FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a–16 OR 15d–16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2013

Commission File Number: 001-33178

MELCO CROWN ENTERTAINMENT LIMITED

36th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20–F or Form 40–F. Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3–2(b) under the Securities Exchange Act of 1934. Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3–2(b): 82– N/A

MELCO CROWN ENTERTAINMENT LIMITED
Form 6–K
TABLE OF CONTENTS

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MELCO CROWN ENTERTAINMENT LIMITED

By:	/s/ Geoffrey Davis
Name:	Geoffrey Davis, CFA
Title:	Chief Financial Officer

Date: April 30, 2013

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
99.1	Annual Report of MCE Finance Limited
99.2	Annual Report of Studio City Finance Limited

Exhibit 99.1

Explanatory Note

This annual report serves to provide Holders of MCE Finance Limited's US$1,000,000,000 5.00% senior notes due 2021 (the "2013 Senior Notes") with MCE Finance Limited's audited financial statements, on a consolidated basis, in respect of the fiscal year ended December 31, 2012 together with related information, pursuant to the terms of the indenture, dated February 7, 2013, relating to the 2013 Senior Notes. MCE Finance Limited is a wholly owned subsidiary of Melco Crown Entertainment Limited.

MCE Finance Limited

TABLE OF CONTENTS

For the Year Ended December 31, 2012

INTRODUCTION

In this annual report, unless otherwise indicated:

- "2010 Senior Notes" refers to the Initial Notes and the Exchange Notes, collectively, which were fully redeemed on March 28, 2013;
- "2011 Credit Facilities" refers to the credit facilities entered into pursuant to an amendment agreement dated June 22, 2011 between, among others, Melco Crown Macau, Deutsche Bank AG, Hong Kong Branch as agent and DB Trustees (Hong Kong) Limited as security agent, comprising a term loan facility and a revolving credit facility, for a total amount of HK$9.36 billion (equivalent to approximately US$1.2 billion), and which reduce and remove certain restrictions in the City of Dreams Project Facility;
- "Altira Developments Limited" refers to the Macau company through which we hold the land and building for Altira Macau;
- "Altira Hotel Limited" refers to the Macau company through which we currently operate the hotel and other non-gaming businesses at Altira Macau;
- "Altira Macau" refers to an integrated casino and hotel development that caters to Asian rolling chip customers, which opened in May 2007 and owned by Altira Developments Limited;
- "China," "mainland China" and "PRC" refer to the People's Republic of China, excluding Hong Kong, Macau and Taiwan from a geographical point of view;
- "City of Dreams" refers to an integrated resort located on two adjacent pieces of land in Cotai, Macau, which opened in June 2009, and currently features a casino areas and three luxury hotels, including a collection of retail brands, a wet stage performance theater and other entertainment venues, and owned by Melco Crown (COD) Developments Limited;
- "City of Dreams Project Facility" refers to the project facility dated September 5, 2007 entered into between, amongst others, Melco Crown Macau as borrower and certain other subsidiaries as guarantors, for a total sum of US$1.75 billion for the purposes of financing, among other things, certain project costs of City of Dreams, as amended and supplemented from time to time;
- "Cotai" refers to an area of reclaimed land located between the islands of Taipa and Coloane in Macau;
- "Crown" refers to Crown Limited, an Australian-listed corporation, which completed its acquisition of the gaming businesses and investments of PBL, now known as Consolidated Media Holdings Limited, on December 12, 2007;
- "DICJ" refers to the Direccão de Inspeccão e Coordenacão de Jogos (the Gaming Inspection and Coordination Bureau), a department of the Public Administration of Macau;
- "Exchange Notes" refers to approximately 99.96% of the Initial Notes which were, on December 27, 2010, exchanged for 10.25% senior notes due 2018, registered under the Securities Act of 1933;
- "Greater China" refers to mainland China, Hong Kong and Macau, collectively;
- "HK$" and "H.K. dollars" refer to the legal currency of Hong Kong;
- "HKSE" refers to The Stock Exchange of Hong Kong Limited;
- "Hong Kong" refers to the Hong Kong Special Administrative Region of the People's Republic of China;
- "Initial Notes" refers to the US$600 million aggregate principal amount of 10.25% senior notes due 2018 issued by our company on May 17, 2010 and fully redeemed on March 28, 2013;
- "Macau" and "Macau SAR" refer to the Macau Special Administrative Region of the People's Republic of China;
- "MCE Finance" refers to MCE Finance Limited, a Cayman Islands exempted company with limited liability, a wholly owned subsidiary of the Parent;
- "Melco" refers to Melco International Development Limited, a Hong Kong listed company;
- "Melco Crown (COD) Developments Limited" refers to the Macau company through which we hold the land and buildings for City of Dreams;

- “Melco Crown Macau” refers to our subsidiary, Melco Crown (Macau) Limited (formerly known as “Melco Crown Gaming (Macau) Limited” or “Melco PBL Gaming (Macau) Limited”), a Macau company and the holder of our gaming subconcession;
- “Mocha Clubs” collectively refers to clubs with gaming machines, the first of which opened in September 2003, and are now the largest non-casino based operations of electronic gaming machines in Macau, and operated by Melco Crown Macau;
- “our subconcession” and “our gaming subconcession” refer to the Macau gaming subconcession held by Melco Crown Macau;
- “Parent” refers to Melco Crown Entertainment Limited, a Cayman Islands exempted company with limited liability;
- “Patacas” and “MOP” refer to the legal currency of Macau;
- “PBL” refers to Publishing and Broadcasting Limited, an Australian listed corporation that is now known as Consolidated Media Holdings Limited;
- “SBGF Agreement” refers to the subconcession bank guarantee request letter, dated September 1, 2006, issued by Melco Crown Macau and the bank guarantee number 269/2006, dated September 6, 2006, extended by Banco Nacional Ultramarino, S.A. in favor of the government of the Macau SAR at the request of Melco Crown Macau, including any related notes, guarantees, collateral documents, instruments and agreements executed in connection thereto;
- “US$” and “U.S. dollars” refer to the legal currency of the United States;
- “U.S. GAAP” refers to the accounting principles generally accepted in the United States; and
- “we,” “us,” “our company” and “our” refer to MCE Finance Limited and, as the context requires, its predecessor entities and its consolidated subsidiaries.

This annual report includes our audited consolidated financial statements for the years ended December 31, 2012 and 2011 and as of December 31, 2012 and 2011.

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that relate to future events, including our future operating results and conditions, our prospects and our future financial performance and condition, all of which are largely based on our current expectations and projections. Known and unknown risks, uncertainties and other factors may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. Moreover, because we operate in a heavily regulated and evolving industry, may become highly leveraged, and operate in Macau, a market that has recently experienced extremely rapid growth and intense competition, new risk factors may emerge from time to time. It is not possible for our management to predict all risk factors, nor can we assess the impact of these factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those expressed or implied in any forward-looking statement. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) growth of the gaming market and visitation in Macau, (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, and (v) our future business development, results of operations and financial condition. In some cases, forward-looking statements can be identified by words or phrases such as “may”, “will”, “expect”, “anticipate”, “target”, “aim”, “estimate”, “intend”, “plan”, “believe”, “potential”, “continue”, “is/are likely to” or other similar expressions.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report with the understanding that our actual future results may be materially different from what we expect.

GLOSSARY

"average daily rate" or "ADR"	calculated by dividing total room revenues (less service charges, if any) by total rooms occupied, i.e., average price of occupied rooms per day
"cage"	a secure room within a casino with a facility that allows patrons to exchange cash for chips required to participate in gaming activities, or to exchange chips for cash
"chip"	round token that is used on casino gaming tables in lieu of cash
"concession"	a government grant for the operation of games of fortune and chance in casinos in Macau under an administrative contract pursuant to which a concessionaire, or the entity holding the concession, is authorized to operate games of fortune and chance in casinos in Macau
"dealer"	a casino employee who takes and pays out wagers or otherwise oversees a gaming table
"drop"	the amount of cash to purchase gaming chips and promotional vouchers that are deposited in a gaming table's drop box, plus gaming chips purchased at the casino cage
"drop box"	a box or container that serves as a repository for cash, chips, chip purchase vouchers, credit markers and forms used to record movements in the chip inventory on each table game
"gaming machine handle (volume)"	the total amount wagered in gaming machines
"gaming promoter" or "junket representative"	an individual or corporate entity who, for the purpose of promoting rolling chip and other gaming activities, arranges customer transportation and accommodation, provides credit in its sole discretion if authorized by a gaming operator, and arranges food and beverage services and entertainment in exchange for commissions or other compensation from a gaming operator
"integrated resort"	a resort which provides customers with a combination of hotel accommodations, casinos or gaming areas, retail and dining facilities, MICE space, entertainment venues and spas
"junket player"	a player sourced by gaming promoters to play in the VIP gaming rooms or areas
"marker"	evidence of indebtedness by a player to the casino or gaming operator
"mass market patron"	a customer who plays in the mass market segment
"mass market segment"	consists of both table games and slot machines played on public mass gaming floors by mass market patrons for cash stakes that are typically lower than those in the rolling chip segment
"mass market table games drop"	the amount of table games drop in the mass market table games segment
"mass market table games hold percentage"	mass market table games win as a percentage of mass market table games drop

"mass market table games segment"	the mass market segment consisting of mass market patrons who play table games
"MICE"	Meetings, Incentives, Conventions and Exhibitions, an acronym commonly used to refer to tourism involving large groups brought together for an event or specific purpose
"net rolling"	net turnover in a non-negotiable chip game
"non-negotiable chip"	promotional casino chip that is not to be exchanged for cash
"non-rolling chip" or "traditional cash chip"	chip that can be exchanged for cash, used by mass market patrons to make wagers
"occupancy rate"	the average percentage of available hotel rooms occupied during a period
"premium direct player"	a rolling chip player who is a direct customer of the concessionaires or subconcessionaires and is attracted to the casino through direct marketing efforts and relationships with the gaming operator
"progressive jackpot"	a jackpot for a slot machine or table game where the value of the jackpot increases as wagers are made; multiple slot machines or table games may be linked together to establish one progressive jackpot
"revenue per available room" or "REVPAR"	calculated by dividing total room revenues (less service charges, if any) by total rooms available, thereby representing a combination of hotel average daily room rates and occupancy
"rolling chip"	non-negotiable chip primarily used by rolling chip patrons to make wagers
"rolling chip patron"	a player who is primarily a VIP player and typically receives various forms of complimentary services from the gaming promoters or concessionaires or subconcessionaires
"rolling chip segment"	consists of table games played in private VIP gaming rooms or areas by rolling chip patrons who are either premium direct players or junket players
"rolling chip volume"	the amount of non-negotiable chips wagered and lost by the rolling chip market segment
"rolling chip win rate"	rolling chip table games win (calculated before discounts and commissions) as a percentage of rolling chip volume
"slot machine"	traditional gaming machine operated by a single player and electronic multiple-player gaming machines
"subconcession"	an agreement for the operation of games of fortune and chance in casinos between the entity holding the concession, or the concessionaire, a subconcessionaire and the Macau government, pursuant to which the subconcessionaire is authorized to operate games of fortune and chance in casinos in Macau
"table games win"	the amount of wagers won net of wagers lost on gaming tables that is retained and recorded as casino revenues

"VIP gaming room" or "VIP gaming area"	gaming rooms or areas that have restricted access to rolling chip patrons and typically offer more personalized service than the general mass market gaming areas
"wet stage performance theater"	the approximately 2,000-seat theater specifically designed to stage *The House of Dancing Water* show
"win percentage-gaming machines"	gaming machine win expressed as a percentage of gaming machine handle

EXCHANGE RATE INFORMATION

Although we will have certain expenses and revenues denominated in Patacas, our revenues and expenses will be denominated predominantly in H.K. dollars and in connection with a portion of our indebtedness and certain expenses, U.S. dollars. Unless otherwise noted, all translations from H.K. dollars to U.S. dollars and from U.S. dollars to H.K. dollars in this annual report were made at a rate of HK$7.78 to US$1.00.

The H.K. dollar is freely convertible into other currencies (including the U.S. dollar). Since October 17, 1983, the H.K. dollar has been officially linked to the U.S. dollar at the rate of HK$7.80 to US$1.00. The market exchange rate has not deviated materially from the level of HK$7.80 to US$1.00 since the peg was first established. However, in May 2005, the Hong Kong Monetary Authority broadened the trading band from the original rate of HK$7.80 per U.S. dollar to a rate range of HK$7.75 to HK$7.85 per U.S. dollar. The Hong Kong government has stated its intention to maintain the link at that rate, and it, acting through the Hong Kong Monetary Authority, has a number of means by which it may act to maintain exchange rate stability. However, no assurance can be given that the Hong Kong government will maintain the link at HK$7.75 to HK$7.85 per U.S. dollar or at all.

The noon buying rate on December 31, 2012 in New York City for cable transfers in H.K. dollar per U.S. dollar, as certified for customs purposes by the H.10 weekly statistical release of the Federal Reserve Board of the United States, or the Federal Reserve Board, was HK$7.7507 to US$1.00. On April 5, 2013, the noon buying rate was HK$7.7650 to US$1.00. We make no representation that any H.K. dollar or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or H.K. dollars, as the case may be, at any particular rate or at all.

The Pataca is pegged to the H.K. dollar at a rate of HK$1.00 = MOP1.03. All translations from Patacas to U.S. dollars in this annual report were made at the exchange rate of MOP8.0134 = US$1.00. The Federal Reserve Board does not certify for customs purposes a noon buying rate for cable transfers in Patacas.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following selected historical consolidated statements of operations data for the years ended December 31, 2012 and 2011, and the selected historical consolidated balance sheets data as of December 31, 2012 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this annual report. These consolidated financial statements have been prepared and presented in accordance with U.S. GAAP. You should read this section in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and those consolidated financial statements and notes to those statements included elsewhere in the annual report.

	Year ended December 31,	
	2012	2011
	(In thousands of US$)	
Consolidated Statements of Operations Data:		
Net revenues	$ 4,095,647	$ 3,843,683
Total operating costs and expenses	$ (3,525,647)	$ (3,372,020)
Operating income	$ 570,000	$ 471,663
Net income	$ 481,857	$ 332,011

	As of December 31,	
	2012	2011
	(In thousands of US$)	
Consolidated Balance Sheets Data:		
Cash and cash equivalents	$1,516,952	$1,014,033
Total assets	$5,621,441	$5,248,012
Total current liabilities	$ 866,618	$ 603,680
Total debts(1)	$1,614,496	$1,612,881
Total liabilities	$3,121,366	$3,229,794
Total equity	$2,500,075	$2,018,218

(1) Total debts include current and non-current portion of long-term debt and other long-term liabilities.

The following table sets forth our consolidated statements of cash flows for the years indicated:

	Year ended December 31,	
	2012	2011
	(In thousands of US$)	
Net cash provided by operating activities	$ 871,195	$ 741,647
Net cash (used in) provided by investing activities	$ (344,558)	$ 18,518
Net cash used in financing activities	$ (23,718)	$ (156,899)
Net increase in cash and cash equivalents	$ 502,919	$ 603,266
Cash and cash equivalents at beginning of year	$1,014,033	$ 410,767
Cash and cash equivalents at end of year	$1,516,952	$1,014,033

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in connection with "Selected Consolidated Financial Information" and our consolidated financial statements, including the notes thereto, included elsewhere in this annual report. Certain statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" are forward-looking statements.

Overview

We are a developer, owner and, through our subsidiary Melco Crown Macau, operator of casino gaming and entertainment resort facilities. Our subsidiary Melco Crown Macau is one of six companies licensed, through concessions or subconcessions, to operate casinos in Macau.

We currently have two major casino based operations, namely, City of Dreams and Altira Macau, and non-casino based operations at our Mocha Clubs. Our operations cater to a broad spectrum of gaming patrons, from high-stakes rolling chip gaming patrons to gaming patrons seeking a broader entertainment experience. We seek to attract patrons from throughout Asia and, in particular, from Greater China.

We currently focus on the Macau gaming market, which we believe will continue to be one of the largest gaming destinations in the world. In 2012, Macau generated approximately US$38.0 billion of gaming revenue, according to the DICJ, compared to the US$6.1 billion (excluding sports book and race book) of gaming revenue generated on the Las Vegas Strip, according to the Nevada Gaming Control Board, and compared to the US$3.0 billion of gaming revenue (excluding sports book and race book) generated in Atlantic City, according to the New Jersey Division of Gaming Enforcement. In addition, Macau is currently the only market in Greater China, and one of only several in Asia, to offer legalized casino gaming.

City of Dreams

City of Dreams, as of December 31, 2012, featured a casino area of approximately 448,000 square feet with a total of approximately 450 gaming tables and approximately 1,400 gaming machines, approximately 1,400 hotel rooms and suites, over 20 restaurants and bars, approximately 70 retail outlets, a wet stage performance theater, audio visual multimedia experience, recreation and leisure facilities, including health and fitness clubs, three swimming pools, spas and salons and banquet and meeting facilities. A wet stage performance theater with approximately 2,000 seats features *The House of Dancing Water* show produced by Franco Dragone. The Club Cubic nightclub features approximately 26,210 square feet of live entertainment space. City of Dreams targets premium mass market and rolling chip players from regional markets across Asia.

We continue to evaluate the next phase of our development plan at City of Dreams, which we currently expect to include a luxury hotel. Our decision on the development plan on such phase is subject to various considerations, including, among others, Macau government approval, general market conditions, other business opportunities and the availability of additional financing. For the years ended December 31, 2012 and 2011, net revenues generated from City of Dreams amounted to US$2,924.8 million and US$2,495.4 million, representing 71.4% and 64.9% of our total net revenues, respectively.

Altira Macau

Altira Macau, as of December 31, 2012, featured a casino area of approximately 173,000 square feet with a total of approximately 170 gaming tables, approximately 200 hotel rooms, several fine dining and casual restaurants and recreation and leisure facilities. Altira Macau is designed to provide a casino and hotel experience that caters to Asian rolling chip players sourced primarily through gaming promoters. For the years ended December 31, 2012 and 2011, net revenues generated from Altira Macau amounted to US$967.5 million and US$1,174.5 million, representing 23.6% and 30.6% of our total net revenues, respectively.

Mocha Clubs

As of December 31, 2012, we operated ten Mocha Clubs with a total of more than 1,993 gaming machines in operation. Mocha Clubs focus primarily on leisure mass market gaming patrons, including day-trip customers, outside the conventional casino setting. For the years ended December 31, 2012 and 2011, net revenues generated from Mocha Clubs amounted to US$143.3 million and US$131.9 million, representing 3.5% and 3.4%

of our total net revenues, respectively. The source of revenues was substantially all from slot machines. For the years ended December 31, 2012 and 2011, slot machine revenues represented 98.0% and 98.4% of net revenues generated from Mocha Clubs, respectively.

Summary of Financial Results

For the year ended December 31, 2012, our total net revenues were US$4.10 billion, an increase of 6.6% from US$3.84 billion of net revenues for the year ended December 31, 2011. Net income for the year ended December 31, 2012 was US$481.9 million, as compared to US$332.0 million for the year ended December 31, 2011. The increase in total net revenues was primarily driven by substantially improved mass market table games volumes and blended hold percentages, as well as increased volumes in the gaming machines operations, partially offset by lower group-wide rolling chip volumes.

The following summarizes the results of our operations:

	Year ended December 31,	
	2012	2011
	(In thousands of US$)	
Net revenues	$ 4,095,647	$ 3,843,683
Total operating costs and expenses	$ (3,525,647)	$ (3,372,020)
Operating income	$ 570,000	$ 471,663
Net income	$ 481,857	$ 332,011

Factors Affecting Our Current and Future Results

Our results of operations are and will be affected most significantly by:

- The growth of the gaming and leisure market in Macau, which is facilitated by a number of key drivers and initiatives including, among others, favorable population demographics and economic growth in major Asian tourism markets, substantial private capital investment in Macau, particularly in developing diversified destination resort properties, and the commitment and support of PRC central and Macau local governments to improve and develop infrastructure both within, and connecting to, Macau;
- The current economic and operating environment, including the impact of global and local economic conditions, changes in capital market conditions as well as the impact of visa and other regulatory policies of PRC central and Macau local governments;
- The competitive landscape in Macau, which is expected to evolve as more gaming and non-gaming facilities are developed in Macau, including the expected new supply of integrated resorts in the Cotai region of Macau, as well as the impact of recent or future expansion of gaming markets throughout Asia;
- The different mix of table and machine games at our casinos, such as the mix between rolling chip and mass market table game segments, and customer playing habits as well as changes in the mix of rolling chip business sourced through gaming promoters or via our direct VIP relationships;
- Our relationships with gaming promoters, which contribute a significant portion of our casino revenues, expose us to credit risk (given the majority of these gaming promoters are provided with credit as part of the ordinary course of business) and to any change in the gaming promoter commission environment in Macau. For the years ended December 31, 2012 and 2011, approximately 53.4% and 61.0% of our casino revenues were derived from customers sourced through our rolling chip gaming promoters, respectively. For the year ended December 31, 2012, our top five customers and the largest customer were gaming promoters and accounted for approximately 21.4% and 6.1% of our casino revenues, respectively. We believe we have good relationships with our gaming promoters and our commission levels broadly have remained stable throughout our operating history. Commissions paid to our rolling chip gaming promoters (net of amounts indirectly rebated to customers) amounted to US$308.6 million and US$321.6 million for the years ended December 31, 2012 and 2011, respectively;
- Our 2011 Credit Facilities and interest rate swaps, which expose us to interest rate risk, as discussed under "—Quantitative and Qualitative Disclosures About Market Risk—Interest Rate Risk"; and
- The currency of our operations, our indebtedness and presentation of our consolidated financial statements, which exposes us to foreign exchange rate risk, as discussed under "—Quantitative and Qualitative Disclosures About Market Risk—Foreign Exchange Risk."

Our historical financial results may not be characteristic of our potential future results as we continue to expand and refine our service offerings at our properties and develop and open new properties.

Key Performance Indicators (KPIs)

We use the following KPIs to evaluate our casino operations, including table games and gaming machines:

- *Rolling chip volume*: the amount of non-negotiable chips wagered and lost by the rolling chip market segment.
- *Rolling chip win rate*: rolling chip table games win as a percentage of rolling chip volume.
- *Mass market table games drop*: the amount of table games drop in the mass market table games segment.
- *Mass market table games hold percentage*: mass market table games win as a percentage of mass market table games drop.
- *Table games win*: the amount of wagers won net of wagers lost on gaming tables that is retained and recorded as casino revenues.
- *Gaming machine handle (volume)*: the total amount wagered in gaming machines.
- *Gaming machine win rate*: gaming machine win expressed as a percentage of gaming machine handle.

In the rolling chip market segment, customers purchase identifiable chips known as non-negotiable chips, or rolling chips, from the casino cage, and there is no deposit into a gaming table's drop box of rolling chips purchased from the cage. Rolling chip volume and mass market table games drop are not equivalent. Rolling chip volume is a measure of amounts wagered and lost. Mass market table games drop measures buy in. Rolling chip volume is generally substantially higher than mass market table games drop. As these volumes are the denominator used in calculating win rate or hold percentage, with the same use of gaming win as the numerator, the win rate is generally lower in the rolling chip market segment than the hold percentage in the mass market table games segment.

Our combined expected rolling chip win rate (calculated before discounts and commissions) across our properties is in the range of 2.7% to 3.0%. Our combined expected mass market table games hold percentage is in the range of 25% to 30%, which is based on the mix of table games at our casino properties as each table game has its own theoretical hold percentage. Our combined expected gaming machine win rate is in the range of 4% to 6%.

We use the following KPIs to evaluate our hotel operations:

- *Average daily rate*: calculated by dividing total room revenues (less service charges, if any) by total rooms occupied i.e., average price of occupied rooms per day.
- *Occupancy rate*: the average percentage of available hotel rooms occupied during a period.
- *Revenue per available room, or REVPAR*: calculated by dividing total room revenues (less service charges, if any) by total rooms available, thereby representing a combination of hotel average daily room rates and occupancy.

Complimentary rooms, for which rates are set at a discount from standard walk-in rates, are included in the calculation of these measures. As not all available rooms are occupied, average daily room rates are normally higher than revenue per available room.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our results of operations and liquidity and capital resources are based on our consolidated financial statements. Our consolidated financial statements were prepared in conformity with U.S. GAAP. Certain of our accounting policies require that management apply significant judgment in defining the appropriate assumptions integral to financial estimates. On an ongoing basis, management evaluates those estimates and judgments are made based on information obtained from our historical experience, terms of existing contracts, industry trends and outside sources, that are currently available to us, and on various other assumptions that management believes to be reasonable and appropriate in the circumstances. However, by their nature, judgments are subject to an inherent degree of uncertainty, and therefore actual results could differ from our estimates. We believe that the critical accounting policies discussed below affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Property and Equipment and Other Long-lived Assets

During the development and construction stage of our casino gaming and entertainment resort facilities, direct and incremental costs related to the design and construction, including costs under the construction contracts, duties and tariffs, equipment installation, shipping costs, payroll and payroll-benefit related costs, depreciation of plant and equipment used, applicable portions of interest and amortization of deferred financing costs, are capitalized in property and equipment. The capitalization of such costs begins when the development and construction of a project starts and ceases once the development activity is suspended for more than a brief period or construction is substantially completed. Pre-opening costs, consisting of marketing and other expenses related to our new or start-up operations and resort facilities are expensed as incurred.

Depreciation and amortization expense related to capitalized construction costs and other property and equipment is recognized from the time each asset is placed in service. This may occur at different stages as casino gaming and entertainment resort facilities are completed and opened.

Property and equipment and other long-lived assets with a finite useful life are depreciated and amortized on a straight-line basis over the asset's estimated useful life. The estimated useful lives are based on factors including the nature of the assets, its relationship to other assets, our operating plans and anticipated use and other economic and legal factors that impose limits. The remaining estimated useful lives of assets are periodically reviewed, including when changes in our business and the operating environment could result in a change in our use of those assets.

Our land use rights in Macau under the land concession contracts for Altira Macau and City of Dreams are being amortized over the estimated lease term of the land on a straight-line basis. The expiry dates of the leases of the land use rights of Altira Macau and City of Dreams are March 2031 and August 2033, respectively. The maximum useful life of assets at Altira Macau and City of Dreams is therefore deemed to be the remaining life of the land concession contract. The amortization of land use rights is recognized from the date construction commences.

We will evaluate whether the term of the land concession contract is to be extended when it is probable that definitive registration will be obtained prior to the end of the land grant term.

Costs of repairs and maintenance are charged to expense when incurred. The cost and accumulated depreciation of property and equipment retired or otherwise disposed of are eliminated from the respective accounts and any resulting gain or loss is included in operating income or loss.

Our total capital expenditures for the years ended December 31, 2012 and 2011 were US$113.1 million and US$72.3 million, respectively, and primarily related to the enhancements to our integrated resort offerings of our properties. Refer to note 19 to the consolidated financial statements included elsewhere in this annual report for further details of these capital expenditures.

We also evaluate the recoverability of our property and equipment and other long-lived assets with finite lives whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the carrying value of those assets to be held and used is measured by first grouping our long-lived assets into asset groups and, secondly, estimating the undiscounted future cash flows that are directly associated with and expected to arise from the use of and eventual disposition of such asset group. We define an asset group as the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and estimate the undiscounted cash flows over the remaining useful life of the primary asset within the asset group. If the carrying value of the asset group exceeds the estimated undiscounted cash flows, we record an impairment loss to the extent the carrying value of the long-lived asset exceeds its fair value with fair value typically based on a discounted cash flow model. If an asset is still under development, future cash flows include remaining construction costs. All recognized impairment losses, whether for assets to be disposed of or assets to be held and used, are recorded as operating expenses.

No impairment loss was recognized during the years ended December 31, 2012 and 2011.

Goodwill and Purchased Intangible Assets

We review the carrying value of goodwill and purchased intangible assets with indefinite useful lives, representing the trademarks of Mocha Clubs, that arose from the acquisition of Mocha Slot Group Limited and its subsidiaries by our company in 2006, for impairment at least on an annual basis or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. To assess potential impairment of goodwill, we perform an assessment of the carrying value of our reporting units at least on an annual basis or when events and changes in circumstances occur that would more likely than not reduce the fair value of our reporting units below their carrying value. If the carrying value of a reporting unit exceeds its fair value, we would perform the second step in our assessment process and record an impairment loss to earnings to the extent the carrying amount of the reporting unit's goodwill exceeds its implied fair value. We estimate the fair value of our reporting units through internal analysis and external valuations, which utilize income and market valuation approaches through the application of capitalized earnings, discounted cash flow and market comparable methods. These valuation techniques are based on a number of estimates and assumptions, including the projected future operating results of the reporting unit, discount rates, long-term growth rates and market comparables.

A detailed evaluation was performed as of December 31, 2012 and 2011 and each computed fair value of our reporting unit was significantly in excess of the carrying amount, respectively. As a result of this evaluation, we determined that no impairment of goodwill existed as of December 31, 2012 and 2011.

Trademarks of Mocha Clubs are tested for impairment at least annually or when events occur or circumstances change that would more likely than not reduce their estimated fair value below their carrying value using the relief-from-royalty method and we determined that no impairment of trademarks existed as of December 31, 2012 and 2011. Under this method, we estimate the fair value of the trademarks through internal and external valuations, mainly based on the incremental after-tax cash flow representing the royalties that we are relieved from paying given we are the owner of the trademarks. These valuation techniques are based on a number of estimates and assumptions, including the projected future revenues of the trademarks, calculated using an appropriate royalty rate, discount rate and long-term growth rates.

Revenue Recognition

We recognize revenue at the time persuasive evidence of an arrangement exists, the service is provided or the retail goods are sold, prices are fixed or determinable and collection is reasonably assured.

Casino revenues are measured by the aggregate net difference between gaming wins and losses less accruals for the anticipated payouts of progressive slot jackpots, with liabilities recognized for funds deposited by customers before gaming play occurs and for chips in the customers' possession.

We follow the accounting standards on reporting revenue gross as a principal versus net as an agent, when accounting for the operations of the Taipa Square Casino and the Grand Hyatt Macau hotel. For the operations of Taipa Square Casino, given that we operate the casino under a right to use agreement with the owner of the casino premises and have full responsibility for the casino operations in accordance with our gaming subconcession, we are the principal and casino revenues are therefore recognized on a gross basis. For the operations of Grand Hyatt Macau hotel, we are the owner of the hotel property and Hyatt operates the hotel under a management agreement as hotel manager, providing management services to us, and we receive all rewards and take substantial risks associated with the hotel business. As such, we are the principal and the transactions of the hotel are therefore recognized on a gross basis.

Room revenues, food and beverage revenues, and entertainment, retail and other revenues are recognized when services are performed. Advance deposits on rooms and advance ticket sales are recorded as customer deposits until services are provided to the customer. Minimum operating and right to use fees, adjusted for contractual base fees and operating fee escalations, are included in entertainment, retail and other revenues and are recognized on a straight-line basis over the terms of the related agreement.

Revenues are recognized net of certain sales incentives which are required to be recorded as a reduction of revenue; consequently, our casino revenues are reduced by discounts, commissions (including commission rebated indirectly to rolling chip players) and points earned in customer loyalty programs, such as the player's club loyalty program. We estimate commission rebated indirectly to rolling chip players based on our assessment of gaming promoters' practice and current market conditions.

The retail value of rooms, food and beverage, entertainment, retail and other services furnished to guests without charge is included in gross revenues and then deducted as promotional allowances. The estimated cost of providing such promotional allowances is reclassified from rooms costs, food and beverage costs, and entertainment, retail and other services costs and is primarily included in casino expenses.

Accounts Receivable and Credit Risk

Financial instruments that potentially subject our company to concentrations of credit risk consist principally of casino receivables. We issue credit in the form of markers to approved casino customers, including our gaming promoters, following investigations of creditworthiness. Such accounts receivable can be offset against commissions payable and any other value items held by us to the respective customer and for which we intend to set off when required. For the years ended December 31, 2012 and 2011, approximately 53.4% and 61.0% of our casino revenues were derived from customers sourced through our rolling chip gaming promoters, respectively.

As of December 31, 2012 and 2011, a substantial portion of our markers were due from customers residing in foreign countries. Business or economic conditions, the legal enforceability of gaming debts, or other significant events in foreign countries could affect the collectability of receivables from customers and gaming promoters residing in these countries.

Accounts receivable, including casino, hotel, and other receivables, are typically non-interest bearing and are initially recorded at cost. Accounts are written off when management deems it is probable the receivable is uncollectible. Recoveries of accounts previously written off are recorded when received. An estimated allowance for doubtful debts is maintained to reduce our receivables to their carrying amounts, which approximate fair values. The allowance is estimated based on our specific review of customer accounts as well as management's experience with collection trends in the casino industry and current economic and business conditions. For balances over a specified dollar amount, our review is based upon the age of the specific account balance, the customer's financial condition, collection history and any other known information. At December 31, 2012, a 100 basis-point change in the estimated allowance for doubtful debts as a percentage of casino receivables would change the provision for doubtful debts by approximately US$4.3 million.

Income Tax

Deferred income taxes are recognized for all significant temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2012 and 2011, we recorded valuation allowances of US$61.7 million and US$60.8 million, respectively; as management does not believe that it is more likely than not that the deferred tax assets will be realized. Our assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, and the duration of statutory carryforward periods. To the extent that the financial results of our operations improve and it becomes more likely than not that the deferred tax assets are realizable, the valuation allowances will be reduced.

Derivative Instruments and Hedging Activities

We seek to manage market risk, including interest rate risk associated with variable rate borrowings, through balancing fixed-rate and variable-rate borrowings with the use of derivative financial instruments such as floating-for-fixed interest rate swap agreements. We account for derivative financial instruments in accordance with applicable accounting standards. All derivative instruments are recognized in the consolidated financial statements at fair value at the balance sheet date. Any changes in fair value are recorded in the consolidated statement of operations or in accumulated other comprehensive income, depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of our derivative instruments are based on a standard valuation model that projects future cash flows and discounts those future cash flows to a present value using market-based observable inputs such as interest rate yields.

Recent Changes in Accounting Standards

See note 2 to the consolidated financial statements included elsewhere in this annual report for discussion of recent accounting standards.

Results of Operations

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Revenues

Our total net revenues for the year ended December 31, 2012 were US$4.10 billion, an increase of US$0.25 billion, or 6.6%, from US$3.84 billion for the year ended December 31, 2011. The increase in total net revenues was primarily driven by substantially improved mass market table games volumes and blended hold percentages, as well as increased volumes in the gaming machines operations, partially offset by lower group-wide rolling chip volumes.

Our total net revenues for the year ended December 31, 2012 comprised US$3.93 billion of casino revenues, representing 96.1% of our total net revenues, and US$160.9 million of net non-casino revenues (total non-casino revenues after deduction of promotional allowances). Our total net revenues for the year ended December 31, 2011 comprised US$3.68 billion of casino revenues, representing 95.7% of our total net revenues, and US$164.3 million of net non-casino revenues.

Casino. Casino revenues for the year ended December 31, 2012 were US$3.93 billion, representing a US$0.25 billion, or 6.9%, increase from casino revenues of US$3.68 billion for the year ended December 31, 2011, primarily due to an increase in casino revenues at City of Dreams of US$439.3 million, or 18.6%, which was partially offset by a decrease in casino revenues at Altira Macau of US$207.3 million, or 17.9%. This increase was primarily attributable to a substantial growth in the mass market table games segment, particularly at City of Dreams, driven by improvements in both the mass market table games hold percentage together with increased mass market table games drop. Our mass market table games revenues continue to improve reflecting the success of a range of gaming floor efficiency initiatives, improved casino visitation and casino marketing initiatives, together with a strong overall market growth environment in the segment.

Altira Macau. Altira Macau's rolling chip volume for the year ended December 31, 2012 was US$44.0 billion, representing a decrease of US$7.2 billion, or 14.1%, from US$51.2 billion for the year ended December 31, 2011. Altira Macau's rolling chip volumes were impacted by the recent slow-down in the market-wide rolling chip segment as well as various group-wide table efficiency initiatives which, among other things, resulted in a reduction in the number of rolling chip gaming tables in operation at Altira Macau for the year ended December 31, 2012 when compared to 2011. Rolling chip win rate (calculated before discounts and commissions) was 2.89% for the year ended December 31, 2012, within our expected level of 2.7% to 3.0%, and decreased from 3.03% for the year ended December 31, 2011. In the mass market table games segment, mass market table games drop was US$601.4 million for the year ended December 31, 2012, representing an increase of 3.4% from US$581.8 million for the year ended December 31, 2011. The mass market table games hold percentage was 16.7% for the year ended December 31, 2012, within our expected range for that year of 15.0% to 17.0% and represented a slight increase from 16.6% for the year ended December 31, 2011.

