

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION
Makati City

08 May 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: Preliminary Information Statement

Gentlemen:


We are submitting herewith the Preliminary Information Statement (SEC Form 20-IS) of Melco Crown (Philippines) Resorts Corporation.

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

Very truly yours,

MELCO CROWN (PHILIPPINES)
RESORTS CORPORATION

By:


MARIA TARA A. MERCADO
Alternate Corporate Information Officer

COVER SHEET

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION
(formerly Manchester International Holdings
Unlimited Corporation)
Company's Full Name

10th Floor, Liberty Center, 104 H.V. de la Costa St.
Salcedo Village, Makati City
Company's Address: No./Street/City/Town/Province

c/o (02) 555-9555
Company's Telephone Number

31 December
Fiscal Year Ending
(Month & Day)

PRELIMINARY 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)

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION
(formerly Manchester International Holdings Unlimited Corporation)

NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

Notice is hereby given that **MELCO CROWN (PHILIPPINES) RESORTS CORPORATION** (formerly **Manchester International Holdings Unlimited Corporation**) (the "Corporation") will hold its Annual Stockholders' Meeting on 21 June 2013 at 3:00 pm at New World Makati Hotel, Esperanza Street corner Makati Avenue, Ayala Center, Makati City, Metro Manila, at which meeting the following matters shall be taken up:

1. Call to Order;
2. Certification of Existence of Quorum;
3. Approval of the Minutes of the Last Stockholders' Meetings held on 15 June 2012 and 19 February 2013;
4. Report of the Chairman;
5. Approval of the Report of the Chairman and the Audited Financial Statements;
6. Election of the members of the Board of Directors;
7. Appointment of External Auditor;
8. Approval of the Amendments of the Articles of Incorporation and By-laws of the Corporation;
9. Approval for the grant of security and collateral on terms as may be required by MCE (Philippines) Investments Limited (the "Arranger") and/or any of its affiliates as lender (the "Lender") to secure an intercompany loan being arranged by the Arranger to the Corporation's indirect subsidiary, MCE Leisure (Philippines) Corporation ("MCE Leisure"), to finance the payment of agreed costs and expenses incurred by it in connection with the development, construction, installation, commissioning, fit-out, pre-opening and opening of its integrated hotel, gaming, retail and entertainment resort project, including the grant of a guarantee and a pledge or mortgage or other security over shares held by the Corporation in MCE (Holdings) Philippines Corporation, and approval of the obligation of the Corporation to purchase up to 151,000,000 shares of the Corporation owned by the Lender and/or any of its affiliates as a condition to the grant of such intercompany loan;
10. Ratification of Actions Taken by the Board of Directors and Officers;
11. Other Matters; and
12. 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 May 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 21st Floor, Philamlife Tower, 8767

Paseo de Roxas, Makati City not later than 14 June 2013. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Makati City, Philippines, 8 May 2013.


FRANCES T. YUYUCHENG
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 MELCO CROWN (PHILIPPINES)
RESORTS CORPORATION (formerly
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. 10th Floor, Liberty Center, 104 H.V. de la Costa St.,
Saicedo Village, Makati City
Address of principal office Postal Code
7. Registrant's telephone number, including area code c/o (02) 555-9555
8. Date, time and place of the meeting of security holders
 Date: 21 June 2013
 Time: 3:00 p.m.
 Place: New World Makati Hotel
 Esperanza Street corner Makati Avenue
 Ayala Center, Makati City, Metro Manila
9. Approximate date on which the Information Statement is first to be sent or given to security holders: 23 May 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	4,390,278,700	NIL	4,390,278,700
Total	4,390,278,700	NIL	4,390,278,700

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

**MCP MANAGEMENT IS NOT SOLICITING PROXIES FOR
THIS STOCKHOLDERS' MEETING.
PLEASE DO NOT SEND MCP 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 Annual Stockholders' Meeting of Melco Crown (Philippines) Resorts Corporation (formerly Manchester International Holdings Unlimited Corporation) (the "Corporation" or the "Company") will be held on 21 June 2013 at 3:00 p.m. at the New World Makati Hotel, Esperanza Street corner Makati Avenue, Ayala Center, Makati City, Metro Manila.

