

COVER SHEET

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

Company's Full Name

Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo,
Parañaque City 1701

Company's Address: No./Street/City/Town/Province

c/o (02) 555-9555

Company's Telephone Number

31 December

Fiscal Year Ending
(Month & Day)

DEFINITIVE INFORMATION STATEMENT

SEC Form 20-IS
FORM TYPE

_____	_____
Cashier	LCU

	DTU

	58648
	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 SPECIAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

Notice is hereby given that **MELCO CROWN (PHILIPPINES) RESORTS CORPORATION (formerly Manchester International Holdings Unlimited Corporation)** (the "Corporation" or "MCP") will hold a Special Stockholders' Meeting on 08 October 2013 at 2:00 pm at The Blue Leaf Filipinas, Belle Avenue, Aseana City, Parañaque City 1722, at which meeting the following matters shall be taken up:

1. Call to Order;
2. Certification of Existence of Quorum;
3. Approval of the Amendments of the By-laws of the Corporation for the following matters:
 - (a) Amendment to Article III, Section 5 of the By-Laws to amend the functions and duties of the President of the Corporation;
 - (b) Amendment to Article III of the By-Laws to include a section on the office of the Chief Operating Officer (COO) of the Corporation and provide for the functions and duties of the COO; and
 - (c) Amendment to Article II, Section 7 of the By-laws to provide that directors, as such, shall receive compensation for their services. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, and will be ratified by the stockholders representing at least a majority of the outstanding capital stock.
4. Other Matters; and
5. 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 27 August 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 03 October 2013. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Makati City, Philippines, 9 September 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
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. Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701
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: 08 October 2013
 Time: 2:00 p.m.
 Place: The Blue Leaf Filipinas
 Belle Avenue, Aseana City
 Parañaque City 1722
9. Approximate date on which the Information Statement is first to be sent or given to security holders: 17 September 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	4,426,303,300	NIL	4,426,303,300
Total	4,426,303,300	NIL	4,426,303,300

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 Special Stockholders' Meeting of Melco Crown (Philippines) Resorts Corporation (formerly Manchester International Holdings Unlimited Corporation) (the "Corporation" or the "Company") will be held on 08 October 2013 at 2:00 p.m. at the The Blue Leaf Filipinas, Belle Avenue, Aseana City, Parañaque City 1722.

THE CORPORATION HAS SET 17 SEPTEMBER 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 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 Special 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 4,426,303,300 common shares outstanding as of 23 August 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 07 August 2013, all stockholders at the close of business hours on 27 August 2013 shall be entitled to notice and to vote at the Special Stockholders' Meeting scheduled on 08 October 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 23 August 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	173,834,268	3.93%
Common	MCE (Philippines) Investments Limited	Stockholder	BVI	2,894,007,322	65.38%

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 23 August 2013:

A. Directors

Title Common	Name of Director	Citizenship	Amount and Nature of Record/Beneficial Ownership ¹	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 ²	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.

D. Changes in Control

¹ (1) Clarence Chung Yuk Man and William Todd Nisbet hold the shares in trust and for the benefit of MCE Investments. (2) James Andrew Charles MacKenzie and Alec Yiu Wa Tsui hold qualifying shares as independent directors. (3) 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. (4) Jose F. Buenaventura is the direct and beneficial owner of the qualifying shares held by him.

² 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.

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 Philippine Stock Exchange.

On April 29, 2013, the settlement of the placing and subscription transaction (the "Placing and Subscription Transaction") of MCP and MCE Investments was completed. Pursuant to the Placing and Subscription Transaction, MCE Investments offered and sold in a private placement to various institutional investors of 981,183,700 common shares of MCP with par value of ₱1.00 per share, at the offer price of ₱14.00 per share (the "Offer"). In connection with the Offer, MCE Investments granted an over-allotment option (the "Over-allotment Option") of up to 117,075,000 common shares of MCP with par value of ₱1.00 per share, at the offer price of ₱14.00 per share to a stabilizing agent (the "Stabilizing Agent"). On May 23, 2013, the Stabilizing Agent exercised the Over-allotment Option and subscribed for 36,024,600 common shares of MCP with par value of ₱1.00 per share, at the offer price of ₱14.00 per share. MCE Investments then used the proceeds from the Offer and Over-allotment Option to subscribe to an equivalent number of common shares in MCP at the subscription price of ₱14.00 per share.

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

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 registrant 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, other than warrants or rights issued to security holders as such, on a pro rata basis.

However, an amendment to Article II, Section 7 of the By-laws is being submitted for approval by the stockholders to provide that the directors, as such, shall receive compensation for their services. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, and will be ratified by the stockholders representing at least a majority of the outstanding capital stock.

Item 7. Independent Public Accountants

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

Item 8. Compensation Plans

Except for the abovementioned amendment to Article II Section 7 of the By-laws indicated in Item 6 hereof, there is no action 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

There is no action to be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the registrant.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

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

There is no action to be taken with respect to the acquisition or disposition of property.

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 By-laws of the Corporation as follows:

On June 21, 2013, stockholders owning at least 2/3 of the outstanding capital stock delegated the power to amend the By-laws of the Corporation to the Board. In the interest of good governance, the following amendments to the By-laws are nevertheless being submitted to the stockholders for approval.

<u>Proposed Amendment</u>	<u>Reason / General Effect</u>
<p>Amending Article III, Section 5 of the By-Laws</p> <p>To amend the role and functions of the President.</p>	<p>The President's role will be to preside over meetings of the Board in the absence of the Chairman and giving general policy direction to the Company in line with policies determined by the Board, while the executive functions and supervision of the day-to day administration, management and operations of the Company will be exercised by the Chief Operating Officer. The amendment is being undertaken to align the role of the President with the MCE Group's organizational structure and policies.</p>
<p>Amending Article III of the By-Laws</p> <p>To include a section on the office of the Chief Operating Officer ("COO") and provide the functions and duties of such COO.</p>	<p>Executive functions and those relating to the supervision of the daily administration, management and operations of the Company will be exercised by the Chief Operating Officer.</p>
<p>Amending Article II, Section 7 of the By-Laws</p> <p>To state that directors, as such, shall receive compensation for their services. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, and will be ratified by the stockholders representing at least a majority of the outstanding capital stock.</p>	<p>To specify the manner of determining the compensation of the directors of the Corporation.</p>

Item 18. Other Proposed Action

Apart from the foregoing amendments to the By-Laws, there are no other actions to be taken up in the special stockholders meeting.

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 of determining 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.

Vote Requirement

The following matters require the following votes:

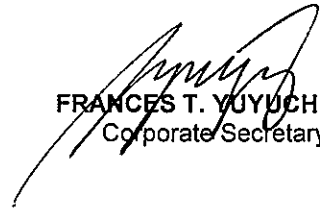
Subject Matter	Votes Required
Item 17	Majority of the votes cast
Item 18	Majority of the votes cast

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 this 9th day of September 2013.

**MELCO CROWN (PHILIPPINES) RESORTS
CORPORATION**

By:



FRANCES T. YUYUCHENG
Corporate Secretary