

**MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING OF  
MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**  
(the “Corporation”)

Held on April 7, 2017 at 2:07 p.m.  
at the Grand Ballroom 1, City of Dreams Manila  
Asean Avenue cor. Roxas Boulevard, Brgy. Tambo, Parañaque City, 1701 Philippines

**Stockholders Present / Represented**

Number of shares present or represented	-	4,569,476,707
Percentage of attendance	-	80.69%

**Directors Present:**

Clarence Yuk Man Chung	Director; Chairman of the Board
Alec Y.W. Tsui	Independent Director; Chairman of the Compensation Committee; Chairman of the Nominating and Corporate Governance Committee
Frances Marie T. Yuyucheng	Director
Maria Marcelina O. Cruzana	Director

(Please see attached record of attendance and voting results)

**1. Call to Order**

The Chairman of the Board (the “**Chairman**”), Clarence Yuk Man Chung, called the meeting to order and thereafter presided. The Corporate Secretary, Marissa T. Academia, assisted the Chairman in the conduct of meeting procedures and recorded the minutes thereof.

**2. Certification of the Existence of Quorum and Sending of Notices**

The Corporate Secretary certified that notices of the meeting were mailed or delivered on March 17, 2017 to the stockholders as of the record date, February 28, 2017. She confirmed that a total of 4,569,476,707 shares or 80.69% of the total outstanding and issued capital stock of the Corporation were either present in person or represented by proxy. She certified that a quorum existed to transact business.

Before proceeding to the next item in the agenda, the Chairman announced certain rules to be observed by the stockholders in the conduct of the meeting, as follows:

- a. Only stockholders as of record date or their respective proxies would be allowed inside the venue of the Special Stockholders’ Meeting of the Corporation.
- b. Only stockholders who registered would be heard during the meeting;

- c. Stockholders who had questions or objections must first state their names and the number of shares held or represented by them; and
- d. The Corporate Secretary, with the assistance of the Corporation's transfer agent, Stock Transfer Service, Inc., would verify and confirm the shareholdings held or represented by the person posing the question or objection before the person could proceed.

**3. Approval of the Further Amendments to the Amended Articles of Incorporation (the "AOI") of the Corporation to: (a) Change the Corporate Name to "Melco Resorts and Entertainment (Philippines) Corporation"; and (b) Reduce the Number of Members of the Board of Directors of the Corporation**

The Chairman informed the stockholders of the intended further amendments to the Corporation's Amended AOI to: (a) Change the Corporate Name to "Melco Resorts and Entertainment (Philippines) Corporation" and (b) Reduce the Number of Members of the Board of Directors of the Corporation.

Upon motion duly made and seconded, the resolutions stated in **Schedule 1**, as attached, were approved.

**4. Other Matters that May Properly Be Brought Before the Meeting**

No other matters were raised by any of the stockholders.

**5. Adjournment**

There being no further business to transact, the meeting was adjourned on motion duly made and seconded.

CERTIFIED CORRECT:

sgd. Marissa T. Academia  
**MARISSA T. ACADEMIA**  
Corporate Secretary

ATTESTED BY:

sgd. Clarence Yuk Man Chung  
**CLARENCE YUK MAN CHUNG**  
Chairman of the Board

**SCHEDULE 1**  
**(MCP Stockholders Resolution No. 2017-001)**

**A. Change in the Corporate Name**

RESOLVED, that the Heading of the Amended Articles of Incorporation (the “**AOI**”) of Melco Crown (Philippines) Resorts Corporation (the “**Corporation**”) be amended to state:

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)

(As amended on April 7, 2017)

RESOLVED FURTHER, that the First Article of the Amended AOI be amended to state:

FIRST. – That the name of said Corporation shall be:

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

(Formerly Melco Crown (Philippines) Resorts Corporation  
doing business under the name and style of Melco Crown  
Philippines)

(As amended on April 7, 2017)

RESOLVED FURTHER, that the Corporate Secretary be authorized to file with the Securities and Exchange Commission (the “**SEC**”) and other relevant government agencies, the required applications for the Amendment of the Amended AOI of the Corporation, and for this purpose, execute and deliver the necessary documents to implement the foregoing amendment.

RESOLVED FURTHER, that any of the following be authorized and empowered to: (i) submit and cause the submission of a copy of the Amended AOI of the Corporation, duly certified by a majority of the directors and the Corporate Secretary, to the SEC; (ii) sign, execute and deliver any and all documents, and do any and all acts, necessary and proper, to give the foregoing resolutions force and effect:

- |   |
|---|
| (1) CHUNG, Clarence Yuk Man<br>(2) ANDRES, Geoffry Philip<br>(3) ACADEMIA, Marissa T. |
|---|

RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

**B. Reduce the Number of Members of the Board of Directors of the Corporation**

RESOLVED FURTHER, that the Sixth Article of the Amended AOI of the Corporation be amended to reduce the number of the Board of Directors from nine (9) to seven (7) members.