City of Dreams. City of Dreams' rolling chip volume for the year ended December 31, 2012 of US$81.3 billion represented an increase of US$2.5 billion, or 3.2%, from US$78.8 billion for the year ended December 31, 2011. Rolling chip win rate (calculated before discounts and commissions) was 2.92% for the year ended December 31, 2012, which is within our expected range of 2.7% to 3.0%, and slightly improved from 2.89% for the year ended December 31, 2011. In the mass market table games segment, mass market table games drop was US$3.59 billion for the year ended December 31, 2012 which represented an increase of US$0.65 billion, or 22.0%, from US$2.94 billion for the year ended December 31, 2011. The increase in mass market table games drop was positively impacted by an increase in casino visitation and improvements in casino marketing initiatives, together with the overall market growth in the mass market table games segment. The mass market table games hold percentage was 29.1% in the year ended December 31, 2012, which is within our expected range for that year of 25.0% to 31.0% and demonstrated a significant increase from 24.4% for the year ended December 31, 2011. Average net win per gaming machine per day was US$313 for the year ended December 31, 2012, an increase of US$45, or 16.8%, from US$268 for the year ended December 31, 2011.

Mocha Clubs. Mocha Clubs' average net win per gaming machine per day for the year ended December 31, 2012 was US$186, a decrease of approximately US$31, or 14.3%, from US$217 for the year ended December 31, 2011. The average net win per gaming machine was impacted by the addition of over 500 gaming machines as a result of the opening of two new Mocha Clubs venues in late 2011 and early 2012. The number of gaming machines in operation at Mocha Clubs averaged approximately 2,100 for the year ended December 31, 2012, compared to approximately 1,700 in 2011.

Rooms. Room revenues for the year ended December 31, 2012 were US$119.5 million, representing a US$15.0 million, or 14.4%, increase from room revenues of US$104.5 million for the year ended December 31, 2011 primarily due to improved occupancy and the positive impact from the increase in average daily rate. Altira Macau's average daily rate, occupancy rate and REVPAR were US$221, 98% and US$216, respectively, for the year ended December 31, 2012, as compared to US$196, 98% and US$191, respectively, for the year ended December 31, 2011. City of Dreams' average daily rate, occupancy rate and REVPAR were US$185, 93% and US$171, respectively for the year ended December 31, 2012, as compared to US$172, 91% and US$156, respectively, for the year ended December 31, 2011.

Food, beverage and others. Other non-casino revenues for the year ended December 31, 2012 included food and beverage revenues of US$74.4 million, and entertainment, retail and other revenues of approximately US$104.6 million. Other non-casino revenues for the year ended December 31, 2011 included food and beverage revenues of US$63.7 million, and entertainment, retail and other revenues of approximately US$95.1 million. The increase of US$20.3 million in food, beverage and other revenues from the year ended December 31, 2011 to the year ended December 31, 2012 was primarily due to higher business volumes associated with an increase in visitation during the year as well as the improved yield of rental income at City of Dreams.

Operating costs and expenses

Total operating costs and expenses were US$3.53 billion for the year ended December 31, 2012, representing an increase of US$153.6 million, or 4.6%, from US$3.37 billion for the year ended December 31, 2011. The increase was primarily due to an increase in operating costs at City of Dreams which were in line with the increased gaming volume and associated increase in revenues.

Casino. Casino expenses increased by US$135.2 million, or 5.0%, to US$2.83 billion for the year ended December 31, 2012 from US$2.70 billion for the year ended December 31, 2011 primarily due to additional gaming tax and other levies and commission expenses of US$78.6 million as well as other operating costs, such as payroll and promotional expenses of US$56.6 million, which increased as a result of increased gaming volume and associated increase in revenues.

Rooms. Room expenses, which represent the costs in operating the hotel facilities at Altira Macau and City of Dreams, decreased by 19.5% to US$14.7 million for the year ended December 31, 2012 from US$18.2 million for the year ended December 31, 2011, primarily due to a higher level of complimentary hotel rooms offered to gaming customers for which the associated costs are included as casino expenses, partially offset by an increase in the operating costs as a result of increased occupancy.

Food, beverage and others. Food, beverage and others expenses were US$90.9 million and US$92.6 million for the years ended December 31, 2012 and 2011, respectively.

General and administrative. General and administrative expenses increased by US$13.1 million, or 5.8%, to US$239.5 million for the year ended December 31, 2012 from US$226.4 million for the year ended December 31, 2011, primarily due to an increase in payroll expenses, utilities costs as well as repair and maintenance costs to support continuing and expanding operations.

Pre-opening costs. Pre-opening costs were US$3.1 million for the year ended December 31, 2012 as compared to US$1.6 million for the year ended December 31, 2011. Such costs relate primarily to marketing and other expenses related to new or start-up operations. Pre-opening costs for the year ended December 31, 2012 related to the opening of The Tasting Room, Signature Club Lounge and Jade Dragon at City of Dreams, and the introduction of Taboo at Club Cubic during 2012, while the pre-opening costs for the year ended December 31, 2011 related to the opening of Club Cubic at City of Dreams in April 2011.

Amortization of gaming subconcession. Amortization of our gaming subconcession continued to be recognized on a straight-line basis at an annual rate of US$57.2 million for each of the years ended December 31, 2012 and 2011.

Amortization of land use rights. Amortization of land use rights expenses remained stable at US$19.7 million and US$19.5 million for each of the years ended December 31, 2012 and 2011, respectively.

Depreciation and amortization. Depreciation and amortization expenses remained stable at US$257.7 million and US$257.4 million for each of the years ended December 31, 2012 and 2011, respectively.

Property charges and others. Property charges and others generally include costs related to the remodeling and branding of a property which might include the retirement, disposal or write-off of assets. Property charges and others for the year ended December 31, 2012 were US$8.7 million, which primarily included a write-off of US$4.4 million for the excess payments in relation to a service contract at City of Dreams and US$2.4 million costs incurred for implementing our streamlined management structure in February 2012.

Non-operating expenses

Non-operating expenses consist of interest income, interest expenses, amortization of deferred financing costs, loan commitment fees, foreign exchange gain (loss), net, costs associated with debt modification, loss on extinguishment of debt, reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income and change in fair value of interest swap agreements.

Interest income was US$5.3 million for the year ended December 31, 2012, as compared to US$0.4 million for the year ended December 31, 2011. The significant increase is primarily driven by effective cash management and improvements in our operating cash flows as a result of the improvements in operating performance for the year ended December 31, 2012.

Interest expenses were US$85.1 million for the year ended December 31, 2012 compared to US$100.6 million for the year ended December 31, 2011. The decrease in interest expenses of US$15.5 million was mainly resulted from the decrease in interest charges of US$9.7 million and US$5.2 million, associated with the expiration of interest rate swaps agreements throughout the year, as well as a lower interest rate margin and lower outstanding balance on our 2011 Credit Facilities as a result of a repayment made during the year ended December 31, 2011.

Other finance costs for the year ended December 31, 2012 of US$10.7 million, included US$9.4 million of amortization of deferred financing costs and loan commitment fees of US$1.3 million. Other finance costs for the year ended December 31, 2011 of US$13.4 million included US$11.9 million of amortization of deferred financing costs and loan commitment fees of US$1.4 million. The decrease in amortization of deferred financing costs was primarily due to lower deferred costs incurred with the amendment of our City of Dreams Project Facility on June 30, 2011 as the 2011 Credit Facilities.

The amendment of the City of Dreams Project Facility completed on June 30, 2011 was primarily accounted for as an extinguishment of debt resulting in a loss on extinguishment of US$25.2 million for the year ended December 31, 2011. There was no loss on extinguishment of debt for the year ended December 31, 2012.

The reclassification of US$4.3 million related to the accumulated losses of interest rate swap agreements from accumulated other comprehensive income to consolidated statement of operations for the year ended December 31, 2011 was required as such swap agreements no longer qualified for hedge accounting immediately after the amendment of the City of Dreams Project Facility on June 30, 2011. There was no such reclassification for the year ended December 31, 2012.

Costs associated with debt modification of US$3.3 million for the year ended December 31, 2012 were primarily attributable to a consent solicitation fee related to the 2010 Senior Notes in October 2012. There were no costs associated with debt modification for the year ended December 31, 2011. See "—Liquidity and Capital Resources" below for more information regarding the cash tender and consent solicitation in respect of the 2010 Senior Notes.

Income tax credit

The effective tax rate for the year ended December 31, 2012 was a negative rate of 0.1%, as compared to a negative rate of 0.3% for the year ended December 31, 2011. Such rates for the years ended December 31, 2012 and 2011 differ from the statutory Macau complementary tax rate of 12% primarily due to the effect of change in valuation allowance on the net deferred tax assets for the years ended December 31, 2012 and 2011, with the effect of a tax holiday of US$88.5 million and US$69.7 million on the net income of our Macau gaming operations during the years ended December 31, 2012 and 2011, respectively, due to our income tax exemption in Macau, which is set to expire in 2016. Our management does not anticipate recording an income tax benefit related to deferred tax assets generated by our Macau operations; however, to the extent that the financial results of our Macau operations improve and it becomes more likely than not that the deferred tax assets are realizable, we will be able to reduce the valuation allowance through earnings.

Net income

As a result of the foregoing, we had net income of US$481.9 million for the year ended December 31, 2012, compared to US$332.0 million for the year ended December 31, 2011.

Liquidity and Capital Resources

We have relied and intend to rely on our cash generated from our operations and our debt and equity financings to meet our financing needs and repay our indebtedness, as the case may be.

As of December 31, 2012, we held cash and cash equivalents of approximately US$1,517.0 million and HK$1.47 billion (equivalent to approximately US$188.6 million) of the 2011 Credit Facilities remained available for future drawdown.

Cash Flows

The following table sets forth a summary of our cash flows for the years indicated:

	Year ended December 31,	
	2012	2011
	(In thousands of US$)	
Net cash provided by operating activities	$ 871,195	$ 741,647
Net cash (used in) provided by investing activities	$ (344,558)	$ 18,518
Net cash used in financing activities	$ (23,718)	$ (156,899)
Net increase in cash and cash equivalents	$ 502,919	$ 603,266
Cash and cash equivalents at beginning of year	$1,014,033	$ 410,767
Cash and cash equivalents at end of year	$1,516,952	$1,014,033

Operating Activities

Operating cash flows are generally affected by changes in operating income and accounts receivable with VIP table games play and hotel operations conducted on a cash and credit basis and the remainder of the business, including mass market table games play, slot machine play, food and beverage, and entertainment, conducted primarily on a cash basis.

Net cash provided by operating activities was US$871.2 million for the year ended December 31, 2012, compared to US$741.6 million for the year ended December 31, 2011. The increase in net cash provided by operating activities was mainly attributable to increased gaming volume and associated increase in revenues as described in the foregoing section.

Investing Activities

Net cash used in investing activities was US$344.6 million for the year ended December 31, 2012, compared to net cash provided by investing activities of US$18.5 million for the year ended December 31, 2011.

Our advance to the Parent amounted to US$225.4 million for the year ended December 31, 2012.

Our total capital expenditure payments for the year ended December 31, 2012 were US$91.7 million. Such expenditures were mainly associated with enhancements to our integrated resort offerings. We also paid US$16.0 million for the scheduled installment of City of Dreams' land premium payment during the year ended December 31, 2012.

For the year ended December 31, 2011, there was a net decrease in restricted cash of US$167.3 million, primarily due to release of restricted cash for the settlement of US$10.3 million of City of Dreams project costs, settlement of interest and principal repayments of US$133.7 million in accordance with the City of Dreams Project Facility, and release of US$23.3 million to unrestricted cash after the completion of amendment of the City of Dreams Project Facility on June 30, 2011, whereas there were no such investing cash flows for the year ended December 31, 2012.

Our advance to the Parent amounted to US$56.1 million for the year ended December 31, 2011.

Our total capital expenditure payments for the year ended December 31, 2011 were US$73.6 million. We also paid US$15.3 million for City of Dreams' land use rights for the year ended December 31, 2011.

Financing Activities

Net cash used in financing activities amounted to US$23.7 million for the year ended December 31, 2012, primarily from the net fund transfer to the Parent of US$8.6 million and the payment of consent solicitation fee for the 2010 Senior Notes of US$14.8 million.

Net cash used in financing activities amounted to US$156.9 million for the year ended December 31, 2011, primarily due to the repayment of the City of Dreams Project Facility of US$117.1 million, payment of debt issuance costs primarily associated with the 2011 Credit Facilities of US$29.2 million and a repayment of an advance from the Parent of US$11.4 million.

Indebtedness

The following table presents a summary of our indebtedness as of December 31, 2012:

	As of December 31, 2012
	(in thousands of US$)
2011 Credit Facilities	$ 1,014,729
2010 Senior Notes, net[1]	$ 593,967
	$ 1,608,696

Note:

(1) Net of unamortized issue discount.

Major changes in our indebtedness during the year ended and subsequent to December 31, 2012 are summarized below.

In January 2013, we commenced a cash tender offer of the 2010 Senior Notes and repurchased approximately US$599.1 million aggregate principal amount of the 2010 Senior Notes. On March 28, 2013, we redeemed all of the remaining 2010 Senior Notes, following which, the 2010 Senior Notes were cancelled in late March 2013. No 2010 Senior Notes are currently outstanding. A portion of the proceeds from the 2013 Senior Notes offering was used for the cash tender offer and redemption of the 2010 Senior Notes. Prior to such cash tender offer and full redemption, the company had completed a consent solicitation process in connection with the 2010 Senior Notes in October 2012 and paid approximately US$15.0 million to the holders who had validly delivered the relevant consent, which was capitalized as deferred financing cost.

On February 7, 2013, we issued US$1.0 billion aggregate principal amount of 2013 Senior Notes with an interest rate of 5.00% per annum and the maturity date of February 15, 2021. 2013 Senior Notes were priced at par and listed on the Official List of the SGX-ST. The net proceeds were used to repurchase the 2010 Senior Notes in full.

In late March 2013, we repaid the drawn revolving credit facility under the 2011 Credit Facilities of HK$1.7 billion (equivalent to approximately US$212.5 million) in full.

Credit facility agreements relating to certain of our indebtedness contain change of control provisions, including in respect of our obligations relating to our control and/or ownership of certain of our subsidiaries and their assets. Under the terms of such credit facility agreements, the occurrence of certain change of control events, including a decline below certain thresholds in the aggregate direct or indirect shareholdings of Melco Crown Macau, our company, or certain of its subsidiaries held by us and/or Melco and Crown (as the case may be) (and, in the case of the decline of the shareholding of Melco Crown Macau under the 2011 Credit Facilities, which is accompanied by a ratings decline) may result in an event of default and/or a requirement to prepay the credit facility in relation to such indebtedness in full. Other applicable change of control events under the credit facility agreements include the company ceasing to be publicly listed on certain designated stock exchanges or steps being taken in connection with the liquidation or dissolution of our company. The terms of the 2013 Senior Notes also contain change of control provisions whereby the occurrence of a relevant change of control event (as referred to in this paragraph) under the 2013 Senior Notes will trigger the requirement for us to offer to repurchase the 2013 Senior Notes (as the case may be) at a price equal to 101% of their principal amount, plus accrued and unpaid interest and, if any, additional amounts and other amounts specified under such Notes to the date of repurchase.

For further details of the above indebtedness, please refer to note 10 to the consolidated financial statements included elsewhere in this annual report, which includes information regarding the type of debt facilities used, the maturity profile of debt, the currency and interest rate structure and the nature and extent of any restrictions on our ability, and the ability of our subsidiaries, to transfer funds as cash dividends, loans or advances. Please also refer to "—Long Term Indebtedness and Contractual Obligations" for details of the maturity profile of debt and "—Quantitative and Qualitative Disclosures about Market Risk" for further understanding of our hedging of interest rate risk and foreign exchange risk exposure.

Other Financing and Liquidity Matters

We may obtain financing in the form of, among other things, equity or debt, including additional bank loans or high yield, mezzanine or other debt, or rely on our operating cash flow to fund the development of our projects.

We are a growing company with significant financial needs. We expect to have significant capital expenditures in the future as we continue to develop our Macau properties, in particular, potentially the next phase of City of Dreams.

We have relied and intend in the future to rely on our operating cash flow and different forms of financing to meet our funding needs and repay our indebtedness, as the case may be.

The timing of any future debt and equity financing activities will be dependent on our funding needs, our development and construction schedule, the availability of funds on acceptable terms to us, and prevailing market conditions. We may carry out activities from time to time to strengthen our financial position and ability to better fund our business expansion. Such activities may include refinancing existing debt, monetizing assets, sale-and-leaseback transactions or other similar activities.

We continue to evaluate the next phase of our development plan at City of Dreams, which we currently expect to include a luxury hotel.

The next phase of City of Dreams is subject to further financing, and a number of other factors, many of which are beyond our control. Our investment plans are preliminary and subject to change based upon the execution of our business plan, the progress of our capital projections, market conditions and outlook on future business.

Long Term Indebtedness and Contractual Obligations

Our total long-term indebtedness and other known contractual obligations are summarized below as of December 31, 2012.

	Payments Due by Period				
	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
	(in millions of US$)				
Long-term debt obligations[1]***:***					
2011 Credit Facilities	$ 128.4	$513.4	$372.9	$ —	$1,014.7
2010 Senior Notes	$ —	$ —	$ —	$600.0	$ 600.0
Fixed interest payments	$ 61.5	$123.0	$123.0	$ 23.0	$ 330.5
Variable interest payments[2]	$ 21.4	$ 28.4	$ 3.6	$ —	$ 53.4
Operating lease obligations*:*					
Operating leases, including Mocha Clubs locations	$ 9.2	$ 8.8	$ 5.0	$ 9.9	$ 32.9
Other contractual commitments:					
Government annual land use fees[3]	$ 1.4	$ 2.7	$ 2.7	$ 20.7	$ 27.5
Fixed interest on land premium[3]	$ 0.2	$ —	$ —	$ —	$ 0.2
Construction, plant and equipment acquisition commitments	$ 28.7	$ 4.9	$ 0.3	$ —	$ 33.9
Gaming subconcession premium[4]	$ 22.9	$ 45.9	$ 45.9	$103.0	$ 217.7
Total contractual obligations	$ 273.7	$727.1	$553.4	$756.6	$2,310.8

(1) See note 10 to the consolidated financial statements included elsewhere in this annual report for further details on these debt facilities.

(2) Amounts for all periods represent our estimated future interest payments on our debt facilities based upon amounts outstanding and three-month Hong Kong Interbank Offered Rate ("HIBOR") as at December 31, 2012 plus the applicable interest rate spread in accordance with the respective debt agreements. Actual rates will vary.

(3) The City of Dreams and Altira Macau sites are located on land parcels in which we have received a land concession from the Macau government for a 25-year term, renewable for further consecutive periods of up to ten years each, subject to obtaining approvals from the Macau government, until December 19, 2049. Renewal of these land concessions are subject to obtaining approval from the Macau government.

(4) In accordance with our gaming subconcession, we are required to pay a fixed annual premium of MOP30.0 million (equivalent to approximately US$3.7 million) and minimum variable premium of MOP45.0 million (equivalent to approximately US$5.6 million) per year based on number of gaming tables and gaming machines we operate in addition to the 39% gross gaming win tax (which is not included in this table as the amount is variable in nature). Amounts for all periods are calculated based on our gaming tables and gaming machines in operation as at December 31, 2012 through to the termination of the gaming subconcession in June 2022.

Off-Balance Sheet Arrangements

Except as disclosed in note 17(d) to the consolidated financial statements included elsewhere in this annual report, we have not entered into any material financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements.

Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Distribution of Profits

All subsidiaries incorporated in Macau are required to set aside a minimum of 10% to 25% of the entity's profit after taxation to the legal reserve until the balance of the legal reserve reaches a level equivalent to 25% to 50% of the entity's share capital in accordance with the provisions of Decree Law no. 40/99/M (the "Macau Commercial Code"). The legal reserve sets aside an amount from the subsidiaries' statements of operations and is not available for distribution to the shareholders of the subsidiaries. The appropriation of legal reserve is recorded in the subsidiaries' financial statements in the year in which it is approved by the boards of directors of the relevant subsidiaries. As of December 31, 2012 and 2011, the balance of the reserve amounted to US$31.2 million and nil, respectively.

During the years ended December 31, 2012 and 2011, we did not declare or pay any cash dividends on the ordinary shares.

No dividends have been proposed since the end of the reporting period.

Restrictions on Distributions

The City of Dreams Project Facility contained restrictions on payment of dividends for Melco Crown Macau and certain of our subsidiaries specified as guarantors, or the original borrowing group, which applied until the City of Dreams Project Facility was amended on June 30, 2011. There was a restriction on paying dividends during the construction phase of the City of Dreams project. Upon completion of the construction of the City of Dreams, the relevant subsidiaries would only be able to pay dividends if they satisfied certain financial tests and conditions. The 2011 Credit Facilities contain restrictions which apply on and from June 30, 2011 on paying dividends to our company or persons who are not members of the relevant borrowing group, comprising Melco Crown Macau and certain of our subsidiaries specified as guarantors (the "Borrowing Group"), unless certain financial tests and conditions are satisfied. Dividends may be paid from (i) excess cash flow as defined in the 2011 Credit Facilities generated by the Borrowing Group, subject to compliance with the financial covenants under the 2011 Credit Facilities; or (ii) cash held by the Borrowing Group in an amount not exceeding the aggregate cash and cash equivalents investments of the Borrowing Group as at June 30, 2011, subject to a certain amount of cash and cash equivalents being retained for operating purposes and, in either case, there being no event of default continuing or likely to occur under the 2011 Credit Facilities as a result of making such payment. See "Description of Other Material Indebtedness" for more details. The indenture governing the 2013 Senior Notes also contains certain covenants that, subject to certain exceptions and conditions, restrict the payment of dividends by our company and its restricted subsidiaries.

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. We believe our and our subsidiaries' primary exposure to market risk will be interest rate risk associated with our substantial indebtedness.

Interest Rate Risk

Our exposure to interest rate risk is associated with our substantial indebtedness bearing interest based on floating rates. From December 31, 2010, the floating rates associated with the City of Dreams Project Facility were based on LIBOR, and HIBOR plus a margin of 2.50% per annum or ranging from 1.50% to 2.00% per annum as adjusted in accordance with the leverage ratio of the original borrowing group. From June 30, 2011, as a result of our 2011 Credit Facilities, the floating rates associated with the City of Dreams Project Facility were further amended to HIBOR plus a margin ranging from 1.75% to 2.75% per annum as adjusted in accordance with the leverage ratio of the Borrowing Group. In addition, we entered into interest rate swaps in connection with our drawdowns under the City of Dreams Project Facility in accordance with our lenders' requirements at such time under the City of Dreams Project Facility. As of December 31, 2011, we had three interest rate swap agreements that subsequently expired in February 2012. See note 10 and 12 to the consolidated financial statements included elsewhere in this annual report for summaries of the terms of our indebtedness and the fair value of these interest rate swap agreements, respectively. Accordingly, as of December 31, 2012, we are subject to fluctuations in HIBOR.

We attempt to manage interest rate risk by managing the mix of long-term fixed rate borrowings and variable rate borrowings and we may supplement by hedging activities in a manner we deem prudent. We cannot be sure that these risk management strategies have had the desired effect, and interest rate fluctuations could have a negative impact on our results of operations.

As of both December 31, 2012 and 2011, approximately 37% of our long-term debt was based on fixed rate. Based on December 31, 2012 and 2011 debt and interest rate swap levels, an assumed 100 basis point change in the HIBOR and LIBOR would cause our annual interest cost to change by approximately US$10.1 million and US$8.9 million, respectively.

Interests in security we provide to the lenders under our credit facilities, or other security or guarantees, are required by the counterparties to our hedging transactions, which could increase our aggregate secured indebtedness. We do not intend to engage in transactions in derivatives or other financial instruments for trading or speculative purposes and we expect the provisions of our existing and any future credit facilities to restrict or prohibit the use of derivatives and financial instruments for purposes other than hedging.

Foreign Exchange Risk

Our exposure to foreign exchange rate risk is associated with the currency of our operations and our indebtedness and as a result of the presentation of our consolidated financial statements in U.S. dollars. The majority of our revenues are denominated in H.K. dollars, given the H.K. dollar is the predominant currency used in gaming transactions in Macau and is often used interchangeably with the Pataca in Macau, while our expenses are denominated predominantly in Patacas. In addition, a significant portion of our indebtedness, as a result of the 2010 Senior Notes and 2013 Senior Notes, and certain expenses, have been and are denominated in U.S. dollars, and the costs associated with servicing and repaying such debt will be denominated in U.S. dollars.

The value of the H.K. dollar and Patacas against the U.S. dollar may fluctuate and may be affected by, among other things, changes in political and economic conditions. While the H.K. dollar is pegged to the U.S. dollar within a narrow range and the Pataca is in turn pegged to the H.K. dollar and the exchange rates between these currencies has remained relatively stable over the past several years, we cannot assure you that the current peg or linkages between the U.S. dollar, H.K. dollar and Pataca will not be broken or modified and subjected to fluctuation. Any significant fluctuations in the exchange rates between H.K. dollars or Patacas to U.S. dollars may have a material adverse effect on our revenues and financial condition.

We accept foreign currencies from our customers and as of December 31, 2012, in addition to H.K. dollars and Patacas, we hold a nominal amount of other foreign currencies. However, any foreign exchange risk exposure associated with those currencies is minimal.

We have not engaged in hedging transactions with respect to foreign exchange exposure of our revenues and expenses in our day-to-day operations during the years ended December 31, 2012 and 2011. Instead, we maintain a certain amount of our operating funds in the same currencies in which we have obligations, thereby reducing our exposure to currency fluctuations. However, we occasionally enter into foreign exchange transactions as part of financing transactions and capital expenditure programs.

See note 10 to the consolidated financial statements included elsewhere in this annual report for further details related to our indebtedness and foreign currency exposure as of December 31, 2012.

Major currencies in which our cash and cash equivalents were held as of December 31, 2012 were U.S. dollars, H.K. dollars, and Macau Patacas. Based on the balances of cash and cash equivalents as of December 31, 2012 and 2011, an assumed 1% change in the exchange rates between currencies other than U.S. dollars against the U.S. dollar would cause a maximum foreign transaction gain or loss of approximately US$15.1 million and US$10.0 million for the years ended December 31, 2012 and 2011, respectively.

Based on the balances of total debts denominated in currencies other than U.S. dollars as of December 31, 2012, an assumed 1% change in the exchange rates between H.K. dollar against the U.S. dollar would cause a foreign transaction gain or loss of approximately US$10.1 million.

BUSINESS

Overview

We are a developer, owner and, through our subsidiary Melco Crown Macau, operator of casino gaming and entertainment resort facilities. Our subsidiary Melco Crown Macau is one of six companies licensed, through concessions or subconcessions, to operate casinos in Macau.

We currently have two major casino based operations, namely, City of Dreams and Altira Macau, and non-casino based operations at our Mocha Clubs. Our operations cater to a broad spectrum of gaming patrons, from high-stakes rolling chip gaming patrons to gaming patrons seeking a broader entertainment experience. We currently own and operate two "Forbes Five Star" hotels in Macau: Altira Macau and the Crown Towers hotel. We seek to attract patrons from throughout Asia and, in particular, from Greater China.

We currently focus on the Macau gaming market, which we believe will continue to be one of the largest gaming destinations in the world. In 2012, Macau generated approximately US$38.0 billion of gaming revenue, according to the DICJ, compared to the US$6.1 billion (excluding sports book and race book) of gaming revenue generated on the Las Vegas Strip, according to the Nevada Gaming Control Board, and compared to the US$3.0 billion of gaming revenue (excluding sports book and race book) generated in Atlantic City, according to the New Jersey Division of Gaming Enforcement. In addition, Macau is currently the only market in Greater China, and one of only several in Asia, to offer legalized casino gaming.

Our Major Existing Operations

City of Dreams

City of Dreams is an integrated resort development in Cotai, Macau which opened in June 2009. City of Dreams targets premium mass market and rolling chip players from regional markets across Asia. As of December 31, 2012, City of Dreams featured a casino area of approximately 448,000 square feet with a total of approximately 450 gaming tables and approximately 1,400 gaming machines.

The resort brings together a collection of brands to create an experience that appeals to a broad spectrum of visitors from around Asia. We have one hotel management agreement, pursuant to which Hyatt of Macau Ltd. manages the Grand Hyatt Macau hotel and pays us the gross operating profit after deduction of its management and incentive fees. We have also entered into license agreements with respect to Crown Towers hotel and Hard Rock Hotel, pursuant to which we have been granted certain rights to use certain intellectual property of the licensors. No fee is payable for our use of the Crown marks and certain fees are payable for our use of the Hard Rock marks. See "—Intellectual Property." The Crown Towers hotel and the Hard Rock Hotel each offers approximately 300 guest rooms, and the Grand Hyatt Macau hotel offers approximately 800 guest rooms. City of Dreams includes over 20 restaurants and bars, approximately 70 retail outlets, an audio visual multimedia experience, recreation and leisure facilities, including health and fitness clubs, three swimming pools, spas and salons and banquet and meeting facilities. The Club Cubic nightclub offers approximately 26,210 square feet of live entertainment space.

The Dancing Water Theater, a wet stage performance theater with approximately 2,000 seats and features the internationally acclaimed and award-winning *The House of Dancing Water* show. *The House of Dancing Water* is the live entertainment centerpiece of the overall leisure and entertainment offering at City of Dreams. We believe this production highlights City of Dreams as an innovative entertainment-focused destination and strengthens the overall diversity of Macau as a multi-day stay market and one of Asia's premier leisure and entertainment destinations. The production incorporates costumes, sets and audio-visual special effects and showcases an international cast of performance artists.

"Dragon's Treasure," the show offered in The Bubble at City of Dreams, received the 2009 Thea Award for "Outstanding Achievement" from the Themed Entertainment Association (TEA). City of Dreams also won the "Best Leisure Development in Asia Pacific" award in the International Property Awards in 2010, which recognizes distinctive innovation and outstanding success in leisure development, and the "Best Casino VIP Room" and "Best Casino Interior Design" awards in the International Gaming Awards in 2011, which recognizes outstanding design in the casino sector. City of Dreams was also recognized for its outstanding customer service and diverse range of unique world class entertainment experiences with the "Best Customer Experience of the Year" award in the International Gaming Awards in 2012.

Our City of Dreams project costs, including the casinos, the Hard Rock Hotel, the Crown Towers hotel, the Grand Hyatt twin towers hotel, the wet stage performance theater, all retail space together with food and beverage outlets, were US$2.4 billion, consisting primarily of construction and fit out costs, design and consultation fees, and excluding the cost of land, capitalized interest and pre-opening expenses.

We continue to evaluate the next phase of our development plan at City of Dreams. Subject to governmental approvals, we currently expect the next phase of development to include a luxury hotel. Before we finalize our development plan, we are assessing our hotel room requirements, government policies and general market conditions. The development of the hotel will be subject to the availability of additional financing and Macau government approval and may require the approval of our financiers under our existing and any future debt facilities. In addition, our investment plans are preliminary and subject to change based upon the execution of our business plan, the progress of our capital projections, market conditions and outlook on future business.

Altira Macau

Altira Macau (formerly known as Crown Macau) opened in May 2007 and is designed to provide a casino and hotel experience that caters to Asian rolling chip customers and players sourced primarily through gaming promoters.

As of December 31, 2012, Altira Macau featured a casino area of approximately 173,000 square feet with a total of approximately 170 gaming tables. Altira Macau’s multi-floor layout comprises primarily designated gaming areas and private gaming rooms for rolling chip players, together with a general gaming area for the mass market that offers various table limits to cater to a wide range of mass market patrons. Our multi-floor layout allows us the flexibility to reconfigure Altira Macau’s gaming areas to meet the changing demands of our patrons and target specific customer segments.

We consider Altira Hotel, located within the 38-story Altira Macau, to be one of the leading hotels in Macau, as evidenced by its continuous “Forbes Five Star” recognition. The top floor of the hotel serves as the hotel lobby and reception area, providing guests with views of the surrounding area. The hotel comprises approximately 200 guest rooms, including suites and villas, and features in-room entertainment and communication facilities. A number of restaurants and dining facilities are available at Altira Macau, including a leading Italian restaurant, Aurora, several Chinese and international restaurants, dining areas focused around the gaming areas and several bars. Altira Hotel also offers non-gaming entertainment venues, including a spa, gymnasium, outdoor garden podium and a sky terrace lounge.

Altira Macau offers a luxurious level of accommodations and facilities. Altira Hotel was awarded the “Forbes Five Star” rating in both Lodging and Spa categories by the Forbes Travel Guide (formerly known as Mobil Travel Guide) in 2010, 2011 and 2012. Altira Macau also won the “Best Luxury Hotel in Macau” award in the TTG China Travel Awards 2010, “Best Business Hotel in Macau” award in the TTG China Travel Awards 2009 and the “Casino Interior Design Award” in the International Gaming Awards in 2008.

Mocha Clubs

Mocha Clubs first opened in September 2003 and has grown to ten Mocha Clubs, with gaming space ranging from approximately 3,000 square feet to 21,500 square feet. As of December 31, 2012, Mocha Clubs had 1,993 gaming machines in operation, which represented 12.0% of the total machine installation in the market, according to DICJ. Mocha Clubs focus on general mass market players, including day-trip customers, outside the conventional casino setting. Except for Mocha Altira located at Altira Macau, we operate Mocha Clubs at leased or sub-leased premises or under right-to-use agreements. Our Mocha Clubs comprise the largest non-casino based operations of electronic gaming machines in Macau and are located in areas with strong pedestrian traffic, typically within three-star hotels. We may open additional Mocha Clubs at locations that satisfy the criteria set forth in the applicable regulatory requirements.

In addition to slot machines, each Mocha Club site offers electronic tables without dealers. The gaming facilities at our Mocha Clubs include what we believe is the latest technology for gaming machines and offer both single-player machines with a variety of games, including progressive jackpots, and multi-player games where players on linked machines play against the house in electronic roulette, baccarat and sicbo, a traditional Chinese dice game.

Our Development Projects

We continually seek new opportunities for additional gaming or related businesses in Macau and will continue to target the development of a project pipeline in Macau in order to maximize the business and revenue potential of Melco Crown Macau's investment in its subconcession. In defining and setting the timing, form and structure for any future development, we focus on evaluating alternative available financing, market conditions and market demand. In order to pursue these opportunities and such development, we have incurred and will continue to incur capital expenditures at our properties and for our projects.

Our Objective and Strategies

Our objective is to become a leading provider of gaming, leisure and entertainment services capitalizing on the expected future growth opportunities in Macau. To achieve our objective, we have developed the following core business strategies:

Maintain a Strong Balance Sheet and Conservative Capital Structure and Remain Alert to Opportunistic Growth Opportunities

We believe that a strong balance sheet is a core foundation for our future growth strategy. We will continue to raise the development funds that we need when we are able to do so, not when we are required to do so. Our time horizon for the future growth and development of our business is long and we understand that our history of development remains short. We believe that patience is an important attribute in monitoring the development of the markets in which we operate, and in identifying and executing future development. We will endeavor to manage our business with this attitude and frame of mind.

Develop a Balanced Product Portfolio of Well-Recognized Branded Experiences Tailored for a Broad Spectrum of Customer Segments

We offer a balanced product portfolio targeting rolling chip and mass market players. We believe our clear focus on different market segments will enhance our ability to adapt to the fast growing and changing gaming market in Macau, as well as to achieve a balanced and sustainable long-term growth in the future.

We believe that building strong, well-recognized branded experiences is critical to our success, especially in the brand-conscious Asian market. We intend to develop and further strengthen our brands by building and maintaining high quality properties that differentiate us from our competitors throughout Asia and by providing a set of experiences tailored to meet the cultural preferences and expectations of Asian customers.

We have incorporated design elements at our properties that cater to specific customer segments. By utilizing a more focused customer segmentation strategy, we believe we can better service specific segments of the Macau gaming market.

Utilize Melco Crown Macau's Subconcession to Maximize Our Business and Revenue Potential

We intend to leverage the independence, flexibility and economic benefits we enjoy as a subconcessionaire to capitalize on the potential growth of the Macau gaming market. As a subconcessionaire, we can, subject to government approval, develop and operate new projects without the need to partner with other concessionaires or subconcessionaires. We will consider opportunities as they arise to utilize our subconcession at newly acquired or developed or existing properties.

Develop Comprehensive Marketing and Customer Loyalty Programs

We will continue to seek to attract customers to our properties by leveraging our brands and utilizing our own marketing resources. We have combined our brand recognition with customer management techniques and programs in order to build a platform of repeat customers and loyalty club members. In addition, our international marketing network has established marketing offices in various locations across Asia and plans on establishing further marketing offices elsewhere in Asia. Through Mocha Clubs' significant share of the Macau electronic gaming market, we have also developed a significant customer database and have developed a customer loyalty program, which we believe has successfully enhanced repeat play and further built the Mocha Clubs brand.

We will seek to continue to grow and maintain our customer base through the following sales and marketing activities:

- create a cross-platform sales and marketing department to promote all of our brands to potential customers throughout Asia in accordance with applicable laws;
- utilize special product offers, special events, tournaments and promotions to build and maintain relationships with our guests, in order to increase repeat visits and help fill capacity during lower demand periods; and
- implement complimentary incentive programs and commission based programs with selected promoters to attract high-end customers.

