

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION

Canlubang Industrial Estate, Bo. Pittland
4025 Cabuyao, Laguna

23 January 2013

THE PHILIPPINE STOCK EXCHANGE, INC.

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **MS. JANET A. ENCARNACION**
Head, Disclosure Department

MS. SHEENA PAULA H. PEDRIETA
Senior Specialist, Disclosure Department

Re: Definitive Information Statement

Gentlemen:

We are submitting herewith the Definitive Information Statement (SEC Form 20-IS) of Manchester International Holdings Unlimited Corporation which was filed today with the Securities and Exchange Commission.

This also serves as the disclosure letter for the purpose of complying with the PSE Revised Disclosure Rules.

**MANCHESTER INTERNATIONAL
HOLDINGS UNLIMITED CORPORATION**

By:



GABRIEL A. DEE
Corporate Information Officer

COVER SHEET

MANCHESTER INTERNATIONAL HOLDINGS
UNLIMITED CORPORATION
Company's Full Name

Canlubang Industrial Estate, Bo. Pittland
4025 Cabuyao, Laguna
Company's Address: No./Street/City/Town/Province

(049) 549-2345 to 49; 549-3096 to 98
Company's Telephone Number

31 December
Fiscal Year Ending
(Month & Day)

DEFINITIVE INFORMATION STATEMENT
SEC Form 20-IS
FORM TYPE

_____	_____
Cashier	LCU
_____	_____
	DTU
_____	_____
	<u>58648</u>
	SEC Reg. No.
_____	_____
	File No.
_____	_____
Central Receiving Unit	Document ID

NONE
EACH ACTIVE SECONDARY LICENSE TYPE AND FILE NUMBER
(State "NONE" if that is the case)

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION

NOTICE OF THE SPECIAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

Notice is hereby given that MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION (the "Corporation") will hold a Special Stockholders' Meeting on 19 February 2013 at 7:30 am at Dona Juana Garden Resort, East Emerald Street, Brgy. Banay, Cabuyao, Laguna, at which meeting the following matters shall be taken up:


1. Opening of the Meeting.
2. Report on Attendance and Quorum.
3. Approval of the Amendment of the Articles of Incorporation of the Corporation for the following matters:
 - i. To change the name of the Corporation to "MELCO CROWN (PHILIPPINES) RESORTS CORPORATION";
 - ii. To change the place where the principal office of the Corporation is located from Cabuyao, Laguna to the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City;
 - iii. To increase the authorized capital stock of the Corporation from Nine Hundred Million Pesos (Php900,000,000.00), divided into Nine Hundred Million (900,000,000) shares of stock of the par value of One Pesos (Php1.00) each, of which sixty percent (60%) shall be Class "A" shares and forty percent (40%) of which shall be Class "B" shares, to Five Billion Nine Hundred Million Pesos (Php5,900,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) shares of stock of the par value of One Pesos (Php1.00) each; and
 - iv. Declassification of the shares comprising the existing authorized capital stock of the Corporation, consisting of Class "A" shares and Class "B" shares to a single class of common shares and denial of pre-emptive rights thereto.
4. Approval by the stockholders of the grant of authority to the Board of Directors to issue such number of shares of stock out of the increase in authorized capital stock to such persons and at an issue price of not less than par value as the Board of Directors may determine as well as approval to sell treasury shares to such persons at such number and price as the Board of Directors may determine.
5. Approval by the stockholders of the grant of authority to the Board of Directors to conduct an equity offering (including, but not limited to, a placing and subscription transaction) under such terms and conditions that the Board of Directors may determine, inclusive of: (i) authority to fix the number of shares for such equity transaction in such number of shares as may be required by the Corporation for funding its projects and (ii) determination of the offering price based on generally accepted pricing formulas such as but not limited to publicly traded comparables (e.g. Enterprise Value/ EBITDA/ Price/ Earnings), discounted cash flow or net asset value, and any discount/premium thereto, as may be appropriate or relevant per prevailing market conditions.
6. Ratification by a majority vote of the stockholders of actions taken by the Board of Directors and Officers of the Corporation since the last annual meeting, including but not limited to the sale of the shares of Lancashire Realty Holding Corporation and Interphil Laboratories, Inc.

7. Approval of Share Incentive Plan.
8. Transactions of such other matters as may properly come before the meeting.
9. Other Matters.
10. Adjournment.