THE CORPORATION HAS SET 31 MAY 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.

There are no corporate actions or matters to be taken up at the Annual Stockholders' Meeting that may give rise to the exercise by the stockholders of the 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 4,390,278,700 common shares outstanding as of April 30, 2013 held by a total of 433 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 23 April 2013, all stockholders at the close of business hours on 8 May 2013 shall be entitled to notice and to vote at the Annual Stockholders' Meeting scheduled on 21 June 2013. The stockholders will vote on matters scheduled to be taken up at the Annual Stockholders' Meeting with each share being entitled to cast one (1) vote.
- (b) For the election of directors, stockholders entitled to vote may vote such number of shares for as many persons as there are directors to be elected, or may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares shall equal or may distribute them on the same principle among as many candidates as they shall see fit.
- (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 April 30, 2013, the Corporation 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	MCE (Philippines) Investments No.2 Corporation	Stockholder	Filipino	173,836,868 ¹	3.96%
Common	MCE (Philippines) Investments Limited	Stockholder	BVI	2,894,007,722 ²	65.92%

¹ Including 400 common shares held by nominees.

² Including 2,600 common shares held by nominees.

b. Security Ownership of Management

The following is a summary of the aggregate shareholdings in the Corporation of the Corporation's directors and executive officers of the Company as of April 30, 2013:

A. Directors

Title Common	Name of Director	Citizenship	Amount and Nature of Record/Beneficial Ownership ³	Percent to Total Outstanding Shares
Directors				
Common	Clarence Chung Yuk Man	Chinese	100	NIL
Common	Jose F. Buenaventura	Filipino	28,125	NIL
Common	Frances T. Yuyucheng	Filipino	25	NIL
Common	Rena Rico-Pamfilo	Filipino	25	NIL
Common	Yvette P. Chua	Filipino	25	NIL
Common	Anna Cristina Collantes-Garcia	Filipino	25	NIL
Common	William Todd Nisbet	American	100	NIL
Common	James Andrew Charles MacKenzie	Australian	100	NIL
Common	Alec Yiu Wa Tsui	British	100	NIL

B. Executive Officers

Title Common	Name of Executive Officer	Citizenship	Amount and Nature of Record/Beneficial Ownership ⁴	Percent to Total Outstanding Shares
Executive Officers				
Common	Clarence Chung Yuk Man	Chinese	100	NIL
Common	Frances T. Yuyucheng	Filipino	25	NIL
-	Geoffrey Stuart Davis	American	-	-
-	Kevin Sim	Malaysian	-	-

C. Voting Trust Holders of 5% or More

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

³ (1) Clarence Chung Yuk Man, William Todd Nisbet, James Andrew Charles MacKenzie and Alec Yiu Wa Tsui hold the shares in trust and for the benefit of MCE Investments. On the other hand (2) Frances T. Yuyucheng, Rena Rico-Pamfilo, Yvette P. Chua and Anna Cristina Collantes-Garcia hold the shares in trust and for the benefit of MCE Investments No. 2. (3) Jose F. Buenaventura is the direct and beneficial owner of the shares held by him.

⁴ Clarence Chung Yuk Man holds the shares in trust and for the benefit of MCE Investments, while Frances T. Yuyucheng holds the shares in trust and for the benefit of MCE Investments No. 2.

D. Changes in Control

Prior to December 19, 2012, the Corporation was a majority-owned subsidiary of Interpharma Holdings & Management Corporation and Pharma Industries Holdings Limited. On December 19, 2012, MCE (Philippines) Investments No. 2 Corporation ("MCE Investments No. 2") and MCE (Philippines) Investments Limited ("MCE Investments") acquired 255,270,156 Class A shares and 128,211,204 Class B shares in the Company respectively, constituting 93.06% of the outstanding capital stock of the Company through a cross sale transaction in the PSE.

On April 29, 2013, the Company and MCE Investments completed a Placing and Subscription Transaction, under which MCE Investments offered and sold in a private placement to various institutional investors of 981,183,700 shares of stock in the Company at Php 14.00 per share (the "Offer"). In connection with the Offer, MCE Investments granted an over-allotment option of up to 117,075,000 shares to a stabilizing agent. MCE Investments then used the proceeds of the placing transaction to subscribe to an equivalent number of shares in MCP at the subscription price of Php 14.00 per share. Following the series of transactions, the aggregate equity interest of MCE Investments and MCE Investment No. 2 in MCP amount to 69.88%, subject to changes due to the over-allotment option.