Create First Class Service Experiences

We believe that service quality and memorable experiences will continue to grow as a key differentiator among the operators in Macau. As the depth and quality of product offerings continue to develop and more memorable properties and experiences are created, we believe that tailored services will drive competitive advantage. As such, our focus remains on creating service experiences for the tastes and expectations of our various customers. We believe our dedicated management team with significant experience in operating large scale, high quality resort facilities drive our competitive advantage. As the continued development of our staff and supporting resources are central to our business, we plan to invest in the long term development of our people through relevant training and experience sharing.

Our Properties

We operate our gaming business in accordance with the terms and conditions of our gaming subconcession. In addition, our City of Dreams and Altira Macau properties and development projects are also subject to the terms and conditions of land concession contracts.

City of Dreams

The City of Dreams site is located on two adjacent land parcels in Cotai, Macau with a combined area of 113,325 square meters (equivalent to approximately 1.2 million square feet). In August 2008, the Macau government granted the land on which City of Dreams is located to Melco Crown (COD) Developments Limited and Melco Crown Macau for a period of 25 years, renewable for further consecutive periods of up to ten years each. The initial land premium of approximately MOP842.1 million (equivalent to approximately US$105.1 million) was paid up in full in February 2013. Melco Crown (COD) Developments Limited and Melco Crown Macau applied for an amendment to the land concession contract in 2009 to increase the total developable gross floor area and amend the purpose of such area, which required an additional premium in the amount of MOP257.4 million (equivalent to approximately US$32.1 million), which was fully paid in March 2010. This amendment process was completed on September 15, 2010 and increased the developable gross floor area at the site to 668,574 square meters (equivalent to approximately 7.2 million square feet).

During the construction period, we paid the Macau government land use fees at an annual rate of MOP30.0 (equivalent to approximately US$3.74) per square meter of land, or an aggregate annual amount of approximately MOP3.4 million (equivalent to approximately US$424,000). According to the terms of the revised land concession, the annual government land use fees payable after completion of development will be approximately MOP9.5 million (equivalent to approximately US$1.2 million). The government land use fee amounts may be adjusted every five years.

See note 17 to the consolidated financial statements included elsewhere in this annual report for information about our future commitments as to government land use fees for the City of Dreams site.

Under the City of Dreams land concession contract, Melco Crown (COD) Developments Limited is authorized to build an additional four-star apartment hotel at the City of Dreams. On December 9, 2011 we requested an amendment to the City of Dreams land grant in order to allow us to develop additional five-star hotel areas in replacement of the four-star apartment hotel areas currently contemplated in such land grant and to extend the development period of the City of Dreams land grant. On February 25, 2013, the Macau government issued a land grant amendment proposal which contemplates the amendments requested, extension of the development period until the date falling 4 years after publication of the amendment in the Macau Official

Gazette, as well as the payment of MOP187.1 million (equivalent to approximately US$23.3 million). In March 2013, Melco Crown (COD) Developments Limited and Melco Crown Macau accepted the land grant amendment proposal.

The equipment utilized by City of Dreams in the casino and hotel is owned by us and held for use on the City of Dreams site, and includes the main gaming equipment and software to support its table games and gaming machine operations, cage equipment, security and surveillance equipment, casino and hotel furniture, fittings, and equipment.

Altira Macau

The Altira Macau site is located on a plot of land in Taipa, Macau of approximately 5,230 square meters (56,295 square feet) under a 25-year land lease agreement with the Macau government which is renewable for successive periods of up to ten years each. In March 2006, the Macau government granted the land on which Altira Macau is located to Altira Developments Limited, our wholly owned subsidiary. The land premium of approximately MOP 149.7 million (equivalent to approximately US$18.7 million) was fully paid in July 2006, a guarantee deposit of approximately MOP 157,000 (equivalent to approximately US$20,000) was paid upon acceptance of the land lease terms in 2006 and government land use fees of approximately MOP 1.4 million (equivalent to approximately US$171,000) per annum are payable. The amounts may be adjusted every five years as agreed between the Macau government and us using applicable market rates in effect at the time of the adjustment. See note 17 to the consolidated financial statements included elsewhere in this annual report for information about our future commitments as to government land use fees for the Altira Macau site.

Altira Developments Limited applied for an amendment to the land concession contract to increase the total developable area for hotel, car park and free area. In January 2013, Altira Developments Limited accepted the terms proposed by the Macau government in connection with the above-mentioned request. The amendment procedure has yet to be completed. If the amendment is completed, we will be required to pay an additional land premium of approximately MOP19.6 million (equivalent to approximately US$2.4 million), and government land use fees will be revised to approximately MOP1.5 million (equivalent to approximately US$186,000) per annum.

The Macau government approved total gross floor area for development for the Altira Macau site of approximately 95,000 square meters (equivalent to approximately 1,022,600 square feet).

The equipment utilized by Altira Macau in the casino and hotel is owned by us and held for use on the Altira Macau site and includes the main gaming equipment and software to support its table games and gaming machine operations, cage equipment, security and surveillance equipment and casino, hotel furniture, fittings, and equipment.

Mocha Clubs

Mocha Clubs operate at premises with a total floor area of approximately 94,500 square feet at the following locations in Macau:

Mocha Club	Opening Date	Location	Gaming Area (in square feet)
Golden Dragon	January 2012	G/F, 1/F, 2/F and 3/F of Hotel Golden Dragon	20,500
Macau Tower	September 2011	LG/F and G/F of Macau Tower	21,500
Mocha Altira	December 2008	Level 1 of Altira Macau	2,950
Mocha Square	October 2007	1/F, 2/F and 3/F of Mocha Square	3,400
Marina Plaza	December 2006	1/F and 2/F of Marina Plaza	10,800
Hotel Taipa	January 2006	G/F of Hotel Taipa	6,000
Sintra	November 2005	G/F and 1/F of Hotel Sintra	5,000
Taipa Square	January 2005	G/F, 1/F and 2/F of Hotel Taipa Square	9,200
Lan Kwai Fong	April 2004	G/F of Hotel Lan Kwai Fong (formerly known as Kingsway Commercial Centre)	6,700
Royal	September 2003	G/F and 1/F of Hotel Royal	8,450
Total			94,500

For locations operating at leased or subleased premises, the lease and sublease terms are pursuant to lease agreements that expire at various dates through June 2022, which are renewable upon our giving notice prior to expiration and subject to incremental increases in monthly rentals.

In addition to leasehold improvements to Mocha Club premises, the onsite equipment utilized at the Mocha Clubs is owned and held for use to support the gaming machines operations.

Other Premises

Taipa Square Casino premises, including the fit-out and gaming related equipment, are located on the ground floor and level one within Hotel Taipa Square and having a floor area of approximately 1,760 square meters (equivalent to approximately 18,950 square feet). We operate Taipa Square Casino under a right-to-use agreement signed on June 12, 2008 with the owner, Hotel Taipa Square (Macao) Company Limited. The term of the agreement is one year from the date of execution and is automatically renewable, subject to certain contractual provisions, for successive periods of one year under the same terms and conditions, until June 26, 2022.

Apart from the property sites for Altira Macau and City of Dreams, we maintain various offices and storage locations in Macau. We lease all of our office and storage premises.

Advertising and Marketing

We seek to attract customers to our properties and to grow our customer base over time by undertaking several types of advertising and marketing activities and plans. We utilize local and regional media to publicize our projects and operations. We have built a public relations and advertising team that cultivates media relationships, promotes our brands and directly liaises with customers within target Asian countries in order to explore media opportunities in various markets. Advertising uses a variety of media platforms that include digital, print, television, online, outdoor, on property (as permitted by Macau, PRC and other regional laws), collateral and direct mail pieces. In order to be competitive in the Macau gaming environment, we hold various promotions and special events, operate loyalty programs with our gaming customers and have developed a series of commission and other incentive-based programs to offer to both gaming promoters and individuals alike.

Customers

We seek to cater to a broad range of customers through our diverse gaming and non-gaming facilities and amenities across our major existing operating properties.

Non-Gaming Patrons

In addition to its mass market and rolling chip gaming offerings, City of Dreams offers visitors to Macau an array of multi-dimensional entertainment amenities, three international hotel brands, as well as a selection of restaurants, bars and retail outlets. Altira Macau is designed to provide a high end casino and hotel experience, tailored to meet the cultural preferences and expectations of Asian rolling chip patrons. Mocha Clubs are targeted to deliver a relaxed café-style non-casino based electronic gaming experience.

Gaming Patrons

Our gaming patrons include rolling chip players and mass market players.

Mass market players are non-rolling chip players and they come to our properties for a variety of reasons, including our direct marketing efforts, brand recognition, the quality and comfort of our mass market gaming floors and our non-gaming offerings. Mass market players are further classified as general mass market and premium mass market players.

Rolling chip players at our casinos are patrons who participate in our in-house rolling chip programs or in the rolling chip programs of our gaming promoters, also known as junket operators. Our rolling chip players play mostly in our dedicated VIP rooms or designated gaming areas.

Our in-house rolling chip programs consist of rolling chip players sourced through our direct marketing efforts and relationships, whom we refer to as premium direct players. Premium direct players can earn a variety of gaming-related rebates, such as cash, rooms, food and beverage and other complimentary products or services.

Gaming Promoters

A significant amount of our rolling chip play is brought to us by gaming promoters, also known as junket operators. While rolling chip players sourced by gaming promoters do not earn direct gaming related rebates from us, we pay a commission and provide other complimentary services to the gaming promoter.

We engage gaming promoters to promote our VIP gaming rooms primarily due to the importance of the rolling chip segment in the overall Macau gaming market, gaming promoters' knowledge of and experience within the Macau gaming market, in particular with sourcing and attracting rolling chip patrons and arranging for their transportation and accommodation, and gaming promoters' extensive rolling chip patron network. Under standard arrangements utilized in Macau, we provide gaming promoters with exclusive or casual access to one or more of our VIP gaming rooms and support from our staff, and gaming promoters source rolling chip patrons for our casinos or gaming areas to generate an expected minimum amount of rolling chip volume per month.

Gaming promoters are responsible for a substantial portion of our casino revenues. For the years ended December 31, 2012 and 2011, approximately 53.4% and 61.0% of our casino revenues, were derived from customers sourced through our rolling chip gaming promoters, respectively.

Gaming promoters are independent third parties that include both individuals and corporate entities and are officially licensed in Macau by the DICJ. We have procedures to screen prospective gaming promoters prior to their engagement, and conduct periodic checks that are designed to ensure that the gaming promoters with whom we associate meet suitability standards. We believe that we have strong relationships with some of the top gaming promoters in Macau and have a solid network of gaming promoters who help us market our properties and source and assist in managing rolling chip patrons at our properties. As of December 31, 2012 and 2011, we had agreements in place with 107 and 86 gaming promoters, respectively. We expect to continue to evaluate and selectively add or remove gaming promoters going forward.

We typically enter into gaming promoter agreements for a one-year term that are automatically renewed for periods of up to one year unless otherwise terminated. The gaming promoter agreements may be terminated (i) by either party without cause upon 15 days advance written notice, (ii) upon advice from the DICJ or any other gaming regulator to cease having dealings with the gaming promoter or if DICJ cancels or fails to renew the gaming promoter's license, (iii) if the gaming promoter fails to meet the minimum rolling chip volume it agreed to with us, (iv) if the gaming promoter enters or is placed in receivership or provisional liquidation or liquidation, an application is made for the winding up of the gaming promoter, the gaming promoter becomes insolvent or makes an assignment for the benefit of its creditors, or an encumbrancer takes possession of any of the gaming promoter's assets or (v) if any party to the agreement is in material breach of any of the terms of the agreement and fails to remedy such breach within the timeframe outlined in the agreement. Our gaming promoters are compensated through commission arrangements that are calculated on a monthly or a per trip basis. Commissions paid to our rolling chip gaming promoters (net of amounts indirectly rebated to customers) amounted to US$308.6 million and US$321.6 million for the years ended December 31, 2012 and 2011, respectively. We generally offer commission payment structures that are calculated by reference to revenue share or monthly rolling chip volume. Under the revenue share-based arrangements, the gaming promoter participates in our gaming wins or losses from the rolling chip patrons brought in by the gaming promoter. Under the monthly rolling chip volume-based arrangements, commission rates vary but do not exceed the 1.25% regulatory cap under Macau law on gaming promoter commissions. To encourage gaming promoters to use our VIP gaming rooms for rolling chip patrons, our gaming promoters may receive complimentary allowances for food and beverage, hotel accommodation and transportation. Under the Administrative Regulation 29/2009, these allowances must be included in the 1.25% regulatory cap on gaming promoter commissions.

We conduct, and expect to continue to conduct, our table gaming activities at our casinos on a credit basis as well as a cash basis. As is common practice in Macau, we grant credit to our gaming promoters and certain of our premium direct players. The gaming promoters bear the responsibility for issuing to, and subsequently collecting credit, from their players.

We extend interest-free credit to a significant portion of our gaming promoters for short-term, renewable periods under credit agreements that are separate from the gaming promoter agreements. Credit is also granted to certain gaming promoters on a revolving basis. All gaming promoter credit lines are generally subject to monthly review and regular settlement procedures, including our credit committee review and other checks performed by our cage, count and credit department to evaluate the current status of liquidity and financial health of such gaming promoter. These procedures allow us to calculate the commissions payable to the gaming promoter and to determine the amount which can be offset, together with any other values held by us from the gaming promoter, against the outstanding credit balances owed by the gaming promoter. Credit is granted to a gaming promoter based on performance and financial background of the gaming promoter and, if applicable, the gaming promoter's guarantor. If we determine that a gaming promoter has good credit history and a track record of large business volumes, we may extend credit exceeding one month of commissions payable. This credit is typically unsecured. Although the amount of such credit may exceed the amount of accrued commissions payable to, and any other amounts of value held by us from, the gaming promoters, we generally obtain personal checks and promissory notes from guarantors or other forms of collateral. We have in place internal controls and credit policies and procedures to manage this credit risk.

We aim to pursue overdue debt from gaming promoters and premium direct players. This collection activity includes, as applicable, frequent personal contact with the debtor, delinquency notices and litigation. However, we may not be able to collect all of our gaming receivables from our credit customers and gaming promoters.

As of December 31, 2012 and 2011, our casino accounts receivable were US$426.8 million and US$385.9 million, respectively. Our allowance for doubtful accounts may fluctuate significantly from period to period as a result of having significant individual customer account balances where changes in their status of collectability cause significant changes in our allowance.

For information regarding allowances for doubtful accounts, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Accounts Receivable and Credit Risk."

Market and Competition

We believe that the gaming market in Macau is and will continue to be intensely competitive. Our competitors in Macau and elsewhere in Asia include all the current concession and subconcession holders and many of the largest gaming, hospitality, leisure and property development companies in the world. Some of these current and future competitors are larger than us and have significantly longer track records of operation of major hotel casino resort properties.

Macau Gaming Market

In 2012 and 2011, Macau generated approximately US$38.0 billion and US$33.4 billion of gaming revenue, respectively, according to the DICJ, compared to the US$6.1 billion and US$6.0 billion of gaming revenue (excluding sports book and race book), respectively, generated on the Las Vegas Strip, according to the Nevada Gaming Control Board, and compared to the US$3.0 billion and US$3.3 billion of gaming revenue (excluding sports book and race book), respectively, generated in Atlantic City, according to the New Jersey Division of Gaming Enforcement. Gaming revenue in Macau has increased at a five year CAGR from 2007 to 2012 of 29.65% compared to five year CAGRs of -1.87% and -9.23% for the Las Vegas Strip and Atlantic City, respectively (excluding sports book and race book). In addition, Macau is currently the only market in Greater China, and one of only several in Asia, to offer legalized casino gaming.

From 2011 to 2012, gaming revenues and visitation significantly increased. Gross gaming revenues in Macau grew by 13.5% in 2012 and 42.2% in 2011, according to the DICJ. This growth was driven by all three main gaming segments. In 2012, according to the DICJ, rolling chip gaming revenues increased 7.5%, representing 69.3% of all gaming revenues in Macau, mass market table games revenues grew by 32.7% and electronic gaming revenues grew by 15.9%. We believe the growth in gaming revenues in Macau is supported by, among other things, the continuing emergence of a wealthier demographic in China, a robust regulatory framework, and significant new infrastructure developments within Macau and China, as well as by the anticipated new supply of gaming and non-gaming facilities in Macau, which is predominantly focused on the Cotai region. Visitation to Macau in 2012, totaled more than 28.0 million visitors. Mainland China continues to drive overall visitation growth, increasing 4.6% as compared to 5.6% decrease for all other visitors in 2012, and visitors from mainland China represented over 60.2%, while visitors from Hong Kong and Taiwan represented 25.2% and 3.8%, of all visitors to Macau in 2012, respectively.

Gaming in Macau is administered through government-sanctioned concessions awarded to three different concessionaires: Sociedade de Jogos de Macau S.A. ("SJM"), which is a company listed on the HKSE in which Mr. Lawrence Ho, our chief executive officer, and his family members have shareholding interests; Wynn Resorts (Macau) S.A. ("Wynn Macau"), a subsidiary of Wynn Resorts Ltd.; and Galaxy Casino, S.A. ("Galaxy"), a consortium of Hong Kong and Macau businessmen. SJM has granted a subconcession to MGM Grand Paradise, which was originally formed as a joint venture by MGM-Mirage and Ms. Pansy Ho, sister of Mr. Lawrence Ho. Galaxy has granted a subconcession to Venetian Macau Limited ("VML"), a subsidiary of Las Vegas Sands Corporation, the developer of Sands Macao, The Venetian Macao and Sands Cotai Central. Melco Crown Macau obtained its subconcession under the concession of Wynn Macau.

SJM currently operates multiple casinos throughout Macau. SJM has extensive experience in operating in the Macau market and long-established relationships in Macau. SJM has announced its intention to develop a new casino in Cotai and accepted a proposed land concession contract in October 2012, which remains subject to the formal approval of the Macau government.

Wynn Macau opened the Wynn Macau in September 2006 on the Macau Peninsula. In addition they opened an extension to Wynn Macau called Encore in 2010. In 2012, Wynn Macau started the construction for a new casino in Cotai.

Galaxy currently operates multiple casinos in Macau, including StarWorld, a hotel and casino resort in Macau's central business and tourism district. The Galaxy Macau resort opened in Cotai in May 2011. In 2012, Galaxy started the construction for phase II of Galaxy Macau.

VML with a subconcession under Galaxy's concession, operates Sands Macao on the Macau peninsula, together with The Venetian Macao, the Plaza Casino at The Four Seasons Hotel Macao and the Sands Cotai Central, which are located in Cotai. VML has also announced proposals for further large developments in Cotai, one of which has opened in 2012.

MGM Grand Paradise, with a subconcession under SJM's concession opened the MGM Macau in December 2007, which is located next to Wynn Macau on the Macau Peninsula. MGM Grand Paradise has announced its intention to develop a new casino in Cotai and began its construction in February 2013.

The existing concessions and subconcessions do not place any limit on the number of gaming facilities that may be operated. In addition to facing competition from existing operations of these concessionaires and subconcessionaires, we will face increased competition when any of them constructs new, or renovates pre-existing, casinos in Macau or enters into leasing, services or other arrangements with hotel owners, developers or other parties for the operation of casinos and gaming activities in new or renovated properties, as SJM and Galaxy have done. The Macau government has publicly stated that each concessionaire will only be permitted to grant one subconcession. Moreover, the Macau government announced that until further assessment of the economic situation in Macau, there would be no increase in the number of concessions and subconcessions. The Macau government further announced that the number of gaming tables operating in Macau should not exceed 5,500 until the end of the first quarter of 2013 and that, thereafter, for a period of ten years, the total number of gaming tables to be authorized will be limited to an annual increase of 3%. The Macau government has recently stated that the allocation of tables over this ten year period does not need to be uniform and tables may be pre-allocated to new properties in Macau. These restrictions are not legislated or enacted into statutes or ordinances and as such different policies, including on the annual increase rate in the number of gaming tables, may be adopted at any time by the relevant Macau government authorities. According to the DICJ, the number of gaming tables operating in Macau as of December 31, 2012 was 5,485. The Macau government has reiterated further that it does not intend to authorize the operation of any new casino that was not previously authorized by the government. However, the policies and laws of the Macau government could change and permit the Macau government to grant additional gaming concessions or subconcessions. Such change in policies may also result in a change of the number of gaming tables and casinos that the Macau government is prepared to authorize to operate.

Other Regional Markets

We may also face competition from casinos and gaming resorts located in other Asian destinations together with cruise ships. Casinos and integrated gaming resorts are becoming increasingly popular in Asia, giving rise to more opportunities for industry participants and increasing regional competition. There are major gaming facilities in Australia located in Melbourne, Perth, Sydney and the Gold Coast. Genting Highlands is a popular international gaming resort in Malaysia, approximately a one-hour drive from Kuala Lumpur. South Korea has allowed gaming for some time but these offerings are available primarily to foreign visitors. There are also casinos in the Philippines, Vietnam and Cambodia, although they are relatively small compared to those in Macau.

Singapore legalized casino gaming in 2006. Genting Singapore PLC opened its resort in Sentosa, Singapore in February 2010 and Las Vegas Sands Corporation opened its casino in Marina Bay, Singapore in April 2010. Despite these openings Macau has continued to show healthy growth. In addition, several other Asian countries are considering or are in the process of legalizing gambling and establishing casino-based entertainment complexes.

Seasonality

Macau experiences many peaks and seasonal effects. The "Golden Week" and "Chinese New Year" holidays are the key periods where business and visitation fluctuate considerably. While we may experience fluctuations in revenues and cash flows from month to month, we do not believe that our business is materially impacted by seasonality.

Employees

We had 11,030 and 10,462 employees as of December 31, 2012 and 2011, respectively. The following table sets forth the number of employees categorized by the areas of operations and as a percentage of our workforce as of December 31, 2012 and 2011.

	December 31,			
	2012		2011	
	Number of Employees	Percentage of Total	Number of Employees	Percentage of Total
Mocha Clubs	985	8.9%	938	9.0%
Altira Macau	2,081	18.9%	2,083	19.9%
City of Dreams	7,596	68.9%	7,101	67.9%
Corporate and centralized services	368	3.3%	340	3.2%
Total	11,030	100.0%	10,462	100.0%

None of our employees are members of any labor union and we are not party to any collective bargaining or similar agreement with our employees. We believe that our relationship with our employees is good. We have implemented a number of human resource initiatives over recent years for the benefit of our employees and their families. These initiatives include a unique in-house learning academy, an on-site high school diploma program, scholarship awards, corporate management trainee programs as well as fast track promotion training initiatives jointly coordinated with the School of Continuing Study of Macau University of Science & Technology and Macao Technology Committee.

Our Macau employees participate in the government-managed social security fund scheme, under which we are required to make a monthly fixed contribution to fund the benefits for each resident employee. The Macau government is responsible for the planning, management and supervision of this social security fund scheme, including collecting and investing the contributions and paying out the pensions to the retired employees. We do not have any obligations to pay any pension to any retired employees under this scheme.

The total amounts of contributions made by us for such retirement schemes for the years ended December 31, 2012 and 2011 were US$4.7 million and US$4.9 million, respectively.

Intellectual Property

We have the right to use the trademarks "Altira," "Mocha Club", "City of Dreams" and "Melco Crown Entertainment" in Macau and other jurisdictions. We also have the right to use in Macau and other jurisdictions certain other trademarks and service marks used in connection with the operations of our hotel casino projects in Macau. We have entered into a license agreement with Crown Melbourne Limited for an exclusive and non-transferable license to use the Crown brand in Macau. Our hotel management agreement with the Grand Hyatt Macau hotel provides us the right to use the Grand Hyatt trademarks on a non-exclusive and non-transferable basis. Our trademark license agreements with Hard Rock Holdings Limited provide us the right to use the Hard Rock brand in Macau, which we use at City of Dreams. Pursuant to these agreements, we have the exclusive right to use the Hard Rock brand for a hotel and casino facility at City of Dreams for a term of ten years based on a fee per gaming table and machine and percentages of revenues generated at the property payable to Hard Rock Holdings Limited. We also purchase gaming tables and gaming machines and enter into licensing agreements for the use of certain trade names and, in the case of the gaming machines, the right to use software in connection therewith. These include a license to use a jackpot system for the gaming machines.

Legal and Administrative Proceedings

We are currently a party to certain legal and administrative proceedings which relate to matters arising out of the ordinary course of our business. Based on the current status of such proceedings and the information currently available, our management does not believe that the outcome of such proceedings will have a material adverse effect on our business, financial position or results of operations.

Crown Melbourne Limited, the owner of a number of "Crown" trademarks licensed to us, is from time to time involved in legal proceedings regarding "Crown" trademarks used in Macau. We understand that Crown Melbourne Limited will continue to take vigorous measures to protect its trademarks. We believe we have a valid right under our trademark license agreement with Crown Melbourne Limited to use the Crown trademarks in Macau in our hotel casino business.

MANAGEMENT

Directors and Executive Officers

The following table sets forth information regarding our directors and executive officers as of the date of this annual report.

Name	Age	Position/Title
Clarence Yuk Man Chung	50	Director
Rowen Bruce Craigie	57	Director
Lawrence Yau Lung Ho	36	Chief Executive Officer
Geoffrey Stuart Davis	44	Chief Financial Officer
Stephanie Cheung	50	Company Secretary

Directors

Mr. Clarence Yuk Man Chung is our director. Mr. Chung was appointed as a non-executive director of the Parent on November 21, 2006. Mr. Chung has also been an executive director of Melco since May 2006. Mr. Chung joined Melco in December 2003 and assumed the role of chief financial officer. Mr. Chung has served as a director of Melco Leisure and Entertainment Group Limited since 2008. Before joining Melco, he has more than 20 years of experience in the financial industry in various capacities as a chief financial officer, an investment banker and a merger and acquisition specialist. He was named one of the "Asian Gaming 50 – 2009, 2010 and 2012" by Inside Asian Gaming magazine. Mr. Chung has been the chairman and chief executive officer of Entertainment Gaming Asia Inc. (formerly known as Elixir Gaming Technologies, Inc.), a company listed on the NASDAQ Capital Market, since August 2008 and October 2008, respectively. Mr. Chung has been the chairman and director of Melco Crown (Philippines) Resorts Corporation, a company listed on the Philippine Stock Exchange, since December 2012. Mr. Chung has also been appointed as a director of a number of the Parent's subsidiaries incorporated in various different jurisdictions. Mr. Chung obtained a master's degree in business administration from the Kellogg School of Management at Northwestern University and The Hong Kong University of Science and Technology and is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Mr. Rowen Bruce Craigie is our director. Mr. Craigie was appointed as a non-executive director of the Parent on March 8, 2005. Mr. Craigie has also been appointed as a director of the Parent's subsidiaries in various different jurisdictions. Mr. Craigie is the chief executive officer and managing director of Crown, an operator of casinos and integrated resorts, having been appointed on its formation in 2007. Mr. Craigie is also a director of Crown Melbourne Limited, a casino and integrated resort operator, having been appointed in January 2001, and Burswood Limited, a casino and integrated resort operator, having been appointed in September 2004. Mr. Craigie previously served as the chief executive officer of PBL Gaming from 2006 to 2007 and as the chief executive officer of Crown Melbourne Limited from 2002 to 2007. Mr. Craigie was a director of Consolidated Media Holdings Limited from January 2002 to April 2009. Mr. Craigie joined Crown Melbourne Limited in 1993, was appointed as the executive general manager of its Gaming Machines department in 1996, and was promoted to chief operating officer in 2000. Prior to joining Crown Melbourne Limited, Mr. Craigie was the group general manager for gaming at the TAB in Victoria from 1990 to 1993, and held senior economic policy positions in Treasury and the Department of Industry in Victoria from 1984 to 1990. He obtained a bachelor of economics (honors) degree from Monash University, Melbourne, Australia in 1976.

Executive Officers

Mr. Lawrence Yau Lung Ho is our chief executive officer. He was appointed as an executive director of the Parent on December 20, 2004 and has served as a co-chairman of the board and chief executive officer of the Parent since December 2004. Since November 2001, Mr. Ho has also served as the managing director and, since March 2006, the chairman and chief executive officer of Melco. As a Member of the National Committee of the Chinese People's Political Consultative Conference, Mr. Ho also serves on numerous boards and committees of privately held companies in Hong Kong, Macau and mainland China. He is a Vice Patron of The Community Chest of Hong Kong; Member of Science and Technology Council of the Macau SAR Government; Member of All China Youth Federation; Member of Macau Basic Law Promotional Association; Chairman of Macau International Volunteers Association; Member of Campaign Committee of The Community Chest; Board of Governors of The Canadian Chamber of Commerce in Hong Kong; Honorary Lifetime Director of the Chinese General Chamber of Commerce, Hong Kong; President of Macau Canadian Chamber of Commerce; Honorary President of Association of Property Agents and Real Estate Developers of Macau and Director Executivo of the Macao Chamber of Commerce. In recognition of Mr. Ho's excellent directorship and entrepreneurial spirit, Institutional Investor honored him as the “Best CEO” in 2005. He was also granted the “5th China Enterprise Award for Creative Businessmen” by the China Marketing Association and China Enterprise News, “Leader of Tomorrow” by Hong Kong Tatler and the “Directors of the Year Award” by the Hong Kong Institute of Directors in 2005. As a socially responsible young entrepreneur in Hong Kong, Mr. Ho was elected as one of the “Ten Outstanding Young Persons Selection 2006,” organized by the Junior Chamber International Hong Kong. In 2007, he was elected as a finalist in the “Best Chairman” category in the “Stevie International Business Awards” and one of the “100 Most Influential People across Asia Pacific” by Asiamoney magazine. In 2008, he was granted the “China Charity Award” by the Ministry of Civil Affairs of the People’s Republic of China. And in 2009, Mr. Ho was selected as one of the “China Top Ten Financial and Intelligent Persons” judged by a panel led by the Beijing Cultural Development Study Centre, and was named “Young Entrepreneur of the Year” at Hong Kong’s first Asia Pacific Entrepreneurship Awards. Mr. Ho was selected by FinanceAsia as one of the “Best CEOs” in Hong Kong for four consecutive years, from 2009 to 2012. He was also awarded “Asia’s Best CEO (Investor Relations)” at the Asian Excellence Awards by Corporate Governance Asia magazine in 2011, and was honored as one of the recipients of the 3rd Asian Corporate Director Recognition Awards in 2012. In 2013, he was once again selected as “Asia’s Best CEO (Investor Relations)” at the Asian Excellence Awards by Corporate Governance Asia magazine. Mr. Ho graduated with a bachelor of arts degree in commerce from the University of Toronto, Canada in June 1999 and was awarded the Honorary Doctor of Business Administration degree by Edinburgh Napier University, Scotland in July 2009 for his contribution to business, education and the community in Hong Kong, Macau and China.

Mr. Geoffrey Stuart Davis is our chief financial officer. Mr. Davis is also the chief financial officer of the Parent and he was appointed to this role in April 2011. Prior to that, he served as the deputy chief financial officer of the Parent from August 2010 to March 2011 and a senior vice president, corporate finance of the Parent from 2007, when he joined the Parent. Prior to joining the Parent, 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 CFA charter holder since 2000 and obtained a bachelor of arts from Brown University in 1991.

Ms. Stephanie Cheung is our company secretary. She is also an executive vice president and chief legal officer of the Parent and she was appointed to this role in December 2008. Prior to that, she held the title general counsel of the Parent from November 2006, when she joined. She also acts as the secretary to the board of the Parent, which she has done since joining the Parent. Prior to that, Ms. Cheung was an of counsel at Troutman Sanders from 2004 to 2006 and prior to that she practiced law with various international law firms in Hong Kong, Singapore and Toronto. Ms. Cheung graduated with a bachelor of laws degree from Osgoode Hall Law School in 1986 and a master’s degree in business administration from York University in 1994. Ms. Cheung is admitted as a solicitor in Ontario, Canada, England and Wales, and Hong Kong.

RELATED PARTY TRANSACTIONS

For discussion of significant related party transactions we entered into during the years ended December 31, 2012 and 2011, see note 18 to the consolidated financial statements included elsewhere in this annual report.

DESCRIPTION OF OTHER MATERIAL INDEBTEDNESS

2011 Credit Facilities

Overview

On September 5, 2007, Melco Crown Macau entered into a project facility with certain lenders in the aggregate amount of US$1.75 billion to fund the City of Dreams project (the "City of Dreams Project Facility"), which has been amended from time to time. On June 30, 2011, the City of Dreams Project Facility was amended as the 2011 Credit Facilities pursuant to an amendment agreement dated June 22, 2011 between the facility agent, the security agent, Melco Crown Macau and certain of its subsidiaries specified as guarantors under the City of Dreams Project Facility. The amendment reduced the size of the facilities from US$1.75 billion to US$1.2 billion (equivalent to approximately HK$9.36 billion) and amended the structure whereby the term loan facility under the City of Dreams Project Facility which was originally US$1.5 billion was reduced to HK$6.24 billion (equivalent to approximately US$800 million) (subsequently known as the "2011 Term Loan Facility"), and the revolving credit facility under the City of Dreams Project Facility which was originally US$250 million was increased to HK$3.12 billion (equivalent to approximately US$400 million) (subsequently known as the "2011 Revolving Credit Facility"). The 2011 Credit Facilities also reduced and removed certain restrictions on our business that were imposed by the original covenants, extended the maturity date and provided for the removal of a former subsidiary from the borrowing group under the City of Dreams Project Facility.

Maturity Date

The final maturity date of the 2011 Credit Facilities is June 30, 2016 or, if earlier, the date of repayment, prepayment or cancellation in full of the 2011 Credit Facilities.

Drawdowns

As of December 31, 2012, we had fully drawn down the 2011 Term Loan Facility and had also drawn down HK$1.65 billion (equivalent to approximately US$212.5 million) under the 2011 Revolving Credit Facility. The 2011 Revolving Credit Facility is available on a fully revolving basis to the date that is one month prior to the final maturity date of the 2011 Revolving Credit Facility. The rollover of existing revolving loans drawn under the 2011 Credit Facilities is subject to compliance with covenants and satisfaction of conditions precedent. Melco Crown Macau has the right to undertake a program to hedge exposures to interest rate fluctuations under the 2011 Credit Facilities and in certain circumstances, currency fluctuations. The interests of the hedging counterparties under the hedging agreements relating to interest rate and/or currency exposure under the 2011 Credit Facilities are secured on a pari passu basis with the lenders under the 2011 Credit Facilities.

Repayment

The 2011 Term Loan Facility will be repaid in quarterly installments according to an amortization schedule that will commence on September 30, 2013. Each 2011 Revolving Credit Facility loan will be repaid in full on the last day of an agreed upon interest period ranging from one to six months, or it will be rolled over subject to compliance with covenants and satisfaction of conditions precedent. Melco Crown Macau may make voluntary prepayments in respect of the 2011 Term Loan Facility and the 2011 Revolving Credit Facility, subject to certain conditions, without premium or penalty other than (if not made on an interest payment date) break costs, in minimum amounts of HK$160 million (equivalent to approximately US$20.6 million). Voluntary prepayments under the 2011 Term Loan Facility will be applied to the term loan principal outstanding on the 2011 Credit Facilities and to maturities on a pro-rata basis and amounts prepaid under the 2011 Term Loan Facility will not be available for redrawing. Mandatory prepayments must be made in respect of the following amounts within the Borrowing Group under the 2011 Credit Facilities, including but not limited to: (i) the net proceeds paid in respect of the compulsory transfer, seizure or acquisition by any governmental authority of the assets of any member of the Borrowing Group (subject to certain exceptions); (ii) the net proceeds of certain asset sales, subject to reinvestment rights and certain exceptions, which are in excess of US$15 million; (iii) net termination, claim or settlement proceeds paid under Melco Crown Macau's subconcession contract or the Borrowing Group's land concessions (subject to certain exceptions); (iv) insurance proceeds net of expenses to obtain such proceeds under the property insurances relating to the total loss of all or substantially all of the Altira Macau gaming business; and (v) other insurance proceeds net of expenses to obtain such proceeds under any property insurances, subject to reinvestment rights and certain exceptions, which are in excess of US$15 million.

Accounts

The terms of the 2011 Credit Facilities require that, subject to certain exceptions, all of the bank accounts of members of the Borrowing Group are secured in favor of the security agent for the benefit of the lenders and that certain receipts in respect of mandatory prepayments and amounts for reinvestment or excluded from mandatory prepayments are required to be deposited thereto.

Interest and Fees

The HK dollar denominated drawdowns under the 2011 Credit Facilities bear an initial interest rate from June 30, 2011 and continues as of the date of this document of HIBOR plus a margin ranging from 1.75% to 2.75% per annum as adjusted in accordance with the leverage ratio, as discussed below, in respect of the Borrowing Group. We are obligated to pay a commitment fee quarterly in arrears from June 30, 2011 throughout the availability period, which is payable on the daily undrawn amount under the available portion of the 2011 Revolving Credit Facility.