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 8 January 2013.

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 the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City not later than 8 February 2013. The proxies submitted shall be validated on 12 February 2013 at the office of the Corporate Secretary.

Makati City, Philippines, 23 January 2013.


GABRIEL A. DEE
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter **MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION**
3. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **58648**
5. BIR Tax Identification Code **000-410-840-000**
6. **CANLUBANG INDUSTRIAL ESTATE, BO. PITTLAND**
4025, CABUYAO, LAGUNA
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(049) 549-2345 to 49; 549-3096 to 98**
8. Date, time and place of the meeting of security holders
 Date: 19 February 2013
 Time: 7:30 a.m.
 Place: Dona Juana Garden Resort
 East Emerald Street, Brgy. Banay, Cabuyao, Laguna
9. Approximate date on which the Information Statement is first to be sent or given to security holders: 29 January 2013
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding	Treasury Shares	Outstanding Common Stock
Common Class A	337,500,000	64,803,449	272,696,551
Common Class B	225,000,000	85,631,955	139,368,045
Total	562,500,000	150,435,404	412,064,596

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange Common Shares A and B

**MIH MANAGEMENT IS NOT SOLICITING PROXIES FOR
THIS STOCKHOLDERS' MEETING.
PLEASE DO NOT SEND MIH MANAGEMENT YOUR PROXY.**

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The Special Stockholders' Meeting of Manchester International Holdings Unlimited Corporation (the "Corporation" or the "Company") will be held on 19 February 2013 at 7:30 a.m. at Dona Juana Garden Resort, East Emerald Street, Brgy. Banay, Cabuyao, Laguna.

THE CORPORATION HAS SET 29 JANUARY 2013 AS THE APPROXIMATE DATE ON WHICH THE INFORMATION STATEMENT IS FIRST TO BE SENT OR GIVEN TO SECURITY HOLDERS.

Item 2. Dissenters' Right of Appraisal

Shareholders of the Company shall have appraisal right, or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

- In case of any amendment to the Articles of Incorporation, which has the effect of changing or restricting the rights of shareholders or any class of shares, or the authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of the Company's corporate existence;
- In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the Company's assets as provided under the Corporation Code; and
- In case of merger or consolidation of the Company with another corporation.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the Company shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. Provided, that no payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Company.

The matters being submitted for approval by the stockholders at the special meeting may give rise to the dissenter's right of appraisal.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No current director or officer of the Corporation or nominee for election as directors of the Corporation or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

B. CONTROL AND COMPENSATION INFORMATION

The Company has a total of 412,064,596 shares outstanding as of December 31, 2012 (net of 150,435,404 issued shares held by the Company as treasury shares, of which 64,803,449 are class "A" shares and 85,631,955 are class "B" shares) consisting of 272,696,551 class "A" shares held by a total of 290 stockholders and 139,368,045 class "B" shares held by a total of 181 stockholders.

Item 4. Voting Securities and Principal Holders Thereof

- (a) Pursuant to the Resolution of the Board of Directors at a special meeting held on 19 December 2012, all stockholders at the close of business hours on 8 January 2013 shall be entitled to notice and to vote at the Special Stockholders' Meeting scheduled on 19 February 2013. The stockholders will vote on matters scheduled to be taken up at the Special Stockholders' Meeting with each share being entitled to cast one (1) vote.
- (b) Pursuant to Article V Section 7 of the Corporation's By-Laws, a stockholder may vote in person or by proxy.

Security Ownership of Certain Record and Beneficial Owners and Management

a. Security Ownership of Certain Record and Beneficial Owners of more than 5%

As of 27 December 2012, Manchester International Holdings Unlimited Corp (formerly, Interphil Laboratories, Inc.) knows of no one who beneficially owns in excess of 5% of the Company's common stock except as set forth below:

TITLE	NAME AND ADDRESS OF RECORD/ BENEFICIAL OWNER	RELATIONSHIP TO ISSUER	CITIZENSHIP	NO. OF SHARES HELD	% TOTAL OUTSTANDING SHARES
Common "A"	MCE (Philippines) Investments No.2 Corporation	Stockholder	Filipino	255,270,156	61.95%
Common "B"	MCE (Philippines) Investments Limited	Stockholder	BVI	108,019,704	26.21%

b. Security Ownership of Management

The following is a summary of the aggregate shareholdings in the Company of the Company's directors and executive officers of the Company as of 27 December 2012:

A. Directors

Title of Class	Name of Beneficial Owner/Address	Citizenship	Amount and Nature of Record/Beneficial Ownership	%age to Total Outstanding Shares
Common B	Yuk Man Chung	Chinese	100	NIL
Common A	Gabriel A. Dee	Filipino	500	NIL
Common A	Carlo Magno J. Verzo	Filipino	500	NIL
Common A	Cherrylyn G. Prado-Caoile	Filipino	500	NIL
Common A	Recaredo C. Borgonia, Jr.	Filipino	500	NIL
Common A	Charlie C. Yalung	Filipino	500	NIL
Common B	William Todd Nisbet	American	100	NIL
Common B	James A. C. MacKenzie	Australian	100	NIL
Common B	Alec Y. W. Tsui	British	100	NIL

B. Executive Officers

Title of Class	Name of Beneficial Owner/Address	Citizenship	Amount and Nature of Record/Beneficial Ownership	%age to Total Outstanding Shares
Common B	Yuk Man Chung	Chinese	100	NIL
Common A	Gabriel A. Dee	Filipino	500	NIL
-	Geoffrey Stuart Davis	American	-	-

C. Voting Trust Holders of 5% or More

There are no voting trusts or similar arrangement covering the shares of stocks of the Corporation.

Item 5. Directors and Executive Officers

There is no action to be taken with respect to the election of directors and/or executive officers.

Item 6. Compensation of Directors and Executive Officers

Except for the transaction referred to in Item 8, there is no action to be taken with respect to: (a) the election of directors; (b) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate; (c) any pension or retirement plan in which any such person will participate; or (d) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities.

Item 7. Independent Public Accountants

There is no action to be taken which related to the election, approval or ratification of the Corporation's accountant.

Item 8. Compensation Plans

The Board of Directors of the Corporation has approved a Share Incentive Plan (the "Plan") for qualified employees, directors, officers and other qualified persons covering up to 5% of the outstanding capital stock of the Corporation at an exercise price and vesting periods to be determined by the Compensation Committee under the terms and conditions of the Plan.

The Plan shall be administered by the Compensation Committee of the Board of Directors, which shall determine the eligible participants of the Plan, as well as the number of shares to be covered by each option so granted, taking into consideration their position and responsibilities, nature and value of their services and accomplishments, and their present and potential contribution to the success of the Corporation. No grant of stock option has been made to any person as of the date of this statement.

The purpose of the Plan is to: (i) enable the key senior executive officers of the Corporation who are largely responsible for the further growth and development of the Corporation to obtain an ownership interest in the Corporation; (ii) encourage the long term commitment of such officers of the Corporation; (iii) motivate such officers to continue their efforts in contributing to the long-term financial success of the Corporation; and (iv) encourage management talents to join the Corporation.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

(a) The Board of Directors of the Corporation approved the increase of the authorized capital stock of the Corporation from Nine Hundred Million Pesos (Php900,000,000.00), divided into Nine Hundred Million (900,000,000) shares of stock of the par value of One Pesos (Php1.00) each, of which sixty percent (60%) shall be Class "A" shares and forty percent (40%) of which shall be Class "B" shares, to Five Billion Nine Hundred Million Pesos (Php5,900,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) shares of stock of the par value of One Pesos (Php1.00) each.

The reason for the proposed increase in the authorized capital stock of the Corporation and the resulting amendment of the Corporation's Articles of Incorporation is to enable the Corporation to have additional funding for future acquisitions and/or investments, including acquisitions of gaming assets, and/or for purposes of broadening the Corporation's investor base.

Approval of the stockholders is hereby sought for said increase in authorized capital stock and to grant the Board of Directors the authority to issue such number of shares of stock out of the increase in authorized capital stock to such persons and at an issue price of not less than par value as the Board of Directors may determine as well as approval to sell treasury shares to such persons and at such number and price as the Board of Directors may determine.

(b) Approval of the stockholders is also sought to grant the Board of Directors the authority to conduct an equity offering (including but not limited to, a placing and subscription transaction) under such terms and conditions that the Board of Directors may determine, inclusive of: (i) authority to fix the number of shares for such equity transaction in such number of shares as may be required by the Corporation for funding its projects and (ii) determination of the offering price based on generally accepted pricing formulas such as but not limited to publicly traded comparables (e.g. Enterprise Value/ EBITDA/ Price/ Earnings), discounted cash flow or net asset value, and any discount/premium thereto, as may be appropriate or relevant per prevailing market conditions.

