

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)

DEFINITIVE INFORMATION STATEMENT
SEC Form 20-IS
FORM TYPE

_____	_____
Cashier	LCU

	DTU
	58648
	SEC Reg. No.

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_____	_____
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 April 7, 2017, 2:00 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 Further Amendments to the Amended Articles of Incorporation of the Corporation to:
 - a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation
 - b. Reduce the Number of Members of the Board of Directors of the Corporation
4. Other Matters that May be Properly 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 February 28, 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 March 31, 2017. The proxies submitted shall be validated on the same day at the office of the Corporate Secretary.

Parañaque City, Philippines, March 9, 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 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, in person or by proxy, for the existence of a quorum.
3. **Approval of the Further Amendments to the Amended Articles of Incorporation of the Corporation to:**
 - a. **Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation** – The approval of the stockholders shall be sought to change the corporate name as part of the Corporation's rebranding.
 - b. **Reduce the Number of Members of the Board of Directors of the Corporation** – The approval of the stockholders shall be sought to reduce the number of members of the Board of Directors of the Corporation in order to enhance the Board's effectiveness in conducting its business and to allow more participation of the independent directors by increasing their percentage in the Board.
4. **Other Matters that May be Properly 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 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 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 : April 7, 2017
 Time : 2:00 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: March 17, 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 February 28, 2017	Treasury Shares As of February 28, 2017	Outstanding Common Stock As of February 28, 2017
Common	5,662,897,278	NIL	5,662,897,278
Total	5,662,897,278	NIL	5,662,897,278

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.**

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 (the "**Company**" or "**MCP**") will be held on April 7, 2017 at 2:00 p.m. at City of Dreams Manila, Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines.

THE COMPANY HAS SET MARCH 17, 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 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 5,662,897,278 common shares outstanding as of the record date, February 28, 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 April 7, 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 February 1, 2017, all stockholders at the close of business hours on February 28, 2017 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 February 28, 2017, the following are the shareholders who beneficially own in excess of 5% of the Company's common stock:

Title of Class	Name and Address of Record Owner and Relationship to Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent to Outstanding Shares
Common	MCE (Philippines) Investments Limited ("MCE Investments") Jayla Place, Wickams Cay I, Road Town, Tortola, British Virgin Islands Stockholder of Record	Melco Crown Entertainment Limited Parent Company of MCE Investments	British Virgin Islands ("BVI")	3,950,440,196*	69.76%
Common	PCD Nominee Corporation (Non- Filipino)	Various Stockholders	Various	559,640,777	9.88%
Common	PCD Nominee Corporation (Filipino)	Various Stockholders	Various	936,077,719	16.53%
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 is the immediate holding company of MCE Investments No.2	BVI	173,837,068	3.07%

*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 February 28, 2017:

A. Directors

Title Common	Name of Director	Citizenship	Amount and Nature of Record/Beneficial Ownership¹	Percent to Total Outstanding Shares
Common	Clarence Yuk Man Chung	Chinese	Direct: 6,238,396 Indirect: 100	0.11%
Common	Alec Yiu Wa Tsui	British	Direct: 1,245,123 Indirect: N/A	0.02%
Common	John William Crawford	American	Direct: 5,000 Indirect: N/A	0.00%
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: 5,696 Indirect: 100	0.00%

B. Executive Officers

Title Common	Name of Executive Officer	Citizenship	Amount and Nature of Record/Beneficial Ownership²	Percent to Total Outstanding Shares
Common	Clarence Yuk Man Chung	Chinese	Direct: 6,238,396 Indirect: 100	0.11%
Common	Geoffry P. Andres	American	Direct: 849,566 Indirect: N/A	0.01%
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.

¹ (1) Clarence Yuk Man Chung indirectly holds 100 shares each in trust and for the benefit of MCE Investments. (2) Frances Marie T. Yuyucheng, Maria Marcelina O. Cruzana and Johann M. Albano indirectly hold 100, 100 and 3,000 shares each, respectively, in trust and for the benefit of MCE Investments No.2. (3) Jose F. Buenaventura, John William Crawford and Alec Yiu Wa Tsui are the registered and beneficial owners of the shares held by them.

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

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 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

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 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 April 7, 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:
 - a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation. The approval of the stockholders shall be sought to change the corporate name as part of the Corporation's rebranding.
 - b. Reduce the Number of Members of the Board of Directors of the Company. The approval of the stockholders shall be sought to reduce the number of members of the Board of Directors of the Corporation from nine (9) to seven (7) in order to enhance the Board's effectiveness in conducting its business and to allow more participation of the independent directors by increasing their percentage in the Board.
2. Other Matters that May be Properly 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

On February 1, 2017, the Board of Directors of the Company approved the following further amendments to the Amended Articles of Incorporation of the Company:

Proposed Amendment	Reason / General Effect
To amend the Heading of the Amended Articles of Incorporation, as follows: <p style="text-align: center;"><u>AMENDED ARTICLES OF INCORPORATION OF MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION (Formerly Melco Crown (Philippines) Resorts Corporation doing business under the name and style of Melco Crown Philippines)</u></p>	To change the corporate name as part of the Corporation's rebranding.
To amend the First Article of the Amended Articles of Incorporation, as follows: <p><u>FIRST. – That the name of said Corporation shall be:</u></p> <p><u>MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION (Formerly Melco Crown (Philippines) Resorts Corporation doing business under the name and style of Melco Crown Philippines)</u></p>	To change the corporate name as part of the Corporation's rebranding.

<p>To amend the Sixth Article of the Amended Articles of Incorporation, as follows:</p> <p>“SIXTH. – That the number of directors of said corporation shall be <u>seven (7)</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”</p>	<p>To enhance the Board’s effectiveness in conducting its business and to allow more participation of the independent directors.</p>
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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:

Subject Matter	Votes Required
<p>Approval of the Further Amendments to the Amended Articles of Incorporation of the Corporation to:</p> <ul style="list-style-type: none"> a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation b. Reduce the Number of Members of the Board of Directors of the Corporation from nine (9) to seven (7) 	<p>Two-thirds (2/3) of the outstanding capital stock</p>

PROXY FORMS

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 April 7, 2017 at 2:00 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 Further Amendments to the Amended Articles of Incorporation of the Corporation to:
 - a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation
 Yes No Abstain
 - b. Reduce the Number of Members of the Board of Directors of the Corporation from Nine (9) to Seven (7)
 Yes No Abstain
2. At the Proxy’s discretion, the Proxy is authorized to vote upon such other matters that may be properly 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 April 7, 2017 at 2:00 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 Further Amendments to the Amended Articles of Incorporation of the Corporation to:
 - a. Change the Corporate Name to Melco Resorts and Entertainment (Philippines) Corporation
 Yes No Abstain
 - b. Reduce the Number of Members of the Board of Directors of the Corporation from Nine (9) to Seven (7)
 Yes No Abstain
2. At the Proxy's discretion, the Proxy is authorized to vote upon such other matters that may be properly 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 March 9, 2017.

**MELCO CROWN (PHILIPPINES) RESORTS
CORPORATION**

By:



MARISSA T. ACADEMIA
Corporate Secretary