



Melco Crown Philippines

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

NOTICE AND AGENDA OF THE ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

Notice is hereby given that **MELCO CROWN (PHILIPPINES) RESORTS CORPORATION** (the "**Corporation**") will hold its Annual Stockholders' Meeting on May 18, 2015, 1:20 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 Minutes of the Last Annual Stockholders' Meeting Held on May 19, 2014
4. Report of the Chairman and President
5. Approval of the Audited Financial Statements of the Corporation for the Year Ended December 31, 2014
6. Election of the Members of the Board of Directors
7. Appointment of External Auditor
8. Approval of the Further Amendment to the Amended Articles of Incorporation of the Corporation
9. Approval of the Amendment of the Share Incentive Plan of the Corporation
10. Ratification of Actions Taken by the Board of Directors and Officers since the Last Annual Stockholders' Meeting Held on May 19, 2014
11. Other Matters that May Properly Be Brought Before the Stockholders
12. 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 March 24, 2015.

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 9/F Mall of Asia Arena Annex Building (SM MAAX), Coral Way cor. J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City 1300, Philippines not later than end of business hours on May 11, 2015. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Pasay City, Philippines, May 8, 2015.


Marissa T. Academia
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 Annual Stockholders' Meeting Held on May 19, 2014** – 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 and 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, 2014** – The 2014 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, shall 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, shall 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 Committee, SyCip Gorres Velayo & Co.'s appointment as external auditors of the Corporation shall be presented to the stockholders for approval.
8. **Approval of the Further Amendment to the Amended Articles of Incorporation of the Corporation** – This amendment seeks to reflect the actual address of the Corporation.
9. **Approval of the Amendment of the Share Incentive Plan of the Corporation** - To remove references to, and provisions required by, Hong Kong laws and listing rules, among others, in connection with the proposed voluntary withdrawal of the listing of the shares of Melco Crown Entertainment Limited on the Main Board of The Stock Exchange of Hong Kong Limited.
10. **Ratification of Actions Taken by the Board of Directors and Officers since the Last Annual Stockholders' Meeting Held on May 19, 2014** – All actions taken by the Board of Directors and Officers of the Corporation since the last Annual Stockholders' Meeting on May 19, 2014, 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 2014 Annual Report and Report of the Chairman, shall be presented to the stockholders for their approval and ratification.
11. **Other Matters that May Properly be Brought Before the Stockholders** – Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Annual Stockholders' Meeting.

12. **Adjournment** – Upon consideration of all business, the Chairman shall declare the meeting adjourned, formally ending the 2015 Annual Stockholders' Meeting of the Corporation.