

C O V E R S H E E T

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

Company's Full Name

Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701

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

c/o (02) 866-9888

Company's Telephone Number

December 31

Fiscal Year Ended  
(Month & Day)

PRELIMINARY INFORMATION STATEMENT

SEC Form 20-IS

FORM TYPE

_____	_____
Cashier	LCU
_____	_____
	DTU
	<b>58648</b>
	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

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**

**NOTICE AND AGENDA OF THE SPECIAL STOCKHOLDERS' MEETING**

**TO: ALL STOCKHOLDERS**

Notice is hereby given that **MELCO CROWN (PHILIPPINES) RESORTS CORPORATION** (the "**Corporation**") will hold its Special Stockholders' Meeting on December 5, 2016, 2:30 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines, at which meeting the following matters shall be taken up:

1. Call to Order
2. Certification of the Existence of Quorum and the Sending of Notices
3. Approval of the Proposed Amendments to the 2013 Share Incentive Plan of the Corporation
4. Other Matters that May Properly be Brought Before the Meeting
5. Adjournment

The above agenda items are further explained in the Definitive Information Statement of the Corporation and in the attached **Annex "A"**.

The record date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is fixed at the close of business hours on November 11, 2016.

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 City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines not later than November 25, 2016. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, October 26, 2016.

  
**Marissa T. Academia**  
Corporate Secretary

**Annex “A”**  
**Special Stockholders’ Meeting**  
**Agenda Rationale**

1. **Call to Order** – The call shall be done to officially open the Special Stockholders’ Meeting.
2. **Certification of the Existence of Quorum and the Sending of Notices** – Stockholders representing at least majority of the outstanding shares of the Corporation are required to be present for the existence of a quorum.
3. **Approval of the Proposed Amendments to the 2013 Share Incentive Plan (“SIP”) of the Corporation** – The approval of the stockholders shall be sought in connection with the proposed amendments (“**Proposed Amendments**”) to the SIP of the Corporation following the latter’s consolidation into the group of Melco International Development Limited (“**Melco**”), a company listed on the Stock Exchange of Hong Kong, as Melco’s subsidiary for purposes of accounting and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Proposed Amendments included inserting references to, and provisions required by, the Listing Rules.
4. **Other Matters that May Properly be Brought Before the Meeting** – Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Special Stockholders’ Meeting.
5. **Adjournment** – Upon consideration of all business, the Chairman shall declare the meeting adjourned, formally ending the 2016 Special Stockholders’ Meeting of the Corporation.

**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. **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. **Asean Avenue 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) 866-9888**
8. Date, time and place of the meeting of security holders  
 Date : December 5, 2016  
 Time : 2:30 p.m.  
 Place : City of Dreams Manila  
 Asean Avenue cor. Roxas Boulevard  
 Brgy. Tambo, Parañaque City  
 1701 Philippines
9. Approximate date on which the Information Statement is first to be sent or given to security holders: November 11, 2016
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 As of October 26, 2016	Treasury Shares As of October 26, 2016	Outstanding Common Stock As of October 26, 2016
Common	5,662,047,712	NIL	5,662,047,712
Total	5,662,047,712	NIL	5,662,047,712

Outstanding debt:  
PhP 15 billion Senior Note

11. 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

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

<b>PART I</b>
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**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 (the "Company" or "MCP") will be held on December 5, 2016 at 2:30 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines.

**THE COMPANY HAS SET NOVEMBER 11, 2016 AS THE APPROXIMATE DATE ON WHICH THE INFORMATION STATEMENT SHALL FIRST BE SENT OR GIVEN TO SECURITY HOLDERS.**

**Item 2. Dissenters' Right of Appraisal**

Stockholders 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 stockholders or any class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or 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 Company within thirty 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 effected, 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 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 disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty 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 Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **Item 4. Voting Securities and Principal Holders Thereof**

- (a) The Company has a total of 5,662,047,712 common shares outstanding as of the record date, November 11, 2016, held by a total of [431] stockholders. The stockholders will vote on matters scheduled to be taken up at the Special Stockholders' Meeting scheduled on December 5, 2016, with each share being entitled to cast one vote.
- (b) Pursuant to the Resolution of the Board of Directors at a special meeting held on October 26, 2016, all stockholders at the close of business hours on November 11, 2016 shall be entitled to notice and to vote at the Special Stockholders' Meeting.
- (c) Pursuant to Article V, Section 7 of the Company's By-Laws, a stockholder may vote in person or by proxy.
- (d) 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 September 30, 2016, the following are the shareholders who beneficially own in excess of 5% of the Company's common stock:

<b>Title of Class</b>	<b>Name and Address of Record Owner and Relationship to Issuer</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares Held</b>	<b>Percent to Outstanding Shares</b>
Common	MCE (Philippines) Investments Limited ("MCE Investments")  Jayla Place, Wickams Cay I, Road Town, Tortola, British Virgin Islands  Stockholder of Record	MCE Investments	British Virgin Islands ("BVI")	3,950,440,096	69.77%
Common	PCD Nominee Corporation (Non- Filipino)	Various Stockholders	Various	778,840,136	13.76%
Common	PCD Nominee Corporation (Filipino)	Various Stockholders	Various	715,829,169	12.64%

Common	MCE (Philippines) Investments No.2 Corporation ("MCE Investments No.2")  Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701  Stockholder of Record	MCE Investments  Parent Company of MCE Investments No.2	BVI	173,836,968	3.07%
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\*Includes the 535,440,000 shares lodged with the Philippine Depository and Trust Corporation.

b. Security Ownership of Management

The following are the securities owned and held by the Directors and Executive Officers of the Company as of September 30, 2016:

A. Directors

Title Common	Name of Director	Citizenship	Amount and Nature of Record/Beneficial Ownership <sup>1</sup>	Percent to Total Outstanding Shares
Common	Clarence Yuk Man Chung	Chinese	Direct: 6,238,396 Indirect: 100	0.11%
Common	William Todd Nisbet	American	Direct: 4,171,387 Indirect: 100	0.07%
Common	James Andrew Charles MacKenzie	Australian	Direct: 1,245,123 Indirect: N/A	0.02%
Common	Alec Yiu Wa Tsui	British	Direct: 1,245,123 Indirect: N/A	0.02%
Common	Jose F. Buenaventura	Filipino	Direct: 28,125 Indirect: N/A	0.00%
Common	Johann M. Albano	Filipino	Direct: 112,320 Indirect: 3,000	0.00%
Common	Frances Marie T. Yuyucheng	Filipino	Direct: N/A Indirect: 100	0.00%
Common	Maria Marcelina O. Cruzana	Filipino	Direct: 15,696 Indirect: 100	0.00%
Common	Liberty A. Sambua	Filipino	Direct: 11,464 Indirect: 100	0.00%

<sup>1</sup> (1) Clarence Yuk Man Chung and William Todd Nisbet indirectly hold 100 shares each in trust and for the benefit of MCE Investments. (2) Frances Marie T. Yuyucheng, Maria Marcelina O. Cruzana, Liberty A. Sambua and Johann M. Albano indirectly hold 100,100,100 and 3,000 shares each, respectively, in trust and for the benefit of MCE Investments No.2. (3) Jose F. Buenaventura, James Andrew Charles MacKenzie and Alec Yiu Wa Tsui are the registered and beneficial owners of the shares held by them.



## B. Executive Officers

<b>Title Common</b>	<b>Name of Executive Officer</b>	<b>Citizenship</b>	<b>Amount and Nature of Record/Beneficial Ownership<sup>2</sup></b>	<b>Percent to Total Outstanding Shares</b>
Common	Clarence Yuk Man Chung	Chinese	Direct: 6,238,396 Indirect: 100	0.11%
Common	Geoffry P. Andres	American	Direct: N/A Indirect: N/A	-
Common	Marissa T. Academia	Filipino	Direct: 151,046 Indirect: N/A	0.00%
Common	Donald Nori Tateishi	American	Direct: N/A Indirect: N/A	-

## C. Voting Trust Holders of 5% or More

There are no voting trusts or similar arrangement covering the shares of stock of the Company.

## D. Changes in Control

There were no arrangements which have resulted in a change in control of the Company in the last fiscal year.

## 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 Company 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 Company's accountant.

## Item 8. Compensation Plans

### Share Incentive Plan

On February 19, 2013, the MCP's shareholders approved the share incentive plan ("**SIP**" or the "**Plan**") to grant shares and options to qualified employees, directors, officers and other qualified persons at an exercise price and vesting periods to be determined by the Compensation Committee of the Board of Directors. On April 12, 2013, the Philippine Securities and Exchange Commission ("**SEC**") resolved that the issuance of the 131,578,947 common shares under the Plan was exempt from registration requirements under section 10.2 of the Securities Regulation Code ("**SRC**").

On June 21, 2013, the MCP's shareholders approved the amendment of the SIP made 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**" or "**Listing Rules**") since Melco Crown Entertainment Limited ("**MCE**"), the ultimate holding company of the Company, is listed on The Stock Exchange of

<sup>2</sup> Clarence Yuk Man Chung indirectly holds 100 shares in trust and for the benefit of MCE Investments.

Hong Kong Limited (“**HKSE**”). 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. On June 24, 2013, additional 44,214,138 common shares were granted exemption from registration by the SEC under section 10.2 of the SRC.