Item 5. Directors and Executive Officers

The following are the information on the business experience of the members of the Board of Directors and the Executive Officers of the Corporation for the last five (5) years.

The members of the Board of Directors and executive officers of the Corporation as of April 30, 2013 are:

<u>Office</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>
President / Chairman of the Board	Clarence Chung Yuk Man	50	Chinese
Director	Jose F. Buenaventura	78	Filipino
Director / Corporate Secretary / Corporate Information Officer	Frances T. Yuyucheng	45	Filipino
Director	Rena Rico-Pamfilo	37	Filipino
Director	Anna Cristina Collantes-Garcia	36	Filipino
Director/Alternate Corporate Information Officer	Yvette P. Chua	32	Filipino
Director	William Todd Nisbet	45	American
Director	James Andrew Charles MacKenzie	59	Australian
Director	Alec Yiu Wa Tsui	63	British
Chief Operating Officer	Kevin Sim	50	Malaysian
Treasurer	Geoffrey Stuart Davis	44	American
Assistant Corporate Secretary/Alternate Corporate Information Officer	Maria Tara A. Mercado	27	Filipino

Below are summaries of the business experience and credentials of the Directors and the Company's key executive officers:

Clarence Chung Yuk Man - President / Chairman of the Board / Director

Mr. Chung was appointed as Chairman and President of the Company on December 19, 2012. Mr. Chung was appointed as Director of Melco Crown Entertainment in November 2006 and has been an Executive Director of Melco International since May 2006. Mr. Chung has also served as the Chairman and Chief Executive Officer of Entertainment Gaming Asia Inc., a NASDAQ listed company, since October 2008. Mr. Chung has more than 20 years of experience in the finance industry in various capacities as a chief financial officer, a private equity fund manager and a merger and acquisition specialist. Mr. Chung holds a master degree in business administration from the Kellogg School of Management at Northwestern University and The Hong Kong University of Science and Technology; and a bachelor degree in business administration from the Chinese University of Hong Kong. He is also a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Jose F. Buenaventura – Director

Mr. Buenaventura joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 1976 and is currently a senior partner. He graduated from the Ateneo de Manila with a degree in Bachelor of Laws and was admitted to the Philippine Bar in 1959. He sits in the boards of various companies, including Cebu Pacific Air, Consolidated Coconut Corporation, Philippine First Insurance Co., Inc., Philam Plans, Inc. and Country Club Development Corporation. He is the President of Consolidated Coconut Corporation.

Frances Marie T. Yuyucheng – Director / Corporate Secretary / Corporate Information Officer

Ms. Yuyucheng joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 1996 and is a currently a partner. She graduated from the Ateneo de Manila University School of Law with a degree in Juris Doctor and was admitted to the Philippine Bar in 1995. She acts as the corporate secretary of various companies.

Rena M. Rico-Pamfilo – Director

Ms. Rico-Pamfilo joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 2007 and is a senior associate. She graduated from the Ateneo de Manila University School of Law with a degree in Juris Doctor in 2000 and was admitted to the Philippine Bar in 2001. She is also qualified to practice law in the State of New York, U.S.

Anna Cristina Collantes-Garcia – Director

Ms. Collantes-Garcia joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 2008 and is currently a senior associate. She graduated from the Ateneo de Manila University School of Law with a degree in Juris Doctor in 2002 and was admitted to the Philippine Bar in 2003, and the New York State Bar in 2009.

Yvette P. Chua – Director / Alternate Corporate Information Officer

Ms. Chua joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 2009 and is an associate. She graduated from the University of the Philippines with a degree in Bachelor of Laws in 2005 and was admitted to the Philippine Bar in 2006.

