



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 April 7, 2017, 2:00 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 Further Amendments to the Amended Articles of Incorporation of the Corporation to:
 - a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation
 - b. Reduce the Number of Members of the Board of Directors 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 February 28, 2017.

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 March 31, 2017. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, March 9, 2017.


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, in person or by proxy, for the existence of a quorum.
3. **Approval of the Further Amendments to the Amended Articles of Incorporation of the Corporation to:**
 - a. **Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation** – The approval of the stockholders shall be sought to change the corporate name as part of the Corporation's rebranding.
 - b. **Reduce the Number of Members of the Board of Directors of the Corporation** – The approval of the stockholders shall be sought to reduce the number of members of the Board of Directors of the Corporation in order to enhance the Board's effectiveness in conducting its business and to allow more participation of the independent directors by increasing their percentage in the Board.
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 2017 Special Stockholders' Meeting of the Corporation.