Security

Security for the 2011 Credit Facilities and related hedging agreements and the SBGF Agreement include, among others:

- a first priority mortgage over all land and all present and future buildings on and fixtures to such land, and an assignment of land use rights under land concession agreements or equivalent held by the relevant entities in the Borrowing Group;
- charges over the bank accounts in respect of the Borrowing Group, subject to certain exceptions;
- assignment of the Borrowing Group’s rights under certain insurance policies and other contracts;
- subject to certain exceptions, first priority security over the Borrowing Group’s chattels, receivables and other assets which are not subject to any security under any other security documentation;
- subordination and assignment of shareholder and other intra-group loans;
- pledges over certain intellectual property used by the Group and over equipment and tools used in the gaming business by Melco Crown Macau; and
- first priority charges over the issued share capital of the Borrowing Group.

Covenants

The Borrowing Group must comply with certain negative and affirmative covenants. These covenants include, among others, that, without obtaining consent from the Majority Lenders (as defined in the 2011 Credit Facilities) or, in certain circumstances, the facility agent, they may not:

- create or permit to subsist further charges or any form of encumbrance over its assets, property or revenues except as permitted under the 2011 Credit Facilities;
- sell, transfer or dispose of any of its assets unless (subject to certain exceptions) such sale is conducted on an arm’s length basis at a fair market value and is permitted in accordance with the terms of the 2011 Credit Facilities and certain proceeds from the sale shall be credited to the relevant accounts over which the lenders have a first priority charge;
- make any payment of fees or other amounts for goods and services under any agreement with Melco or Crown (or their affiliates) which are in excess of the actual, arm’s length costs or better of such goods and services plus an agreed margin permitted in accordance with the terms of the 2011 Credit Facilities or enter into agreements with Melco or Crown (or their affiliates) except in certain limited circumstances;
- make any loan or incur or guarantee indebtedness except for certain identified loans, indebtedness and guarantees permitted in accordance with the terms of the 2011 Credit Facilities (which include the Guarantees provided by the Guarantors, defined in the 2011 Credit Facilities);
- subject to certain exceptions, vary Melco Crown Macau’s subconcession contract or the Borrowing Group’s land concessions and certain other contracts (including the Guarantees);
- create any subsidiaries except as permitted under the 2011 Credit Facilities, such as those necessary for operation of City of Dreams; make investments other than within agreed upon limitations; or

- enter into any contracts for the construction or financing of an additional hotel tower in connection with the development of City of Dreams except in accordance with plans approved by lenders in accordance with the terms of the 2011 Credit Facilities.

The Borrowing Group is required to comply with certain financial ratios and financial covenants each quarter, such as:

- Leverage, as defined in the 2011 Credit Facilities, which cannot exceed 3.00 to 1.00 for the reporting periods ending September 30, 2011, December 31, 2011, March 31, 2012, June 30, 2012, September 30, 2012, December 31, 2012, March 31, 2013 and June 30, 2013 and cannot exceed 2.50 to 1.00 for the reporting periods ending September 30, 2013 onwards;
- Total Leverage, as defined in the 2011 Credit Facilities, which cannot exceed 4.50 to 1.00 for the reporting periods ending September 30, 2011, December 31, 2011, March 31, 2012, June 30, 2012, September 30, 2012, December 31, 2012, March 31, 2013 and June 30, 2013 and cannot exceed 4.00 to 1.00 for the reporting periods ending September 30, 2013 onwards; and
- Interest Cover, as defined in the 2011 Credit Facilities, which must be greater than or equal to 4.00 to 1.00 for the reporting periods ending September 30, 2011 onwards.

In addition, the 2011 Credit Facilities contain certain restrictions on payment of dividends by the Borrowing Group which include satisfaction of certain financial tests and conditions such as continued compliance with specified interest cover and leverage ratios and, if a cash distribution, ensuring that the dividend payment amount does not exceed a certain amount of our cash and cash equivalent investments and that as a result of such dividend payment we still hold a certain amount of cash and cash equivalent investments.

Events of Default

The 2011 Credit Facilities contain customary events of default including, subject to certain grace periods and exceptions: (i) the failure to make any payment when due; (ii) the breach of financial covenants; (iii) a cross-default triggered by any other event of default in the facility agreements or other documents forming the indebtedness of the borrower and/or guarantors; (iv) the breach of the credit facility documents, Melco Crown Macau's subconcession contract and land concessions; (v) insolvency or bankruptcy events; (vi) misrepresentations on the part of the borrower and guarantors in statements made in the loan documents delivered to the lenders; and (vii) the imposition of fines in certain circumstances by the relevant governmental authority for the failure to complete the development of City of Dreams by construction of an additional hotel tower in compliance with the terms of the land concession.

Other Financing

We may obtain financing in the form of, among other things, equity or debt, including additional bank loans or high yield, mezzanine or other debt, or rely on our operating cash flow to fund the development of our projects.

MCE FINANCE LIMITED

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

INDEPENDENT AUDITORS' REPORT

To the Shareholder and the Board of Directors of MCE Finance Limited:

We have audited the accompanying consolidated financial statements of MCE Finance Limited and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, shareholder's equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of MCE Finance Limited and its subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

/s/ Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
April 30, 2013

MCE FINANCE LIMITED

CONSOLIDATED BALANCE SHEETS
(In thousands of U.S. dollars, except share and per share data)

	December 31, 2012	December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$1,516,952	$1,014,033
Accounts receivable, net (Note 3)	320,929	306,500
Amounts due from affiliated companies (Note 18(b))	263,123	211,989
Inventories	16,576	15,258
Prepaid expenses and other current assets	32,465	15,070
Total current assets	2,150,045	1,562,850
PROPERTY AND EQUIPMENT, NET (Note 4)	2,343,180	2,481,571
GAMING SUBCONCESSION, NET (Note 5)	542,268	599,505
INTANGIBLE ASSETS, NET (Note 6)	4,220	4,220
GOODWILL (Note 6)	81,915	81,915
LONG-TERM PREPAYMENTS, DEPOSITS AND OTHER ASSETS (Note 7)	65,437	71,742
DEFERRED FINANCING COSTS	42,957	37,579
LAND USE RIGHTS, NET (Note 8)	391,419	408,630
TOTAL ASSETS	$5,621,441	$5,248,012
LIABILITIES AND SHAREHOLDER'S EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 13,745	$ 12,023
Accrued expenses and other current liabilities (Note 9)	692,551	527,164
Income tax payable	5	—
Current portion of long-term debt (Note 10)	128,359	—
Amount due to shareholder (Note 18(d))	18,864	16,649
Amounts due to affiliated companies (Note 18(c))	13,094	47,844
Total current liabilities	866,618	603,680
LONG-TERM DEBT (Note 10)	1,480,337	1,607,895
OTHER LONG-TERM LIABILITIES (Note 11)	5,800	4,986
DEFERRED TAX LIABILITIES (Note 14)	16,498	16,900
LAND USE RIGHT PAYABLE (Note 17(c))	—	8,281
ADVANCE FROM SHAREHOLDER (Note 18(d))	752,113	988,052
COMMITMENTS AND CONTINGENCIES (Note 17)		
SHAREHOLDER'S EQUITY		
Ordinary shares at US$0.01 par value per share (Authorized—5,000,000 shares and issued—1,202 shares as of December 31, 2012 and 2011 (Note 13))	—	—
Additional paid-in capital	2,261,725	2,261,725
Accumulated other comprehensive income	2,635	2,635
Retained earnings (accumulated losses)	235,715	(246,142)
Total shareholder's equity	2,500,075	2,018,218
TOTAL LIABILITIES AND EQUITY	$5,621,441	$5,248,012

The accompanying notes are an integral part of the consolidated financial statements.

MCE FINANCE LIMITED

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	2011
OPERATING REVENUES		
Casino	$ 3,934,761	$ 3,679,423
Rooms	119,512	104,463
Food and beverage	74,378	63,678
Entertainment, retail and others	104,629	95,061
Gross revenues	4,233,280	3,942,625
Less: promotional allowances	(137,633)	(98,942)
Net revenues	4,095,647	3,843,683
OPERATING COSTS AND EXPENSES		
Casino	(2,834,190)	(2,698,981)
Rooms	(14,697)	(18,247)
Food and beverage	(28,103)	(34,194)
Entertainment, retail and others	(62,816)	(58,404)
General and administrative	(239,533)	(226,441)
Pre-opening costs	(3,114)	(1,552)
Amortization of gaming subconcession	(57,237)	(57,237)
Amortization of land use rights	(19,653)	(19,525)
Depreciation and amortization	(257,650)	(257,414)
Property charges and others	(8,654)	(25)
Total operating costs and expenses	(3,525,647)	(3,372,020)
OPERATING INCOME	570,000	471,663
NON-OPERATING EXPENSES		
Interest income	5,277	391
Interest expenses	(85,093)	(100,603)
Reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income (Note 9)	—	(4,310)
Change in fair value of interest rate swap agreements	363	3,947
Amortization of deferred financing costs	(9,417)	(11,943)
Loan commitment fees	(1,324)	(1,411)
Foreign exchange gain (loss), net	4,936	(1,445)
Loss on extinguishment of debt (Note 10)	—	(25,193)
Costs associated with debt modification (Note 10)	(3,277)	—
Total non-operating expenses	(88,535)	(140,567)
INCOME BEFORE INCOME TAX	481,465	331,096
INCOME TAX CREDIT (Note 14)	392	915
NET INCOME	$ 481,857	$ 332,011

The accompanying notes are an integral part of the consolidated financial statements.

MCE FINANCE LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011
Net income	$481,857	$332,011
Other comprehensive income:		
Change in fair value of interest rate swap agreements	—	6,111
Reclassification to earnings upon discontinuance of hedge accounting (Note 9)	—	4,310
Other comprehensive income	—	10,421
Total comprehensive income	$481,857	$342,432

The accompanying notes are an integral part of the consolidated financial statements.

MCE FINANCE LIMITED

CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY
(In thousands of U.S. dollars, except share and per share data)

	Ordinary Shares					
	Shares	Amount	Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	(Accumulated Losses) Retained Earnings	Total Shareholder's Equity
BALANCE AT JANUARY 1, 2011	1,202	$ —	$ 2,261,725	$ (7,786)	$ (578,153)	$ 1,675,786
Net income for the year	—	—	—	—	332,011	332,011
Change in fair value of interest rate swap agreements	—	—	—	6,111	—	6,111
Reclassification to earnings upon discontinuance of hedge accounting (Note 9)	—	—	—	4,310	—	4,310
BALANCE AT DECEMBER 31, 2011	1,202	$ —	$ 2,261,725	$ 2,635	$ (246,142)	$ 2,018,218
Net income for the year	—	—	—	—	481,857	481,857
BALANCE AT DECEMBER 31, 2012	1,202	$ —	$ 2,261,725	$ 2,635	$ 235,715	$ 2,500,075

The accompanying notes are an integral part of the consolidated financial statements.

MCE FINANCE LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 481,857	$ 332,011
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	334,540	334,176
Amortization of deferred financing costs	9,417	11,943
Amortization of discount on senior notes payable	801	723
Loss on disposal of property and equipment	885	426
Allowance for doubtful debts and direct write off	28,416	37,803
Loss on extinguishment of debt	—	25,193
Reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income	—	4,310
Change in fair value of interest rate swap agreements	(363)	(3,947)
Changes in operating assets and liabilities:		
Accounts receivable	(42,367)	(69,741)
Amounts due from affiliated companies	(51,376)	(28,108)
Inventories	(1,318)	(268)
Prepaid expenses and other current assets	(17,394)	(6,013)
Long-term prepayments, deposits and other assets	(441)	(96)
Accounts payable	1,722	3,143
Accrued expenses and other current liabilities	161,539	90,728
Amounts due to affiliated companies	(35,140)	9,494
Other long-term liabilities	814	788
Income tax payable	5	—
Deferred tax liabilities	(402)	(918)
Net cash provided by operating activities	871,195	741,647
CASH FLOWS FROM INVESTING ACTIVITIES		
Advance to shareholder	(225,427)	(56,140)
Acquisition of property and equipment	(91,657)	(73,558)
Payment for land use right	(18,402)	(15,271)
Deposits for acquisition of property and equipment	(7,708)	(3,962)
Payment for entertainment production costs	(1,788)	(70)
Changes in restricted cash	—	167,286
Proceeds from sale of property and equipment	424	233
Net cash (used in) provided by investing activities	(344,558)	18,518
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	—	(117,076)
Payment of deferred financing costs	(15,070)	(29,236)
Repayment of advance from shareholder	(10,863)	(11,433)
Amount due to shareholder	2,215	846
Net cash used in financing activities	(23,718)	(156,899)
NET INCREASE IN CASH AND CASH EQUIVALENTS	502,919	603,266
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,014,033	410,767
CASH AND CASH EQUIVALENTS AT END OF YEAR	$1,516,952	$1,014,033
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS		
Cash paid for interest	$ (84,482)	$ (102,877)
Cash paid for tax	$ (3)	$ (3)
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Construction costs and property and equipment funded through accrued expenses and other current liabilities	$ 15,506	$ 5,927
Costs of property and equipment funded through advance from shareholder and amounts due from/to affiliated companies	$ 983	$ 307
Deferred financing costs funded through accrued expenses and other current liabilities	$ —	$ 258
Entertainment production costs funded through accrued expenses and other current liabilities	$ 15	$ —

The accompanying notes are an integral part of the consolidated financial statements.

1. COMPANY INFORMATION

MCE Finance Limited (the "Company") was incorporated in the Cayman Islands on June 7, 2006. The Company together with its subsidiaries (collectively referred to as the "Group") is a developer, owner and, through its indirect subsidiary, Melco Crown (Macau) Limited (formerly known as Melco Crown Gaming (Macau) Limited) ("Melco Crown Macau" together with the remaining subsidiaries of MPEL Nominee One Limited, a subsidiary of the Company collectively hereafter referred to as the "Gaming Group"), an operator of casino gaming and entertainment resort facilities focused on the Macau Special Administrative Region of the People's Republic of China ("Macau") market.

The Group currently owns and operates City of Dreams—an integrated casino resort located at Cotai, Macau, Altira Macau—a casino hotel located at Taipa, Macau, Taipa Square Casino—a casino located at Taipa, Macau, and Mocha Clubs—non-casino-based operations of electronic gaming machines in Macau.

As of December 31, 2012 and 2011, the Company's sole shareholder is Melco Crown Entertainment Limited ("MCE"). MCE was incorporated in the Cayman Islands and it completed an initial public offering of its ordinary shares in the United States of America ("U.S.") in December 2006. MCE's American depository shares ("ADS") are traded on the NASDAQ Global Select Market under the symbol "MPEL". On December 7, 2011, MCE completed a dual primary listing in the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") and listed its ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited by way of introduction, under the stock code of "6883". As of December 31, 2012 and 2011, the major shareholders of MCE are Melco International Development Limited ("Melco"), a company listed in Hong Kong, and Crown Limited ("Crown"), an Australian-listed corporation.

Upon acquisition of Melco Crown Macau in 2006, MCE underwent a group restructuring in order for the Company to become the intermediate holding company of the Gaming Group (the "Transaction"). On June 7, 2006, MCE set up the Company and transferred its interest in MPEL International Limited ("MPEL International"), a wholly-owned subsidiary of MCE and the immediate holding company of the Gaming Group, to the Company. The Transaction was completed on June 26, 2006. The consolidated financial statements of the Group have been prepared on the basis that the Company has been the holding company of MPEL International and the Gaming Group since the establishment of MPEL International and the Gaming Group as there is no change in MCE's control of MPEL International and the Gaming Group before and after the Transaction.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in U.S. ("U.S. GAAP").

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated on consolidation.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. These estimates and judgments are based on historical information, information that is currently available to the Group and on various other assumptions that the Group believes to be reasonable under the circumstances. Accordingly, actual results could differ from those estimates.

(c) Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell the asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date. The Group estimated the fair values using appropriate valuation methodologies and market information available as of the balance sheet date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(d) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, demand deposits and highly liquid investments which are unrestricted as to withdrawal and use, and which have maturities of three months or less when purchased.

Cash and cash equivalents are placed with financial institutions with high-credit ratings and quality.

(e) Accounts Receivable and Credit Risk

Financial instruments that are potentially subject the Group to concentrations of credit risk consist principally of casino receivables. The Group issues credit in the form of markers to approved casino customers following investigations of creditworthiness including its gaming promoters in Macau which receivable can be offset against commissions payable and any other value items held by the Group to the respective customer and for which the Group intends to set-off when required. As of December 31, 2012 and 2011, a substantial portion of the Group's markers were due from customers residing in foreign countries. Business or economic conditions, the legal enforceability of gaming debts, or other significant events in foreign countries could affect the collectability of receivables from customers and gaming promoters residing in these countries.

Accounts receivable, including casino, hotel and other receivables, are typically non-interest bearing and are initially recorded at cost. Accounts are written off when management deems it is probable the receivable is uncollectible. Recoveries of accounts previously written off are recorded when received. An estimated allowance for doubtful debts is maintained to reduce the Group's receivables to their carrying amounts, which approximates fair value. The allowance is estimated based on specific review of customer accounts as well as management's experience with collection trends in the casino industry and current economic and business conditions. Management believes that as of December 31, 2012 and 2011, no significant concentrations of credit risk existed for which an allowance had not already been recorded.

(f) Inventories

Inventories consist of retail merchandise, food and beverage items and certain operating supplies, which are stated at the lower of cost or market value. Cost is calculated using the first-in, first-out, average and specific identification methods. Write downs of potentially obsolete or slow-moving inventory are recorded based on management's specific analysis of inventory.

(g) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Impairment losses and gains or losses on dispositions of property and equipment are included in operating income. Major additions, renewals and betterments are capitalized, while maintenance and repairs are expensed as incurred.

During the construction and development stage of the Group's casino gaming and entertainment resort facilities, direct and incremental costs related to the design and construction, including costs under the construction contracts, duties and tariffs, equipment installation, shipping costs, payroll and payroll-benefit related costs, depreciation of plant and equipment used, applicable portions of interest and amortization of deferred financing costs, are capitalized in property and equipment. The capitalization of such costs begins when the construction and development of a project starts and ceases once the construction is substantially completed or development activity is suspended for more than a brief period.

Depreciation and amortization expense related to capitalized construction costs and other property and equipment is recognized from the time each asset is placed in service. This may occur at different stages as casino gaming and entertainment resort facilities are completed and opened.

(In thousands of U.S. dollars, except share and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(g) Property and Equipment—continued

Property and equipment and other long-lived assets with a finite useful life are depreciated and amortized on a straight-line basis over the asset's estimated useful life. Estimated useful lives are as follows:

Classification	Estimated Useful Life
Buildings	7 to 25 years or over the term of the land use right agreement, whichever is shorter
Leasehold improvements	10 years or over the lease term, whichever is shorter
Furniture, fixtures and equipment	2 to 10 years
Motor vehicles	5 years
Plant and gaming machinery	3 to 5 years

(h) Capitalization of Interest and Amortization of Deferred Financing Costs

Interest and amortization of deferred financing costs incurred on funds used to construct the Group's casino gaming and entertainment resort facilities during the active construction period are capitalized. Interest subject to capitalization primarily includes interest paid or payable on advance from shareholder, the Group's senior secured credit facility as entered into on September 5, 2007 (the "City of Dreams Project Facility"), interest rate swap agreements, the Company's $600,000 10.25% senior notes, due 2018 issued on May 17, 2010 (the "2010 Senior Notes") and the City of Dreams Project Facility amended on June 30, 2011 (the "2011 Credit Facilities"). The capitalization of interest and amortization of deferred financing costs ceases once a project is substantially complete or development activity is suspended for more than a brief period. The amount to be capitalized is determined by applying the weighted-average interest rate of the Group's outstanding borrowings to the average amount of accumulated capital expenditures for assets under construction during the year and is added to the cost of the underlying assets and amortized over their respective useful lives. No amortization of deferred financing cost or interest expense were capitalized during the years ended December 31, 2012 and 2011.

(i) Gaming Subconcession, Net

The gaming subconcession is capitalized based on the fair value of the gaming subconcession agreement as of the date of acquisition of Melco Crown Macau in 2006, and amortized using the straight-line method over the term of agreement which is due to expire in June 2022.

(j) Goodwill and Intangible Assets, Net

Goodwill represents the excess of acquisition cost over the fair value of tangible and identifiable intangible net assets of any business acquired. Goodwill is not amortized, but is tested for impairment at the reporting unit level on an annual basis, and between annual tests when circumstances indicate that the carrying value of goodwill may not be recoverable. An impairment loss is recognized in an amount equal to the excess of the carrying amount over the implied fair value.

Intangible assets other than goodwill are amortized over their useful lives unless their lives are determined to be indefinite in which case they are not amortized. Intangible assets are carried at cost, less accumulated amortization. The Group's finite-lived intangible asset consists of the gaming subconcession. Finite-lived intangible assets are amortized over the shorter of their contractual terms or estimated useful lives. The Group's intangible assets with indefinite lives represent Mocha Clubs trademarks, which are tested for impairment on an annual basis or when circumstances indicate that the carrying value of the intangible assets may not be recoverable.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(k) **Impairment of Long-Lived Assets (Other Than Goodwill)**

The Group evaluates the recoverability of long-lived assets with finite lives whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value.

(l) **Deferred Financing Costs**

Direct and incremental costs incurred in obtaining loans or in connection with the issuance of long-term debt are capitalized and amortized over the terms of the related debt agreements using the effective interest method. Deferred financing costs amounted to $9,417 and $11,943, were amortized during the years ended December 31, 2012 and 2011, respectively.

(m) **Land Use Rights, Net**

Land use rights are recorded at cost less accumulated amortization. Amortization is provided over the estimated lease term of the land on a straight-line basis.

(n) **Revenue Recognition and Promotional Allowances**

The Group recognizes revenue at the time persuasive evidence of an arrangement exists, the service is provided or the retail goods are sold, prices are fixed or determinable and collection is reasonably assured.

Casino revenues are measured by the aggregate net difference between gaming wins and losses less accruals for the anticipated payouts of progressive slot jackpots, with liabilities recognized for funds deposited by customers before gaming play occurs and for chips in the customers' possession.

The Group follows the accounting standards for reporting revenue gross as a principal versus net as an agent, when accounting for operations of Taipa Square Casino and Grand Hyatt Macau hotel. For the operations of Taipa Square Casino, given the Group operates the casino under a right to use agreement with the owner of the casino premises and has full responsibility for the casino operations in accordance with its gaming subconcession, it is the principal and casino revenue is therefore recognized on a gross basis. For the operations of Grand Hyatt Macau hotel, the Group is the owner of the hotel property, and the hotel manager operates the hotel under a management agreement providing management services to the Group, and the Group receives all rewards and takes substantial risks associated with the hotel business, it is the principal and the transactions of the hotel are therefore recognized on a gross basis.

Rooms, food and beverage, entertainment, retail and other revenues are recognized when services are performed. Advance deposits on rooms and advance ticket sales are recorded as customer deposits until services are provided to the customer. Minimum operating and right to use fee, adjusted for contractual base fee and operating fee escalations, are included in entertainment, retail and other revenues and are recognized on a straight-line basis over the terms of the related agreement.

Revenues are recognized net of certain sales incentives which are required to be recorded as a reduction of revenue; consequently, the Group's casino revenues are reduced by discounts, commissions and points earned in customer loyalty programs, such as the player's club loyalty program.

(In thousands of U.S. dollars, except share and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(n) Revenue Recognition and Promotional Allowances—continued

The retail value of rooms, food and beverage, entertainment, retail and other services furnished to guests without charge is included in gross revenues and then deducted as promotional allowances. The estimated cost of providing such promotional allowances for the years ended December 31, 2012 and 2011, is reclassified from rooms costs, food and beverage costs, entertainment, retail and other services costs and is included in casino expenses as follows:

	Year Ended December 31,	
	2012	2011
Rooms	$ 16,819	$ 12,696
Food and beverage	38,441	28,653
Entertainment, retail and others	7,238	6,510
	$ 62,498	$ 47,859

(o) Point-loyalty Programs

The Group operates different loyalty programs in certain of its properties to encourage repeat business from loyal slot machine customers and table games patrons. Members earn points based on gaming activity and such points can be redeemed for free play and other free goods and services. The Group accrues for loyalty program points expected to be redeemed for cash and free play as a reduction to gaming revenue and accrues for loyalty program points expected to be redeemed for free goods and services as casino expense. The accruals are based on management's estimates and assumptions regarding the redemption value, age and history with expiration of unused points resulting in a reduction of the accruals.

(p) Gaming Tax

The Group is subject to taxes based on gross gaming revenue in Macau. These gaming taxes are determined from an assessment of the Group's gaming revenue and are recorded as an expense within the "Casino" line item in the consolidated statements of operations. These taxes totaled $2,024,697 and $1,948,652 for the years ended December 31, 2012 and 2011, respectively.

(q) Pre-opening Costs

Pre-opening costs, consist primarily of marketing expenses and other expenses related to new or start-up operations and are expensed as incurred. The Group incurred pre-opening costs in connection with certain one-off activities related to the marketing of new facilities and operations.

(r) Advertising Expenses

The Group expenses all advertising costs as incurred. Advertising costs incurred during development periods are included in pre-opening costs. Once a project is completed, advertising costs are mainly included in general and administrative expenses. Total advertising costs were $34,417 and $29,095 for the years ended December 31, 2012 and 2011, respectively.

(s) Foreign Currency Transactions and Translations

All transactions in currencies other than functional currencies of the Company during the year are remeasured at the exchange rates prevailing on the respective transaction dates. Monetary assets and liabilities existing at the balance sheet date denominated in currencies other than functional currencies are remeasured at the exchange rates existing on that date. Exchange differences are recorded in the consolidated statements of operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(s) **Foreign Currency Transactions and Translations**—continued

The functional currencies of the Company and its major subsidiaries are the United States dollars ("$" or "US$"), the Hong Kong dollars ("HK$") or the Macau Patacas ("MOP"), respectively. All assets and liabilities are translated at the rates of exchange prevailing at the balance sheet date and all income and expense items are translated at the average rates of exchange over the year. All exchange differences arising from the translation of subsidiaries' financial statements are recorded as a component of comprehensive income.

(t) **Income Tax**

The Group is subject to income taxes in Macau and U.S. where it operates.

Deferred income taxes are recognized for all significant temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

The Group's income tax returns are subject to examination by tax authorities in the jurisdictions where it operates. The Group assesses potentially unfavorable outcomes of such examinations based on accounting standards for uncertain income taxes. These accounting standards utilize a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely, based solely on the technical merits, of being sustained on examinations.

(u) **Accounting for Derivative Instruments and Hedging Activities**

The Group uses derivative financial instruments such as floating-for-fixed interest rate swap agreements to manage its risks associated with interest rate fluctuations in accordance with lenders' requirements under the City of Dreams Project Facility. The Group accounts for derivative financial instruments in accordance with applicable accounting standards. All derivative instruments are recognized in the consolidated financial statements at fair value at the balance sheet date. Any changes in fair value are recorded in the consolidated statements of operations or accumulated other comprehensive income, depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of interest rate swap agreements are based on a standard valuation model that projects future cash flows and discounts those future cash flows to a present value using market-based observable inputs such as interest rate yields.

All outstanding interest rate swap agreements expired during the year ended December 31, 2012. Further information on the Group's outstanding financial instrument arrangements on interest rate swap agreements as of December 31, 2011 is included in Note 9.

(v) **Comprehensive Income and Accumulated Other Comprehensive Income**

Comprehensive income includes net income and change in the fair value of interest rate swap agreements and is reported in the consolidated statements of comprehensive income. On June 30, 2011, the Group amended the City of Dreams Project Facility and the accumulated losses of interest rate swap agreements were reclassified to earnings as the interest rate swap agreements no longer qualified for hedge accounting immediately after the amendment of the City of Dreams Project Facility. Further information on the amendment of the City of Dreams Project Facility is included in Note 10.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(v) **Comprehensive Income and Accumulated Other Comprehensive Income**—continued

The consolidated financial statements have been adjusted for the retrospective application of the authoritative guidance regarding presentation of comprehensive income, which was adopted by the Group on January 1, 2012.

As of December 31, 2012 and 2011, the Group's accumulated other comprehensive income consisted solely of foreign currency translation adjustment.

(w) **Recent Changes in Accounting Standards**

Newly adopted accounting pronouncement:

In May 2011, the Financial Accounting Standards Board ("FASB") issued an accounting standard update to align the principles for fair value measurements and the related disclosure requirements under U.S. GAAP and International Financial Reporting Standards. The FASB update clarified existing fair value measurement and disclosure requirements, and expanded disclosure requirements for fair value measurements. The adoption of this amended standard was effective for the Group as of January 1, 2012 and did not have a material impact on the Group's consolidated financial results or disclosures.

In June 2011, the FASB issued an accounting standard update to revise the manner in which entities present comprehensive income in their financial statements, most significantly by requiring that comprehensive income be presented with net income in a continuous statement, or in a separate but consecutive statement and not within a statement of changes in equity and amending other presentation and disclosure requirements concerning comprehensive income. In December 2011, the FASB issued an accounting standard update to defer the requirement to present reclassifications between other comprehensive income or loss and net income or loss. The Group adopted these pronouncements on January 1, 2012. The presentation of comprehensive income was retrospectively applied for all the periods presented. The adoption of these pronouncements did not have a significant effect on the Group's consolidated financial results or disclosures. Refer to consolidated statements of comprehensive income for the required presentation.

In September 2011, the FASB issued amended accounting guidance related to goodwill impairment testing. The amended guidance permits an entity to first assess qualitative factors before calculating the fair value of a reporting unit in the annual two-step quantitative goodwill impairment test required under current accounting standards. If it is determined that it is "more-likely-than-not" that the fair value of a reporting unit is not less than its carrying value, further testing is not needed. The amended guidance was effective for the Group as of January 1, 2012 and did not have a material impact on the Group's consolidated financial results or disclosures.

Recent accounting pronouncement not yet adopted:

In July 2012, the FASB issued amended accounting guidance to simplify testing indefinite-lived intangible assets, other than goodwill, for impairment. The amended guidance allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is "more-likely-than-not" that the asset is impaired. The amended guidance is effective for interim and annual impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of this amended guidance is not expected to have a material impact on the Group's consolidated financial results or disclosures.

(In thousands of U.S. dollars, except share and per share data)

3. ACCOUNTS RECEIVABLE, NET

Components of accounts receivable, net are as follows:

	December 31, 2012	December 31, 2011
Casino	$ 426,796	$ 385,898
Hotel	2,390	3,691
Other	5,007	3,686
Sub-total	$ 434,193	$ 393,275
Less: allowance for doubtful debts	(113,264)	(86,775)
	$ 320,929	$ 306,500

During the years ended December 31, 2012 and 2011, the Group has provided allowance for doubtful debts of $26,566 and $36,871 and has directly written off accounts receivable of $1,850 and $932, respectively.

Movements of allowance for doubtful debts are as follows:

	Year Ended December 31, 2012	Year Ended December 31, 2011
At beginning of year	$ 86,775	$ 41,490
Additional allowance	26,566	36,871
Reclassified (to) from long-term receivables, net	(77)	8,414
At end of year	$ 113,264	$ 86,775

4. PROPERTY AND EQUIPMENT, NET

	December 31, 2012	December 31, 2011
Cost		
Buildings	$ 2,428,325	$ 2,428,359
Furniture, fixtures and equipment	425,217	398,447
Leasehold improvements	231,527	177,975
Plant and gaming machinery	153,660	147,084
Motor vehicles	7,629	4,273
Sub-total	$ 3,246,358	$ 3,156,138
Less: accumulated depreciation	(962,542)	(723,390)
Sub-total	$ 2,283,816	$ 2,432,748
Construction in progress	59,364	48,823
Property and equipment, net	$ 2,343,180	$ 2,481,571

As of December 31, 2012 and 2011, construction in progress in relation to City of Dreams included interest paid or payable on advance from shareholder, the City of Dreams Project Facility and interest rate swap agreements, amortization of deferred financing costs and other direct incidental costs capitalized (representing insurance, salaries and wages and certain other professional charges incurred) which amounted to $7,551 in each of those years.

(In thousands of U.S. dollars, except share and per share data)

5. GAMING SUBCONCESSION, NET

	December 31, 2012	December 31, 2011
Deemed cost	$ 900,000	$ 900,000
Less: accumulated amortization	(357,732)	(300,495)
Gaming subconcession, net	$ 542,268	$ 599,505

The deemed cost was determined based on the estimated fair value of the gaming subconcession contributed by a shareholder of MCE in 2006. The gaming subconcession is amortized on a straight-line basis over the term of the gaming subconcession agreement which expires in June 2022. The Group expects that amortization of the gaming subconcession will be approximately $57,237 each year from 2013 through 2021, and approximately $27,135 in 2022.

6. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill relating to Mocha Clubs and other intangible assets with indefinite useful lives, representing trademarks of Mocha Clubs, are not amortized.

To assess potential impairment of goodwill, the Group performs an assessment of the carrying value of the reporting units at least on an annual basis or when events occur or circumstances change that would more likely than not reduce the estimated fair value of those reporting units below their carrying value. If the carrying value of a reporting unit exceeds its fair value, the Group would perform the second step in its assessment process and record an impairment loss to earnings to the extent the carrying amount of the reporting unit's goodwill exceeds its implied fair value. The Group estimates the fair value of those reporting units through internal analysis and external valuations, which utilize income and market valuation approaches through the application of capitalized earnings, discounted cash flow and market comparable methods. These valuation techniques are based on a number of estimates and assumptions, including the projected future operating results of the reporting unit, discount rates, long-term growth rates and market comparable.

Trademarks of Mocha Clubs are tested for impairment at least annually or when events occur or circumstances change that would more likely than not reduce the estimated fair value of trademarks below its carrying value using the relief-from-royalty method. Under this method, the Group estimates the fair value of the trademarks through internal and external valuations, mainly based on the incremental after-tax cash flow representing the royalties that the Group is relieved from paying given it is the owner of the trademarks. These valuation techniques are based on a number of estimates and assumptions, including the projected future revenues of the trademarks calculated using an appropriate royalty rate, discount rate and long-term growth rates.

The Group has performed annual tests for impairment of goodwill and trademarks in accordance with the accounting standards regarding goodwill and other intangible assets. No impairment loss has been recognized during the years ended December 31, 2012 and 2011.

7. LONG-TERM PREPAYMENTS, DEPOSITS AND OTHER ASSETS

Long-term prepayments, deposits and other assets consisted of the following:

	December 31, 2012	December 31, 2011
Entertainment production costs	$ 70,356	$ 68,553
Less: accumulated amortization	(16,603)	(9,141)
Entertainment production costs, net	$ 53,753	$ 59,412
Deposits and other	9,301	10,027
Long-term receivables, net	2,383	2,303
Long-term prepayments, deposits and other assets	$ 65,437	$ 71,742

(In thousands of U.S. dollars, except share and per share data)

7. LONG-TERM PREPAYMENTS, DEPOSITS AND OTHER ASSETS—continued

Entertainment production costs represent the amounts incurred and capitalized for the entertainment shows in City of Dreams. The Group amortized the entertainment production costs over 10 years or the respective useful life of the entertainment shows, whichever is shorter.

Long-term receivables, net, represent casino receivables from casino customers where settlement is not expected within the next year. Aging of such balances are all over 90 days and include allowance for doubtful debts of $6,641 and $6,564 as of December 31, 2012 and 2011, respectively. During the year ended December 31, 2012, long-term receivables of $3,854 and allowance for doubtful debts of $3,854 were reclassified to current; and current accounts receivable of $3,453 and allowance for doubtful debts of $3,931 were reclassified to non-current. Reclassifications to current accounts receivable, net, are made when conditions support that it is probable for settlement of such balances to occur within one year.

8. LAND USE RIGHTS, NET

	December 31, 2012	December 31, 2011
Altira Macau (“Taipa Land”)	$ 143,985	$ 141,543
City of Dreams (“Cotai Land”)	376,122	376,122
	$ 520,107	$ 517,665
Less: accumulated amortization	(128,688)	(109,035)
Land use rights, net	$ 391,419	$ 408,630

Land use rights are recorded at cost less accumulated amortization. Amortization is provided over the estimated lease term of the land on a straight-line basis. The expiry dates of the leases of the land use rights of Altira Macau and City of Dreams are March 2031 and August 2033, respectively.

9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	December 31, 2012	December 31, 2011
Construction costs payable	$ 14,973	$ 4,613
Customer deposits and ticket sales	72,141	42,832
Gaming tax accruals	197,577	169,576
Interest expenses payable	8,379	8,689
Interest rate swap liabilities	—	363
Land use right payable	8,281	15,960
Operating expense and other accruals	88,509	77,510
Other gaming related accruals	24,524	19,643
Outstanding gaming chips and tokens	278,167	187,978
	$ 692,551	$ 527,164

In connection with the signing of the City of Dreams Project Facility in September 2007, Melco Crown Macau entered into floating-for-fixed interest rate swap agreements to limit its exposure to interest rate risk. Under the interest rate swap agreements, Melco Crown Macau paid a fixed interest rate ranging from 1.96% to 4.74% per annum of the notional amount, and received variable interest which was based on the applicable Hong Kong Interbank Offered Rate (“HIBOR”) for each of the payment date. As of December 31, 2011, the notional amounts of the outstanding interest rate swap agreements amounted to $127,892. All interest rate swap agreements expired as of December 31, 2012.