William Todd Nisbet – Director

Mr. Nisbet, who was appointed as a director of the Company on December 19, 2012, joined the Crown Limited team in October 2007. In his role as Executive Vice President – Strategy & Development, Mr. Nisbet is responsible for all project development and construction operations of Crown Limited. Mr. Nisbet is also a Director of Melco Crown Entertainment and Studio City International Holdings Limited. From August 2000 through to July 2007, Mr. Nisbet held the position of Executive Vice President – Project Director for Wynn Design and Development, a development subsidiary of Wynn Resorts Limited. Prior to joining Wynn, Mr. Nisbet was the Vice President of Operations for Marnell Corrao Associates. During his 14 years at Marnell Corrao (1986 to 2000), Mr. Nisbet was responsible for managing various aspects of the construction of Las Vegas properties. Mr. Nisbet holds a bachelor of science degree in Finance from the University of Nevada, Las Vegas.

James Andrew Charles MacKenzie – Director

Mr. MacKenzie was appointed as an independent non-executive director of the Company on December 19, 2012, and as an independent non-executive director of Melco Crown Entertainment on April 24, 2008. Mr. MacKenzie has also served as chairman of Mirvac Group since 2005. Mr. MacKenzie was appointed as a director of Yancoal Australia Limited on June 26, 2012 and serves as the co-vice chairman. He has been a non-executive director of Pacific Brands Ltd since 2008. A chartered accountant by profession since 1977, Mr. MacKenzie was, prior to 2005, a partner in both the Melbourne and Hong Kong offices of an international accounting firm now part of Deloitte. He obtained a bachelor of business (accounting and quantitative methods) degree from the Swinburne University of Technology in 1974.

Alec Yiu Wa Tsui – Director

Mr. Tsui was appointed as an independent non-executive director of the Company on December 19, 2012, and as an independent non-executive director of Melco Crown Entertainment on December 18, 2006. Mr. Tsui has extensive experience in finance and administration, corporate and strategic planning, information technology and human resources management, having served at various international companies. Mr. Tsui graduated from the University of Tennessee with a bachelor's degree in industrial engineering in 1975 and a master of engineering degree in 1976. He completed a program for senior managers in government at the John F. Kennedy School of Government at Harvard University in 1993.

Kevin Sim – Chief Operating Officer

Mr. Sim joined the Company on April 29, 2013, following his departure from Genting Malaysia Berhad where he served as the Executive Vice President for Genting Highlands Resort, in charge of all aspects of operations including the casino, hotels and various other operating divisions. Prior to this role, he was Senior Vice President of Casino Operations, Vice President of Slots, and Vice President of Finance. Prior to working at Genting Malaysia Berhad, Mr. Sim was the Vice President of Finance for Naga Resorts, a casino operator in Cambodia. Mr. Sim is a qualified Chartered Accountant and a Member of the Institute of Chartered Accounts in England and Wales (ICAEW). He graduated from the University of London with BSc(Hons) Mathematics and began his career as an auditor with various Chartered Accountant firms in England and later with Coopers & Lybrand in Malaysia.

Geoffrey Stuart Davis – Treasurer

Mr. Davis, who was appointed as Treasurer of the Company on December 19, 2012, is Chief Financial Officer of Melco Crown Entertainment and was appointed to this role in April 2011. Prior to that, he served as Melco Crown Entertainment's Deputy Chief Financial Officer from August 2010 to March 2011 and Senior Vice President, Corporate Finance from 2007, when he joined the company. Prior to joining Melco Crown Entertainment, Mr. Davis was a research analyst for Citigroup Investment Research, where he covered the U.S. gaming industry from 2001 to 2007. From 1996 to 2000, he was the Vice President of Corporate Communications for Park Place Entertainment, the largest gaming company in the world at the time. Mr. Davis has been a CFA charter holder since 2000 and obtained a bachelor of arts from Brown University in 1991.

Maria Tara A. Mercado – Assistant Corporate Secretary/Alternate Corporate Information Officer

Ms. Mercado joined Romulo Mabanta Buenaventura Sayoc & de los Angeles in 2010 and is an associate. She graduated from the Ateneo de Manila University School of Law with a Juris Doctor in 2010 and was admitted to the Philippine Bar in 2011.

Significant Employees

There is no person who is not an Executive Officer who the Company expects to make a significant contribution to the business.