On June 28, 2013, 181,239,503 underlying shares related to shares and options under the SIP were granted, and MCP has filed a request for exemption for the issuance of the additional 5,446,418 common shares. On August 12, 2013, additional 5,446,418 common shares were granted exemption from registration by the SEC under section 10.2 of the SRC.

On April 22, 2014, the Board of Directors of MCP approved the issuance of an additional 13,585,772 shares to eligible employees, directors, officers and other qualified persons under the Company’s SIP. On May 30, 2014, the SEC resolved that the issuance of the 13,585,772 common shares under the Plan was exempt from registration requirements under section 10.2 of the SRC.

On May 18, 2015, the shareholders of the Company approved the further amendment of the SIP (“**2015 Amendments**”) to remove HKLR compliance provisions as a result of the delisting of MCE from HKSE, which amendment is pending the approval of the SEC.

On August 25, 2015, the Board approved the issuance of an additional 45,000,000 shares to eligible employees, consultants and directors of the Company, its parent and subsidiaries under the Company’s SIP. The SEC approved the issuance of such additional shares on September 29, 2015.

Upon the completion of the share repurchase agreement between MCE and Crown Asia Investments Pty. Ltd. on May 9, 2016, MCE and the Company were consolidated into the group of Melco International Development Limited (“**Melco**”), a company listed on the HKSE, as Melco’s subsidiary for purposes of accounting and the Listing Rules (the “**Consolidation**”). Following the Consolidation, the application to the SEC for the approval of the 2015 Amendments was withdrawn since the Company’s SIP was required to be amended to comply with the Listing Rules.

It is proposed that the SIP be amended (“**Amended SIP**”) to comply with the applicable requirements of Chapter 17 of the Listing Rules. As MCP is a subsidiary of Melco under the Listing Rules, the Amended SIP constitutes a share option scheme governed by Chapter 17 of the Listing Rules. The amendments included, but not limited to, inserting references to, and provisions required by, the Listing Rules.

A copy of the proposed Amended SIP is available for inspection at the Company’s principal office at Asean Avenue corner Roxas Boulevard, Brgy. Tambo, Parañaque City 1701 during normal business hours from the date hereof up to the date of the Special Stockholders’ Meeting on December 5, 2016.

Under the SIP, the Company may grant various share-based awards, including but not limited to, options to purchase the Company’s common shares, restricted shares, share appreciation rights and other types of awards. The term of such awards shall not exceed ten years from the date of grant. The maximum aggregate number of common shares which may be issued pursuant to all awards under the SIP is 442,630,330 shares and with up to 5% of the issued capital stock of the Company from time to time over ten years. As of December 31, 2015 and 2014, 90,550,748 and 57,075,917 common shares remain available for the grant of various share-based awards under the SIP, respectively.

### **Warrants and Options Outstanding**

The Company did not have any outstanding warrants as of December 31, 2015 and 2014.

The details of outstanding MCP restricted shares (“**MCP Restricted Shares**”) and MCP share options (“**MCP Share Options**”) of the Company as at December 31, 2015 and 2014 are as follows:

<b>Date of grant/award</b>	<b>June 28, 2013</b>	<b>February 17, 2014</b>	<b>February 28, 2014</b>	<b>March 27, 2014</b>	<b>March 28, 2014</b>	<b>May 30, 2014</b>	<b>September 29, 2015</b>	<b>November 16, 2015</b>

Exercise Price	8.30	8.30	8.30	8.30	8.30	13.256	3.99	3.46
Market Price as of date of grant/award	8.30	13.48	13.00	12.76	12.96	13.00	3.99	3.46

Prior to the 2015 grants, the exercise price for the stock options is the higher of (i) the closing price on Grant Date or (ii) the average closing price for the five business days immediately preceding the Grant Date. For 2015 grants, the exercise price for the stock options is the closing price on Grant Date. The Grant Date represents the dates of grant and approval by the SEC of the issuance of shares under the SIP.

Recipients	As of December 31, 2015		As of December 31, 2014	
	Total number of outstanding MCP Restricted Shares	Total number of outstanding MCP Share Options	Total number of outstanding MCP Restricted Shares	Total number of outstanding MCP Share Options
President	4,530,190	10,404,851	5,876,347	10,404,851
Chief Operating Officer*	995,138	4,286,017	2,143,008	4,286,017
Property President/Chief Operating Officer*	3,398,266	6,796,532	-	-
Treasurer	574,516	1,723,550	861,773	1,723,550
Corporate Secretary	342,898	1,939,118	969,559	1,939,118
All other officers, key management personnel and Directors as a group unnamed	6,220,955	27,046,585	15,157,551	27,046,585
Others	12,469,252	72,513,979	39,363,248	78,726,491
<b>Total</b>	<b>28,531,215</b>	<b>124,710,632</b>	<b>64,371,486</b>	<b>124,126,612</b>

\* There has been a change in the Chief Operating Officer of the Company in 2015. The former Chief Operating Officer was replaced by the Property President/Chief Operating Officer.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

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

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

#### **Item 10. Modification or Exchange of Securities**

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

#### **Item 11. Financial and Other Information**

The audited consolidated financial statements for the years ended December 31, 2015, 2014 and 2013, and other data related to the Company's financial information were attached to the Definitive Information Statement distributed to the stockholders prior to the Annual Stockholders' Meeting of the Company held on June 20, 2016.