Before the amendment of the City of Dreams Project Facility on June 30, 2011 as disclosed in Note 10, these interest rate swap agreements were expected to remain highly effective in fixing the interest rate and

(In thousands of U.S. dollars, except share and per share data)

9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES—continued

qualify for cash flow hedge accounting. Therefore, there was no impact on the consolidated statements of operations from changes in the fair value of the hedging instruments. Instead the fair value of the instruments were recorded as assets or liabilities on the consolidated balance sheets, with an offsetting adjustment to the accumulated other comprehensive income until the hedged interest expenses were recognized in the consolidated statements of operations.

Immediately after the amendment of the City of Dreams Project Facility on June 30, 2011, the interest rate swap agreements no longer qualified for hedge accounting. Accordingly, the Group reclassified the accumulated losses of $4,310 recognized in accumulated other comprehensive income prior to the discontinuance of hedge accounting to the consolidated statements of operations. The subsequent changes in fair value of the interest rate swap agreements were recognized in the consolidated statements of operations. As of December 31, 2011, the interest rate swap liabilities of $363 represented the fair values of interest rate swap agreements.

10. LONG-TERM DEBT

Long-term debt consisted of the following:

	December 31, 2012	December 31, 2011
2011 Credit Facilities	$ 1,014,729	$ 1,014,729
2010 Senior Notes[1]	593,967	593,166
	$ 1,608,696	$ 1,607,895
Current portion of long-term debt	(128,359)	—
	$ 1,480,337	$ 1,607,895

City of Dreams Project Facility

On September 5, 2007, Melco Crown Macau (the "Borrower") entered into the City of Dreams Project Facility, which was subsequently amended in May 2010, with certain lenders in an aggregate amount of $1,750,000 to fund the City of Dreams project. The City of Dreams Project Facility consisted of a $1,500,000 term loan facility (the "Term Loan Facility") and a $250,000 revolving credit facility (the "Revolving Credit Facility").

This indebtedness was guaranteed by the borrowing group as defined under the City of Dreams Project Facility ("the Borrowing Group"). Security for the City of Dreams Project Facility includes: a first priority mortgage over all land where the Altira Macau and City of Dreams are located which are held by subsidiaries (such mortgages also cover all present and any future buildings on, and fixtures to, the relevant land); an assignment of any land use rights under land concession agreements, leases or equivalent; charges over the bank accounts in respect of the Borrowing Group, subject to certain exceptions; assignment of the rights under certain insurance policies; first priority security over the chattels, receivables and other assets of the Borrowing Group which are not subject to any security under any other security documentation; first priority charges over the issued share capital of the Borrowing Group and equipment and tools used in the gaming business by the Borrowing Group; as well as other customary security.

During the year ended December 31, 2011, the Borrower repaid $89,158 and prepaid $20,896 of the Term Loan Facility, according to the quarterly amortization payments and the quarterly mandatory prepayments, respectively, and the Borrower also made voluntary repayments of $7,022 before the amendment to the City of Dream Project Facility on June 30, 2011 as described below.

During the year ended December 31, 2011, the Borrower recognized loan commitment fee under the City of Dreams Project Facility of $461.

2011 Credit Facilities

On June 30, 2011, the City of Dreams Project Facility was further amended pursuant to an amendment agreement entered into by, among others, the Borrower and certain lenders under the City of Dreams Project Facility on June 22, 2011. The 2011 Credit Facilities, among other things: (i) reduce the Term Loan Facility

10. LONG-TERM DEBT—continued

2011 Credit Facilities—continued

to HK$6,241,440,000 (equivalent to $802,241) (the "2011 Term Loan Facility") and increase the Revolving Credit Facility to HK$3,120,720,000 (equivalent to $401,121) (the "2011 Revolving Credit Facility"), of which both are denominated in Hong Kong dollars; (ii) introduce new lenders and remove certain lenders originally under the City of Dreams Project Facility; (iii) extend the repayment maturity date; (iv) reduce and remove certain restrictions imposed by the covenants in the City of Dreams Project Facility; and (v) remove MPEL (Delaware) LLC, a wholly-owned subsidiary of the Borrower which was subsequently dissolved on May 31, 2012, from the Borrowing Group which included the Borrower and certain of its subsidiaries (the "2011 Borrowing Group").

The final maturity date of the 2011 Credit Facilities is June 30, 2016. The 2011 Term Loan Facility will be repaid in quarterly instalments according to an amortization schedule commencing on September 30, 2013. Each loan made under the 2011 Revolving Credit Facility will be repaid in full on the last day of an agreed upon interest period in respect of the loan, generally ranging from one to six months, or rolling over subject to compliance with certain covenants and satisfaction of conditions precedent. The Borrower may make voluntary prepayments in respect of the 2011 Credit Facilities in a minimum amount of HK$160,000,000 (equivalent to $20,566), plus the amount of any applicable break costs. The Borrower is also subject to mandatory prepayment requirements in respect of various amounts within the 2011 Borrowing Group, including but not limited to: (i) the net proceeds received by any member of the 2011 Borrowing Group in respect of the compulsory transfer, seizure or acquisition by any governmental authority of the assets of any member of the 2011 Borrowing Group (subject to certain exceptions); (ii) the net proceeds of certain asset sales, subject to reinvestment rights and certain exceptions, which are in excess of $15,000; (iii) net termination, claim or settlement proceeds paid under the Borrower's subconcession or the 2011 Borrowing Group's land concessions, subject to certain exceptions; (iv) insurance proceeds net of expenses to obtain such proceeds under the property insurances relating to the total loss of all or substantially all of the Altira Macau gaming business; and (v) other insurance proceeds net of expenses to obtain such proceeds under any property insurances, subject to reinvestment rights and certain exceptions, which are in excess of $15,000.

The indebtedness under the 2011 Credit Facilities is guaranteed by the 2011 Borrowing Group. Security for the 2011 Credit Facilities remains substantially the same as under the City of Dreams Project Facility (although the terms of the associated security documents have been amended for consistency and/or conformity with the 2011 Credit Facilities) except for securities related to MPEL (Delaware) LLC, which have been released.

The 2011 Credit Facilities also contain affirmative and negative covenants customary for financings of this type, with an additional covenant that the 2011 Borrowing Group must not enter into any contracts for the construction or financing of an additional hotel tower in connection with the development of City of Dreams except in accordance with plans approved by the lenders in accordance with the terms of the 2011 Credit Facilities. The 2011 Credit Facilities remove the financial covenants under the City of Dreams Project Facility, and replace them with, without limitation:

- a leverage ratio, which cannot exceed 3.00 to 1.00 for the reporting periods ending September 30, 2011, December 31, 2011, March 31, 2012, June 30, 2012, September 30, 2012, December 31, 2012, March 31, 2013 and June 30, 2013 and cannot exceed 2.50 to 1.00 for the reporting periods ending September 30, 2013 onwards;

- total leverage ratio, which cannot exceed 4.50 to 1.00 for the reporting periods ending September 30, 2011, December 31, 2011, March 31, 2012, June 30, 2012, September 30, 2012, December 31, 2012, March 31, 2013 and June 30, 2013 and cannot exceed 4.00 to 1.00 for the reporting periods ending September 30, 2013 onwards; and

- interest cover ratio, which must be greater than or equal to 4.00 to 1.00 for the reporting periods ending September 30, 2011 onwards.

Management believes that the 2011 Borrowing Group was in compliance with all covenants of the 2011 Credit Facilities as of December 31, 2012.

There are provisions that limit or prohibit certain payments of dividends and other distributions by the 2011 Borrowing Group to the Company or persons who are not members of the 2011 Borrowing Group

10. LONG-TERM DEBT—continued

2011 Credit Facilities—continued

(described in further detail below under "Distribution of Profits"). As of December 31, 2012 and 2011, the net assets of the 2011 Borrowing Group of approximately $2,382,000 and $1,896,000, respectively were restricted from being distributed under the terms of the 2011 Credit Facilities.

Borrowings under the 2011 Credit Facilities bear interest at HIBOR plus a margin ranging from 1.75% to 2.75% per annum as adjusted in accordance with the leverage ratio in respect of the 2011 Borrowing Group. The Borrower may select an interest period for borrowings under the 2011 Credit Facilities of one, two, three or six months or any other agreed period. The Borrower is obligated to pay a commitment fee quarterly in arrears from June 30, 2011 on the undrawn amount of the 2011 Revolving Credit Facility throughout the availability period. Loan commitment fees on the 2011 Credit Facilities amounting to $1,324 and $950 were recognized during the years ended December 31, 2012 and 2011, respectively.

The Group accounted for the amendment of the City of Dreams Project Facility as an extinguishment of debt because the difference between the applicable future cash flows under the 2011 Credit Facilities compared with the applicable future cash flows under the City of Dreams Project Facility as of the amendment date, June 30, 2011 was in excess of 10% of such applicable future cash flows. The Group wrote off the unamortized deferred financing costs of $25,193 upon the extinguishment of the City of Dreams Project Facility as loss on extinguishment of debt in the consolidated statements of operations for the year ended December 31, 2011 and the 2011 Credit Facilities was recognized at fair value upon the extinguishment. In addition, the Group capitalized the third party fee and related issuance costs in relation to the 2011 Credit Facilities of $29,328 as deferred financing costs.

As of December 31, 2012, the 2011 Term Loan Facility has been fully drawn down and HK$1,653,154,570 (equivalent to $212,488) under the 2011 Revolving Credit Facility has also been drawn down, resulting in total outstanding borrowings relating to the 2011 Credit Facilities of HK$7,894,594,570 (equivalent to $1,014,729) while HK$1,467,565,430 (equivalent to $188,633) of the 2011 Revolving Credit Facility remains available for future draw down.

On March 28, 2013, the Borrower repaid HK$1,653,154,570 (equivalent to $212,488) under the 2011 Revolving Credit Facility, further details are disclosed in Note 20(f).

2010 Senior Notes

On May 17, 2010, the Company issued and listed the 2010 Senior Notes on the Official List of Singapore Exchange Securities Trading Limited ("SGX-ST"). The purchase price paid by the initial purchasers was 98.671% of the principal amount. The 2010 Senior Notes are general obligations of the Company, secured by a first-priority pledge of the intercompany note (the "Intercompany Note") representing the on-lending of the gross proceeds from the issuance of the 2010 Senior Notes by the Company to an indirect subsidiary of the Company to reduce the indebtedness under the City of Dreams Project Facility, rank equally in right of payment to all existing and future senior indebtedness of the Company and rank senior in right of payment to any existing and future subordinated indebtedness of the Company. The 2010 Senior Notes are effectively subordinated to all of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such debt. MCE and MPEL International Limited (together, the "Senior Guarantors"), fully and unconditionally and jointly and severally guaranteed the 2010 Senior Notes on a senior secured basis. Certain other indirect subsidiaries of the Company (the "Subsidiary Group Guarantors"), including Melco Crown Macau (together with the Senior Guarantors, the "2010 Senior Notes Guarantors"), fully and unconditionally and jointly and severally guaranteed the 2010 Senior Notes on a senior subordinated secured basis. The guarantees provided by the Senior Guarantors are general obligations of the Senior Guarantors, rank equally in right of payment with all existing and future senior indebtedness of the Senior Guarantors and rank senior in right of payment to any existing and future subordinated indebtedness of the

10. LONG-TERM DEBT—continued

2010 Senior Notes—continued

Senior Guarantors. The guarantees provided by the Subsidiary Group Guarantors are general obligations of the Subsidiary Group Guarantors, rank subordinated in right of payment to indebtedness of such Subsidiary Group Guarantors' obligations under the designated senior indebtedness described in the related offering memorandum and rank senior in right of payment to any existing and future subordinated indebtedness of such Subsidiary Group Guarantors. Upon entering of the 2011 Credit Facilities, the guarantees provided under the 2010 Senior Notes were amended with the principal effect being that claims of noteholders under the 2010 Senior Notes against subsidiaries of the Company that are obligors under the 2011 Credit Facilities will rank equally in right of payment with claims of lenders under the 2011 Credit Facilities. The 2010 Senior Notes mature on May 15, 2018. Interest on the 2010 Senior Notes is accrued at a rate of 10.25% per annum and is payable semi-annually in arrears on May 15 and November 15 of each year, commencing on November 15, 2010.

The net proceeds from the offering after deducting the original issue discount of approximately $7,974 and underwriting commissions and other expenses of approximately $14,960 was approximately $577,066. The Group used the net proceeds from the offering to reduce the indebtedness under the City of Dreams Project Facility by approximately $444,066 and deposited the remaining $133,000 in a bank account that was restricted for use to pay future City of Dreams Project Facility's quarterly amortization payments commencing December 2010. The restriction was released upon the amendment of the City of Dreams Project Facility on June 30, 2011 as described above. The 2010 Senior Notes were reflected net of discount under long-term debt in the consolidated balance sheets. The Group capitalized the underwriting fee and related issuance costs in relation to the 2010 Senior Notes of $14,585 as deferred financing costs.

At any time after May 15, 2014, 2015 and 2016 and thereafter, the Company may redeem some or all of the 2010 Senior Notes at the redemption prices of 105.125%, 102.563% and 100.000%, respectively, plus accrued and unpaid interest, additional amounts and liquidated damages, if any, to the redemption date.

Prior to May 15, 2014, the Company may redeem all or part of the 2010 Senior Notes at the redemption price set forth in the related offering memorandum plus the applicable "make-whole" premium described in the related offering memorandum plus accrued and unpaid interest, additional amounts and liquidated damages, if any, to the redemption date.

Prior to May 15, 2013, the Company may redeem up to 35% of the principal amount of the 2010 Senior Notes with the net cash proceeds from one or more certain equity offerings at the redemption price of 110.25% of the principal amount of the 2010 Senior Notes, plus accrued and unpaid interest, additional amounts and liquidated damages, if any, to the redemption date. In addition, subject to certain exceptions and as more fully described in the related offering memorandum, the Company may redeem the 2010 Senior Notes in whole, but not in part, at a price equal to 100% of the principal amount plus accrued interest and unpaid interest, additional amounts and liquidated damages, if any, to the date fixed by the Company for redemption, if the Company or any one of the 2010 Senior Notes Guarantors would become obligated to pay certain additional amounts as a result of certain changes in withholding tax laws or certain other circumstances. The Company may also redeem the 2010 Senior Notes if the gaming authority of any jurisdiction in which MCE, the Company or any of their respective subsidiaries conducts or proposes to conduct gaming requires holders or beneficial owners of the 2010 Senior Notes to be licensed, qualified or found suitable under applicable gaming laws and such holder or beneficial owner, as the case may be, fails to apply or becomes licensed or qualified within the required time period or is found unsuitable.

The indenture governing the 2010 Senior Notes contains certain covenants that, subject to certain exceptions and conditions, limit the ability of the Company and its restricted subsidiaries' ability to, among other things: (i) incur or guarantee additional indebtedness; (ii) make specified restricted payments; (iii) issue or sell capital stock; (iv) sell assets; (v) create liens; (vi) enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, transfer assets or make intercompany loans; (vii) enter into transactions with shareholders or affiliates; and (viii) effect a consolidation or merger. As of December 31, 2012, management believes that the Company was in compliance with each of the financial restrictions and requirements.

(In thousands of U.S. dollars, except share and per share data)

10. LONG-TERM DEBT—continued

2010 Senior Notes—continued

In relation to aforesaid paragraphs, there are provisions under the indenture of the 2010 Senior Notes that limit or prohibit certain payments of dividends and other distributions by the Company and its respective restricted subsidiaries to persons who are not the Company or members of the Company respective restricted subsidiaries, subject to certain exceptions and conditions. As of December 31, 2012 and 2011, the net assets of the Company and its respective restricted subsidiaries of approximately $2,500,000 and $2,018,000, respectively were restricted from being distributed under the terms of the 2010 Senior Notes.

The Company has entered into a registration rights agreement whereby the Company has registered the notes to be issued in an exchange offer for the 2010 Senior Notes with the U.S. Securities and Exchange Commission in August 2010 and with further amendments filed in October and November 2010 in connection with the exchange offer, which registration statement was effective on November 12, 2010.

On October 30, 2012, the Company received unrevoked consents from the holders (the "Holders") of the requisite aggregate principal amount of the 2010 Senior Notes necessary to approve certain proposed amendments to, among other things, allow the Company to (i) make an additional $400,000 of restricted payments to fund the Studio City project—an integrated resort comprising entertainment, retail and gaming facilities to be developed in Cotai, Macau which is 60% held indirectly by MCE, and (ii) have the flexibility to transact with, and use any revenues or other payments generated or derived from, certain projects and to provide for certain other technical amendments (the "Proposed Amendments") to the indenture governing the 2010 Senior Notes and executed a supplemental indenture to give effect to the Proposed Amendments. The Company capitalized the payments to the agent and Holders who had validly delivered a consent to the Proposed Amendments totaling $14,795 as deferred financing costs and expensed the third party fee of $3,277 as a result of the aforementioned debt modification.

On January 28, 2013, the Company made a tender offer to purchase the 2010 Senior Notes, subject to certain conditions. On February 26, 2013, $599,135 aggregate principal amount of the 2010 Senior Notes were tendered and on February 27, 2013, the Company elected to redeem the remaining outstanding aggregate principal amount of the 2010 Senior Notes of $865 on March 28, 2013. Further details of the tender offer and early redemption of the 2010 Senior Notes is included in Note 20(b).

Total interest on long-term debt consisted of the following:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Interest for City of Dreams Project Facility	$ —	$ 13,269
Interest for 2011 Credit Facilities	21,849	13,731
Interest for 2010 Senior Notes	61,500	61,500
Amortization of discount in connection with issuance of 2010 Senior Notes	801	723
	$ 84,150	$ 89,223

During the years ended December 31, 2012 and 2011, the Group's average borrowing rates were approximately 5.64% and 6.01% per annum, respectively.

(In thousands of U.S. dollars, except share and per share data)

10. LONG-TERM DEBT—continued

Scheduled maturities of the long-term debt as of December 31, 2012 are as follows:

Year ending December 31,	
2013	$ 128,359
2014	256,717
2015	256,717
2016	372,936
2017	—
Over 2017(2)	593,967
	$ 1,608,696

Notes

(1) Net of unamortized issue discount for the 2010 Senior Notes of approximately $6,033 and $6,834 as of December 31, 2012 and 2011, respectively.

(2) Net of unamortized issue discount for the 2010 Senior Notes of approximately $6,033 as of December 31, 2012.

11. OTHER LONG-TERM LIABILITIES

	December 31,	
	2012	2011
Deferred rent liabilities	$ 5,587	$ 4,790
Other deposits received	213	196
	$ 5,800	$ 4,986

12. FAIR VALUE MEASUREMENTS

Authoritative literature provides a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the hierarchy within which the fair value measurement in its entirety falls is based upon the lowest level of input that is significant to the fair value measurement as follows:

- Level 1—inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.
- Level 2—inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques.

The carrying value of cash and cash equivalents approximated fair value and represented a level 1 measurement. The carrying values of long-term deposits, long-term receivables and advance from shareholder approximated fair value and represented a level 2 measurement. The estimated fair value of long-term debt as of December 31, 2012 and 2011, which included the 2010 Senior Notes and the 2011 Credit Facilities, was approximately $1,700,925 and $1,666,359, respectively. Fair value was estimated using quoted market prices and represented a level 1 measurement for the 2010 Senior Notes. Fair value for the 2011 Credit Facilities approximated the carrying values as the instrument carried variable interest rate

(In thousands of U.S. dollars, except share and per share data)

12. FAIR VALUE MEASUREMENTS—continued

approximated the market rate and represented a level 2 measurement. Additionally, the carrying value of land use right payable approximated fair value as the instrument carried the fixed interest rate approximated the market rate and represented a level 2 measurement.

As of December 31, 2012 and 2011, the Group did not have any non-financial assets or liabilities that are recognized or disclosed at fair value in the consolidated financial statements.

The Group's financial assets and liabilities recorded at fair value have been categorized based upon the fair value in accordance with the accounting standards.

The following fair value hierarchy table presents information about the Group's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2012 and 2011:

	Quoted Prices In Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Interest rate swap liabilities				
December 31, 2012	$ —	$ —	$ —	$ —
December 31, 2011	$ —	$ 363	$ —	$ 363

The fair value of these interest rate swap agreements approximated the amount the Group would pay if these contracts were settled at the respective valuation dates. Fair value is estimated based on a standard valuation model that projects future cash flows and discounts those future cash flows to a present value using market-based observable inputs such as interest rate yields. Since significant observable inputs are used in the valuation model, the interest rate swap arrangements represented a level 2 measurement in the fair value hierarchy.

13. CAPITAL STRUCTURE

The Company was incorporated on June 7, 2006 with authorized shares of 5,000,000 at par value of US$0.01 per share. As of December 31, 2012 and 2011, the Company had 1,202 ordinary shares issued at par value of US$0.01 per share.

14. INCOME TAX CREDIT

The Company and certain subsidiaries are exempt from tax in the Cayman Islands, where they are incorporated. The Company's remaining subsidiaries incorporated or conducting businesses in Macau and U.S. are subject to Macau Complementary Tax and income tax in U.S., respectively, during the years ended December 31, 2012 and 2011.

Pursuant to the approval notices issued by the Macau Government dated June 7, 2007, Melco Crown Macau has been exempted from Macau Complementary Tax on income generated from gaming operations for five years commencing from 2007 to 2011 and will continue to benefit from this exemption for another five years from 2012 to 2016 pursuant to the approval notices issued by the Macau Government in April 2011. Melco Crown Macau's non-gaming profits remain subject to the Macau Complementary Tax and its casino revenues remain subject to the Macau special gaming tax and other levies in accordance with its gaming subconcession agreement.

The Macau Government has granted to Altira Hotel Limited ("Altira Hotel") and Melco Crown (COD) Hotels Limited ("Melco Crown (COD) Hotels"), subsidiaries of the Company, the declaration of utility

(In thousands of U.S. dollars, except share and per share data)

14. **INCOME TAX CREDIT**—continued

purpose benefit in 2007 and 2011, respectively, pursuant to which they are entitled to a property tax holiday, for a period of 12 years, on any immovable property that they own or have been granted for Altira Macau, Hard Rock Hotel and Crown Towers Hotel. Under such tax holiday, they will also be allowed to double the maximum rates applicable regarding depreciation and reintegration for purposes of assessment of Macau Complementary Tax. The Group has applied for the declaration of utility purpose benefit in respect of Grand Hyatt Macau. The Macau Government has also granted to Altira Hotel a declaration of utility purposes benefit on specific vehicles purchased, pursuant to which it is entitled to a vehicle tax holiday, provided there is no change in use or disposal of those vehicles within 5 years from the date of purchase. The Macau Government is considering the grant of the same benefit on specific vehicles purchased to Crown Towers Hotel, Hard Rock Hotel and Grand Hyatt Macau. The grant of the vehicles tax holiday is subject to the satisfaction by the Group of certain criteria determined by the Macau Government.

The provision for income tax consisted of:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Income tax provision for current year:		
Macau Complementary Tax	$ 5	$ —
Under provision of income tax in prior years:		
Macau Complementary Tax	$ 4	$ 3
Income tax in U.S.	1	—
Sub-total	$ 5	$ 3
Deferred tax credit:		
Macau Complementary Tax	$ (402)	$ (918)
Total income tax credit	$ (392)	$ (915)

A reconciliation of the income tax credit to income before income tax per the consolidated statements of operations is as follows:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Income before income tax	$ 481,465	$ 331,096
Macau Complementary Tax rate	12%	12%
Income tax expense at Macau Complementary Tax rate	57,776	39,732
Under provision in prior years	5	3
Effect of expense for which no income tax benefit is receivable	9,789	7,433
Effect of tax holiday granted by the Macau Government	(88,491)	(69,677)
Change in valuation allowance	20,529	21,594
	$ (392)	$ (915)

Macau Complementary Tax has been provided at 12% on the estimated taxable income earned in or derived from Macau during the years ended December 31, 2012 and 2011, if applicable. No provision for income tax in U.S. for the year ended December 31, 2012 was provided as the subsidiary was dissolved on May 31, 2012 and the Group recorded the under provision of income tax in U.S. for prior years during the year ended December 31, 2012.

The effective tax rates for the years ended December 31, 2012 and 2011 were negative rates of 0.1% and 0.3%, respectively. Such rates differ from the statutory Macau Complementary Tax rate of 12% primarily due to the effect of change in valuation allowance for the years ended December 31, 2012 and 2011 and the effect of tax holiday granted by the Macau Government as described in the preceding paragraphs during the years ended December 31, 2012 and 2011.

(In thousands of U.S. dollars, except share and per share data)

14. INCOME TAX CREDIT—continued

The deferred tax assets and liabilities as of December 31, 2012 and 2011 consisted of the following:

	December 31, 2012	December 31, 2011
Deferred tax assets		
Net operating loss carried forwards	$ 61,711	$ 60,781
Valuation allowance		
Current	(21,054)	(17,815)
Long-term	(40,657)	(42,966)
Sub-total	$ (61,711)	$ (60,781)
Total net deferred tax assets	$ —	$ —
Deferred tax liabilities		
Land use rights	$ (14,647)	$ (15,428)
Intangible assets	(505)	(505)
Unrealized capital allowance	(1,346)	(967)
Total net deferred tax liabilities	$ (16,498)	$ (16,900)

As of December 31, 2012 and 2011, valuation allowance of $61,711 and $60,781 were provided, respectively, as management does not believe that it is more likely than not that these deferred tax assets will be realized. As of December 31, 2012, adjusted operating tax loss carry forwards, amounting to $175,448, $159,291 and $179,517 will expire in 2013, 2014 and 2015, respectively. Adjusted operating tax loss carried forward of $142,670 has expired during the year ended December 31, 2012.

Deferred tax, where applicable, is provided under the liability method at the enacted statutory income tax rate of the respective tax jurisdictions, applicable to the respective financial years, on the difference between the consolidated financial statements carrying amounts and income tax base of assets and liabilities.

Undistributed earnings of the Company's foreign subsidiary available for distribution to the Company of approximately $1,145,000 as at December 31, 2012 is considered to be indefinitely reinvested. Accordingly, no provision has been made for tax on dividend that would be payable upon the distribution of this amount to the Company. If this earnings was determined to be no longer permanently reinvested or the Company had an intention to distribute such earnings, the Company would have to record a deferred income tax liability in respect of this undistributed earnings of approximately $137,000.

An evaluation of the tax positions for recognition was conducted by the Group by determining if the weight of available evidence indicates it is more likely than not that the positions will be sustained on audit, including resolution of related appeals or litigation processes, if any. Uncertain tax benefits associated with the tax positions were measured based solely on the technical merits of being sustained on examinations. The Group concluded that there was no significant uncertain tax position requiring recognition in the consolidated financial statements for the years ended December 31, 2012 and 2011 and there is no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. As of December 31, 2012 and 2011, there was no interest and penalties related to uncertain tax positions recognized in the consolidated financial statements. The Group does not anticipate any significant increases or decreases to its liability for unrecognized tax benefit within the next twelve months.

The income tax returns of the Company and its subsidiaries remain open and subject to examination by the tax authorities of Macau and U.S. until the statute of limitations expire in each corresponding jurisdiction. The statute of limitations in Macau and U.S. are 5 years and 3 years, respectively.

15. EMPLOYEE BENEFIT PLANS

The Group provides defined contribution plan for its employees in Macau. During the years ended December 31, 2012 and 2011, the Group's contributions into the plan were $4,650 and $4,882, respectively.

16. DISTRIBUTION OF PROFITS

All subsidiaries incorporated in Macau are required to set aside a minimum of 10% to 25% of the entity's profit after taxation to the legal reserve until the balance of the legal reserve reaches a level equivalent to 25% to 50% of the entity's share capital in accordance with the provisions of the Macau Commercial Code. The legal reserve sets aside an amount from the subsidiaries' statements of operations and is not available for distribution to the shareholders of the subsidiaries. The appropriation of legal reserve is recorded in the subsidiaries' financial statements in the year in which it is approved by the board of directors of the relevant subsidiaries. As of December 31, 2012 and 2011, the balance of the reserve amounted to $31,198 and nil, respectively.

The City of Dreams Project Facility contained restrictions on payment of dividends by the Borrowing Group which applied until the City of Dreams Project Facility was amended on June 30, 2011. There was a restriction on paying dividends during the construction phase of the City of Dreams project. Upon completion of the construction of City of Dreams, the relevant subsidiaries would then be able to pay dividends if they satisfied certain financial tests and conditions.

The 2011 Credit Facilities contain restrictions which apply on and from June 30, 2011 on paying dividends to the Company or persons who are not members of the 2011 Borrowing Group, unless certain financial tests and conditions are satisfied. Dividends may be paid from (i) excess cash flow as defined in the 2011 Credit Facilities generated by the 2011 Borrowing Group subject to compliance with the financial covenants under the 2011 Credit Facilities; or (ii) cash held by the 2011 Borrowing Group in an amount not exceeding the aggregate cash and cash equivalents investments of the 2011 Borrowing Group as at June 30, 2011 subject to a certain amount of cash and cash equivalents being retained for operating purposes and, in either case, there being no event of default continuing or likely to occur under the 2011 Credit Facilities as a result of making such payment.

The indenture governing the 2010 Senior Notes also contains certain covenants that, subject to certain exceptions and conditions, restrict the payment of dividends for the Company and its restricted subsidiaries.

During the years ended December 31, 2012 and 2011, the Company did not declare or pay any cash dividends on the ordinary shares. No dividends have been proposed since the end of the reporting period.

17. COMMITMENTS AND CONTINGENCIES

(a) Capital Commitments

As of December 31, 2012, the Group had capital commitments contracted for but not provided mainly for the construction of the remaining portion and acquisition of property and equipment for City of Dreams totaling $33,826.

(b) Lease Commitments and Other Arrangements

Operating Leases—As a lessee

The Group leases office space, Mocha Clubs sites and staff quarters under non-cancellable operating lease agreements that expire at various dates through June 2022. Those lease agreements provide for periodic rental increases based on both contractual agreed incremental rates and on the general inflation rate once agreed by the Group and its lessor and in some cases contingent rental expenses stated as a percentage of turnover. During the years ended December 31, 2012 and 2011, the Group incurred rental expenses amounting to $17,243 and $15,707, respectively which consisted of minimum rental expenses of $13,673 and $15,707 and contingent rental expenses of $3,570 and nil, respectively.

(In thousands of U.S. dollars, except share and per share data)

17. COMMITMENTS AND CONTINGENCIES—continued

(b) **Lease Commitments and Other Arrangements**—continued

Operating Leases—As a lessee—continued

As of December 31, 2012, minimum lease payments under all non-cancellable leases were as follows:

Year ending December 31,	
2013	$ 9,191
2014	5,019
2015	3,851
2016	2,686
2017	2,286
Over 2017	9,859
	$ 32,892

As grantor of operating and right to use arrangement

The Group entered into non-cancellable operating and right to use agreements mainly for mall spaces in the City of Dreams site with various retailers that expire at various dates through February 2022. Certain of the operating and right to use agreements include minimum base fee and operating fee with escalated contingent fee clauses. During the years ended December 31, 2012 and 2011, the Group received contingent fees amounting to $22,866 and $18,015, respectively.

As of December 31, 2012, minimum future fees to be received under all non-cancellable operating and right to use agreements were as follows:

Year ending December 31,	
2013	$ 12,513
2014	11,816
2015	6,353
2016	1,551
2017	163
Over 2017	—
	$ 32,396

The total minimum future fees do not include the escalated contingent fee clauses.

(c) **Other Commitments**

Gaming subconcession

On September 8, 2006, the Macau Government granted a gaming subconcession to Melco Crown Macau to operate the gaming business in Macau. Pursuant to the gaming subconcession agreement, Melco Crown Macau has committed to the following:

i) To pay the Macau Government a fixed annual premium of $3,744 (MOP30,000,000).

ii) To pay the Macau Government a variable premium depending on the number and type of gaming tables and gaming machines that the Group operates. The variable premium is calculated as follows:

- $37 (MOP300,000) per year for each gaming table (subject to a minimum of 100 tables) reserved exclusively for certain kind of games or to certain players;

17. COMMITMENTS AND CONTINGENCIES—continued

(c) **Other Commitments**—continued

Gaming subconcession—continued

- $19 (MOP150,000) per year for each gaming table (subject to a minimum of 100 tables) not reserved exclusively for certain kind of games or to certain players; and
- $0.1 (MOP1,000) per year for each electrical or mechanical gaming machine, including the slot machine.

iii) To pay the Macau Government a sum of 1.6% of the gross revenues of the gaming business operations on a monthly basis, that will be made available to a public foundation for the promotion, development and study of social, cultural, economic, educational, scientific, academic and charity activities, to be determined by the Macau Government.

iv) To pay the Macau Government a sum of 2.4% of the gross revenues of the gaming business operations on a monthly basis, which will be used for urban development, tourist promotion and the social security of Macau.

v) To pay special gaming tax to the Macau Government of an amount equal to 35% of the gross revenues of the gaming business operations on a monthly basis.

vi) Melco Crown Macau must maintain two bank guarantees issued by a specific bank with the Macau Government as the beneficiary in a maximum amount of $62,395 (MOP500,000,000) from September 8, 2006 to September 8, 2011 and a maximum amount of $37,437 (MOP300,000,000) from September 8, 2011 until the 180th day after the termination date of the gaming subconcession.

As a result of the bank guarantees given by the bank to the Macau Government as disclosed in Note 17(c)(vi) above, a sum of 1.75% of the guarantee amount will be payable by Melco Crown Macau quarterly to such bank.

Land concession contracts

The Company's subsidiaries have entered into concession contracts for the land on which Altira Macau and City of Dreams properties are located. The title to the land lease right is obtained once the related land concession contract is published in the Macau official gazette. The contracts have a term of 25 years, which is renewable for further consecutive periods of 10 years, subject to payment of a special contribution to be defined by the Macau Government, and impose special development conditions. The Company's land holding subsidiaries are required to i) pay an upfront land premium, which is recognized as land use right in the consolidated balance sheets and a nominal annual government land use fee, which is recognized as general and administrative expense and may be adjusted every five years; and ii) place a guarantee deposit upon acceptance of the land lease terms, which is subject to adjustments from time to time in line with the amounts paid as annual land use fee. During the land concession term, amendments have been sought which have or will result in revisions to the development conditions, land premium and government land use fees.

Altira Macau

In March 2006, the Macau Government granted the Taipa Land on which Altira Macau is located to Altira Developments Limited ("Altira Developments"), an indirect subsidiary of the Company. The land premium of approximately $18,685 was fully paid in July 2006, a guarantee deposit of approximately $20 was paid upon acceptance of the land lease terms in 2006 and government land use fees of approximately $171 per annum are payable. As of December 31, 2012, the Group's total commitment for government land use fees for the Altira Macau site to be paid during the remaining term of the land concession contract was $3,110.

In January 2013, Altira Developments accepted an initial terms for the revision of the land lease agreement of the Taipa Land, further details is disclosed in Note 20(a).

17. COMMITMENTS AND CONTINGENCIES—continued

(c) **Other Commitments**—continued

Land concession contracts—continued

City of Dreams

In August 2008, the Macau Government granted the Cotai Land on which City of Dreams is located to Melco Crown (COD) Developments Limited ("Melco Crown (COD) Developments") and Melco Crown Macau. The initial land premium is approximately $105,091, of which approximately $96,810 have been paid as of December 31, 2012, and the remaining amount of approximately $8,281, accruing with 5% interest per annum, is due to be paid in February 2013. A guarantee deposit of approximately $424 was also paid upon acceptance of the land lease terms in February 2008. Melco Crown (COD) Developments applied for an amendment to the land concession contract in 2009 to increase the total developable gross floor area and the purpose of such area. The amendment required an additional land premium of approximately $32,118 which was fully paid in March 2010, and revised government land use fees to approximately $1,185 per annum. This amendment process was completed on September 15, 2010. As of December 31, 2012 and 2011, the total outstanding balance of the land premium was included in accrued expenses and other current liabilities in an amount of $8,281 and $15,960 and in land use rights payable in an amount of nil and $8,281, respectively. As of December 31, 2012, the Group's total commitment for government land use fees for the City of Dreams site to be paid during the remaining term of the land concession contract was $24,384.

In February 2013, the Macau Government issued a land grant amendment proposal to Melco Crown (COD) Developments for the Cotai Land in respect of its amendment request applied in 2011. In March 2013, Melco Crown (COD) Developments and Melco Crown Macau accepted the land grant amendment proposal, further details of the amendment proposal is included in Note 20(d).

(d) **Guarantee**

Except as disclosed in Note 10 to the consolidated financial statements, the Group's significant guarantee as of December 31, 2012 includes Melco Crown Macau's promissory note ("Livrança") of $68,635 (MOP550,000,000) issued to a bank in respect of bank guarantees issued to the Macau Government as disclosed in Note 17(c)(vi) to the consolidated financial statements.

(e) **Litigation**

As of December 31, 2012, the Group is currently a party to certain legal proceedings which relate to matters arising out of the ordinary course of its business. Management does not believe that the outcome of such proceedings will have a material effect on the Group's financial position, results of operations or cash flows.

