



October 31, 2018

THE PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **MS. JANET A. ENCARNACION**
Head of Disclosure Department

Re: Report on Form 17-C

Dear Ms. Encarnacion:

We submit the SEC Form 17-C disclosure, as attached.

Thank you.

Very truly yours,

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

By:

A handwritten signature in black ink, appearing to read "Marie Grace A. Santos".

MARIE GRACE A. SANTOS
Alternate Corporate Information Officer

11. Indicate the item numbers reported herein: **Item 9 – Other Events**

Please see attached Annex "A" for an announcement by MCO (Philippines) Investments Limited in relation to the voluntary tender offer over the common shares of Melco Resorts and Entertainment (Philippines) Corporation which was published in the 31 October 2018 and 1 November 2018 editions of the Business Mirror and The Manila Times.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION

By:


MARIE GRACE A. SANTOS
Alternate Corporate Information Officer

October 31, 2018
Date

Annex "A"

PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION ("MRP").

MCO (Philippines) Investments Limited (the "**Bidder**") filed on 14 September 2018 a Tender Offer Report (SEC Form 19-1), on 10 October 2018, an Amended Tender Offer Report (SEC Form 19-1) and on 22 October 2018 a Second Amended Tender Offer Report (SEC Form 19-1) with the Securities and Exchange Commission (the "**SEC**") and the Philippine Stock Exchange (the "**PSE**") pursuant to Rule 19 of the Securities Regulation Code (the "**SRC**") in connection with its intention to buy up to 1,569,786,768 common shares¹ of MRP for the purpose of increasing its shareholding interest in MRP.

The offer price for the MRP shares is ₱7.25 per share, payable in accordance with the terms of the Tender Offer. The Tender Offer shall commence on 31 October 2018 at 9:30 a.m. and shall end on 29 November 2018 at 3:00 p.m. (the "**Tender Offer Period**"). In the event that a new holiday(s) will be declared during the Tender Offer Period or the occurrence of any fortuitous event that would result in the closure of government offices for a full business day in Pasay City, Parañaque City and Makati City, said Tender Offer Period will automatically be extended by the corresponding number of days of holiday or closure of government offices.

Shareholders who wish to offer all or a portion of their shares for sale to the Bidder may do so by securing an Application to Tender Shares form (the "**Application Form**") from, and by submitting a duly accomplished Application Form complete with the documentary requirements to, Maybank ATR Kim Eng Securities, Inc. (the "**Tender Offer Agent**") at 17th Floor Tower One and Exchange Plaza, Ayala Avenue, Makati City, Philippines. Duly accomplished Application Forms, together with the documentary requirements, must be received by the Tender Offer Agent not later than 3:00 p.m. on 29 November 2018.

Tendering shareholders who hold stock certificates and who wish to offer all or a portion of their shares for acceptance and sale to the Bidder should, within the Tender Offer Period: (i) present their original stock certificates to the Stock Transfer Agent at its office as stated herein for authentication by the Stock Transfer Agent, and (ii) upon due authentication by the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application Form, together with all the requirements stated therein, to the Tender Offer Agent. Tendering shareholders who are scripless shareholders should instruct their brokers to electronically transfer their common shares to the Tender Offer Agent at least 3 trading days before 29 November 2018.

On the other hand, the tendering shareholders whose shares are lodged with the Philippine Depository Trust Corporation (PDTC) and who wish to participate in the Tender Offer should instruct their brokers (the "**Participating Brokers**") by completing the "**Instruction to Participating Brokers from the Tendering Shareholder**" in the form of Exhibit F to accomplish and submit, on their behalf, the Application Form together with all requirements stated therein and instruct their Participating Broker to electronically transfer their common shares which they intend to tender to the Tender Offer Agent for receipt by the Tender Offer Agent prior to 3:00 p.m. of 29 November 2018.

The Tender Offer Agent will accept applications on the condition that it is able to verify the signature/endorsement on the MRP stock certificates by verifying the signature on file with the MRP stock transfer agent, if such is available. The Tender Offer agent will rely on the signature

¹ This comprises (a) the 1,561,291,102 MRP Shares that are not directly or indirectly held by the Bidder as of the date of the TO Report; and (b) the additional of up to a total of 8,495,666 new MRP Shares ("**Additional MRP Shares**") that may be issued to the relevant grantees of equity awards under MRP's Share Incentive Plan ("**SIP**") and listed with the PSE during, or prior to the start of, the Tender Offer period due to (i) certain equity awards that were granted prior to 10 September 2018 (being the date that the Notice to the Stockholders of MRP on Intention to Delist and Tender Offer of MRP Shares was issued and published ("**TO Notice Date**")) under MRP's SIP becoming vested on 16 November 2018, and (ii) the possible exercise of certain share options that were granted under MRP's SIP prior to the TO Notice Date.

affixed on the application and on the supporting identification documents or board resolution when it verifies the endorsement of the relevant MRP stock certificates. The Tender Offer Agent shall not be required to make further inquiries into the authenticity of the signature. If the Tender Offer Agent is unable to verify the signature on the application or the endorsement of the MRP stock certificate, the Tender Offer Agent will also reject the application.

The tendered shares may be withdrawn by the shareholder of record any time during the Tender Offer period by submitting to the Tender Offer Agent a written request for such withdrawal, identifying the tendered shares that will be withdrawn. For a withdrawal of the tendered shares to be effective, a written notice of withdrawal must be submitted to and received by the Tender Offer Agent before 3:00 p.m. of 29 November 2018.

The tendered shares shall be deemed accepted by the Bidder on 5 December 2018 at 3:00 p.m. or any extended date in the event of holiday or closure of government offices, subject to the condition that the Tender Offer Agent has determined that the tendering shareholders shall have obtained all the required approvals and authorizations to enable it to transfer the tendered shares to the Bidder before the expiration of the Tender Offer Period and shall have complied with all the terms of the Tender Offer. The conditions of the Tender Offer may be waived at the sole discretion of the Bidder. The Cross Date shall be on 10 December 2018 and the Settlement Date shall be on 13 December 2018.

The Bidder shall not be held liable for any accomplished and submitted Application Forms, which are rejected or not acceptable due to the failure to meet any of the documentary requirements as required.

The tendering shareholder shall shoulder all costs and expenses customarily charged to sellers of shares of stock, which shall be deducted from the offer price as stated in the Terms of the Tender Offer.

Rejected shares shall be returned in the same form that they were received to the tendering shareholder or the tendering shareholder's broker within three (3) trading days from the end of the Tender Offer Period. Any and all costs and expenses incurred in connection with the return of the rejected shares shall be borne by the tendering shareholder.

Shareholders are advised to read the Application Form, the Terms of the Tender Offer, and the SEC Form 19-1 filed by the Bidder with the SEC. For queries with regard to the tender offer process, please call the Tender Offer Agent or the Stock Transfer Agent at the contact details set forth below. Copies of the Application Form and the SEC Form 19-1 may be obtained by the shareholders, free of charge from the following:

Maybank ATR Kim Eng Securities, Inc.
17th Floor Tower One & Exchange Plaza
Ayala Avenue, Makati City
Philippines 1226

Stock Transfer Service, Inc.
Unit D 34th Floor Rufino Pacific Tower
6784 Ayala Avenue, Makati City
Philippines 1200