Family Relationship

There are no family relationships up to the fourth civil degree, either by consanguinity or affinity, among directors, executive officers or persons nominated or chosen by the registrant to become directors or executive officers.

Involvement of Directors and Officers in Certain Legal Proceedings

During the past five (5) years and until March 31, 2013, the members of the Board of Directors and the executive officers:

- a) have not filed any bankruptcy petitions or have not had bankruptcy petitions filed against them;

- b) have not been convicted by final judgment or have any pending criminal cases;
- c) have not been subject to any order, judgment or decree, or any court of competent jurisdiction (in a civil action), not subsequently reversed or vacated limiting its involvement in any type of business, securities, commodities or banking activities; and
- d) have not been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law.

Disagreement with a Director

No director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of security holders because of disagreement/s with the registrant on any matter relating to the registrant's operations, policies or practices, and no director has furnished the registrant a letter describing such disagreement.

Nominating Committee

- The Board shall constitute a Nominating Committee, which shall have at least two (2) Independent Directors. Action of the Nominating Committee shall be approved by a majority of the members thereof.
- The Nominating Committee shall have the authority to promulgate and issue the guidelines for the conduct of the nominations.
- Nominees to the Board of Directors (including the independent directors) shall be submitted to the Nominating Committee for consideration by the latter prior to the annual meeting of the stockholders or a special meeting called for the purpose of electing the Company Directors.
- The Nominating Committee shall review the qualifications of the nominees for directors and prepares a final list of candidates.
- After such nomination process, the Nominating Committee shall prepare a Final List of Candidates containing all information about all nominees for directors, which list shall be made available to the Securities and Exchange Commission and to all stockholders through the Information or Proxy Statement. The name of the person or group of persons who submitted a particular nominee's name shall be identified in such report including any relationship with the nominee.

James Andrew Charles MacKenzie and Alec Yiu Wa Tsui were nominated as Independent Directors of the Corporation. Information on the nominees are stated on page 10 of this Information Statement.

Directors and Executive Officers

The following have been nominated as Members of Board of Directors for the ensuing year:

Name	Age	Citizenship
Clarence Chung Yuk Man	50	Chinese
Jose F. Buenaventura	78	Filipino
Frances T. Yuyucheng	45	Filipino
Rena Rico-Pamfilo	37	Filipino
Anna Cristina Collantes-Garcia	36	Filipino
Yvette P. Chua	32	Filipino
William Todd Nisbet	45	American
James Andrew Charles MacKenzie*	59	Australian
Alec Yiu Wa Tsui*	63	British

* As Independent Director

Item 6. Compensation of Directors and Executive Officers

Information as to the aggregate compensation consisting of salaries, bonuses and other annual compensation paid or accrued during the last two fiscal years to the Company's President & General Manager and other four most highly compensated executive officers and other officers and directors (as a group unnamed) are as follows:

NAME & PRINCIPAL POSITION	YEAR	SALARIES	BONUS	TOTAL
Mr. F. R. Billano President and General Manager	2012 (Actual)	35,486,820	11,730,209	47,217,029
Mr. Joseph G. Soliman Vice-President for Operations				
Ms. Ruth F Tan Corporate Human Resources Manager				
Ms. C. T. Francisco Chief Financial Officer				
Ms. H. F. Tanwangco Quality Assurance Manager				
Mr. F. R. Billano President and General Manager	2011(Actual)	31,156,710	11,787,988	42,944,698
Ms. Ruth F. Tan Corporate Human Resources Manager				
Ms. H. F. Tanwangco Quality Assurance Manager				
Ms. C. T. Francisco Chief Financial Officer				
Mr. Joseph G. Soliman Vice President for Operations				

As a result of the acquisition by MCE (Philippines) Investments Limited and MCE (Philippines) Investments No. 2 Corporation an aggregate of 93.06% of the issued share capital of the Company on December 19, 2013, and considering that the Company is in an early stage of development and has not yet commenced full recruitment efforts, the Company cannot accurately estimate the aggregate remuneration to be paid to its senior executives as a group for the ensuing fiscal year. However, the Company expects to offer competitive compensation packages to its senior executives, on par with other gaming resorts in the Philippines.

