



MARKETS AND SECURITIES REGULATION DEPARTMENT

22 October 2020

MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION

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

Attention: **Clarence Yuk Man Chung**
President

Re: **Order of Revocation of Registration of Securities and
Certificate of Permit to Sell Securities**

This is in connection with **MELCO RESORTS AND ENTERTAINMENT (PHILIPPINES) CORPORATION's** (the "Corporation" or "MRP") Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities (the "Petition") submitted to this Department through e-mail on 17 June 2020. We understand that the following are the facts relating to the filing of the Petition:

1. The Corporation seeks to revoke its previously submitted Registration Statement which was rendered effective on 14 February 1991;
2. On 3 June 2019, the Philippine Stock Exchange ("PSE") released Memorandum CN-No. 2019-0023 dated 14 May 2019 informing the public that MRP's shares shall be automatically delisted from the Official Registry of PSE effective 11 June 2019 as a result of its non-compliance with the PSE's Rule on Minimum Public Ownership for a period of six (6) months. Pursuant to such Memorandum, the Corporation was delisted from the PSE on 11 June 2019;
3. Pursuant to a Reverse Stock Split¹ approved by the Commission on 12 May 2020, only those stockholders of MRP who originally owned 500,000 ordinary shares with a par value of ₱1.00 per share (each an "Original Share") and in multiples thereof immediately prior to the Reverse Stock Split would now own whole shares of stock of MRP. Other holders of the Original Shares may now hold a fractional share of MRP;
4. Consequently, the Corporation now has two thousand two hundred twenty (2,220) stockholders with only thirty-nine (39) stockholders of record holding at least one (1) share of stock and with the remaining stockholders owning less than one share of stock. Out of the 2,220 stockholders, only two (2) stockholders² hold at least one hundred (100) shares;

¹ On 1 June 2020, the Corporation received the Commission's approval dated 12 May 2020 for the amendment of its Articles of Incorporation in relation to the increase in the par value from One Peso (₱1.00) per common share to Five Hundred Thousand Pesos (₱500,000) per common share and the corresponding decrease in the total number of common shares from Five Billion Nine Hundred Million (5,900,000,000) common shares to Eleven Thousand Eight Hundred (11,800) common shares (the "Reverse Stock Split").

² The list of stockholders submitted by Petitioner shows that 94.36% of its outstanding capital stock is held by only two stockholders, MCO (Philippines) Investments Limited and MPHIL Corporation, while 5.64% is held by 2,218 stockholders.

5. The Notice of Filing of Petition for Voluntary Revocation of Registration of Securities was published in The Philippine Star last September 7, 2020 and the Affidavit of Publication was submitted on September 22, 2020.

The pertinent provision surrounding this Petition is rule 13.2.1 of the 2015 Securities Regulation Code Implementing Rules and Regulations (2015 SRC IRR) which states:

13.2 Voluntary Revocation

13.2.1. An application for Voluntary Revocation of Registration of Securities shall include the following documents:

- 13.2.1.1. Verified Petition for Revocation of Registration;
- 13.2.1.2. Board Resolution approving the revocation, certified under oath by the corporate secretary and attested to by the president or anyone performing a similar function;
- 13.2.1.3. List of stockholders indicating their respective shareholdings as of the latest date;
- 13.2.1.4. All relevant books and papers of the Issuer, as may be determined by the Commission;
- 13.2.1.5. Proposed Notice of Filing of Petition for Voluntary Revocation of Registration of Securities, reciting the facts supporting the said petition which shall be subject to the approval of the Commission; and
- 13.2.1.6. Copy of the official receipt representing payment of the prescribed filing fees.

Rule 13.3 also provides that the Order of Revocation shall exempt the issuer from its reporting obligations under Section 17.2 of the SRC unless it still qualifies as a public company. A public company is defined as an issuer with assets of at least fifty million pesos (₱50,000,000.00) and having two hundred (200) or more holders each holding at least one hundred (100) shares of a class of its equity securities.

Please be informed that, based on the representations of the Company and after determining that the Petition complies with the abovementioned Rule 13.2, the Commission En Banc, on 15 October 2020, RESOLVED the Petition as follows:

- (i) the Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities of Petitioner be GRANTED; and
- (ii) Petitioner shall be EXEMPT from its reporting obligations under Section 17.2 of the SRC.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director