

C O V E R S H E E T

MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) 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) 691-8899

Company's Telephone Number

December 31

Fiscal Year Ended  
(Month & Day)

DEFINITIVE 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 RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION**  
**NOTICE AND AGENDA OF THE SPECIAL STOCKHOLDERS' MEETING**

**TO: ALL STOCKHOLDERS**

Notice is hereby given that **MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION** (the "**Corporation**") will hold its Special Stockholders' Meeting on September 26, 2017, at 8:00 a.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 on the Existence of Quorum and Sending of Notices
3. Approval of the Further Amendments to the Amended Articles of Incorporation of the Corporation to Increase the Number of Members of the Board of Directors from Seven (7) to Nine (9)
4. Election of two (2) additional members of the Board of Directors, effective upon the approval by the Securities and Exchange Commission of the proposed amendments to the Amended Articles of Incorporation and By-Laws of the Corporation
5. Other matters
6. 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 August 25, 2017.

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 September 19, 2017. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, August 30, 2017.



**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 on the Existence of Quorum and 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 Further Amendments to the Amended Articles of Incorporation of the Corporation to Increase the Number of Members of the Board of Directors from seven (7) to nine (9)** – The approval of the stockholders shall be sought to increase the number of members of the Board of Directors of the Corporation in order to enhance the Board’s efficiency and effectiveness in conducting its business.
4. **Election of Two (2) Additional Members of the Board of Directors** – Following the proposed further amendments to the Amended Articles of Incorporation to increase the number of members of the Board of Directors of the Corporation, two (2) additional members are proposed to be elected to fill vacancies created by such increase. This election shall be subject to and shall take effect only upon the approval by the Securities and Exchange Commission of the proposed amendment to the Articles of Incorporation and By-Laws of the Corporation on the increase in the number of members of the Board of Directors.

The nominees for the above election including the Independent Director, are required to be presented to the stockholders at the Special Stockholders’ Meeting. The respective profiles of the nominees are included in Item 5 of the Preliminary Information Statement, for the reference of the stockholders.

5. **Other Matters** – Any other matter relevant and appropriate to the occasion may be properly raised and considered during the Special Stockholders’ Meeting.
6. **Adjournment** – Upon consideration of all business, the Chairman shall declare the meeting adjourned, formally ending the 2017 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 RESORTS AND ENTERTAINMENT  
(PHILIPPINES) 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) 691-8899**
8. Date, time and place of the meeting of security holders  
 Date : September 26, 2017  
 Time : 8:00 a.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: September 5, 2017
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 August 17, 2017	Treasury Shares As of August 17, 2017	Outstanding Common Stock As of August 17, 2017
Common	5,665,328,150	NIL	5,665,328,150
Total	5,665,328,150	NIL	5,665,328,150

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

**MRP MANAGEMENT IS NOT SOLICITING PROXIES FOR  
THIS STOCKHOLDERS' MEETING.  
PLEASE DO NOT SEND MRP 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 Resorts and Entertainment (Philippines) Corporation (the "**Company**" or "**MRP**") will be held on September 26, 2017 at 8:00 a.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines.

**THE COMPANY HAS SET SEPTEMBER 5, 2017 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 nominee for election as directors 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 other than election to office.

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

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

- (a) The Company has a total of 5,665,328,150 common shares outstanding as of the record date, August 25, 2017, held by a total of 425 stockholders. The stockholders will vote on matters scheduled to be taken up at the Special Stockholders' Meeting scheduled on September 26, 2017, 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 August 10, 2017, all stockholders at the close of business hours on August 25, 2017 shall be entitled to notice and to vote at the Special Stockholders' Meeting.
- (c) 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.
- (d) Pursuant to Article V, Section 7 of the Company's By-Laws, a stockholder may vote in person or by proxy.
- e) 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 July 31, 2017, 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	MCO (Philippines) Investments Limited (formerly MCE (Philippines) Investments Limited) (" <b>MCO Investments</b> ")  Jayla Place, Wickams Cay I, Road Town, Tortola, British Virgin Islands  Stockholder of Record	MCO Investments	British Virgin Islands (" <b>BVI</b> ")	3,950,440,196*	69.73%
Common	PCD Nominee Corporation (Non-Filipino)	Various Stockholders	Various	675,941,967	11.93%

Common	MPHIL Corporation (Formerly MCE (Philippines) Investments No.2 Corporation) ("MPHIL")  Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines  Stockholder of Record	MCO Investments  Parent Company of MPHIL	BVI	173,837,068	3.07%
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\*Includes the 2,620,562,022 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 July 31, 2017:

A. Directors

Title	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: 6,463,038 Indirect: 100	NIL
Common	Alec Yiu Wa Tsui	British	Direct: 1,379,908 Indirect: N/A	NIL
Common	John William Crawford	Canadian	Direct: 5,000 Indirect: N/A	NIL
Common	Frances Marie T. Yuyucheng	Filipino	Direct: N/A Indirect: 100	NIL
Common	Johann M. Albano	Filipino	Direct: 168,480 Indirect: 3,000	NIL
Common	Maria Marcelina O. Cruzana	Filipino	Direct: 12,544 Indirect: 100	NIL
Common	Liberty A. Sambua	Filipino	Direct: 3,464 Indirect: N/A	NIL

B. Executive Officers

Title	Name of Executive Officer	Citizenship	Amount and Nature of Record/Beneficial Ownership <sup>2</sup>	Percent to Total Outstanding Shares
Common	Clarence Yuk Man Chung	Chinese	Direct: 6,463,038 Indirect: 100	NIL
Common	Geoffry Philip Andres	American	Direct: 849,566 Indirect: N/A	NIL
-	Donald Nori Tateishi	American	Direct: N/A Indirect: N/A	NIL

<sup>1</sup> (1) Clarence Yuk Man Chung indirectly holds 100 shares in trust and for the benefit of MCO Investments. (2) Frances Marie T. Yuyucheng, Maria Marcelina O. Cruzana and Johann M. Albano indirectly hold 100 shares, 100 shares and 3,000 shares respectively, in trust and for the benefit of MPHIL. (3) Alec Yiu Wa Tsui and John William Crawford are the registered and beneficial owners of the shares held by them.

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



Common	Marissa T. Academia	Filipino	Direct: 170,759 Indirect: N/A	NIL
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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**

The following are the nominees for election as additional members of the Board of Directors (the “Board”) following the proposed increase in the number of members of the Board of the Company:

Nominees for Directors (A)	Person Recommending Nomination (B)	Relationship of (A) & (B)
Geoffrey Stuart Davis	Clarence Yuk Man Chung	None
Jose Maria III Bengzon Poe Independent Director	Clarence Yuk Man Chung	None

The election of the above-named nominees shall be subject to and shall take effect only upon the approval by the Securities and Exchange Commission (the “SEC”) of the proposed amendments to the Amended Articles of Incorporation and By-Laws of the Company on the increase in the number of members of the Board.

The respective current positions held, periods of service and business experience during the past five years of the above-named nominees are as follows:

**Geoffrey Stuart Davis - Director**

Mr. Geoffrey Stuart Davis is the Executive Vice President and Chief Financial Officer of Melco Resorts & Entertainment Limited (“Melco”) since April 2011. Prior to that, he served as Melco’s Deputy Chief Financial Officer from August 2010 to March 2011 and Senior Vice President, Corporate Finance from 2007. 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. Park Place was spun off from Hilton Hotels Corporation and subsequently renamed Caesars Entertainment. Mr. Davis has been a Chartered Financial Analyst charter holder since 2000 and obtained a Bachelor of Arts from Brown University in 1991.

**Jose Maria III Bengzon Poe – Independent Director**

Mr. Jose Maria III Bengzon Poe is the Chairman and Chief Executive Officer of J Poe & Sons Inc., BCC Global Solutions and the CAT Security Group. He is also Chairman and Chief Executive Officer of Building Care Realty Corp., J Poe Realty Inc., BCC Security Technologies Inc., BCC Diagnostics & Medical Services Inc., and the Security Academy of the Philippines Inc. He is a director of Sodexo On-Site Services Philippines Inc., and a member of the Board of Trustees of Kabayanihan Foundation. He was formerly the president of the Kellogg Northwestern Alumni Club of the Philippines.

Mr. Poe has 27 years experience in the facilities management industry. He obtained his Masters of Business Administration degree from Kellogg School of Management in Northwestern University, Evanston IL. He graduated with a degree in Business Administration & Accountancy *magna cum laude* from the University of the Philippines.

### **Significant Employees**

There is not a person who is not an Executive Officer expected by the Company to make significant contribution to the business.

### **Family Relationship**

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

### **Involvement of Directors and Officers in Certain Legal Proceedings**

During the past five years and until the date of distribution of this Information Statement, 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 SEC 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.

### **Certain Relationships and Related Transactions**

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are considered to be related if they are subject to common control or common significant influence.

Significant transactions with related parties for the year ended December 31, 2016 are included in Note 17 to the audited financial statements included in the Definitive Information Statement filed on May 30, 2017.