There have not been and currently are no standard arrangements pursuant to which Directors are compensated, directly or indirectly, for any services provided as a Director.

There is no compensatory plan or arrangement with respect to any of the Company's executive officers that will result from the resignation, retirement or termination of such executive officer or from a change of control in the Company.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

None.

Warrants and Options Outstanding

The Company has no outstanding stock warrants or stock options.

Item 7. Independent Public Accountants

1. External Audit Fees and Services

For the years ended December 31, 2012 and 2011, the fees for audit work performed by Sycip Gorres Velayo & Co. ("SGV") for the parent company and its subsidiaries were as follows:

	2012	2011
External audit fees and services	₱1,525,864	₱800,000
Tax fees	-	-
Out-of-pocket expenses	98,111	104,397

- a) External audit fees were paid for the professional services rendered for the audit of the Company's annual financial statements.
- b) Tax fees were paid for professional services rendered for tax accounting, tax compliance audit, and advice and planning.
- c) Out-of-pocket expenses were paid for incidental costs incurred in relation to the audit.

2. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

To the best of knowledge of the undersigned Corporate Secretary, there are no disagreements on any matter of accounting principles or practices, financial statement disclosure or accounting scope or procedure with the Company's external auditor.

Item 8. Compensation Plans

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

Not applicable.

Item 10. Modification or Exchange of Securities

Not applicable.

Item 11. Financial and Other Information

The Audited Financial Statements of the Corporation for the period ended December 31, 2012 is hereto attached.

Representatives of the Corporation's external auditor, SGV, are expected to be present at the Annual Meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from the stockholders. The Corporation has had no material disagreement with SGV on any matter of accounting principle or practices of disclosure in the Corporation's financial statements.

Market Price of and Dividends on Issuer's Common Equity and Related Stockholder Matters

Market Information. The following table indicates the high and low trading prices of the Corporation's shares for the fiscal years 2011 and 2012 and first quarter of 2013.

		HIGH	LOW	HIGH	LOW
2013					
	First Quarter	18.00	12.00	N/A ⁵	N/A ⁵
		CLASS A		CLASS B	

⁵ As of March 5, 2013, the shares comprising the existing authorized capital stock of the Corporation, which previously consisted of Class "A" shares and Class "B" shares, have been declassified to a single class of common shares.

⁶ As of March 5, 2013, the shares comprising the existing authorized capital stock of the Corporation, which previously consisted of Class "A" shares and Class "B" shares, have been declassified to a single class of common shares.

		HIGH	LOW	HIGH	LOW
2012					
	First Quarter	2.17	1.95	2.05	2.05
	Second Quarter	2.60	2.32	2.55	2.52
	Third Quarter	2.52	2.52	2.56	2.56
	Fourth Quarter	14.00	11.00	14.00	10.52
2011					
	First Quarter	1.25	1.25	1.26	1.26
	Second Quarter	1.50	1.50	1.50	1.50
	Third Quarter	1.32	1.32	1.33	1.33
	Fourth Quarter	1.39	1.38	1.38	1.37

The majority of the Board of Directors, in their special meetings held on October 9, 2002, and March 19, 2003, voted for the approval of a Share Buyback Program of the Company covering up to One Hundred Seventy Five Million (175,000,000) shares at market price.

Dividends Per Share. No cash dividend was declared for the years 2004-2012. A twelve centavos (P 0.12) per share cash dividend was declared by the Board of Directors in its Regular Meeting held on May 23, 2001 in favor of the stockholders of record as of June 28, 2001 and was paid last July 12, 2001.

Sale of Unregistered Securities. The Company did not sell unregistered securities in the last three (3) years.

Stockholders. The percentage ownership of shareholders of record of the total outstanding shares as of April 30, 2013 was 9.88% Filipino and 90.12% Foreign. The Company has a total of 4,390,278,700 shares outstanding as of April 30, 2013 and has a total of 433 stockholders.

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 March 20, 2013, the Company acquired all of the equity interests of MCE Investments in MCE Holdings (Philippines) Corporation ("MCE Holdings"), consisting of 147,894,500 issued and outstanding common share with a par value of P1.00 per share. MCE Holdings owns 100% of MCE Holdings No. 2 (Philippines) Corporation ("MCE Holdings No. 2"), which in turn, owns 100% of MCE Leisure (Philippines) Corporation ("MCE Leisure"). As a result of this transaction, MCE Holdings became a direct wholly owned subsidiary of the Company, and MCE Holdings No. 2 and MCE Leisure became wholly owned indirect subsidiaries of the Company.