RESOLVED FURTHER, that Sixth Article of the Amended AOI of the Corporation be amended, to state:

“SIXTH. – That the number of directors of said corporation shall be seven (7) 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”

(As amended on April 7, 2017)

RESOLVED FURTHER, that the Corporate Secretary be authorized to file with the **SEC** and other relevant government agencies, the required applications for the Amendment of the Amended AOI of the Corporation, and for this purpose, execute and deliver the necessary documents to implement the foregoing amendment.

RESOLVED FINALLY that, any of the following be authorized and empowered to, acting singly: (i) submit or cause the submission of a copy of the Amended AOI of the Corporation, duly certified by a majority of the directors and the Corporate Secretary, to the SEC; and (ii) sign, execute and deliver any and all documents, and do any and all acts, necessary and proper, to give the foregoing resolutions force and effect:

- |  |
|--|
| a. CHUNG, Clarence Yuk Man<br>b. ANDRES, Geoffry Philip<br>c. ACADEMIA, Marissa T. |
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RESOLVED FINALLY, that the general authorization and the ratification of prior actions be stated as in **Annex A**.

## ANNEX A

### **GENERAL AUTHORIZATION**

RESOLVED, that in connection with the actions contemplated by the foregoing resolutions, each of the President and Chairman of the Board, Treasurer, Property President/Chief Operating Officer, and VP, Legal Affairs, Philippines or Corporate Secretary of the Corporation (collectively, the “**Authorized Representatives**”) or, if applicable, any attorney of any Authorized Representative supported by relevant supporting documents (collectively, the “**Authorized Persons**”) be authorized, acting singly, in the name and on behalf of the Corporation or the relevant subsidiary, to do such further acts and things and to sign such documents as any such Authorized Persons might deem necessary or appropriate, including to do and perform (or procure to be done and performed), in the name and on behalf of the Corporation or its subsidiaries, all such acts and to sign, make, execute, deliver, issue or file (or procure to be signed, made, executed, issued, delivered or filed) with any person including, but not limited to, any stock exchange, governmental authority or agency, all such agreements, documents, instruments, certificates, consents, waivers, notifications and announcements and all amendments to any such agreements, documents, instruments, certificates, consents, waivers, notifications or announcements and where any such documents be required to be sealed or executed as a deed by affixing the corporate/common seal of the Corporation or the relevant subsidiary, to affix thereto the seal countersigned by any such Authorized Person and to pay, or procure to be paid, all such payments, in each case as any of them might deem necessary or advisable to carry out the intent of the foregoing resolutions, the authority for the taking of such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

### **RATIFICATION OF PRIOR ACTIONS**

RESOLVED, that any and all actions of the Corporation and/or any of its subsidiaries, or any Authorized Person, or such other duly authorized person, taken in connection with the actions contemplated by the foregoing resolutions prior to the date of these resolutions be ratified, confirmed, approved and adopted in all respects as if such actions had been presented to all Directors for approval, and approved by them prior to such action being taken.

# Melco Crown (Philippines) Resorts Corporation

## Special Stockholders' Meeting

07 April 2017 at 2:00 P.M.

City of Dreams Manila,

Aseana Avenue cor. Roxas Boulevard,

Brgy. Tambo, Paranaque City, 1701 Philippines

### ATTENDANCE REPORT

	<u>No. of Shares</u>	<u>Percentage</u>
PROXIES (Tabulated by CORSEC)	<u>4,569,276,932</u>	<u>80.69%</u>
ATTENDANCE	<u>199,775</u>	<u>00.00%</u>
TOTAL PROXIES AND ATTENDANCE	<u>4,569,476,707</u>	<u>80.69%</u>
TOTAL ISSUED & OUTSTANDING SHARES	:	<u>5,662,897,278</u>

Certified by:

STOCK TRANSFER SERVICE, INC.

  
ANTONIO M. LAVIÑA  
President

Stock Transfer Service, Inc.

34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City

Telephone Nos.: 403-2410 / 403-2412

Fax No.: 403-2414



Melco Crown Philippines

## VOTING RESULTS

### SPECIAL STOCKHOLDERS' MEETING OF MELCO CROWN (PHILIPPINES) RESORTS CORPORATION APRIL 7, 2017

	No. of Shares	Percentage
Outstanding and Voting Shares as of Record Date	5,662,897,278	100%
Outstanding and Voting Shares Represented	4,569,476,707	80.69%

Matter / Resolution	Number of Votes		Percentage of Voting Shares Represented
	Yes	No	
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	<i>Yes</i>	4,569,476,707	100%
	<i>No</i>	0	-
	<i>Abstain</i>	0	-
(b) Reduce the Number of Members of the Board of Directors of the Corporation from Nine (9) to Seven (7)	<i>Yes</i>	4,569,476,707	100%
	<i>No</i>	0	-
	<i>Abstain</i>	0	-