#### **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 Company into or with any other person or of any other person into or with the Company; (b) the acquisition by the Company or any of its security holders of securities of another

person; (c) the acquisition by the Company 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 Company; and (e) the liquidation or dissolution of the Company.

#### **Item 13. Acquisition or Disposition of Property**

There is no stockholders' action to be taken with respect to the acquisition or disposition of any 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 Company.

### **D. OTHER MATTERS**

#### **Item 15. Action with Respect to Reports**

The following are included in the Agenda for the December 5, 2016 Special Stockholders' Meeting for the approval of the stockholders of the Company:

1. Approval of the Proposed Amendments to the 2013 Share Incentive Plan of the Corporation. The approval of the stockholders shall be sought in connection with the Amended SIP of the Company following its consolidation into the group of Melco, a company listed on the HKSE, as Melco's subsidiary for purposes of accounting and the Listing Rules. The Proposed Amendments included inserting references to, and provisions required by, the Listing Rules.

2. Other Matters that May Properly be Brought Before the Stockholders

Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Special Stockholders' Meeting.

#### **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, By-Laws or Other Documents**

There is no action to be taken with respect to the amendment of the Corporation's Charter, By-Laws or other documents.

#### **Item 18. Other Proposed Action**

There is no other action with respect to any matter not specifically referred to above.

#### **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 stockholders 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. Stock Transfer Service, Inc., the Company's stock transfer agent, an independent party, is tasked to count votes on any matter properly brought to the vote of the stockholders.

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 Company.

**Vote Requirement**

The following matter requires the following votes:

<b>Subject Matter</b>	<b>Votes Required</b>
Approval of the Proposed Amendments to the 2013 Share Incentive Plan	Majority of the votes cast

**PART II**

**PROXY**

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

\_\_\_\_\_ (the "**Principal**") hereby nominates, constitutes, and appoints \_\_\_\_\_ (the "**Proxy**") as proxy, to represent the Principal and vote \_\_\_\_\_ common shares of the capital stock of MELCO CROWN (PHILIPPINES) RESORTS CORPORATION (the "**Corporation**") registered in the Principal's name as proxy of the Principal, at the Special Stockholders' Meeting on December 5, 2016 at 2:30 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines, and at any adjournments thereof, for the purpose of acting on the following matters:

1. Approval of the Proposed Amendments to the 2013 Share Incentive Plan of the Corporation  
 Yes    No    Abstain
  
2. At the Proxy's discretion, the Proxy is authorized to vote upon such other matters that may properly be brought before the stockholders  
 Yes    No

The Proxy is hereby designated to do and perform every legal act and thing whatever requisite or necessary to be done in and about the premises as fully to all intents and purposes as the Principal might or could lawfully do, and confirm all that the Proxy shall lawfully do or cause to be done by virtue hereof.

\_\_\_\_\_  
NAME OF CORPORATE STOCKHOLDER

By: \_\_\_\_\_  
Name:  
Position:

**PROXY**

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

I, \_\_\_\_\_, of legal age, and with address at \_\_\_\_\_, being a stockholder of \_\_\_\_\_ common shares (the "**Shares**") of the capital stock of MELCO CROWN (PHILIPPINES) RESORTS CORPORATION (the "**Corporation**"), do hereby name and appoint \_\_\_\_\_ as my proxy for the Shares, to represent me and vote the Shares at the Special Stockholders' Meeting on December 5, 2016 at 2:30 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines, and at any adjournments thereof, for the purpose of acting on the following matters:

1. Approval of the Proposed Amendments to the 2013 Share Incentive Plan of the Corporation  
 Yes    No    Abstain
  
2. At the Proxy's discretion, the Proxy is authorized to vote upon such other matters that may properly be brought before the stockholders  
 Yes    No

I hereby give and grant unto my said Proxy full power and authority to do and perform every legal act and thing whatever requisite or necessary to be done in and about the premises as fully to all intents and purposes as I might or could lawfully do, and confirm all that my said Proxy shall lawfully do or cause to be done by virtue hereof.

Signed on \_\_\_\_\_.

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER  
OVER PRINTED NAME

**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 Parañaque City on October 26, 2016.

**MELCO CROWN (PHILIPPINES) RESORTS  
CORPORATION**

By:



**MARISSA T. ACADEMIA** *gaw*  
Corporate Secretary