On April 8, 2013, the Company issued all of its treasury shares, representing 150,435,404 common shares to third parties.

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.

Ratification of All Acts, Contracts, Investments and Resolutions of the Board of Directors and Management since the last Stockholders' Meeting

As a matter of corporate policy, Managements seeks the approval and ratification by the Stockholders of all acts, contracts, investments and resolutions of the Board of Directors and Management since 19 February 2013, the date of the last stockholders' meeting. These are 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 to the Philippine Stock Exchange, and in the 2012 Annual Report and Report of the Chairman.

A summary of the matters taken up in the meetings of the acts, contracts, investments and resolutions of the Board of Directors and Management is described in Section 2 hereof.

Item 17. Amendment of Charter, Bylaws or Other Documents

(a) Amendment of the Articles of Incorporation of the Corporation as follows:

- i. To amend the primary purpose to remove the reference on the ownership of land without limitation, and to include in the primary purpose of the Corporation the giving of a guarantee or providing a mortgage, pledge, or other security over all or part of its assets or financial support or accommodation to secure the whole or any part of the indebtedness and obligations of any of its subsidiaries and/or affiliates; and
- ii. To change the place where the principal office of the Corporation is located from 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City to Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Paranaque City 1701.

(b) Amendment of the By-laws of the Corporation as follows:

- i. To change the corporate name as reflected in the By-laws to "MELCO CROWN (PHILIPPINES) RESORTS CORPORATION";
- ii. To change the place where the principal office of the Corporation is located from 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City to Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Paranaque City 1701;
- iii. To include a provision on the disqualification of persons from nomination or election to the Board of Directors if he/she is engaged in a competing business or interest;
- iv. To include the requirement that at least one (1) independent director must be present in order to constitute a quorum;
- v. To include a provision allowing the directors to attend Board of Directors' meetings by telephone or video conference;
- vi. To state that the compensation of directors shall not exceed 10% of the net income before income tax of the corporation during the preceding year, in accordance with Section 30 of the Corporation Code;
- vii. To include a provision for the safekeeping of a tape recorder or other means of recording the meeting of the Board of Directors where one or some of the directors attended by telephone or video conference;
- viii. To change the deadline for submission of nominees to the Board of Directors from thirty (30) business days to twenty five (25) business days;
- ix. To remove the reference to Vice-Presidents in the enumeration of officers of the Corporation;

- x. To include language that the place of the annual stockholders' meeting be held in the city or municipality where the principal office is located, and at such time to be set by the Board of Directors;
- xi. To change the period to provide notice of stockholders' meetings from from twenty (20) days to ten (10) business days;
- xii. To include in the order of business such matters that are usually taken up during the annual stockholders' meeting;
- xiii. To state that the validation of proxies shall be done at least five (5) days before the day of the meeting by the Corporate Secretary, who shall be empowered to pass on the validity of the proxies;
- xiv. To change the record date for the determination of stockholders of record from not more than sixty (60) working days nor less than thirty (30) working days to not more than sixty (60) days nor less than twenty (20) days before the date of the meeting;
- xv. To change the corporate seal of the Corporation to reflect the new corporate name "MELCO CROWN (PHILIPPINES) RESORTS CORPORATION";
- xvi. To state that the Corporation will obtain the necessary directors' and officers' liability insurance; and
- xvii. To delegate to the Board of Directors the authority to amend or repeal the By-laws or to adopt new By-laws.

Item 18. Other Proposed Action

It is proposed that the grant of security and collateral on terms as may be required by MCE Investments (the "Arranger") and/or any of its affiliates as lender (the "Lender") to secure an intercompany loan being arranged by the Arranger to the Corporation's indirect subsidiary, MCE Leisure, to finance the payment of agreed costs and expenses incurred by it in connection with the development, construction, installation, commissioning, fit-out, pre-opening and opening of its integrated hotel, gaming, retail and entertainment resort project, including the grant of a guarantee and a pledge or mortgage or other security over shares held by the Corporation in MCE Holdings, and approval of the obligation of the Corporation to purchase up to 151,000,000 shares of the Corporation owned by the Lender and/or any of its affiliates as a condition to the grant of such intercompany loan be approved.

