) Corporation (the "Corporation");
- (ii) Authority to appoint advisers, consultants, underwriters/lead managers, stabilization agent, and other relevant parties for the equity transaction; and
- (iii) Determination of the offering price based on generally accepted pricing formula for publicly listed companies, such as but not limited to Enterprise Value/EBITDA/Price/Earnings, discounted cash flow or net asset value, and any discount/premium thereto, as may be appropriate or relevant in light of the prevailing market conditions, be approved by the stockholders of the Corporation.

RESOLVED FURTHER, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

<u>SCHEDULE 8</u> (MRP Stockholders Resolution No. 2017-009)

RESOLVED, that the proposed waiver of the requirement to conduct a rights or public offering by the majority of the outstanding shares held by the attending minority stockholders pursuant to Section 5, Part A, Article V of the Revised Listing Rules of the Philippine Stock Exchange in the event that shares amounting to at least 10% of the total issued and outstanding capital stock of Melco Resorts and Entertainment (Philippines) Corporation (the "**Corporation**") would be issued to related parties in connection with the equity offering, be approved by the stockholders of the Corporation.

RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

ANNEX A

GENERAL AUTHORIZATION

RESOLVED, that in connection with the actions contemplated by the foregoing resolutions, each of the President and Chairman of the Board, Treasurer, Property President/Chief Operating Officer, and VP, Legal Affairs, Philippines or Corporate Secretary of the Corporation (collectively, the "Authorized Representatives") or, if applicable, any attorney of any Authorized Representative supported by relevant supporting documents (collectively, the "Authorized Persons") be authorized, acting singly, in the name and on behalf of the Corporation or the relevant subsidiary, to do such further acts and things and to sign such documents as any such Authorized Persons might deem necessary or appropriate, including to do and perform (or procure to be done and performed), in the name and on behalf of the Corporation or its subsidiaries, all such acts and to sign, make, execute, deliver, issue or file (or procure to be signed, made, executed, issued, delivered or filed) with any person including, but not limited to, any stock exchange, governmental authority or agency, all such agreements, documents, instruments, certificates, consents, waivers, notifications and announcements and all amendments to any such agreements, documents, instruments, certificates, consents, waivers, notifications or announcements and where any such documents be required to be sealed or executed as a deed by affixing the corporate/common seal of the Corporation or the relevant subsidiary, to affix thereto the seal countersigned by any such Authorized Person and to pay, or procure to be paid, all such payments, in each case as any of them might deem necessary or advisable to carry out the intent of the foregoing resolutions, the authority for the taking of such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

RATIFICATION OF PRIOR ACTIONS

RESOLVED, that any and all actions of the Corporation and/or any of its subsidiaries, or any Authorized Person, or such other duly authorized person, taken in connection with the actions contemplated by the foregoing resolutions prior to the date of these resolutions be ratified, confirmed, approved and adopted in all respects as if such actions had been presented to all Directors for approval, and approved by them prior to such action being taken.

Stock Transfer Service, Inc.

Melco Resorts and Entertainment (Philippines) Corporation

Annual Stockholders' Meeting

26 June 2017 at 2:30 P.M. <u>City of Dreams Manila,</u> <u>Asean Avenue corner Roxas Boulevard,</u> Brgy. Tambo, Paranaque City

ATTENDANCE REPORT

:

PROXIES (Tabulated by CORSEC)

ATTENDANCE

TOTAL PROXIES AND ATTENDANCE

No. of Shares Percentage 651,725,837 82.19% 207,400 00.00%

4,651,933,237 82.14%

TOTAL ISSUED & OUTSTANDING SHARES

5,663,157,399

Certified by: STOCK/TRANSER SERVICE, INC. ANTON

Stock Transfer Service, Inc. 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City Telephone Nos.: 403-2410 / 403-2412 Fax No.: 403-2414



VOTING RESULTS

ANNUAL STOCKHOLDERS' MEETING OF MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION JUNE 26, 2017

	No. of Shares	Percentage
Outstanding and Voting Shares as of Record Date	5,663,157,399	100%
Outstanding and Voting Shares Represented	4,651,933,237	82.14%

Matter / Resolution	Number of Votes		Percentage of Voting Shares Represented
1. Approval of the Minutes of the Last Annual	Yes	4,651,933,237	100.00%
Stockholders' Meeting Held on June 20, 2016,	No	0	0.00%
December 5, 2016 and April 7, 2017	Abstain	0	0.00%
2. Approval of the Audited Consolidated	Yes	4,640,793,937	99.76%
Financial Statements of the Group for the Year	No	0	0.00%
Ended December 31, 2016	Abstain	11,139,300	0.24%
3. Election of the Members of the Board of Directors			
a. Clarence Yuk Man Chung	Yes	4,539,359,964	97.58%
	No	52,047,573	1.12%
	Abstain	60,525,700	1.30%
b. Frances Marie T. Yuyucheng	Yes	4,298,258,841	92.40%
	No	353,674,396	7.60%
	Abstain	0	0.00%
c. Johann M. Albano	Yes	4,326,037,641	92.99%
	No	325,895,596	7.01%
	Abstain	0	0.00%
d. Maria Marcelina O. Cruzana	Yes	4,326,037,641	92.99%
	No	325,895,596	7.01%
	Abstain	0	0.00%
e. Liberty A. Sambua	Yes	4,298,258,841	92.40%
	No	353,674,396	7.60%
	Abstain	0	0.00%
f. Alec Yiu Wa Tsui (Independent)	Yes	4,537,079,052	97.53%
	No	114,854,185	2.47%
	Abstain	0	0.00%
g. John William Crawford (Independent)	Yes	4,589,866,460	98.67%
	No	62,066,777	1.33%
	Abstain	0	0.00%



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4. Appointment of External Auditor	Yes	4,619,731,937	99.31%
	No	32,201,300	0.69%
	Abstain	0	0.00%
5. Ratification of Actions Taken by the Board of	Yes	4,640,793,937	99.76%
Directors and Officers Since the Annual	No	0	0.00%
Stockholders' Meeting Held on June 20, 2016	Abstain	11,139,300	0.24%
6. Approval of the Further Amendments to the			
Amended Articles of Incorporation of the			
Corporation:			
a. Include in the corporate name "Melco	Yes	4,651,933,237	100%
Resorts Philippines" as Business Name of	No	0	0.00%
the Corporation	Abstain	0	0.00%
b. Increase in Authorized Capital Stock	Yes	4,637,083,937	99.68%
	No	14,849,300	0.32%
	Abstain	0	0.00%
7. Increase in Authorized Capital Stock and Grant	Yes	4,637,083,937	99.68%
of Authority to the Board to Determine the	No	14,849,300	0.32%
Amount of such Increase and to Issue such	Abstain	0	0.00%
Number of Shares out of such Increase at an			
Issue Price of Not Less than Par Value			
8. Grant of Authority to Conduct Equity Offering	Yes	4,186,552,149	89.99%
and to List the Subscribed Shares in the	No	357,571,188	7.69%
Philippine Stock Exchange	Abstain	107,809,900	2.32%
9. Waiver of the Requirement to Conduct a	Yes	4,265,541,449	91.69%
Rights or Public Offering	No	278,581,888	5.99%
	Abstain	107,809,900	2.32%
10. Other Matters that May Properly be Brought	Yes	4,244,346,364	91.24%
Before the Meeting	No	407,586,873	8.76%
	Abstain	0	0.00%