### **Disagreement with a Director**

No director has resigned since the date of the last annual meeting of the stockholders because of disagreement/s with the Company on any matter relating to the Company's operations, policies or practices, and no director has furnished the Company a letter describing such disagreement and requesting that the matter be disclosed.

### **Item 6. Compensation of Directors and Executive Officers**

The Company did not pay any compensation to the Directors for the years ended December 31, 2016 and 2015.

For the compensation of the Executive Officers, please refer to the Annual Report (Form 17-A) of the Company dated April 11, 2017.

### **Item 7. Independent Public Accountants**

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

## **Item 8. Compensation Plans**

There is no stockholders' action to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or granted.

## **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**

#### **Financial Statements**

The audited consolidated financial statements for the years ended December 31, 2016, 2015 and 2014 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 26, 2017.

### **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 stockholders' 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 September 26, 2017 Special Stockholders' Meeting for the approval of the stockholders of the Company:

1. Approval of the Further Amendments to the Amended Articles of Incorporation of the Company to Increase the Number of Members of the Board of Directors from seven (7) to nine (9).

The approval of the stockholders shall be sought to increase the number of members of the Board of Directors of the Company from seven (7) to nine (9) in order to enhance the Board's efficiency and effectiveness in conducting its business.

2. Election of Two (2) Additional Members of the Board of Directors.

The following nominees for election as members of the Board of Directors of the Company, including an independent director, shall be presented to the stockholders during the Special Stockholders' Meeting:

1. Geoffrey Stuart Davis
2. Jose Maria III Bengzon Poe – Independent Director

The election of the above nominees shall be subject to and shall take effect only upon the approval by the SEC of the proposed amendment to the Articles of Incorporation and By-Laws of the Company on the increase in the number of members of the Board of Directors.

3. Other Matters

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 that is required to be submitted to a vote of security holders.

**Item 17. Amendment of Charter, By-Laws or Other Documents**

On August 10, 2017, the Board of Directors of the Company approved the following further amendments to the Amended Articles of Incorporation of the Company:

<b>Proposed Amendment</b>	<b>Reason / General Effect</b>
To amend the Sixth Article of the Amended Articles of Incorporation, as follows:  "SIXTH. – That the number of directors of said corporation shall be <u>nine (9)</u> and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: XXX"	To enhance the Board's efficiency and effectiveness in conducting its business.

**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, including the election of directors.

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.

A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares 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 Company multiplied by the total number of directors to be elected. Provided, however, that no delinquent stock shall be voted.

### **Vote Requirement**

The following matters require the following votes:

<b>Subject Matter</b>	<b>Votes Required</b>
Approval of the Further Amendments to the Amended Articles of Incorporation of the Company to Increase the Number of Members of the Board of Directors from seven (7) to nine (9)	Two-thirds (2/3) of the outstanding capital stock
Election of Two (2) Additional Members of the Board of Directors	The top two (2) nominees with the most number of votes cast are elected

**PART II**

**PROXY**

**MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) 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 RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION (the "**Corporation**") registered in the Principal's name as proxy of the Principal, at the Special Stockholders' Meeting on September 26, 2017 at 8:00 a.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 Further Amendments to the Amended Articles of Incorporation of the Corporation to Increase the Number of Members of the Board of Directors from Seven (7) to Nine (9)

Yes  No  Abstain

2. Election of Two (2) Additional Members of the Board of Directors, effective upon the approval by the Securities and Exchange Commission of the proposed amendments to the Amended Articles of Incorporation and By-Laws of the Corporation

No. of Votes

Geoffrey Stuart Davis \_\_\_\_\_  
Jose Maria III Bengzon Poe (Independent Director) \_\_\_\_\_

3. 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 RESORTS AND ENTERTAINMENT (PHILIPPINES) 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 RESORTS AND ENTERTAINMENT (PHILIPPINES) 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 September 26, 2017 at 8:00 a.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 Further Amendments to the Amended Articles of Incorporation of the Corporation to Increase the Number of Members of the Board of Directors from Seven (7) to Nine (9)

Yes  No  Abstain

2. Election of Two (2) Additional Members of the Board of Directors, effective upon the approval by the Securities and Exchange Commission of the proposed amendments to the Amended Articles of Incorporation and By-Laws of the Corporation

No. of Votes

Geoffrey Stuart Davis	_____
Jose Maria Bengzon III Poe (Independent Director)	_____

3. 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 August 30, 2017.

**MELCO RESORTS AND ENTERTAINMENT  
(PHILIPPINES) CORPORATION**

By:

A handwritten signature in black ink, appearing to be 'M. Academia', written over a vertical line that serves as a signature line.

**MARISSA T. ACADEMIA  
Corporate Secretary**