Item 10. Modification or Exchange of Securities

The Corporation intends to declassify the shares comprising its existing authorized capital stock, composed of Five Hundred Forty Million (540,000,000) Class "A" shares and Three Hundred Sixty Million (360,000,000) Class "B" shares, into a single class of common shares and to deny preemptive rights thereto.

Approval of the stockholders is hereby sought for such re-classification and to amend the Articles of Incorporation accordingly.

Item 11. Financial and Other Information

(a) Information Required

Not Applicable.

(b) Incorporation by Reference

Not Applicable.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There is no stockholders action to be taken with regard to the following: (a) the merger or consolidation of the Corporation into or with any other person or of any other person into or with the Corporation; (b) the acquisition by the Corporation or any of its security holders of securities of another person; (c) the acquisition by the Corporation of any other going business or of the assets thereof; (d) the sale or other transfer of all or any substantial part of the assets of the Corporation; and (e) the liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition of Property

On December 7, 2012 the Corporation entered into a Deed of Assignment for the sale of 280,100 common shares of Lancashire Realty Holding Corporation registered in the name of the Corporation in favor of Mercator Holdings and Management Corporation for a purchase price of Php114,166,554.00.

On the same date, the Corporation entered into a Deed of Assignment for the sale of 1,300,100 common shares of Interphil Laboratories, Inc. registered in the name of the Corporation in favor of Interpharma Holdings and Management Corporation for a purchase price of Php944,897,722.00.

Item 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

There is no action to be taken with respect to reports.

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws or Other Documents

Amendment of the Articles of Incorporation of the Corporation as follows:

- i. To change the name of the Corporation to "MELCO CROWN (PHILIPPINES) RESORTS CORPORATION";
- ii. To change the place where the principal office of the Corporation is located from Cabuyao, Laguna to the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City;
- iii. To increase the authorized capital stock of the Corporation from Nine Hundred Million Pesos (Php900,00,000.00), divided into Nine Hundred Million (900,000,000) shares of stock of the par value of One Pesos (Php1.00) each, of which sixty percent (60%) shall be Class "A" shares and forty percent (40%) of which shall be Class "B" shares, to Five Billion Nine Hundred Million Pesos (Php5,900,000,000.00) divided into Five Billion Nine Hundred Million (5,900,000,000) shares of stock of the par value of One Pesos (Php1.00) each; and
- iv. Declassification of the shares comprising the existing authorized capital stock of the Corporation from Class "A" shares and Class "B" shares to a single class of common shares and denial of pre-emptive rights thereto.

Item 18. Other Proposed Action

Ratification by a majority vote of the stockholders of actions taken by the Board of Directors and Officers of the Corporation since the last annual meeting, inclusive of the transaction described in Item 13.

Item 19. Voting Procedures

The Chairman will announce each proposal to the floor, which shall be voted upon separately. In the absence of any objection from the floor, the Chairman shall instruct the Corporate Secretary to enter a unanimous vote of approval. If there is an objection, the Chairman will call for a division of the house. The votes of shareholders present in person or by Proxy shall be counted by hand, and the Chairman will announce the result of the voting, unless voting by ballots is called for. If voting by ballots is decided, ballots will be distributed to Stockholders present in person or by Proxy in the meeting. The ballots will be filled up by stockholders, and submitted to the Corporate Secretary or his duly authorized representatives. The valid ballots will be counted by the Corporate Secretary or a committee that the Board may organize for the purpose for the votes of the Stockholders. The Chairman will then announce the result after the counting.

The following matters require the following votes:

Subject Matter	Votes Required
Item 8	Two-thirds (2/3) of outstanding capital stock
Item 9 (a)	Two-thirds (2/3) of outstanding capital stock
Item 9 (b)	Majority of the votes cast
Item 10	Two-thirds (2/3) of outstanding capital stock
Item 13	Two-thirds (2/3) of outstanding capital stock
Item 15	Majority of the votes cast
Item 17	Two-thirds (2/3) of outstanding capital stock
Item 18	Majority of the votes cast

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on 23 January 2013.

By:


GABRIELA A. DEE
Corporate Secretary