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.

At the Stockholders' Meeting, every stockholder shall be entitled to vote for each share of stock which has voting power upon the matter in question, registered in his name in the books of the Corporation. The votes of the election of Directors, and upon demand by any stockholder, the votes upon any question before the meeting, except procedural questions which shall be determined by the Chairman of the Meeting, shall be by ballot and shall be conducted by two inspectors of election of judges, designated by the Chairman of the Meeting, who shall first take and subscribe an oath or affirmation, faithfully to execute the duties of inspector or judge at such meeting with strict impartiality and according to the best of their ability and who shall take charge of the polls and, after the balloting, shall

make a certificate of the vote taken. No director or candidate for the office of Director shall be appointed as an inspector or an election of Directors.

A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said share and give one candidate as many votes as the number of directors to be elected multiplied by the number of his share shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected. Provided, however, that no delinquent stock shall be voted.

Vote Requirement

The following matters require the following votes:

Subject Matter	Votes Required
Appointment of the Company's external auditor	Majority of the votes cast
Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management	Majority of the votes cast
Approval of the Minutes of the Annual Stockholders Meeting on 15 June 2012 and 19 February 2012	Majority of the votes cast
Approval of the 2012 Financial Statements	Majority of the votes cast
Election of Directors	The top nine (9) nominees with the most number of votes cast are elected
Approval of the Amendment of the Articles of Incorporation	Two-thirds (2/3) of outstanding capital stock
Approval of the Amendment of By-laws	Majority of the votes cast
Approval of the delegation of the power to amend the By-laws or adopt new By-laws of the Corporation	Two-thirds (2/3) of outstanding capital stock
Approval of the grant of security and collateral on terms as may be required by the Lender to secure an intercompany loan being arranged by the Arranger to the Corporation's indirect subsidiary, MCE Leisure, to finance the payment of agreed costs and expenses incurred by it in connection with the development, construction, installation, commissioning, fit-out, pre-opening and opening of its integrated hotel, gaming, retail and entertainment resort project, including the grant of a guarantee and a pledge or mortgage or other security over shares held by the Corporation in MCE Holdings, and approval of the obligation of the Corporation to purchase up to 151,000,000 shares of the Corporation owned by the Lender and/or any of its affiliates as a condition to the grant of such intercompany loan be approved.	Majority of the votes cast

Method by which Vote will be Counted

The election is executed through balloting. Votes shall be counted by Sycip, Gorres, Velayo & Co. and the Corporate Secretary who shall serve as members of the Committee on Elections. Candidates receiving the highest number of votes shall be declared elected.

Discussion on Compliance with Leading Practice on Corporate Governance

The Company has adopted a Manual of Corporate Governance ("Manual") which was filed with and duly approved by the Securities and Exchange Commission (SEC). In accordance with the provisions of the Manual, the Company is required to assess compliance of its Board of Directors and Management annually. In addition, the Compliance Officer is required to prepare an annual certification on the Company's compliance with the provisions of the Manual explaining reasons for any deviation. There has been no material deviation from the Company's Manual.

The Company has participated in the recent Corporate Governance Survey pursuant to SEC Memorandum Circular No. 2 Series of 2007, having submitted to the Securities and Exchange

Commission copy of the Company's 2012 Corporate Governance Scorecard for Publicly-listed Companies.

The Company encourages its directors and management to attend and participate in training programs and seminars on good corporate governance.

Undertaking to Provide Annual Report

The Corporation undertakes to provide without charge to each stockholder with a copy of its Annual Report upon written request to the Registrant addressed to:

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION
OFFICE OF THE CORPORATE SECRETARY
21st Floor, Philamlife Tower, 8767 Paseo de Roxas, Makati City

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 this 8th day of May 2013.

**MELCO CROWN (PHILIPPINES) RESORTS
CORPORATION**

By:


FRANCES T. YUYUCHENG
Corporate Secretary