



**MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION**

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

**TO: ALL STOCKHOLDERS**

Notice is hereby given that **MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION** (the "**Corporation**") will hold its Annual Stockholders' Meeting on June 13, 2018, 9:30 a.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 Minutes of the Stockholders' Meetings held on June 26, 2017 and September 26, 2017
4. Report of the Chairman or President
5. Approval of the Audited Financial Statements of the Corporation for the Year Ended December 31, 2017
6. Election of the Members of the Board of Directors
7. Appointment of External Auditor
8. Ratification of Actions Taken by the Board of Directors and Officers Since the Annual Stockholders' Meeting Held on June 26, 2017
9. Other Matters that May Properly be Brought Before the Meeting
10. 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 April 18, 2018.

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 June 4, 2018. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, May 7, 2018.

  
**MARIE GRACE A. SANTOS**  
Corporate Secretary

**Annex "A"**  
**Annual Stockholders' Meeting**  
**Agenda Rationale**

1. **Call to Order** – The call shall be done to officially open the Annual 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 Minutes of the Last Stockholders' Meeting held on June 26, 2017 and September 26, 2017** – The minutes of the last Annual Stockholders' Meeting of the Corporation shall serve as a record of the proceedings therein.
4. **Report of the Chairman or President** – The Report shall give the stockholders an overview of the business operations of the Corporation and its subsidiaries in the previous year.
5. **Approval of the Audited Financial Statements of the Corporation for the Year Ended December 31, 2017** – The 2017 Audited Financial Statements of the Corporation, already incorporated in the Definitive Information Statement and submitted to the Securities and Exchange Commission and Bureau of Internal Revenue, are required to be presented to the stockholders for their information and approval.
6. **Election of the Members of the Board of Directors** – The nominees for election as members of the Board of Directors of the Corporation, including the independent directors, are required to be presented to the stockholders during the Annual Stockholders' Meeting. The respective profiles of the nominees are included in Item 5 of the Definitive Information Statement, for the reference of the stockholders.
7. **Appointment of External Auditor** – Upon the favorable recommendation of the Audit and Risk Committee, SyCip Gorres Velayo & Co.'s reappointment as external auditors of the Corporation is presented to the stockholders for approval.
8. **Ratification of Actions Taken by the Board of Directors and Officers Since the Annual Stockholders' Meeting Held on June 26, 2017** – All actions taken by the Board of Directors and Officers of the Corporation since the last Annual Stockholders' Meeting on June 26, 2017, as reflected in the minutes of the meetings of the Board of Directors, in the regular reports and disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc., and in the 2017 Annual Report and Report of the Chairman, are required to be presented to the stockholders for their approval and ratification.
9. **Other Matters that May Properly be Brought Before the Meeting** – Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Annual Stockholders' Meeting.
10. **Adjournment** – Upon consideration of all business, the Chairman shall declare the meeting adjourned, formally ending the 2018 Annual Stockholders' Meeting of the Corporation.