

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**  
Makati City

21 June 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: SEC Form 17-C

Gentlemen:


We are submitting herewith the SEC Form 17-C on the special meeting of the Board of Directors of the Melco Crown (Philippines) Resorts Corporation held today, 21 June 2013.

Thank you.

Very truly yours,

**MELCO CROWN (PHILIPPINES)**  
**RESORTS CORPORATION**

By:

  
**FRANCES T. YUYUCHENG**  
Corporate Information Officer

COVER SHEET

0 0 0 0 0 5 8 6 4 8

S.E.C. Registration Number

M E L C O C R O W N ( P H I L I P P I N E S )

R E S O R T S C O R P O R A T I O N

(Company's Full Name)

1 0 T H F L O O R L I B E R T Y

C E N T E R 1 0 4 H V D E L A C O S T A

S T . S A L C E D O V I L L A G E M A K A T I

(Business Address: No. Street/City/Province)

c/o Atty. Frances T. Yuyucheng

Contact Person

c/o 555-9555

Company Telephone Number

1 2 3 1

Month Day Fiscal Year

SEC Form 17-C

FORM TYPE

3<sup>rd</sup> Friday of June

Month Day Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Doc.

Amended Articles Number/Section

Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Stockholders

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes



11. Indicate the item numbers reported herein: Item 9

During the meeting of the Board of Directors of Melco Crown (Philippines) Resorts Corporation (the "Corporation") held today, June 21, 2013, the following matters were approved:

A. Amendments to Articles of Incorporation and By-laws

1. Amendments to Articles of Incorporation:

- 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.
- ii. To change the place where the principal office of the Corporation is located from 10<sup>th</sup> Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City to Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701.

2. Amendments to By-laws:

- 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 10<sup>th</sup> Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City to Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701.
- iii. To include provisions regarding the independent directors, including their qualifications and disqualifications.
- iv. 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.
- v. To include the requirement that at least one (1) independent director must be present in order to constitute a quorum.
- vi. To include a provision allowing the directors to attend Board of Directors' meetings by telephone or video conference.
- vii. To change the composition of the Executive Committee, which will be composed of 4 directors, 2 of whom shall be independent directors.
- viii. To state that the Board of Directors shall determine and apportion the compensation of directors in such manner as the Board may deem proper, provided that it shall not exceed 10% of the net income before income tax of the corporation during the preceding year.
- ix. To include a provision for the recording of the meeting of the Board of Directors where one or some of the directors attended by telephone or video conference.
- x. To change the deadline for submission of nominees to the Board of Directors from thirty (30) business days to twenty five (25) business days.

- xi. To remove the reference to Vice-Presidents in the enumeration of officers of the Corporation.
- xii. 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.
- xiii. To change the period to provide notice of stockholders' meetings from twenty (20) days to fifteen (15) business days.
- xiv. To include in the order of business such matters that are usually taken up during the annual stockholders' meeting.
- xv. To revise the procedure regarding voting in stockholders' meetings.
- xvi. 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.
- xvii. 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.
- xviii. To change the corporate seal of the Corporation to reflect the new corporate name "MELCO CROWN (PHILIPPINES) RESORTS CORPORATION".
- xix. To state that the Corporation will obtain the necessary directors' and officers' liability insurance.
- xx. To delegate to the Board of Directors the authority to amend or repeal the By-laws or to adopt new By-laws.

B. Amendment of the Corporation's Share Incentive Plan in order to comply with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("HKLR") since Melco Crown Entertainment Limited, an affiliate of the Corporation, is listed on The Stock Exchange of Hong Kong Limited. The amendments include, but not limited to, additional provisions for compliance with HKLR requirements (i) when awards are granted to "connected persons" (as such term is defined under HKLR); and (ii) on restriction on timing of grant of awards.

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**

By:

  
**FRANCES T. YUYUCHENG**  
 Corporate Secretary

**21 June 2013**  
 Date