(In thousands of U.S. dollars, except share and per share data)

18. RELATED PARTY TRANSACTIONS

During the years ended December 31, 2012 and 2011, the Group entered into the following significant related party transactions:

Related companies	Nature of transactions	Year Ended December 31, 2012	2011
Transactions with affiliated companies			
Chin Son, Limited(1)	Purchase of property and equipment	$ —	$ 1,756
Crown	Other service fee income	—	4
	Rooms and food and beverage income	—	39
Crown's subsidiary	Consultancy fee expense	421	458
	Purchase of property and equipment	351	307
	Software license fee expense	312	—
Lisboa Holdings Limited(1)	Office rental expense	1,157	1,493
MCE's subsidiaries	Management fee capitalized in construction in progress	253	34
	Management fee recognized as expense	65,523	62,898
	Office rental expense	540	540
	Transportation service fee expense	5,825	—
	Management fee income	13,750	8,257
	Other service fee income	325	375
	Rooms and food and beverage income	3,636	3,792
Melco	Rooms and food and beverage income	—	15
Melco Crown Entertainment Charity Association ("MCE Charity Association")(2)	Donation expense	—	120
Melco's subsidiaries and its associated companies	Advertising and promotional expenses	5	9
	Office rental expense	586	533
	Operating and office supplies expenses	32	68
	Purchase of property and equipment	1,479	186
	Service fee expense	1	14
	Other service fee income	345	307
	Rooms and food and beverage income	161	221
Shun Tak Holdings Limited and its subsidiaries (referred to as "Shun Tak Group")(1)	Purchase of property and equipment	—	6
	Repairs and maintenance expenses	3	—
	Traveling expense(3)	2,976	2,794
	Rooms and food and beverage income	77	445
Sky Shuttle Helicopters Limited ("Sky Shuttle")(1)	Traveling expense	1,710	2,008
Sociedade de Jogos de Macau S.A. ("SJM")(1)	Traveling expense capitalized in construction in progress(3)	—	2
	Traveling expense recognized as expense(3)	155	270

(In thousands of U.S. dollars, except share and per share data)

18. RELATED PARTY TRANSACTIONS—continued

Related companies	Nature of transactions	Year Ended December 31, 2012	Year Ended December 31, 2011
Transactions with affiliated companies—continued			
Sociedade de Turismo e Diversões de Macau, S.A. ("STDM") and its subsidiaries (together with STDM referred to as "STDM Group")(1)	Advertising and promotional expenses	$ 88	$ 116
	Office rental expense	1,094	547
	Service fee expense	217	113
	Traveling expense(3)	32	113
Transactions with shareholder			
MCE	Management fee expense	9,736	7,628
	Management fee income	522	320
	Rooms and food and beverage income	116	149

Notes

(1) Companies in which a relative/relatives of Mr. Lawrence Yau Lung Ho, MCE's Chief Executive Officer, has/have beneficial interests.

(2) An association of which certain subsidiaries of the Company are directors.

(3) Traveling expenses including ferry and hotel accommodation services within Hong Kong and Macau.

Other Transaction with Related Party

On June 25, 2012, Melco Crown Macau signed a service agreement with MCE Transportation Limited, a subsidiary of MCE, for provision of transportation services. Melco Crown Macau paid an operating deposit of $12,500 to MCE Transportation Limited and the amount was shown as prepaid expenses and other current assets in the consolidated balance sheets.

(a) **Compensation of Key Management Personnel**

The remuneration of the Company's key management was borne by MCE.

(b) **Amounts Due From Affiliated Companies**

The outstanding balances arising from operating income and fund received by affiliated companies on behalf of the Group, net off with operating expenses as of December 31, 2012 and 2011 are as follows:

	December 31, 2012	December 31, 2011
MCE's subsidiaries	$ 262,897	$ 211,684
Melco	—	6
Melco's subsidiaries and its associated companies	216	197
Shun Tak Group	10	102
	$ 263,123	$ 211,989

The outstanding balances due from affiliated companies as of December 31, 2012 and 2011 as mentioned above were unsecured, non-interest bearing and repayable on demand.

(In thousands of U.S. dollars, except share and per share data)

18. RELATED PARTY TRANSACTIONS—continued

(c) **Amounts Due To Affiliated Companies**

The outstanding balances arising from operating expenses and expenses paid by affiliated companies on behalf of the Group, net off with operating income as of December 31, 2012 and 2011 are as follows:

	December 31, 2012	December 31, 2011
Crown's subsidiary	$ —	$ 13
MCE Charity Association	—	120
MCE's subsidiaries	12,195	46,812
Melco's subsidiaries and its associated companies	370	178
Shun Tak Group	282	304
SJM	34	15
Sky Shuttle	158	302
STDM Group	55	100
	$ 13,094	$ 47,844

The outstanding balances due to affiliated companies as of December 31, 2012 and 2011 as mentioned above were unsecured, non-interest bearing and repayable on demand.

(d) **Amount Due To/Advance From Shareholder**

MCE—The outstanding balances of amounts due to shareholder as of December 31, 2012 and 2011 were $18,864 and $16,649, respectively, mainly arising from operating expenses and expenses paid by MCE on behalf of the Group, were unsecured, non-interest bearing and repayable on demand.

As of December 31, 2012 and 2011, the outstanding balances of advance from shareholder were $752,113 and $988,052, respectively. The balances as of December 31, 2012 and 2011 mainly related to funds advanced from MCE for construction of City of Dreams, net off with funds advanced to MCE of $281,567 and $56,140 for working capital purposes as of December 31, 2012 and 2011, respectively. These amounts were unsecured and non-interest bearing. No part of the amounts will be repayable within the next twelve months from the balance sheet date and accordingly, the amounts were shown as non-current liabilities in the consolidated balance sheets.

19. SEGMENT INFORMATION

The Group is principally engaged in the gaming and hospitality business. The chief operating decision maker monitors its operations and evaluates earnings by reviewing the assets and operations of Mocha Clubs, Altira Macau and City of Dreams. Taipa Square Casino was included within Corporate and Others. During the years ended December 31, 2012 and 2011, all revenues were generated in Macau.

Total Assets

	December 31, 2012	December 31, 2011
Mocha Clubs	$ 175,807	$ 174,576
Altira Macau	618,895	577,244
City of Dreams	3,255,099	3,153,639
Corporate and Others	1,571,640	1,342,553
Total consolidated assets	$ 5,621,441	$ 5,248,012

(In thousands of U.S. dollars, except share and per share data)

19. SEGMENT INFORMATION—continued

Capital Expenditure

	Year Ended December 31, 2012	Year Ended December 31, 2011
Mocha Clubs	$ 5,951	$ 23,558
Altira Macau	7,107	6,662
City of Dreams	99,424	39,774
Corporate and Others	629	2,347
Total capital expenditures	$ 113,111	$ 72,341

For the years ended December 31, 2012 and 2011, there was no single customer that contributed more than 10% of the total revenues.

(In thousands of U.S. dollars, except share and per share data)

19. SEGMENT INFORMATION—continued

The Group's segment information on its results of operations for the following periods is as follows:

	Year Ended December 31, 2012	Year Ended December 31, 2011
NET REVENUES		
Mocha Clubs	$ 143,260	$ 131,934
Altira Macau	967,451	1,174,479
City of Dreams	2,924,762	2,495,420
Corporate and Others	60,174	41,850
Total net revenues	$ 4,095,647	$ 3,843,683
ADJUSTED PROPERTY EBITDA(1)		
Mocha Clubs	$ 36,065	$ 40,478
Altira Macau	155,328	246,805
City of Dreams	809,208	598,250
Total adjusted property EBITDA	1,000,601	885,533
OPERATING COSTS AND EXPENSES		
Pre-opening costs	(3,114)	(1,552)
Amortization of gaming subconcession	(57,237)	(57,237)
Amortization of land use rights	(19,653)	(19,525)
Depreciation and amortization	(257,650)	(257,414)
Property charges and others	(8,654)	(25)
Corporate and Others expenses	(84,293)	(78,117)
Total operating costs and expenses	(430,601)	(413,870)
OPERATING INCOME	570,000	471,663
NON-OPERATING EXPENSES		
Interest income	5,277	391
Interest expenses	(85,093)	(100,603)
Reclassification of accumulated losses of interest rate swap agreements from accumulated other comprehensive income	—	(4,310)
Change in fair value of interest rate swap agreements	363	3,947
Amortization of deferred financing costs	(9,417)	(11,943)
Loan commitment fees	(1,324)	(1,411)
Foreign exchange gain (loss), net	4,936	(1,445)
Loss on extinguishment of debt	—	(25,193)
Costs associated with debt modification	(3,277)	—
Total non-operating expenses	(88,535)	(140,567)
INCOME BEFORE INCOME TAX	481,465	331,096
INCOME TAX CREDIT	392	915
NET INCOME	$ 481,857	$ 332,011

Note

(1) "Adjusted property EBITDA" is earnings before interest, taxes, depreciation, amortization, pre-opening costs, property charges and others, Corporate and Other expenses, and other non-operating income and expenses. The chief operating decision maker uses Adjusted property EBITDA to measure the operating performance of Mocha Clubs, Altira Macau and City of Dreams and to compare the operating performance of its properties with those of its competitors.

20. SUBSEQUENT EVENTS

In preparing the consolidated financial statements, the Group has evaluated events and transactions for potential recognition and disclosure through April 30, 2013, the date the consolidated financial statements were available to be issued.

(a) During the year ended December 31, 2012, Altira Developments applied for an amendment to the land concession contract, including the increase of the total gross floor area, to reflect the construction plans approved by the Macau Government and to enable final registration of the Taipa Land. In January 2013, Altira Developments accepted the initial terms for the revision of the land lease agreement which require an additional land premium of approximately $2,449 payable to the Macau Government upon completion of the amendment, and revise the government land use fees to approximately $186 per annum. Following the publication in the Macau official gazette of such revision, the land grant amendment process will be complete.

(b) On January 28, 2013, the Company made a cash tender offer to purchase the 2010 Senior Notes at a cash consideration plus accrued interest and also solicited consents to amend the terms of the 2010 Senior Notes to substantially remove the debt incurrence, restricted payment and other restrictive covenants (the "Tender Offer"). Closing of the Tender Offer and consent solicitation were conditioned upon the Company receiving net proceeds from offering of the 2013 Senior Notes (as described below) in an amount sufficient to purchase the tendered 2010 Senior Notes and related fees and expenses and other general conditions. The Tender Offer expired on February 26, 2013 and $599,135 aggregate principal amount of the 2010 Senior Notes were tendered. On February 27, 2013, the Company elected to redeem the remaining outstanding 2010 Senior Notes in aggregate principal amount of $865 on March 28, 2013, at a price equal to 100% of the principal amount outstanding plus applicable premium as of, and accrued and unpaid interest to March 28, 2013. On March 28, 2013, the 2010 Senior Notes were repurchased in full.

(c) On February 7, 2013, the Company issued and listed the 5% senior notes due 2021 of $1,000,000 (the "2013 Senior Notes") on the SGX-ST. The 2013 Senior Notes are general obligations of the Company, rank equally in right of payment to all existing and future senior indebtedness of the Company and rank senior in right of payment to any existing and future subordinated indebtedness of the Company and effectively subordinated to all of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such debt. Certain affiliates and subsidiaries of the Company (the "2013 Senior Notes Guarantors") jointly, severally and unconditionally guarantee the 2013 Senior Notes on a senior basis. The 2013 Senior Notes were issued at par and mature on February 15, 2021. Interest on the 2013 Senior Notes is accrued at a rate of 5% per annum and is payable semi-annually in arrears on February 15 and August 15 of each year, commencing on August 15, 2013. The net proceeds from the offering of the 2013 Senior Notes, after deducting the underwriting commissions and other expenses of approximately $14,500, was approximately $985,500.

(d) Further to an amendment request applied in 2011 by Melco Crown (COD) Developments, on February 25, 2013, the Macau Government issued a land grant amendment proposal to Melco Crown (COD) Developments, which contemplates the development of additional five-star hotel areas in replacement of the four-star apartment hotel areas currently contemplated in such land grant and to extend the development period of the City of Dreams land grant until the date falling 4 years after publication of the amendment in the Macau official gazette, which require an additional land premium of approximately $23,344 and revise the government land use fees to approximately $1,235 per annum. In March 2013, Melco Crown (COD) Developments accepted the amendments as set forth in the aforesaid land grant amendment proposal. Following the publication in the Macau official gazette of such revision, the land grant amendment process will be complete.

(e) On March 1, 2013, the Group advanced via Melco Crown (Macau Peninsula) Developments Limited, $266,000 to MCE was unsecured and non-interest bearing. No part of the amount will be repayable within one year.

(f) On March 28, 2013, the 2011 Revolving Credit Facility of HK$1,653,154,570 (equivalent to $212,488) which has been drawn down by the Borrower was repaid in full. As a result of the repayment, the 2011 Revolving Credit Facility of HK$3,120,720,000 (equivalent to $401,121) remains available for future draw down.

Exhibit 99.2

Explanatory Note

This annual report serves to provide Holders of Studio City Finance Limited's US$825,000,000 8.50% senior notes due 2020 (the "Studio City Notes") with Studio City Finance Limited's audited financial statements, on a consolidated basis, in respect of the fiscal years ended December 31, 2012 and 2011, together with the related information, pursuant to the terms of the indenture, dated November 26, 2012, relating to the Studio City Notes. Studio City Finance Limited is a subsidiary of Melco Crown Entertainment Limited.

Studio City Finance Limited

TABLE OF CONTENTS

For the Year Ended December 31, 2012

INTRODUCTION

In this annual report, unless otherwise indicated:

- "Acquisition" refers to MCE's acquisition of its 60% interest in SCI on July 27, 2011;
- "Additional Development" refers to the additional development project on the Studio City site, which is expected to include an additional 5-star luxury hotel and related facilities, retail, entertainment and gaming expansion capacity;
- "Casino Management Arrangements" refers to the services and right to use agreement entered into among, inter alios, Melco Crown Macau and Studio City Entertainment, dated May 11, 2007 and amended on June 15, 2012, as further from time to time, and any other agreements or arrangements entered into from time to time, which may amend, supplement or relate to the aforementioned agreements or arrangements;
- "China," "mainland China" and "PRC" refer to the People's Republic of China, excluding Hong Kong, Macau and Taiwan from a geographical point of view;
- "City of Dreams" refers to an integrated resort located on two adjacent pieces of land in Cotai, Macau, which opened in June 2009, and currently features a casino areas and three luxury hotels, including a collection of retail brands, a wet stage performance theater and other entertainment venues, and owned by Melco Crown (COD) Developments Limited;
- "Concessionaire(s)" refers to the holder(s) of a concession for the operation of casino games in Macau;
- "Cotai" refers to an area of reclaimed land located between the islands of Taipa and Coloane in Macau;
- "Crown" refers to Crown Limited, an Australian-listed corporation, which completed its acquisition of the gaming businesses and investments of PBL, now known as Consolidated Media Holdings Limited, on December 12, 2007;
- "DICJ" refers to the Direcção de Inspecção e Coordenação de Jogos (the Gaming Inspection and Coordination Bureau), a department of the Public Administration of Macau;
- "Greater China" refers to mainland China, Hong Kong and Macau, collectively;
- "HK$" and "H.K. dollars" refer to the legal currency of Hong Kong;
- "HKSE" refers to The Stock Exchange of Hong Kong Limited;
- "Hong Kong" refers to the Hong Kong Special Administrative Region of the People's Republic of China;
- "Land Grant" refers to the land concession by way of lease, for a period of 25 years as of October 17, 2001 for a plot of land situated at the Studio City site, described with the Macau Immovable Property Registry under No. 23059 and registered in Studio City Developments' name under inscription no. 26642 of Book F, titled by Dispatch of the Secretary for Public Works and Transportation no. 100/2001 of October 9, 2001, as amended by Dispatch of the Secretary for Public Works and Transportation no. 31/2012 of July 19, 2012, published in the Macau Official Gazette no. 30 of July 25, 2012 and including any other amendments from time to time to such land concession;
- "Macau" and "Macau SAR" refer to the Macau Special Administrative Region of the People's Republic of China;
- "MCE" refers to Melco Crown Entertainment Limited, a company incorporated in the Cayman Islands whose shares are listed on both the NASDAQ Global Market and HKSE, and which, through its wholly owned subsidiary MCE Cotai Investments Limited, owns a 60% interest in SCI;
- "Melco" refers to Melco International Development Limited, a Hong Kong listed company;
- "Melco Crown Macau" refers to MCE's subsidiary, Melco Crown (Macau) Limited (formerly known as "Melco Crown Gaming (Macau) Limited" or "Melco PBL Gaming (Macau) Limited"), a Macau company and the holder of a gaming subconcession;
- "Mocha Clubs" collectively refers to clubs with gaming machines, the first of which opened in September 2003, and are now the largest non-casino based operations of electronic gaming machines in Macau, and operated by Melco Crown Macau;

- “New Cotai Holdings” refers to New Cotai Holdings, LLC, a Delaware limited liability company primarily owned by U.S. investment funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P.;
- “New Cotai, LLC” refers to New Cotai, LCC, a Delaware limited liability company owned by New Cotai Holdings;
- “our board” refers to the board of directors of our company or a duly constituted committee thereof;
- “Patacas” and “MOP” refer to the legal currency of Macau;
- “PBL” refers to Publishing and Broadcasting Limited, an Australian listed corporation that is now known as Consolidated Media Holdings Limited;
- “Project Costs” refer to the construction and development costs and other project costs, including licensing, financing, interest, fees and pre-opening costs, of the Studio City Project, as subsequently amended in accordance with the Studio City Project Facility;
- “Reorganization” refers to our reorganization pursuant to which our company became the intermediate holding company of Studio City Holdings Two, Studio City Developments, Studio City Services, Studio City Hospitality, Studio City Entertainment and Studio City Hotels;
- “SCI” refers to Studio City International Holdings Limited (formerly known as Cyber One Agents Limited), a company incorporated in the British Virgin Islands with limited liability, and an indirect parent of our company;
- “Studio City” refers to a cinematically-themed integrated entertainment, retail and gaming resort in Cotai, Macau to be developed, consisting of the Studio City Project and the Additional Development;
- “Studio City Casino” refers to the gaming areas to be constructed or operated within the Studio City Project;
- “Studio City Developments” refers to our wholly owned indirect subsidiary, Studio City Developments Limited (formerly known as MSC Desenvolvimentos, Limitada and East Asia Satellite Television Limited), a Macau company;
- “Studio City Entertainment” refers to Studio City Entertainment Limited, our wholly owned indirect subsidiary (formerly known as MSC Diversões, Limitada and previously known as New Cotai Entertainment (Macau) Limited), a Macau company;
- “Studio City Holdings” refers to Studio City Holdings Limited, a company incorporated in the British Virgin Islands and our intermediate holding company;
- “Studio City Holdings Two” refers to Studio City Holdings Two Limited, a company incorporated in the British Virgin Islands and our wholly owned indirect subsidiary;
- “Studio City Hong Kong” refers to Studio City (HK) Limited, a Hong Kong incorporated company and a wholly owned subsidiary of SCI;
- “Studio City Hospitality” refers to Studio City Hospitality and Services Limited, formerly known as MSC Hospitalidade e Serviços Sociedade Unipessoal Limitada, a company incorporated under the laws of Macau and an indirect subsidiary of Studio City Holdings Two;
- “Studio City Hotels” refers to Studio City Hotels Limited formerly known as MSC Hotéis, Limitada, a company incorporated under the laws of Macau and a subsidiary of Studio City Holdings Two;
- “Studio City Investments” refers to Studio City Investments Limited, a company incorporated in the British Virgin Islands and our wholly owned direct subsidiary;
- “Studio City Project Facility” refers to the senior secured project facility, dated January 28, 2013, entered into between, among others, Studio City Company Limited as borrower and certain subsidiaries as guarantors for a total sum of HK$10,855,880,000 (equivalent to approximately US$1.4 billion) and consisting of a delayed draw term loan facility and revolving credit facility;
- “Studio City Project” or the “Project” refers to the first phase of our project to develop the Studio City site into a large-scale integrated leisure resort called “Studio City” combining 5-star luxury hotel and related facilities, gaming capacity, retail, attractions and entertainment venues (including a multipurpose entertainment studio);
- “Studio City Services” refers to Studio City Services Limited, formerly known as MSC Serviços Limitada, a company incorporated under the laws of Macau and a subsidiary of Studio City Holdings Two;

- “Subconcessionaire(s)” refers to the holder(s) of a subconcession for the operation of casino games in Macau;
- “US$” and “U.S. dollars” refer to the legal currency of the United States;
- “U.S. GAAP” refers to the accounting principles generally accepted in the United States; and
- “we,” “us,” “our company” and “our” refer to Studio City Finance Limited and, as the context requires, its predecessor entities and its consolidated subsidiaries.

This annual report includes our audited consolidated financial statements for the years ended December 31, 2012 and 2011 and as of December 31, 2012 and 2011.

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that relate to future events, including our future operating results and conditions, our prospects and our future financial performance and condition, all of which are largely based on our current expectations and projections. Known and unknown risks, uncertainties and other factors may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. Moreover, because we operate in a heavily regulated and evolving industry, may become highly leveraged, and operate in Macau, a market that has recently experienced extremely rapid growth and intense competition, new risk factors may emerge from time to time. It is not possible for our management to predict all risk factors, nor can we assess the impact of these factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those expressed or implied in any forward-looking statement. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) growth of the gaming market and visitation in Macau, (ii) capital and credit market volatility, (iii) local and global economic conditions, (iv) our anticipated growth strategies, and (v) our future business development, results of operations and financial condition. In some cases, forward-looking statements can be identified by words or phrases such as “may”, “will”, “expect”, “anticipate”, “target”, “aim”, “estimate”, “intend”, “plan”, “believe”, “potential”, “continue”, “is/are likely to” or other similar expressions.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report with the understanding that our actual future results may be materially different from what we expect.

EXCHANGE RATE INFORMATION

Although we will have certain expenses and revenues denominated in Patacas, our revenues and expenses will be denominated predominantly in H.K. dollars and in connection with a portion of our indebtedness and certain expenses, U.S. dollars. Unless otherwise noted, all translations from H.K. dollars to U.S. dollars and from U.S. dollars to H.K. dollars in this annual report were made at a rate of HK$7.78 to US$1.00.

The H.K. dollar is freely convertible into other currencies (including the U.S. dollar). Since October 17, 1983, the H.K. dollar has been officially linked to the U.S. dollar at the rate of HK$7.80 to US$1.00. The market exchange rate has not deviated materially from the level of HK$7.80 to US$1.00 since the peg was first established. However, in May 2005, the Hong Kong Monetary Authority broadened the trading band from the original rate of HK$7.80 per U.S. dollar to a rate range of HK$7.75 to HK$7.85 per U.S. dollar. The Hong Kong government has stated its intention to maintain the link at that rate, and it, acting through the Hong Kong Monetary Authority, has a number of means by which it may act to maintain exchange rate stability. However, no assurance can be given that the Hong Kong government will maintain the link at HK$7.75 to HK$7.85 per U.S. dollar or at all.

The noon buying rate on December 31, 2012 in New York City for cable transfers in H.K. dollar per U.S. dollar, as certified for customs purposes by the H.10 weekly statistical release of the Federal Reserve Board of the United States, or the Federal Reserve Board, was HK$7.7507 to US$1.00. On April 5, 2013, the noon buying rate was HK$ 7.7650 to US$1.00. We make no representation that any H.K. dollar or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or H.K. dollars, as the case may be, at any particular rate or at all.

The Pataca is pegged to the H.K. dollar at a rate of HK$1.00 = MOP1.03. All translations from Patacas to U.S. dollars in this annual report were made at the exchange rate of MOP8.0134 = US$1.00. The Federal Reserve Board does not certify for customs purposes a noon buying rate for cable transfers in Patacas.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following summary statements of operations, balance sheet and cash flows information are derived from our audited consolidated financial statements for the year ended December 31, 2012 and 2011 and the notes relating thereto, which are included elsewhere in this annual report. These consolidated financial statements have been prepared and presented in accordance with U.S. GAAP. You should read this section in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and those consolidated financial statements and the notes to those statements included elsewhere in this annual report.

The financial information presented below and included in the consolidated financial statements in this annual report accounted for the Reorganization completed on January 3, 2012, as a reorganization of entities under common control in a manner similar to pooling of interests, with assets and liabilities stated at their historical amounts. Accordingly, those consolidated financial statements have been presented as if the current corporate structure had been in existence throughout the periods presented. In addition, these historical results are not necessarily indicative of the results that you may expect for any future period, particularly as our company is in the early stages of development of Studio City.

	Year Ended December 31,	
	2012	2011
	(In thousands of US$)	
CONSOLIDATED STATEMENT OF OPERATIONS:		
OPERATING REVENUE		
Other revenue	$ 655	$ —
OPERATING COSTS AND EXPENSES		
General and administrative	(972)	(672)
Amortization of land use right	(8,817)	(1,945)
Pre-opening costs	(2,672)	(1,140)
Total operating costs and expenses	(12,461)	(3,757)
OPERATING LOSS	(11,806)	(3,757)
NON-OPERATING EXPENSES		
Interest income	8	—
Interest expenses, net of capitalized interest	(4,616)	(1,285)
Amortization of deferred financing cost	(123)	—
Foreign exchange loss, net	(25)	(1)
Total non-operating expenses	(4,756)	(1,286)
NET LOSS	$ (16,562)	$ (5,043)

	As of December 31,	
	2012	2011
	(In thousands of US$)	
CONSOLIDATED BALANCE SHEETS:		
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ —	$ 5,393
Restricted cash	125,463	—
Amounts due from affiliated companies	540	—
Prepaid expenses and other current assets	2,669	1,368
Total current assets	128,672	6,761
PROPERTY AND EQUIPMENT, NET	272,421	162,028
LONG-TERM PREPAYMENT AND DEPOSITS	20,371	432
RESTRICTED CASH	741,683	—
DEFERRED FINANCING COST	16,546	—
LAND USE RIGHT, NET	166,435	70,767
TOTAL ASSETS	$1,346,128	$239,988
LIABILITIES AND SHAREHOLDER'S EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accrued expenses and other current liabilities	$ 104,018	$ 9,915
Amounts due to affiliated companies	1,547	159,142
Amount due to ultimate holding company	354	625
Amount due to intermediate holding company	—	30
Total current liabilities	105,919	169,712
LONG-TERM DEBT	825,000	—
ADVANCE FROM IMMEDIATE HOLDING COMPANY	90,084	—
LOAN FROM INTERMEDIATE HOLDING COMPANY	—	53,131
OTHER LONG-TERM LIABILITIES	1,608	—
LAND USE RIGHT PAYABLE	71,358	47,020
SHAREHOLDER'S EQUITY (DEFICIT)		
Ordinary shares at US$1 par value per share (Authorized—50,000 shares and issued—1 share as of December 31, 2012 and 2011)	—	—
Additional paid-in capital	298,596	—
Accumulated other comprehensive loss	(65)	(65)
Deficit accumulated during the development stage	(46,372)	(29,810)
Total shareholder's equity (deficit)	252,159	(29,875)
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY (DEFICIT)	$1,346,128	$239,988

	Year Ended December 31,	
	2012	2011
	(In thousands of US$)	
CONSOLIDATED STATEMENTS OF CASH FLOWS:		
Net cash used in operating activities	$ (4,286)	$ (2,611)
Cash used in investing activities	(968,778)	(14,068)
Net cash provided by financing activities	967,671	21,918
Effect of foreign exchange on cash and cash equivalents	—	1
Net (decrease) increase in cash and cash equivalents	(5,393)	5,240
Cash and cash equivalents at beginning of year	5,393	153
Cash and cash equivalents at end of year	$ —	$ 5,393

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in connection with "Selected Consolidated Financial Information" and our consolidated financial statements, including the notes thereto, included elsewhere in this annual report. Our consolidated financial statements for the year ended December 31, 2012 and 2011 included in this annual report were prepared in accordance with U.S. GAAP and reflect the Reorganization. Certain statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" are forward-looking statements.

Overview

SCI is controlled and 60%-owned by MCE, which is a developer, owner and, through Melco Crown Macau, an operator of casino gaming and entertainment resort facilities focused on the Macau market. On July 27, 2011, MCE, through its wholly owned subsidiary, MCE Cotai Investments Limited, acquired a 60% interest in SCI from an affiliate of eSun Holdings Limited, an independent third party. New Cotai Holdings, an entity incorporated in Delaware and controlled by funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P., retains the remaining 40% interest in SCI through its wholly owned subsidiary New Cotai, LLC.

We are currently developing the Studio City Project, an integrated entertainment, retail and gaming resort in Cotai, Macau. With a completion schedule of 36 months after the commencement of construction, the Studio City Project is expected to open around mid-2015.

Although our current budget remains subject to change, our estimation is that the total cost of developing and constructing the Studio City Project up to the point of initial opening will be approximately US$2,950 million, which includes the design and construction budget of US$2,042 million. We expect to fund the project costs through to the opening of the Studio City Project through equity contributions by and/or subordinated loans from our shareholders of approximately US$825.0 million, US825.0 million from the Studio City Notes and US$1.3 billion from the Studio City Project Facility.

On September 25, 2012, MCE entered into an amendment to the shareholders' agreement with MCE Cotai Investments Limited, New Cotai, LLC and SCI. The purpose of the amendment was to facilitate the continued development, construction and funding of the Studio City Project. The amendment included, among others, MCE Cotai Investments Limited's agreement to purchase additional shares in SCI, up to a maximum aggregate amount of US$350 million, and New Cotai, LLC's equity option (which may only be exercised once) to acquire up to 40% of such additional shares in SCI acquired by MCE Cotai Investments Limited. The New Cotai, LLC equity option was granted so that MCE Cotai Investments Limited and New Cotai, LLC may preserve their existing interests in SCI.

Factors Affecting Our Current and Future Operating Results

Our historical operating results will not be indicative of future operating results because activities previously undertaken were related to our early development stage and our planned future activities include the construction, development and operation of the Studio City Project. Until the Studio City Project commences commercial operations around mid-2015, we will still be in the development stage and we do not expect to generate any revenue other than an immaterial amount of bank interest income from accounts in which the proceeds from the Studio City Notes and other sources will be deposited. During construction, we will have substantial payment obligations relating to the design, development, construction, equipping, financing and opening of the Studio City Project pursuant to certain agreements. See "—Indebtedness and Capital Contributions—Long Term Indebtedness and Contractual Obligations."

Following the opening of the Studio City Project, we expect to derive a majority of revenues from the Studio City Casino's gaming operations and our remaining revenues from other operations of the Studio City Project, including the hotel, food and beverage, retail and entertainment. We expect the Studio City Casino's gaming operations to be the primary contributor to our earnings. Following the opening of the Studio City Casino, the expenses incurred will be significantly different than those incurred during the development period.

Our expenses will relate primarily to the operation of the Studio City Project. We anticipate the operating costs will be primarily related to the payment of the Studio City Project's (including the Studio City Casino's) payroll, benefits and related costs of employment, management fees, marketing related expenses including advertising and promotion, complementary offers and other customer incentives, daily fees and licensing fees for certain gaming equipment, costs of goods sold for food and beverage and retail operations, utility costs and other facility-related costs, including maintenance and supplies, accounting, legal, administrative and other professional and consulting services, insurance premiums, recurring fees for information systems, expenses for security, surveillance, custodial and other departments and corporate expenses.

Our operating expenses will also include amortization of land use rights and depreciation and amortization of assets. We expect that non-operating (expenses) income will include interest (including interest rate hedging) income and expenses, amortization of deferred financing costs, loan commitment fees, foreign exchange gain and loss as well as other non-operating income and as we are currently subject to Macau complementary tax, this may result in income tax expenses (credits).

Set out below is a discussion of the most significant factors that we expect may affect our results and financial condition in future periods during the development stage and/or after the Studio City Project commences operations. Factors other than those set forth below could also have significant impact on the results of operations and financial condition in the future.

Construction and Operation of the Studio City Project

Our results of operations are, and will continue to be, significantly affected by the ongoing development, construction and eventual opening of the Studio City Project. We have incurred and expect to continue to incur significant expenses in relation to the construction of the Studio City Project, such as the payments due to various contractors in connection with the design, development and opening of the Studio City Project and payment of principal and interest on borrowings under the Studio City Project Facility. Also, our costs may be affected by volatility in the price of construction materials such as steel and cement, which are subject to market forces. We also expect to incur significant pre-opening expenses, such as employee training and advertising costs, and when the Studio City Project commences operations, we will begin to record revenues and operating expenses in relation to Studio City Project's operations. In addition, we may incur higher amortization and interest charges in relation to higher construction costs if Studio City Project's opening is delayed.

Access to and Cost of Financing

Our ability to obtain financing, as well as the cost of such financing, affects our business. Although we expect all of our estimated expenses for the development and construction of the Studio City Project will be sufficiently funded by the Studio City Notes and the Studio City Project Facility and through the receipt of equity contributions and/or subordinated loans from our shareholders, a number of factors may cause us to seek additional financing for the ongoing construction and operations of the Studio City Project. Our ability to access such additional financing is subject to a variety of factors, including interest rates and other funding costs and market conditions. Any lack of access or higher costs in relation to additional financing that we may require could negatively impact our plans to complete, operate, expand and develop the Studio City Project.

Additional Development

We are currently examining options for the Additional Development and expect to fully develop the Studio City site as required under the Land Grant. The Additional Development is expected to include additional 5-star luxury hotel and related facilities, as well as an expansion of retail, entertainment and gaming capacity. Such project will require additional financing (which has not been obtained or committed as of the date of this annual report). To the extent that any of these plans are finalized, the associated costs of such project will have a material effect on our financial condition, including the amount of our indebtedness and results of operations.

Gaming and Leisure Market in Macau

Studio City Project's business is and will be influenced most significantly by the growth of the gaming and leisure market in Macau. Such growth will be affected by visitation to Macau and whether Macau develops into a popular international destination for gaming patrons and other customers of leisure and hospitality services, as well as the ability to compete effectively against Studio City Project's existing and future competitors for market share. The levels of tourism and overall leisure activity in Macau are expected to be key drivers of our business. We believe that visitation and gaming revenue growth for the Macau market have been, and will continue to be, driven by a combination of factors, including Macau's proximity to major Asian population centers; liberalization of restrictions on travel to Macau from China and liberalization of currency restrictions to permit Chinese citizens to take larger sums of foreign currency out of China when they travel; increasing regional wealth, leading to a large and growing middle class in Asia with more disposable income; infrastructure improvements that are expected to facilitate more convenient travel to and within Macau; and an increasing supply of premium quality casino, hotel and entertainment offerings in Macau.

Ability to Attract and Retain Key Customers and Maintain Relationships with Gaming Promoters

Studio City Casino's operating performance will be influenced by the ability to attract and retain key customers and gaming promoters, which will directly impact the results of operations and cash flow. Studio City Casino's ability to attract mass market and premium direct rolling chip customers through, among other things, the marketing strategies will impact a significant portion of our gaming revenues and profitability. Studio City Casino will likely rely on gaming promoters to source and, in most cases, provide credit to the majority of our rolling chip customers, which in turn will likely contribute a substantial portion of gaming revenues. Further, the commission structure arrangements to be agreed with gaming promoters may materially impact the gaming expenses.

Taxes

Companies in Macau are, generally, subject to complementary tax of up to 12% of taxable income, as defined in relevant tax laws. In addition, Concessionaires and Subconcessionaires are currently subject to a 35% special gaming tax as well as other levies of up to 4% under the relevant concession or subconcession contract and benefit from a corporate tax holiday from the 12% Macau complementary tax on their gaming revenues.

Although Melco Crown Macau benefits from such corporate tax holiday, which expires in 2016, we do not benefit from such corporate tax holiday because we are not a Concessionaire or Subconcessionaire.

We intend to apply, through our subsidiary Studio City Hotels, for a declaration of utility purpose for the Studio City Project, pursuant to which we would be entitled to a property tax holiday for a period of 12 years on any immovable property of the Studio City Project. Under such tax holiday, we would also be allowed to double the maximum rates applicable to depreciation and reintegration for the purposes of assessment of Macau complementary tax and to apply for a vehicle tax holiday on specific vehicles purchased. However, there can be no assurances that such tax benefits will be granted to us or, if granted, when will such benefits be effective.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. The consolidated financial statements included in this annual report are intended to reflect the Reorganization as if our company had been in existence and operation and as if the reorganized structure had been in existence for all of the financial periods presented in this annual report and that the Reorganization Companies were transferred to us as of the earliest period presented. Accordingly, the consolidated financial statements represent our company's financial condition, statements of operations and cash flows based on the assumption that the Reorganization had already taken place prior to the relevant financial periods presented in this annual report.

Certain of our accounting policies require that management apply significant judgment in defining the appropriate assumptions integral to financial estimates. On an ongoing basis, management evaluates those estimates and judgments that are made based on information obtained from our historical experience, terms of existing contracts, industry trends and outside sources that are currently available to us, and on various other assumptions that management believes to be reasonable and appropriate in the circumstances. However, by their nature, judgments are subject to an inherent degree of uncertainty, and therefore actual results could differ from our estimates. We believe that the critical accounting policies discussed below significantly affect our judgments and estimates used in the preparation of our consolidated financial statements.

Construction in Progress and Other Long-Lived Assets

During the development and construction stage of our integrated entertainment, retail and gaming resort facilities, direct and incremental costs related to the design and construction, including costs under the construction contracts, duties and tariffs, equipment installation, shipping costs, payroll and payroll-benefit related costs, depreciation of plant and equipment used, applicable portions of interest and amortization of deferred financing cost, are capitalized in property and equipment. The capitalization of such costs begins when the development and construction of a project starts and ceases once the development activity is suspended for more than a brief period or construction is substantially completed. Pre-opening costs, consisting of marketing and other expenses related to our new or start-up operations and resort facilities are expensed as incurred.

Depreciation and amortization expense related to capitalized construction costs and other property and equipment is recognized from the time each asset is placed in service. This may occur at different stages as integrated entertainment, retail and gaming resort facilities are completed and opened.

Other long-lived assets with a finite useful life are depreciated and amortized on a straight-line basis over the asset's estimated useful life. The estimated useful lives are based on factors including the nature of the assets, its relationship to other assets, our operating plans and anticipated use and other economic and legal factors that impose limits. The remaining estimated useful lives of assets are periodically reviewed, including when changes in our business and the operating environment could result in a change in our use of those assets.

Our land use right in Macau under the land concession contract for Studio City is being amortized over the estimated lease term of the land on a straight-line basis. The expiry date of the lease of the land use right of Studio City is October 2026. The maximum useful life of assets at Studio City is therefore deemed to be the remaining life of the land concession contract. We will evaluate whether the term of the land concession contract is to be extended when it is probable that definitive registration will be obtained prior to the end of the land grant term.

Costs of repairs and maintenance are charged to expense when incurred.

We also evaluate the recoverability of our property and equipment and other long-lived assets with finite lives whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the carrying value of those assets to be held and used is measured by first grouping our long-lived assets into asset groups and, secondly, estimating the undiscounted future cash flows that are directly associated with and expected to arise from the use of and eventual disposition of such asset group. We define an asset group as the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and estimate the undiscounted cash flows over the remaining useful life of the primary asset within the asset group. If the carrying value of the asset group exceeds the estimated undiscounted cash flows, we record an impairment loss to the extent the carrying value of the long-lived asset exceeds its fair value with fair value typically based on a discounted cash flow model. If an asset is still under development, future cash flows include remaining construction costs. All recognized impairment losses, whether for assets to be disposed of or assets to be held and used, are recorded as operating expenses.

Recent Changes in Accounting Standards

See note 2 to our consolidated financial statements included elsewhere in this annual report for a discussion of recent changes in accounting standards.

Results of Operations

We are currently in the development stage, and as a result there is no revenue and cash provided by our intended operations. Accordingly, the activities reflected in our consolidated statements of operations mainly relate to general and administrative expenses, amortization of land use right, interest expenses and pre-opening costs. Consequently, as is typical for a development stage company, we have incurred losses to date and expect these losses to continue to increase until we commence commercial operations with the planned opening of the Studio City Project in mid-2015.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

For the year ended December 31, 2012, we had a net loss of US$16.56 million, an increase of US$11.52 million from a net loss of US$5.04 million for the year ended December 31, 2011, primarily due to our continuous development on Studio City, resulting an overall increase in our operating costs and expenses relating to amortization of land use right and pre-opening costs, as well as interest expenses, net of capitalized interest.

Amortization of land use rights expenses in 2012 were US$8.82 million, an increase of US$6.87 million from US$1.95 million incurred in 2011, primarily associated with the amended Studio City land concession contract in July 2012.

Pre-opening costs in 2012 were US$2.67 million, an increase of US1.53 million from US$1.14 million incurred in 2011 primarily due to more administrative costs and salary payments expensed during the year ended December 31, 2012.

Interest expenses (net of capitalized interest) in 2012 were US$4.62 million, compared to US$1.29 million in 2011. The increase in net interest expenses (net of capitalization) of US$3.33 million was primarily due to US$5.84 million interest expenses incurred for the Studio City Notes issued in November 2012 and an increase of US$2.51 million interest expenses on Studio City land use right payable, offset in part by the lower interest expense of US$0.48 million on loan from SCI and higher interest capitalization of US$4.54 million associated with the Studio City construction and development projects which resumed after the Acquisition.

Amortization of deferred financing costs in 2012 of US$0.10 million was associated with the issuance of Studio City Notes in November 2012.

Liquidity and Capital Resources

We have relied and intend to rely on shareholder equity contributions and/or subordinated loans from our shareholders, net proceeds from Studio City Notes and a portion of the Studio City Project Facility to meet our development project needs through the opening of the Studio City Project. As a development stage company relying on such financing sources, our working capital balance may be negative from time to time as the source of funds will be from long-term debt while our liabilities are current. See "—Indebtedness and Capital Contributions" for further details. In addition, we expect our cash outflow to increase as we will have substantial payment obligations relating to various development capital expenditure, pre-opening and working capital expenses and debt financing obligations during the construction period.

As of December 31, 2012, we held restricted cash and cash equivalents of approximately US$867.15 million. The restricted cash comprised of net proceeds from offering of Studio City Notes and the unspent cash from the capital injection for the Studio City Project from the advance from immediate holding company, Studio City Holdings, both of which were restricted only for payment of construction and development costs and other project costs of the Studio City Project in accordance with Studio City Notes and Studio City Project Facility terms. See note 6 to the consolidated financial statements included elsewhere in this annual report for more information.

Cash Flows

The following table sets forth a summary of our cash flows for the years indicated:

	Year Ended December 31,	
	2012	2011
	(In thousands of US$)	
Net cash used in operating activities	$ (4,286)	$ (2,611)
Cash used in investing activities	(968,778)	(14,068)
Net cash provided by financing activities	967,671	21,918
Effect of foreign exchange on cash and cash equivalents	—	1
Net (decrease) increase in cash and cash equivalents	(5,393)	5,240
Cash and cash equivalents at beginning of year	5,393	153
Cash and cash equivalents at end of year	$ —	$ 5,393

Operating Activities

We are currently developing the Studio City Project and therefore there is no revenue and cash generated from our intended operations. Cash used in operating activities during the presented periods in this annual report mainly represents the pre-opening costs paid during the construction period and also the settlement/termination fees for agreements entered into by Studio City Developments prior to the Acquisition. For the years ended December 31, 2012 and 2011, net cash used in operating activities were US$4.29 million, US$2.61 million respectively.

Working capital was US$22.75 million and a negative US$162.95 million as of December 31, 2012 and 2011 respectively. The substantial improvement was primarily attributable to the net proceeds from the issuance of the Studio City Notes. As a development stage company relying on financing from banks and our shareholders, the working capital balance may be negative from time to time as the source of funds will be from long term debt and the liability is current.

Investing Activities

Cash used in investing activities was US$968.78 million for the year ended December 31, 2012, an increase of US$954.71 million compared to US$14.07 million for the year ended December 31, 2011. Such increase was primarily due to increase in restricted cash of US$867.15 million, capital expenditure payment of US$66.20 million as well as the scheduled installment payment of US$35.43 million for Studio City's land premium.

The increase in restricted cash of US$867.15 million was primarily due to the deposit of net proceeds from the issuance of Studio City Notes of US$812 million and other bank accounts that are restricted for withdrawal and payment of Studio City Project costs in accordance with the terms of Studio City Notes and Studio City Project Facility.

Cash used in investing activities was US$14.07 million for the year ended December 31, 2011, primarily due to the payment of design and preliminary works in connection with Studio City.

Financing Activities

Net cash provided by financing activities was US$967.67 million for the year ended December 31, 2012, primarily from the proceeds of the issuance of Studio City Notes totaling US$825 million in November, 2012, the advances/fund transfer from Studio City Holdings, our immediate holding company and Studio City Hong Kong, our affiliated company, which are unsecured, non-interest bearing and repayable on demand, of US$90.08 million and US$86.49 million, respectively. These were offset in part by the prepaid debt issuance costs of US$18.81 million associated with Studio City Project Facility and payment of debt issuance costs associated with Studio City Notes of US$15.09 million.

Cash provided by financing activities were US$21.92 for the year ended December 31, 2011. The amounts represent advances from Studio City Hong Kong.

Indebtedness and Capital Contributions

The following table presents a summary of our indebtedness as of December 31, 2012:

	As of December 31, 2012 (in thousands of US$)
Studio City Notes	$ 825,000

Major changes in our indebtedness during the year ended and subsequent to December 31, 2012 are summarized below.

On November 26, 2012, we issued US$825.0 million aggregate principal amount of 8.50% Studio City Notes due 2020, which were priced at par and listed on the Official List of the SGX-ST. The net proceeds were used to fund the Studio City Project. The Studio City Notes accrue interest at a rate of 8.50% per annum with semi-annual interest payments due each year, accruing from the issuance date of the Studio City Notes on November 26, 2012. See note 6 to the consolidated financial statements included elsewhere in this annual report for more information.

On January 28, 2013, we entered into an agreement for the Studio City Project Facility, a senior secured project facility for a total sum of HK$10,855,880,000 (equivalent to approximately US$1.4 billion), comprising a five year HK$10,080,460,000 (equivalent to approximately US$1.3 billion) delayed draw term loan facility and a HK$775,420,000 (equivalent to approximately US$100 million) revolving credit facility. Borrowings under the Studio City Project Facility bear interest at the Hong Kong Interbank Offered Rate ("HIBOR") plus a margin of 4.50% per annum until the last day of the second full fiscal quarter after the opening date of the Studio City project. After that, interest will accrue at HIBOR plus a margin ranging from 3.75% to 4.50% per annum, depending on the total leverage ratio of Studio City Company Limited and its subsidiaries.

For further details of the above indebtedness, please refer to note 6 to the consolidated financial statements included elsewhere in this annual report, which includes information regarding the type of debt facilities used, the maturity profile of debt, the currency and interest rate structure and the nature and extent of any restrictions on our ability, and the ability of our subsidiaries, to transfer funds as cash dividends, loans or advances. Please also refer to "Long Term Indebtedness and Contractual Obligations" for details of the maturity profile of debt and "Quantitative and Qualitative Disclosures about Market Risk" for further understanding of our hedging of interest rate risk and foreign exchange risk exposure.

Long Term Indebtedness and Contractual Obligations

The following table summarizes our long term indebtedness and significant contractual obligations and commitments as of December 31, 2012.

	Payments Due by Period				
	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
	(in millions of US$)				
Long-term debt obligations(1)**:**					
Studio City Notes	$ —	$ —	$ —	$ 825.0	$ 825.0
Fixed interest payments	70.1	140.3	140.3	204.5	555.2
Other contractual commitments:					
Government annual land use fees(2)	0.5	1.0	1.0	9.5	12.0
Fixed interest on land premium(2)	5.2	3.6	—	—	8.8
Construction, plant and equipment acquisition commitments	380.6	328.8	—	—	709.4
Total contractual obligations	$ 456.4	$473.7	$141.3	$1,039.0	$2,110.4

(1) See note 6 to the consolidated financial statements included elsewhere in this annual report for further details on this debt facility.

(2) The land concession for the Studio City site, in which we hold a 60% equity interest, located on a land parcel in which we have received a land concession from the Macau government for a 25-year term from October 17, 2001, is renewable for further consecutive periods of ten years each until December 19, 2049. Renewal of the land concession is subject to obtaining approval from the Macau government.

Off-Balance Sheet Arrangements

Except as disclosed in note 12(c) to the consolidated financial statements included elsewhere in this annual report, we have not entered into any material financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements.

Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Distribution of Profits

In accordance with the provisions of the Macau Commercial Code, all companies incorporated in Macau, such as our subsidiaries incorporated in Macau, are required to set aside a minimum of 25% of such subsidiary's profit after taxation to the legal reserve until the balance of the legal reserve reaches a level equivalent to 50% of such subsidiary's share capital. The legal reserve sets aside an amount as reflected in the subsidiaries' statements of operations and is not available for distribution to the shareholders of the subsidiaries. The appropriation of legal reserve is recorded in the subsidiaries' financial statements in the year in which it is approved by the boards of directors of the relevant subsidiaries. As of December 31, 2012 and 2011, there was no reserve set aside in each of the relevant periods presented.

Restrictions on Distributions

The indenture governing the Studio City Notes contains certain covenants that, subject to certain exceptions and conditions, restrict the payment of dividends for our company and its restricted subsidiaries.

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. As of the date of this annual report, we have not invested in derivative or foreign currency based financial instruments. We believe our primary exposure to market risk will be interest rate risk associated with our substantial future indebtedness.

Interest Rate Risk

During the year ended December 31, 2012, we have not entered into any derivatives or other transactions to hedge interest rate risk. We will hedge our exposure to floating interest rates in a manner we deem prudent. We do not intend to engage in derivative transactions or other financial instruments for trading or speculative purposes. Under the Studio City Project Facility, the Borrower is required to obtain and maintain interest rate protection through interest rate swaps, caps, collars or other arrangements reasonably satisfactory to the agent for the Studio City Project Facility against increases in interest rates with respect to not less than 50% of the delayed draw term loan facilities amount outstanding for a period of not less than three years.

Our exposure to market risk for changes in interest rates relates primarily to our debt obligations. We have no cash flow exposure due to interest rate changes on the Studio City Notes because they bear interest at fixed rates. However, we do have cash flow exposure under the Studio City Project Facility, including the revolving credit portion, due to their floating interest rates based on HIBOR. Assuming we borrowed the full amount available under the term loan portion of our Studio City Project Facility, but did not borrow any amounts under the revolving credit portion of our Studio City Project Facility, a one percent (1%) change in HIBOR would increase our combined interest expense on the Studio City Project Facility by approximately US$13 million per year, without taking into account the effect of any hedging instruments.

Foreign Exchange Risk

Our exposure to foreign exchange rate risk is associated with the currency of our operations, our anticipated indebtedness and the presentation of our consolidated financial statements in U.S. dollars. The H.K. dollar is the predominant currency used in Macau and is often used interchangeably with the Pataca in Macau. In addition, a significant portion of our indebtedness, as a result of the Studio City Notes and potentially, the Studio City Project Facility, are denominated in U.S. dollars, and the costs associated with servicing and repaying such debt will be denominated in U.S. dollars. The H.K. dollar is pegged to the U.S. dollar within a narrow range and the Pataca is in turn pegged to the H.K. dollar. The exchange rates between these currencies have remained relatively stable over the past several years, resulting in minimal foreign exchange exposure for us. However, we cannot assure you that the current peg or linkages between the U.S. dollar, H.K. dollar and Pataca will not be broken or modified and subjected to fluctuation as such exchange rates may be affected by, among other things, changes in political and economic conditions.

BUSINESS

Overview

We are an indirectly owned subsidiary of SCI, which is controlled and 60%-owned by MCE, a developer, owner and, through Melco Crown Macau, an operator of casino gaming and entertainment resort facilities focused on the Macau market. On July 27, 2011, MCE, through its wholly owned subsidiary, MCE Cotai Investments Limited, acquired a 60% interest in SCI from an affiliate of eSun Holdings Limited, an independent third party. New Cotai Holdings, an entity incorporated in Delaware and controlled by funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P., retains the remaining 40% interest in SCI through its wholly owned subsidiary New Cotai, LLC.

Studio City is one of the few integrated resort development projects to be developed in Cotai that currently has a land grant concession. We are developing the Studio City Project to be a cinematically-themed integrated resort, designed to deliver a unique entertainment proposition to visitors to Macau. We also expect the Studio City Project to capture the increasingly important mass market segment in Asia and, in particular, from Greater China, with its destination theming, unique and innovative interactive attractions, and strong Asian focus. In addition to its anticipated diverse range of gaming and non-gaming offerings, we believe Studio City's location in the fast growing Cotai region of Macau, directly adjacent to the Lotus Bridge immigration checkpoint ("Where Cotai Begins" which connects China to Macau) and a proposed light rail station, is a major competitive advantage, particularly as it relates to the mass market segment.

We will operate the gaming areas of Studio City pursuant to a services agreement entered into by our subsidiary, Studio City Entertainment, with Melco Crown Macau, dated May 11, 2007 and amended on June 15, 2012, as further amended from time to time, together with other agreements or arrangements entered into between the parties from time to time, which may amend, supplement or be related to the aforementioned agreement. Melco Crown Macau will be reimbursed for the costs incurred in connection with its operation of the Studio City Casino and will retain a portion of the gross gaming revenues from such operation, which will be reinvested in the Studio City Project.

The initial site preparation for the Studio City Project has been substantially completed. Additional site preparation works for the updated design of the Studio City Project recommenced in the third quarter of 2012. The Studio City Project is expected to include a 5-star luxury hotel (which we currently expect to operate under our own branding) and related facilities, gaming capacity, retail, attractions and entertainment venues (including a multipurpose entertainment studio). The Studio City Project is currently targeted to open by mid-2015. Our plan for the Additional Development of the Studio City site, which is expected to include additional 5-star luxury hotel and related facilities, as well as an expansion of retail, entertainment and gaming capacity, is currently being prepared and remains subject to change.

Total construction and design costs are currently budgeted at approximately US$2,042 million. As of December 31, 2012, we had incurred approximately US$132.6 million (excluding the cost of land) for the development of the Studio City Project since the Acquisition, primarily for land premium, site preparation costs and design and consultation fees. Other than utilizing internal cash flow, we have entered into financing arrangements for the Studio City Project, namely the Studio City Notes and the Studio City Project Facility.

The total gross construction area of the Studio City Project is approximately 5.0 million square feet (equivalent to approximately 463,000 square meters), and while the current Studio City plans remain subject to change, the Studio City Project is expected to feature an array of gaming and non-gaming amenities, including:

- gaming capacity of up to 500 gaming tables and over 1,500 gaming machines;
- a high-rise structure accommodating self-managed 5-star luxury hotel facilities with approximately 1,600 rooms; and
- retail area with a gross construction area of approximately 0.39 million square feet (equivalent to approximately 36,000 square meters).

We have engaged Paul Y Construction Company Limited as our piling contractor, which has re-commenced the necessary piling and site foundation works after successfully securing the necessary construction permit. We have also commissioned Leigh and Orange Limited as our executive architect and engaged PY Construction (Macau) Limited and Yau Lee Construction (Macau) Company Limited as the main construction contractor. We also plan to engage an internationally recognized company specializing in the development of retail space on the Studio City Project.

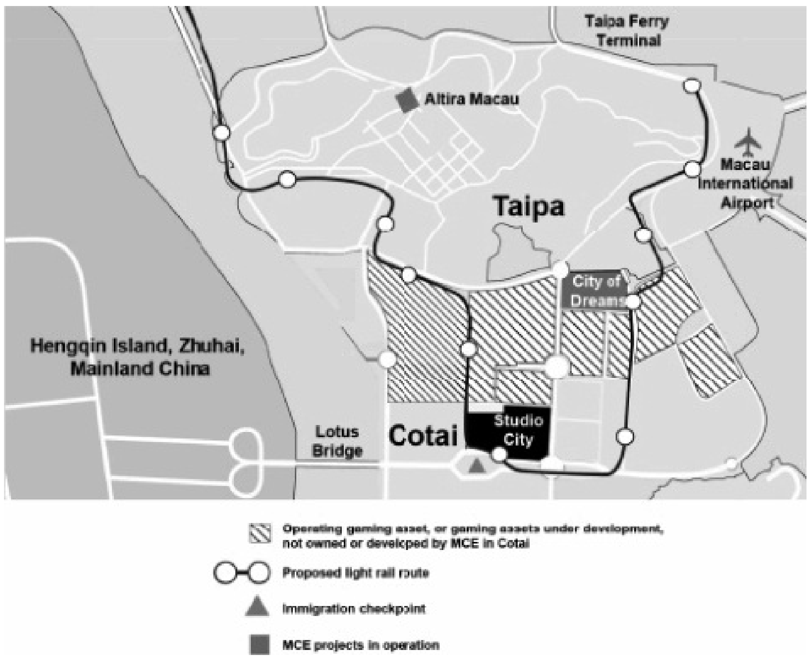
In addition to the contractors set forth above, we are in the continuous process of appointing architectural, design and interior design firms specializing in gaming and hospitality venues to provide design services to the various areas of the Studio City Project. These consultants are expected to be directly appointed by Studio City Developments and will be managed by the project team.

Competitive Strengths

Optimal location

Studio City is located in Cotai, an area that has become the key growth driver for Macau, where major gaming operators intend to develop further integrated resorts. Branded as "Where Cotai Begins", Studio City is strategically located directly adjacent to the Lotus Bridge immigration checkpoint and is located along one of the planned Cotai hotel-casino resort stops on the Macau Light Rail Transit line, which is expected to commence operations in 2015. Studio City Project's close proximity to these two key entry and transit points is a key competitive advantage, likely making the property one of the first stops for a large number of visitors from Mainland China to Cotai. We believe that Studio City's location as the first hotel-casino resort stop in Cotai is important in driving mass market visitation, enabling the property to capture a meaningful share of these customers' spending.

Furthermore, we expect that Studio City's location and Studio City Casino's complementary mass market focus will enable significant cross-marketing and cross-promotional opportunities with MCE's City of Dreams integrated resort, which focuses on the premium mass and VIP markets and is located only minutes by car and two stations away on a proposed light rail from Studio City.



In addition, we believe that the planned development of Hengqin Island, China, will substantially increase traffic flow over time through the Lotus Bridge immigration checkpoint, further enhancing Studio City's access to its core mainland Chinese target market.

Innovative property with a focus on non-gaming entertainment attractions

We anticipate that Studio City Project's unique design, including its striking and iconic exterior, will enhance the appeal of the property, particularly to the mass market segment, and help capture visitors entering Macau via the Lotus Bridge. Gary Goddard Entertainment, a United States based entertainment and hospitality design specialist, has helped create Studio City Project's architectural concepts, leveraging their vast experience from numerous international resort projects.

The following is an artist's impression of the Studio City Project and may be subject to change:

We believe that our focus on non-gaming entertainment attractions will differentiate the Studio City Project from existing Macau resort offerings, which currently place a higher emphasis on gaming, retail and/or meeting, incentives, convention and exhibition offerings. The cinematically-themed entertainment offerings are expected to include regional pop artist concerts, a "Golden Wheel" attraction, as well as several other interactive rides and attractions including, a 5,000 seat multi-purpose entertainment studio, designed to cater to a broad range of customer tastes and preferences. We expect to benefit from MCE's creative expertise in developing market leading innovative non-gaming entertainment attractions, such as "The House of Dancing Water" show, the "Dragon's Treasure" show in The Bubble and the Club Cubic nightclub. We believe that leveraging MCE's creative experience will assist us in delivering world-class innovative entertainment experiences.

The Studio City Project will also offer numerous casual and fine dining restaurants and bars, as well as other food and beverage outlets.

Significant Macau operational experience of our controlling shareholder

Our controlling shareholder, MCE, together with its subsidiaries, has significant experience in the Macau gaming market, having first entered the market in 2003. MCE and its subsidiary, Melco Crown Macau, which will operate the Studio City Casino, have successfully developed and are currently operating two major Macau based casino operations, City of Dreams and Altira Macau, illustrating a thorough understanding and knowledge of the Macau gaming industry, including customer needs and preferences, regulatory processes and approvals, and the current and future competitive landscape.

We expect to leverage our relationship with MCE to maximize economies of scale through cost saving initiatives, including the centralization of shared services and support functions, such as legal services, information technology, human resources, supply chain logistics, sales and marketing, warehousing, strategic sourcing and transportation.

We believe that one of our strengths is the combined expertise of our controlling shareholder, MCE, and Melco and Crown, major shareholders of MCE, both of whom are represented on the board of directors of SCI, our parent. Melco has an established reputation and a broad network of business relationships in Macau, Hong Kong and elsewhere in Greater China, and was one of the first to tap the rapidly growing leisure, gaming and entertainment market in Macau. Crown is one of Australia's largest entertainment groups and is an experienced gaming company. We believe that successfully leveraging MCE's operational experience should minimize the Studio City Project's ramp up period after its initial opening.

Ability to leverage an established customer and international sales network and loyalty programs

We expect to leverage MCE's extensive customer and sales network in Asia, as well as its well-developed and recognized customer hosting and loyalty programs in order to build and develop our own customer base and drive visitation for the Studio City Project to achieve revenue growth. We also expect to leverage our relationship with MCE to capitalize on strategic revenue growth opportunities, including joint marketing and sales campaigns, as well as enticements at MCE properties to visit the Studio City Project and vice versa, and multi-location gaming machine jackpots.

Premier development team

Our core project management team and board of SCI include various individuals with significant experience in developing multi-billion dollar integrated resort projects. These individuals have extensive experience developing integrated resorts with total construction costs of over US$10 billion. Marquee integrated resorts that they have been involved in include: Altira Macau, City of Dreams, MGM Macau, Wynn Macau, Venetian Macau, Cosmopolitan Las Vegas and Marina Bay Sands Singapore.

Strong shareholder support and significant equity investment

MCE made an initial investment of US$360 million relating to the Acquisition. In addition, as of the date of this annual report, MCE and New Cotai, LLC, shareholders of SCI, contributed US$490 million to the Studio City Project in accordance with the shareholder agreement. Our shareholders are expected to provide total equity contribution and/or subordinated loans of US$825 million and SCI is expected to procure completion support of US$225 million through letters of credit or cash collateral. We believe that the significant equity investment of our shareholders provides us with a prudent capital structure.

Our Strategies

Differentiate the integrated resort with significant non-gaming attractions

The Studio City Project is expected to be differentiated from existing hotel-casino integrated resorts through our emphasis on entertainment and interactive attractions. We believe that the success of City of Dreams' "The House of Dancing Water" show, the Club Cubic nightclub and the "Dragons Treasure" show in The Bubble illustrates a strong demand for quality entertainment offerings in Macau, which we believe is currently underserved in Macau. "The House of Dancing Water" show has entertained over 1.5 million customers since commencing operation in September 2010, averaging occupancy rates of over 90% in its approximately 2,000 seat theater.

We believe that the Studio City Project's large number of themed restaurants, interactive entertainment offerings and architecturally unique façade will differentiate Studio City from Macau's existing integrated resorts, help drive traffic into the property and extend the length of the patrons' stay. The multi-purpose entertainment studio and TV production pods are expected to be located within the retail mall complex. In addition to the studio, we currently expect to build several entertainment-related attractions and rides at various locations, including a "Golden Wheel" (a Ferris wheel), "Flying Theater" (a special effects cinema), Holographic Concert, and Hall of Good Fortune (a hall of mirrors).

Focus on the higher margin mass market customer segment

The Studio City Project aims to be a mass market focused integrated resort. Studio City Casino intends to favor the mass market segment in Macau, given the typically higher operating margins and higher expected growth rates, when compared to the rolling chip segment. Incremental costs associated with the VIP rolling chip segment, compared to the mass market segment, include gaming promoter commissions and higher customer incentives. Mass market customers will be targeted by leveraging the Studio City Project's diversified entertainment attractions, strategic marketing and promotional campaigns, as well as through a unique and tiered customer loyalty program, which will cater to a wide range of customers.

The mass market segment is more stable than the VIP rolling chip segment. During the global financial crisis in 2008 and 2009, Macau's quarterly mass market growth remained positive despite the significant disruptions to global markets and weak global economic conditions.

Develop comprehensive marketing and customer loyalty programs

The marketing efforts for the Studio City Project will be centralized within MCE, enabling substantial cost and revenue synergies, including, among other things, joint marketing and promotional campaigns. We intend to build up an extensive sales reach throughout our core target markets, including China, Hong Kong and Taiwan, ensuring that we strategically target our intended customer base and increase visitation and brand recognition.

We expect that the Studio City Casino will develop strong customer loyalty programs, tailored to attract and retain key customers, with a tiered loyalty approach ensuring each customer segment is specifically recognized and incentivized in accordance with their expected revenue contribution. We anticipate that the Studio City Casino will participate in cross marketing and sales campaigns developed by Melco Crown Macau as well as participate in customer loyalty strategies, which we believe will minimize the Studio City Project's ramp up period, reduce marketing costs through scale synergies and maximize cross-revenue opportunities through complementary marketing programs and campaigns.

Create a first class customer experience

We aim to provide Studio City's customers with a high quality experience through Studio City's product offering and service quality. We believe Studio City's variety of gaming and non-gaming attractions will provide customers with a superior overall entertainment experience. We expect customers to be able to dine and shop, attend concerts and enjoy the various interactive rides and attractions while also being able to play table games and gaming machines, all without leaving our property. We believe that by leveraging MCE's operational expertise, we will be able to provide superior customer service. For example, the Studio City Project will have access to MCE's experienced management team and service staff and will be able to share in the extensive training and hiring programs designed by MCE.

Studio City Project

Our current plan is to develop the Studio City Project into a large-scale cinematically-themed integrated resort, consisting of 5-star luxury hotel and related facilities, gaming capacity, retail, attractions and entertainment venues (including a multipurpose entertainment studio). Although our current budget remains subject to change, our estimation is that the total cost of developing and constructing the Studio City Project up to the point of initial opening will be approximately US$2,950 million, which includes the design and construction budget of US$2,042 million. As of December 31, 2012, we had incurred approximately US$132.6 million (excluding the cost of land) for the development of the Studio City Project since the Acquisition, primarily for land premium, site preparation costs and design and consultation fees. We expect to fund the project costs through to the opening of the Studio City Project through equity contributions by and/or subordinated loans from our shareholders of approximately US$825.0 million, US825.0 million from the Studio City Notes and US$1.3 billion from the Studio City Project Facility.

Development of the Studio City Project

The following information describes our plans for the development for the Studio City Project as of the date of this annual report. As we are continually reviewing and developing our project plans, the following description is subject to further revision and change.

Gaming Capacity

The gross construction area for the of Studio City Project is approximately 5.0 million square feet (equivalent to approximately 463,000 square meters). The Studio City Casino is expected to have gaming capacity of up to 500 gaming tables and over 1,500 gaming machines.

Hotel

It is anticipated that the hotel will include a high rise structure accommodating self-managed 5-star luxury hotel facilities with approximately 1,600 rooms.

Retail

It is anticipated that the retail space will be located on the lower podium of an integrated superstructure. The total retail gross construction area of approximately 0.39 million square feet (equivalent to approximately 36,000 square meters) is available for the Studio City Project with net leasable area of approximately 0.24 million square feet (equivalent to approximately 22,000 square meters). The retail mall is expected to showcase a variety of shops, and food and beverage offerings.

Entertainment

The multi-purpose entertainment studio and TV production pods are expected to be located within the retail mall complex. The multi-purpose entertainment studio is anticipated to have a total capacity of approximately 5,000 seats.

In addition to the studio, we currently expect to build several entertainment-related attractions and rides at various locations, including "Golden Wheel" (a Ferris wheel), "Flying Theater" (a special effects cinema), Holographic Concert, and Hall of Good Fortune (a hall of mirrors). Development of these entertainment features remains subject to ongoing review and revision, as well as our project budget and necessary approvals.

Targeted Customers

The Studio City Project is expected to focus on targeting the mass market segment (non-VIP), consisting of individuals who are expected to appreciate the broad leisure and entertainment offerings featured at the Studio City Project, including interactive attractions and rides, together with significant retail and food & beverage venues. The Studio City Casino will also cater to the VIP segment, which typically attracts wealthy high-end patrons who seek the excitement of high stakes gaming.

The primary target market is expected to be the mid-to-high income population who are either avid gamblers and/or high frequency visitors to Macau, with a particular focus on the adjacent Guangdong market and the rest of Greater China. The broader Asian region will serve as secondary and tertiary target markets.

Location and description of the Land Grant

Studio City is to be developed in Cotai as an integrated resort development project under a land grant concession granted by way of lease for the Site.

Studio City's site is on a plot of land of 130,789 square meters (equivalent to approximately 1.4 million square feet) and is strategically adjacent to a projected light rail station and Lotus Bridge immigration checkpoint, "Where Cotai Begins" which connects Macau to Hengqin Island, PRC. The Studio City Project entrance will be approximately a one minute walk from the immigration checkpoint and will be interconnected to the property via a sheltered pedestrian walkway. This direct access from key entry and transit points for Macau visitors will allow Studio City to become the natural first stop in Macau and likely benefit from the largest share of spending from these customers. In addition, the Studio City Project's architecturally striking and iconic exterior will be highly visible and prominent in a prime location, helping to generate significant foot traffic.

Studio City has a gross construction area of approximately 7.6 million square feet (equivalent to approximately 707,078 square meters). The gross construction area for the first phase is approximately 5.0 million square feet (equivalent to approximately 463,000 square meters). Under the Studio City land concession contract, the land premium is approximately MOP1,425.3 million (equivalent to approximately US$177.9 million), of which approximately MOP495.1 million (equivalent to approximately US$61.8 million) was paid as of December 31, 2012, and the remaining MOP930.2 (equivalent to approximately US$116.1 million) will be paid in five bi-annual installments, bearing interest at 5% per annum. Under the Studio City land concession contract, Studio City Developments has provided guarantees in the total amount of MOP7.4 million (equivalent to approximately US$0.9 million). Currently, the development period under the land concession contract is for 72 months from July 25, 2012.

The Studio City land concession contract, as amended by Dispatch of the Secretary for Transportation and Public Works no. 31/2012, of July 19, 2012, permits Studio City Developments to build a complex comprising a five-star hotel, a facility for cinematographic industry, including supporting facilities for entertainment and tourism, parking and free area.

Shared Services and Management

We intend to share certain resources and services with MCE and certain of its affiliates or subsidiaries, including senior management services, marketing capabilities, operations, supply chain logistics, warehousing and strategic sourcing, transportation, legal and compliance services, finance and accounting, information technology, human resources services and other customarily centralized corporate functions.

We believe that the use of shared resources and services with MCE and certain of its affiliates or subsidiaries will provide us with synergy opportunities through leveraging MCE's extensive Macau experience, utilizing MCE's existing marketing capabilities, realizing cost efficiencies and economies of scale by centralizing support functions and leveraging MCE's management structure and experience, support service, infrastructure and sales network.

We plan to maximize scale opportunities between MCE and the Studio City Project in a mutually beneficial manner. MCE will be reimbursed for all reasonable costs incurred in connection with the design, development, construction, equipping, supply, installation, testing, commissioning, opening and operation of the Studio City Project. Such costs may include services or goods provided by MCE related entities on prices and terms that are competitive with the prices and terms of goods or services of equal quality available from third parties as evidenced by third party quotes or tenders for service where appropriate.

Advertising and Marketing

Closer to the opening of the Studio City Project and/or once it becomes operational, we plan to seek to attract customers to the Studio City Project and to grow our customer base over time by implementing and undertaking various advertising and marketing activities, which may include utilizing local and regional media for publicity, cultivating good public relations, employing different forms of advertising, offering promotions and entertainment options to customers and hosting special events.

Additional Development

We will develop the remaining land covered by the Land Grant and expect it to include additional 5-star luxury hotel and related facilities, retail, entertainment and gaming expansion capacity. Our plan for the Additional Development is being prepared and remains subject to change.

Competition

Macau Gaming Market

We believe that the gaming market in Macau is and will continue to be intensely competitive. Competitors of the Studio City Project in Macau and elsewhere in Asia include all the current concession and subconcession holders and many of the largest gaming, hospitality, leisure and property development companies in the world. Some of these current and future competitors are larger than us and have significantly longer track records of operation of major hotel casino resort properties as compared to the Studio City Project.

Gaming in Macau is administered through government-sanctioned concessions awarded to three different Concessionaires—Sociedade de Jogos de Macau S.A. (“SJM”), which is a company listed on the HKSE in which Mr. Lawrence Ho, the co-chairman and chief executive officer, and his family members have shareholding interests; Wynn Resorts (Macau) S.A. (“Wynn Macau”), a subsidiary of Wynn Resorts Ltd.; and Galaxy Casino, S.A. (“Galaxy”), a consortium of Hong Kong and Macau businessmen. SJM has granted a subconcession to MGM Grand Paradise, which was originally formed as a joint venture by MGM-Mirage and Ms. Pansy Ho, sister of Mr. Lawrence Ho. Galaxy has granted a subconcession to Venetian Macau Limited (“VML”), a subsidiary of Las Vegas Sands Corporation, the developer of Sands Macao, The Venetian Macao and Sands Cotai Central. Melco Crown Macau obtained its subconcession under the concession of Wynn Macau.

SJM currently operates multiple casinos throughout Macau. SJM has extensive experience in operating in the Macau market and long-established relationships in Macau. SJM has announced its intention to develop a new casino in Cotai and accepted a proposed land concession contract in October 2012, which remains subject to the formal approval of the Macau government.

Wynn Macau opened the Wynn Macau in September 2006 on the Macau Peninsula. In addition, they opened an extension to the Wynn Macau called Encore in 2010. In 2012, Wynn Macau started the construction for a new casino in Cotai.

Galaxy currently operates multiple casinos in Macau, including StarWorld, a hotel and casino resort in Macau’s central business and tourism district. The Galaxy Macau resort opened in Cotai in May 2011. In 2012, Galaxy started the construction for phase II of Galaxy Macau.

VML with a subconcession under Galaxy’s concession, operates Sands Macao on the Macau Peninsula, together with The Venetian Macao, the Plaza Casino at The Four Seasons Hotel Macao and the Sands Cotai Central, which are located in Cotai. VML has also announced proposals for further large developments in Cotai, one of which has opened in 2012.

MGM Grand Paradise, with a subconcession under SJM’s concession opened the MGM Macau in December 2007, which is located next to Wynn Macau on the Macau Peninsula. MGM Grand Paradise has announced its intention to develop a new casino in Cotai and began its construction in February 2013.

Melco Crown Macau also operates Altira Macau (located in Taipa Island), which opened in May 2007, the City of Dreams (located in Cotai), which opened in June 2009 and Mocha Clubs, which commenced operation in September 2003.

The existing concessions and subconcessions do not place any limit on the number of gaming facilities that may be operated. In addition to facing competition from existing operations of these Concessionaires and Subconcessionaires, the Studio City Project will face increased competition when any of them constructs new, or renovates pre-existing, casinos in Macau or enters into leasing, services or other arrangements with hotel owners, developers or other parties for the operation of casinos and gaming activities in new or renovated properties, as SJM and Galaxy have done. The Macau government has publicly stated that each Concessionaire will only be permitted to grant one subconcession. In 2008, the Macau government announced that new services agreements with respect to gaming activities would not be approved or authorized. The moratorium on new gaming services agreements does not currently impact the Casino Management Arrangements. Moreover, the Macau government announced that, until further assessment of the economic situation in Macau, there would be no increase in the number of concessions and subconcessions. The Macau government further announced that the number of gaming tables operating in Macau should not exceed 5,500 until the end of the first quarter of 2013 and that, thereafter, for a period of ten years, the total number of gaming tables to be authorized will be limited to an annual increase of 3%. The Macau government has recently stated that the allocation of tables over this ten year period does not need to be uniform and tables may be pre-allocated to new properties in Macau. These restrictions are not legislated or enacted into statutes or ordinances and as such different policies, including on the annual increase rate in the number of gaming tables, may be adopted at any time by the relevant Macau government authorities. According to the DICJ, the number of gaming tables operating in Macau as of December 31, 2012 was 5,485. The Macau government has reiterated further that it does not intend to authorize the operation of any new casino that was not previously authorized by the government. However, the policies and laws of the Macau government could change and permit the Macau government to grant additional gaming concessions or subconcessions. Such change in policies may also result in a change of the number of gaming tables and casinos that the Macau government is prepared to authorize to operate.

Other Regional Markets

The Studio City Project may also face competition from casinos and gaming resorts located in other Asian destinations together with cruise ships. Casinos and integrated gaming resorts are becoming increasingly popular in Asia, giving rise to more opportunities for industry participants and increasing regional competition. There are major gaming facilities in Australia located in Melbourne, Perth, Sydney and the Gold Coast. Genting Highlands is a popular international gaming resort in Malaysia, approximately a one-hour drive from Kuala Lumpur. South Korea has allowed gaming for some time but these offerings are available primarily to foreign visitors. There are also casinos in the Philippines, Vietnam and Cambodia, although they are relatively small compared to those in Macau.

Singapore legalized casino gaming in 2006. Genting Singapore PLC opened its resort in Sentosa, Singapore in February 2010 and Las Vegas Sands Corporation opened its casino in Marina Bay, Singapore in April 2010. Despite these openings Macau has continued to show healthy growth. In addition, several other Asian countries are considering or are in the process of legalizing gambling and establishing casino-based entertainment complexes.

Employees

All of our corporate and administrative functions will be administered by staff of MCE or its affiliates, subsidiaries or designees. Melco Crown Macau will be responsible for the operation of the Studio City Casino facilities, including hiring, employing, training and supervising casino personnel, including in the pre-opening phase of the Studio City Project, and we will reimburse Melco Crown Macau for all of the costs in connection with its operation of the Studio City Casino, including employee costs.

MCE or its affiliates, subsidiaries or designees currently employ a few members of the project management team for the Studio City Project. Other than some employees being hired directly by us to internally manage and operate the day-to-day design and construction aspects of the Studio City Project, we do not anticipate appointing any other operational officers, or hiring any operational employees, until the Studio City Project is closer to completion.

As the Studio City Project comes closer to completion, we intend to undertake a major recruiting and training program, wherein we will recruit numerous executives, managers and employees with adequate industry experience. Under the casino management arrangements, Melco Crown Macau will be responsible for sales, marketing and advertising and will manage recruitment, training and all other matters related to employees at the Studio City Casino.

Intellectual Property

While our branding strategy has not yet been finalized, we have registered a number of trademarks in Macau and Hong Kong (including the "Where Cotai Begins" trademark), which may ultimately be used as a component of our branding strategy. Where possible, we intend to continue to register trademarks as we develop, review and implement our branding strategy for the Studio City Project. However, our current and any future trademarks are subject to expiration and we cannot guarantee that we will be able to renew all of them upon expiration. Our inability to renew the registration of certain trademarks and the loss of such trademarks could have an adverse effect on our business, financial condition, results of operations and cash flows once the Studio City Project is operational.

Insurance

We intend to obtain insurance of the types and in amounts that are customary in the industry and that we believe will reasonably protect our interests. During the period in which the Studio City Project is being built, we plan to maintain third party liability (including accidental pollution liability), workers compensation and contractor's all risks insurances.

We also plan to require our general contractors to maintain certain insurance. Following the opening of the Studio City Project, we intend to maintain commercial general liability (including accidental pollution liability), automobile liability, workers compensation, property damage and machinery breakdown and business interruption insurances. We also intend to require certain contractors who may perform work on the Studio City Project, as well as other vendors, to maintain certain insurance. In each case, we expect that the insurance we carry will be subject to various caps on liability, on both a per claim and aggregate basis, as well as certain deductibles and other terms and conditions.

Environmental Matters

Currently, we are not aware of any environmental complaints made against us.

Legal and Administrative Proceedings

We may be subject to legal proceedings from time to time. We are not currently involved in any legal or administrative proceedings that we expect, individually or in the aggregate, to have a material adverse effect on our financial condition, results of operations or liquidity. However, there is one pending dispute that arose when SCI was under the control of the former joint venture partners in relation to certain development costs in connection with the Studio City Project. The claim has since been referred to arbitration and Studio City Developments is now awaiting the arbitrator's decision. In the absence of the arbitrator's decision, the directors of SCI are currently not aware of any circumstances that will lead them to believe, and we do not expect, that the claim would have a material adverse effect on our financial condition, results of operations or liquidity.

MANAGEMENT

Directors and Executive Officers

The board of SCI will be responsible for the overall management of SCI and its subsidiaries, including our company. Our company currently has Clarence Yuk Man Chung as its sole director.

Mr. Clarence Yuk Man Chung is our sole Director. Mr. Chung was appointed as a non-executive director of MCE on November 21, 2006. Mr. Chung has also been an executive director of Melco since May 2006. Mr. Chung joined Melco in December 2003 and assumed the role of chief financial officer. Mr. Chung has served as a director of Melco Leisure and Entertainment Group Limited since 2008. Before joining Melco, he has more than 20 years of experience in the financial industry in various capacities as a chief financial officer, an investment banker and a merger and acquisition specialist. He was named one of the "Asian Gaming 50 – 2009, 2010 and 2012" by Inside Asian Gaming magazine. Mr. Chung has been the chairman and chief executive officer of Entertainment Gaming Asia Inc. (formerly known as Elixir Gaming Technologies, Inc.), a company listed on the NASDAQ Capital Market, since August 2008 and October 2008, respectively. Mr. Chung has been the chairman and director of Melco Crown (Philippines) Resorts Corporation, a company listed on the Philippine Stock Exchange, since December 2012. Mr. Chung has also been appointed as a director of a number of our subsidiaries incorporated in various different jurisdictions. Mr. Chung obtained a master's degree in business administration from the Kellogg School of Management at Northwestern University and The Hong Kong University of Science and Technology and is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Project Management Team

The following table sets forth certain information regarding the project management team for the Studio City Project as of December 31, 2012.

Name	Age	Position/Title
Jaya Jesudason	70	Senior Vice President and Director of Design and Construction
Graham Busst	66	Vice President, Commercial
William Cornish	45	Vice President, Construction
Simon So	57	Director, Construction Projects
Brian Tam	46	Director, Mechanical Electrical Planning
Adam Tsai	45	Senior Manager, Construction
Edmond Kwok	56	Manager, Construction
Henny W. Kruizinga	58	Chief Design Manager (Podium)
Roman Bugryn	61	Chief Design Manager (Hotel)

The members of our senior project management team have experience in property development, construction project management and architecture and design. The project management team will report to MCE and oversee and manage the Studio City Project at each stage of the process from design, construction through to completion of the Studio City Project. Our project management team will work closely with our contractors, including the main construction contractor, architects and engineers and will consist primarily of the following persons.

Jaya Jesudason is Senior Vice President and Project Director of Construction and Design. He joined Melco Crown Entertainment in 2007 as Project Director for the completion of the City of Dreams project. Prior to that, he worked at Kowloon-Canton Railway Corporation ("KCRC") as a general manager of the west rail project and other rail projects. He was also a divisional manager for the Hong Kong airport project of the Hong Kong Airport Authority.

Graham Busst is Vice President in our Commercial department. He was previously the Commercial Manager for the Leighton-China State-John Holland joint venture in connection with the City of Dreams project, and he previously also served as the Head of Commercial for Gammon and commercial director for Balfour Beatty KCRC Nam Cheong Station and Lok Ma Chau Terminus projects.

William Cornish is Vice President in our Construction department. He was previously the Deputy Project Director and Director of Construction for the Marina Bay Sands Integrated Resort in Singapore. He has also served as Senior Project Manager for Las Vegas Sands Inc. for The Venetian, Cotai and the Sands Casino, Macao. Prior to that, he was Project Manager for PCCW at the Cyberport Development in Hong Kong. Other projects Mr. Cornish worked on include Super Terminal 1 of Hong Kong Air Cargo Terminals Limited at Chek Lap Kok Airport.

Simon So is Director in our Construction Projects department. He was previously a project director on the Orient Town Project for the One Oasis Project. He also has extensive project management experience, having worked on developments such as City of Dreams, Venetian Phase 1 (Macau), Shatin to Central Link and West Rail.

Brian Tam is Director in our Mechanical Electrical Planning department. He is responsible for all of the mechanical and electrical works for the Studio City Project. He previously held a senior position with Balfour Beatty and Gammon, and his projects include Cathay Pacific Cargo Terminal, Hong Kong International Airport, One Island East and KCRC West Rail. He also served as Executive Engineer for Hsin Chong Taylor Woodrow Joint Venture at Hung Hum Station Renovation and Extension Project.

Adam Tsai is Senior Manager in our Construction department. He previously served as a project director at Mirage Project Management Ltd. and from 2005 to 2008, was a deputy project director for MGM Macau project.

Edmond Kwok is Manager in our Construction department. He was previously a construction manager for Leighton Contractors Asia, responsible for construction of tunnels between Tse Uk Chuen and Shek Yam of Express Rail Link, Hong Kong. He has also worked for Leighton-China State-John Holland joint venture for the City of Dreams project as deputy construction manager.

Henny W. Kruizinga is our Chief Design Manager (Podium). He is responsible for all of the podium design management including gaming, retail, restaurants, pool, facade and landscape facilities. From 2007 through 2010, he was the Director of Design for the Cosmopolitan of Las Vegas Resort & Casino, and prior to that, he served as Director of Design for Marnell Corrao Associates and MGM Mirage Resorts, both located in Las Vegas.

Roman Bugryn is our Chief Design Manager (Hotel). He has 35 years of experience in the construction industry as a consultant on a variety of types of projects. He was previously a site architect in Sharm El Sheikh, Egypt for the resort/hotel/villa development project of Emir's Palace for Qatar Development Corporation. From 2007 to 2009, he served as Design Director in City of Dreams and from 1999 to 2006, he served as Director of Architectural Practice for Mirvac.

Closer to the opening of the Studio City Project, we will appoint a President on terms that will be in line with industry practice. We plan to appoint a candidate with qualifications and expertise that match those appointed by our competitors. The responsibilities of the President will be determined by the board of SCI from time to time.

RELATED PARTY TRANSACTIONS

For discussion of significant related party transactions we entered into during the years ended December 31, 2012 and 2011, see note 13 to the consolidated financial statements included elsewhere in this annual report.

DESCRIPTION OF OTHER MATERIAL INDEBTEDNESS

On October 19, 2012, Studio City Company Limited (the "Borrower"), New Cotai Investments, LLC ("New Cotai Investments", the indirect holding company of New Cotai, LLC, the noncontrolling shareholder who owns a 40% interest in SCI) and MCE entered into a commitment letter (the "Commitment Letter") with certain lenders (the "Studio City Lenders") for the Studio City Project Facility in an aggregate amount of US$1.4 billion equivalent to fund the Studio City Project. The Commitment Letter sets out the terms and conditions on which the Studio City Lenders are willing to arrange, manage the syndication of and underwrite the Studio City Project Facility to be provided to the Studio City Borrower. These terms and conditions include the principal terms of the Studio City Project Facility and conditions precedent to entering into the definitive agreement of the Studio City Project Facility.

Studio City Project Facility

On January 28, 2013, Studio City Company Limited, entered into an agreement for the Studio City Project Facility, a senior secured project facility for a total sum of HK$10,855,880,000 (equivalent to approximately US$1.4 billion), comprising a five year HK$10,080,460,000 (equivalent to approximately US$1.3 billion) delayed draw term loan facility (the "Delayed Draw Term Loan Facility") and a HK$775,420,000 (equivalent to approximately US$100 million) revolving credit facility (the "Revolving Credit Facility"), each as described in further detail below.

Delayed Draw Term Loan Facility

The Studio City Project Facility matures on the date which is five years after the signing date of the definitive agreement of the Studio City Project Facility (the "Signing Date") and is subject to quarterly amortization payments commencing on the earlier of (i) the first fiscal quarter end date falling not less than 45 months after the Signing Date and (ii) the end of the second full fiscal quarter after the opening date of the Studio City Project. Amounts under the Studio City Term Loan Facility may be borrowed from and after the date that certain conditions precedent are satisfied until the date falling 18 months after the Signing Date.

Revolving Credit Facility

The Studio City Revolving Credit Facility matures on the date which is five years after the Signing Date and has no interim amortization. The Studio City Revolving Credit Facility may be utilized prior to the opening date for project costs by way of issue of letters of credit to a maximum of HK$387,710,000 (equivalent to US$49.83 million), and may be borrowed in full on a revolving basis after the Opening Date.

Use of Proceeds

Delayed Draw Term Loan Facility

The proceeds of borrowings under the Delayed Draw Term Loan Facility shall be used to finance or refinance the design, development, construction and pre-opening costs of the Studio City Project (including interest and other financing costs) and to pay fees and expenses incurred in connection therewith.

Revolving Credit Facility

The proceeds of borrowings under the Revolving Credit Facility may be used:

(i) for the issuance of letters of credit, subject to a limit of up to HK$387,710,000 (equivalent to approximately US$50 million); and

(ii) (for all drawings) to finance the general corporate purposes and working capital needs of the Borrower and its subsidiaries following the opening date (including, in certain circumstances, interest on the Studio City Project Facility and the Studio City Notes).

Repayment

The Delayed Draw Term Loan Facility amortizes by three percent on a quarterly basis commencing on the earlier of (i) the first fiscal quarter end date falling not less than 45 months after the signing of the Studio City

Project Facility and (ii) the end of the second full fiscal quarter after the opening date, with a balloon payment due on the final maturity date of the Delayed Draw Term Loan Facility, which is five years after the signing of the Studio City Project Facility. No amortization shall be required with respect to the Revolving Credit Facility. The final maturity date of the Revolving Credit Facility shall also be the date which is five years after the signing of the Studio City Project Facility.

Interest and Fees

Borrowings under the Studio City Project Facility bear interest at HIBOR plus a margin of 4.50% per annum until the last day of the second full fiscal quarter after the opening date, at which time the interest rate shall bear interest at HIBOR plus a margin ranging from 3.75% to 4.50% per annum as determined in accordance with the total leverage ratio in respect of Studio City Investments, Studio City Company and its subsidiaries (together, the "Studio City Borrowing Group").

The Borrower is obligated to pay a commitment fee of 40% of the applicable margin on the unused portions of the Studio City Project Facility from the signing of the Studio City Project Facility through the applicable availability period.

Completion Support

It will be a condition precedent to the funding of the Studio City Project Facility (and therefore must be established prior to the first disbursement from the note proceeds account under the Studio City Notes) that SCI shall procure completion support with an aggregate liability cap of US$225 million (the "Completion Support"), backed by either (i) letters of credit from acceptable financial institutions, including those with specified credit ratings, or (ii) cash collateral of US$225 million.

Calls under the Completion Support will be made in accordance with the Studio City Project Facility (which, in certain circumstances, will provide for its application against amounts outstanding under the Studio City Project Facility), and the Studio City Notes will not directly benefit from the Completion Support.

Security

Security for the Studio City Project Facility and any hedging related thereto will include, among others, first-ranking security over all or substantially all of the assets (including, other than in respect of Studio City Investments, shares) of Studio City Investments, the Borrower and the subsidiary guarantors, including a mortgage of certain land. Certain contractual counterparties, including Melco Crown Macau, will be required to enter into direct agreements with the finance parties under the Studio City Project Facility, which will modify the operation of their contracts, including the rights of the parties thereunder. In the case of Melco Crown Macau, this may give rise to a right to retain (after an agreed period following enforcement of the security) (and not reinvest) a portion of the revenues from its operation of the Studio City Casino.

Covenants

Studio City Investments and its subsidiaries (the "Obligors") will be required to comply with certain negative and affirmative covenants that are customary for a financing of this nature, including certain covenants relating to the Project. These covenants will include, among others, restrictions (subject to certain exceptions) on the ability of the Obligors to:

- create or permit to subsist any encumbrance or other security interest;
- dispose of any of its assets;
- make investments;
- make any loan or advance or guarantee indebtedness;
- incur or make payments in respect of indebtedness; or
- make dividends or distributions.

In addition, the Borrower is required to comply with certain financial covenants, which will include tests of the following ratios:

- cashflow to debt service;
- EBITDA to finance charges;

- senior first lien debt to EBITDA; and
- total debt to EBITDA,

in each case as defined under the Studio City Project Facility and tested quarterly (commencing on the earlier of June 30, 2016 and the end of the second full fiscal quarter after the opening date of the Studio City Project).

The financial covenants will also include a limitation on additional capital expenditure until an agreed period after the opening date.

Events of Default

The Studio City Project Facility will contain customary events of default, including events of default relating to the failure to achieve opening and construction completion of the Studio City Project by agreed long stop dates.

Other Financing

To the extent permitted by the Studio City Project Facility and the indenture for the Studio City Notes, we may obtain financing in the form of, among other things, additional equity or debt, including additional bank loans or high yield, mezzanine or other debt, or rely on our operating cash flow to fund further project development.

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

INDEPENDENT AUDITORS' REPORT

To the Shareholder and the Board of Directors of Studio City Finance Limited (A Development Stage Company):

We have audited the accompanying consolidated financial statements of Studio City Finance Limited and its subsidiaries (a development stage company) (the "Company"), which comprise the consolidated balance sheets as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive loss, shareholder's equity (deficit) and cash flows for the years then ended, and for the period from August 22, 2000 (date of incorporation) to December 31, 2012, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the consolidated financial statements of the Company for the period August 22, 2000 (date of incorporation) through December 31, 2010, which reflect total net loss of US$23,329,000 of the related totals. Those consolidated statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for such prior period, is based solely on the report of the other auditors. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on our audits and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Studio City Finance Limited and its subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended, and for the period from August 22, 2000 (date of incorporation) to December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Predecessor Auditors' Opinion on 2010 Consolidated Financial Statements

The consolidated financial statements of the Company as of and for the year ended December 31, 2010 and for the period August 22, 2000 (date of incorporation) through December 31, 2010 were audited by other auditors whose report, dated October 29, 2012, expressed an unmodified opinion on those consolidated statements.

/s/ Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
April 30, 2013

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED BALANCE SHEETS
(In thousands of U.S. dollars, except share and per share data)

	December 31, 2012	December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ —	$ 5,393
Restricted cash (Note 6)	125,463	—
Amounts due from affiliated companies (Note 13(a))	540	—
Prepaid expenses and other current assets	2,669	1,368
Total current assets	128,672	6,761
PROPERTY AND EQUIPMENT, NET (Note 3)	272,421	162,028
LONG-TERM PREPAYMENT AND DEPOSITS	20,371	432
RESTRICTED CASH (Note 6)	741,683	—
DEFERRED FINANCING COST	16,546	—
LAND USE RIGHT, NET (Note 4)	166,435	70,767
TOTAL ASSETS	$1,346,128	$ 239,988
LIABILITIES AND SHAREHOLDER’S EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accrued expenses and other current liabilities (Note 5)	$ 104,018	$ 9,915
Amounts due to affiliated companies (Note 13(b))	1,547	159,142
Amount due to ultimate holding company (Note 13(c))	354	625
Amount due to intermediate holding company (Note 13(d))	—	30
Total current liabilities	105,919	169,712
LONG-TERM DEBT (Note 6)	825,000	—
ADVANCE FROM IMMEDIATE HOLDING COMPANY (Note 13(e))	90,084	—
LOAN FROM INTERMEDIATE HOLDING COMPANY (Note 13(f))	—	53,131
OTHER LONG-TERM LIABILITIES	1,608	—
LAND USE RIGHT PAYABLE (Note 12(b))	71,358	47,020
COMMITMENTS AND CONTINGENCIES (Note 12)		
SHAREHOLDER’S EQUITY (DEFICIT)		
Ordinary shares at US$1 par value per share (Authorized—50,000 shares and issued—1 share as of December 31, 2012 and 2011) (Note 8)	—	—
Additional paid-in capital (Note 13(b), (d) and (f))	298,596	—
Accumulated other comprehensive loss	(65)	(65)
Deficit accumulated during the development stage	(46,372)	(29,810)
Total shareholder’s equity (deficit)	252,159	(29,875)
TOTAL LIABILITIES AND SHAREHOLDER’S EQUITY (DEFICIT)	$1,346,128	$ 239,988

The accompanying notes are an integral part of the consolidated financial statements.

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011	From inception of Studio City Holdings Two Limited ("Studio City Holdings Two") on August 22, 2000 to December 31, 2012 (Note 1)
OPERATING REVENUE			
Other revenue	$ 655	$ —	$ 655
OPERATING COSTS AND EXPENSES			
General and administrative	(972)	(672)	(20,408)
Amortization of land use right	(8,817)	(1,945)	(12,025)
Depreciation	—	—	(238)
Pre-opening costs	(2,672)	(1,140)	(3,812)
Total operating costs and expenses	(12,461)	(3,757)	(36,483)
OPERATING LOSS	(11,806)	(3,757)	(35,828)
NON-OPERATING EXPENSES			
Interest income	8	—	8
Interest expenses, net of capitalized interest	(4,616)	(1,285)	(8,965)
Amortization of deferred financing cost	(123)	—	(123)
Foreign exchange loss, net	(25)	(1)	(26)
Total non-operating expenses	(4,756)	(1,286)	(9,106)
NET LOSS	$ (16,562)	$ (5,043)	$ (44,934)

The accompanying notes are an integral part of the consolidated financial statements.

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011	From inception of Studio City Holdings Two on August 22, 2000 to December 31, 2012 (Note 1)
Net loss for the year/period	$ (16,562)	$ (5,043)	$ (44,934)
Other comprehensive loss:			
Foreign currency translation adjustment	—	(65)	(65)
Other comprehensive loss	—	(65)	(65)
Total comprehensive loss	$ (16,562)	$ (5,108)	$ (44,999)

The accompanying notes are an integral part of the consolidated financial statements.

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY (DEFICIT)
(In thousands of U.S. dollars, except share and per share data)

	Ordinary Share		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Deficit Accumulated During the Development Stage	Total Shareholder's (Deficit) Equity
	Share	Amount				
Issue of share (Notes 1 and 8)	1	$ —	$ —	$ —	$ —	$ —
Net loss for the period	—	—	—	—	(193)	(193)
BALANCE AT DECEMBER 31, 2001	1	—	—	—	(193)	(193)
Net loss for the year	—	—	—	—	(282)	(282)
BALANCE AT DECEMBER 31, 2002	1	—	—	—	(475)	(475)
Net loss for the year	—	—	—	—	(274)	(274)
BALANCE AT DECEMBER 31, 2003	1	—	—	—	(749)	(749)
Net loss for the year	—	—	—	—	(345)	(345)
BALANCE AT DECEMBER 31, 2004	1	—	—	—	(1,094)	(1,094)
Net loss for the year	—	—	—	—	(437)	(437)
BALANCE AT DECEMBER 31, 2005	1	—	—	—	(1,531)	(1,531)
Net loss for the year	—	—	—	—	(987)	(987)
BALANCE AT DECEMBER 31, 2006	1	—	—	—	(2,518)	(2,518)
Net loss for the year	—	—	—	—	(7,551)	(7,551)
BALANCE AT DECEMBER 31, 2007	1	—	—	—	(10,069)	(10,069)
Net loss for the year	—	—	—	—	(3,174)	(3,174)
BALANCE AT DECEMBER 31, 2008	1	—	—	—	(13,243)	(13,243)
Net loss for the year	—	—	—	—	(3,782)	(3,782)
BALANCE AT DECEMBER 31, 2009	1	—	—	—	(17,025)	(17,025)
Net loss for the year	—	—	—	—	(6,304)	(6,304)
BALANCE AT DECEMBER 31, 2010	1	—	—	—	(23,329)	(23,329)
Net loss for the year	—	—	—	—	(5,043)	(5,043)
Foreign currency translation adjustment	—	—	—	(65)	—	(65)
Write off of outstanding balance due from a dissolved affiliated company as deemed capital contribution (Note 13)	—	—	—	—	(1,438)	(1,438)
BALANCE AT DECEMBER 31, 2011	1	—	—	(65)	(29,810)	(29,875)
Net loss for the year	—	—	—	—	(16,562)	(16,562)
Waiver of outstanding balance due to immediate holding company as capital contribution (Note 13(b), (d) and (f))	—	—	298,596	—	—	298,596
BALANCE AT DECEMBER 31, 2012	1	$ —	$ 298,596	$ (65)	$ (46,372)	$ 252,159

The accompanying notes are an integral part of the consolidated financial statements.

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011	From inception of Studio City Holdings Two on August 22, 2000 to December 31, 2012 (Note 1)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (16,562)	$ (5,043)	$ (44,934)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	8,817	1,945	12,263
Amortization of deferred financing cost	123	—	123
Impairment loss recognized on property and equipment	—	—	366
Loss on disposal of property and equipment	—	—	13
Increase in interest payable on loan from intermediate holding company	30	1,285	4,379
Changes in operating assets and liabilities:			
Amounts due from affiliated companies	(635)	(2)	(2,069)
Prepaid expenses and other current assets	(1,301)	(1,241)	(2,669)
Long-term prepayment and deposits	(489)	—	(920)
Accrued expenses and other current liabilities	5,781	(694)	7,011
Amounts due to affiliated companies	221	514	735
Amount due to ultimate holding company	(271)	625	354
Amount due to intermediate holding company	—	—	30
Net cash used in operating activities	(4,286)	(2,611)	(25,318)
CASH FLOWS FROM INVESTING ACTIVITIES			
Change in restricted cash	(867,146)	—	(867,146)
Acquisition of property and equipment	(66,204)	(14,068)	(207,664)
Payment for land use right	(35,428)	—	(62,318)
Proceeds from sale of property and equipment	—	—	2
Net cash used in investing activities	(968,778)	(14,068)	(1,137,126)
CASH FLOWS FROM FINANCING ACTIVITIES			
Prepayment of deferred financing cost	(18,812)	—	(18,812)
Payment of deferred financing cost	(15,094)	—	(15,094)
Proceeds from long-term debt	825,000	—	825,000
Amount due to an affiliated company	86,493	21,918	239,856
Advance from immediate holding company	90,084	—	90,084
Loan from intermediate holding company	—	—	41,409
Net cash provided by financing activities	967,671	21,918	1,162,443
EFFECT OF FOREIGN EXCHANGE ON CASH AND CASH EQUIVALENTS	—	1	1
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(5,393)	5,240	—
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR/PERIOD	5,393	153	—
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD	$ —	$ 5,393	$ —

STUDIO CITY FINANCE LIMITED
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED STATEMENTS OF CASH FLOWS—continued
(In thousands of U.S. dollars)

	Year Ended December 31, 2012	Year Ended December 31, 2011	From inception of Studio City Holdings Two on August 22, 2000 to December 31, 2012 (Note 1)
NON-CASH INVESTING AND FINANCING ACTIVITIES			
Construction costs and property and equipment funded through accrued expenses and other current liabilities and other long-term liabilities	$ 45,461	$ 8,321	$ 51,797
Construction costs and property and equipment funded through amounts due from/to affiliated companies	$ 774	$ 4,330	$ 4,301
Construction costs funded through loan from intermediate holding company	$ 1,682	$ 911	$ 8,921
Land use right cost funded through land use right payable	$ 69,057	$ 47,020	$ 116,077
Deferred financing cost funded through accrued expenses and other current liabilities	$ 2,080	$ —	$ 2,080
Deferred financing cost funded through amounts due to affiliated companies	$ 133	$ —	$ 133
Write off of outstanding balance due from a dissolved affiliated company as deemed capital contribution	$ —	$ 1,438	$ 1,438
Waiver of outstanding balance due to immediate holding company as capital contribution (Note 13(b), (d) and (f))	$ 298,596	$ —	$ 298,596

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands of U.S. dollars, except share and per share data)

1. COMPANY INFORMATION

Studio City Finance Limited (the "Company") was incorporated in the British Virgin Islands ("BVI") on September 28, 2011 and was indirectly wholly owned by Studio City International Holdings Limited ("Studio City International"), which in turn was 60% held indirectly by Melco Crown Entertainment Limited ("MCE") and 40% held indirectly by New Cotai, LLC ("New Cotai"). MCE's American depository shares are traded on the NASDAQ Global Select Market in the United States of America ("U.S.") and MCE's ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited in the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong"). New Cotai is a private company incorporated in the U.S..

Immediately before the Reorganization as described below, the Group comprised of i) Studio City Holdings Two; ii) Studio City Developments Limited ("Studio City Developments"); iii) Studio City Services Limited ("Studio City Services"); iv) Studio City Hospitality and Services Limited ("Studio City Hospitality"); v) Studio City Hotels Limited ("Studio City Hotels"); vi) New Cotai Entertainment, LLC ("New Cotai Entertainment"); vii) Studio City Entertainment Limited ("Studio City Entertainment"); viii) Studio City Investments Limited ("Studio City Investments"); and ix) Studio City Company Limited ("Studio City Company"). Companies of i) to vii) above are collectively referred to as the reorganization companies (the "Reorganization Companies"). Immediately before the Reorganization as described below, Studio City Holdings Two, a company incorporated in the BVI, held 96% of Studio City Developments, Studio City Services and Studio City Hotels, companies incorporated in the Macau Special Administrative Region of the People's Republic of China ("Macau"). The remaining 4% of Studio City Hotels was held directly by Studio City Company. Studio City Services in turn held 100% of Studio City Hospitality, a company incorporated in Macau. New Cotai Entertainment, a company incorporated in the U.S., held 99% of Studio City Entertainment, a company incorporated in Macau. The Company held 100% of Studio City Investments, which in turn held 100% of Studio City Company, both Studio City Investments and Studio City Company were incorporated in the BVI. The remaining 4% in each of Studio City Developments and Studio City Services, and 1% of Studio City Entertainment were held directly by Studio City International, which also held 100% of Studio City Holdings Two and New Cotai Entertainment, and was considered the then ultimate holding company.

Pursuant to a reorganization dated January 3, 2012 (the "Reorganization"), Studio City Company acquired that entire equity interests in the Reorganization Companies from Studio City International. As a result, the Company became the intermediate holding company of the Reorganization Companies. The Reorganization Companies were wholly owned directly or indirectly by Studio City International immediately before the Reorganization. The Reorganization was accounted for as a reorganization of entities under common control in a manner similar to pooling-of-interests, with assets and liabilities stated at their historical amounts and the share capital of the Company reflected as if it was issued on August 22, 2000, the date of incorporation of Studio City Holdings Two, which was the first incorporated company among the Reorganization Companies. Accordingly, the accompanying consolidated financial statements have been prepared as if the current corporate structure had been in existence throughout the periods presented.

The Company conducts its principal activities through its wholly-owned subsidiaries, which are all located in Macau and the BVI, and U.S. until the dissolution of New Cotai Entertainment on August 27, 2012. The Company together with its subsidiaries (including those subsidiaries newly incorporated after the Reorganization) (collectively referred to as the "Group") does not conduct any substantive operations and is in the development stage, as defined under Financial Accounting Standards Board ("FASB") Accounting Standards Codification 915-205, *Development-Stage Entities*, and currently owns Studio City—an integrated resort comprising entertainment, retail and gaming facilities being developed in Cotai, Macau.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in conformity with the accounting principles generally accepted in the U.S. ("U.S. GAAP").

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated on consolidation.

The Reorganization was accounted for as a reorganization of entities under common control in a manner similar to pooling-of-interests, with assets and liabilities stated at their historical amounts. Accordingly, the accompanying consolidated financial statements have been prepared as if the current corporate structure had been in existence throughout the periods presented.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. These estimates and judgements are based on historical information, information that is currently available to the Group and on various other assumptions that the Group believes to be reasonable under the circumstances. Accordingly, actual results could differ from those estimates.

(c) Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell the asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date. The Group estimated the fair values using appropriate valuation methodologies and market information available as of the balance sheet date.

(d) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, demand deposits and highly liquid investments which are unrestricted as to withdrawal and use, and which have maturities of three months or less when purchased.

Cash and cash equivalents are placed with financial institutions with high-credit ratings and quality.

(e) Restricted Cash

Restricted cash comprises of proceeds from the offering of the Company's $825,000 8.50% senior notes, due 2020 (the "Studio City Notes") and other bank accounts that are restricted for withdrawal and payment of Studio City project costs in accordance with the terms of Studio City Notes and other associated agreement as disclosed in Note 6.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(f) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Impairment losses and gains or losses on dispositions of property and equipment are included in operating income. Major additions, renewals and betterments are capitalized, while maintenance and repairs are expensed as incurred.

During the construction and development stage of Studio City, direct and incremental costs related to the design and construction, including costs under the construction contracts, duties and tariffs, equipment installation, shipping costs, payroll and payroll-benefit related costs, depreciation of plant and equipment used, applicable portions of interest and amortization of deferred financing cost, are capitalized in property and equipment. The capitalization of such costs begins when the construction and development of a project starts and ceases once the construction is substantially completed or development activity is suspended for more than a brief period.

Depreciation expense related to capitalized construction costs and other property and equipment is recognized from the time each asset is placed in service. This may occur at different stages as integrated entertainment, retail and gaming resort facilities are completed and opened.

Property and equipment and other long-lived assets with a finite useful life are depreciated on a straight-line basis over the asset's estimated useful life. Estimated useful life of furniture, fixtures and equipment is 3 to 5 years.

(g) Capitalization of Interest and Amortization of Deferred Financing Cost

Interest and amortization of deferred financing cost incurred on funds used to construct Studio City during the active construction period are capitalized. Interest subject to capitalization primarily includes interest paid or payable on the loan from intermediate holding company, the Studio City Notes and the land premium payable for the land use right where Studio City is located. The capitalization of interest and amortization of deferred financing cost ceases once a project is substantially complete or development activity is suspended for more than a brief period. The amount to be capitalized is determined by applying the weighted-average interest rate of the Group's outstanding borrowings to the average amount of accumulated capital expenditures for assets under construction during the year and is added to the cost of the underlying assets and amortized over their respective useful lives. Total interest expenses incurred amounted to $10,065 and $2,196, of which $5,449 and $911 were capitalized for the years ended December 31, 2012 and 2011, respectively. No amortization of deferred financing cost was capitalized for the year ended December 31, 2012.

(h) Impairment of Long-Lived Assets

The Group evaluates the recoverability of long-lived assets with finite lives whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value.

(i) Deferred Financing Cost

Direct and incremental costs incurred in obtaining loans or in connection with the issuance of long-term debt are capitalized and amortized over the terms of the related debt agreements using the effective interest method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(j) **Land Use Right, Net**

Land use right is recorded at cost less accumulated amortization. Amortization is provided over the estimated lease term of the land on a straight-line basis.

(k) **Pre-opening Costs**

Pre-opening costs, consist primarily of expenses related to new or start-up operations and are expensed as incurred. The Group incurred pre-opening costs in connection with the start-up operations of Studio City.

(l) **Foreign Currency Transactions and Translations**

All transactions in currencies other than functional currencies of the Company during the year are remeasured at the exchange rates prevailing on the respective transaction dates. Monetary assets and liabilities existing at the balance sheet date denominated in currencies other than functional currencies are remeasured at the exchange rates existing on that date. Exchange differences are recorded in the consolidated statements of operations.

The functional currencies of the Company and its major subsidiaries are the United States dollar ("$" or "US$"), the Hong Kong dollar ("HK$") or the Macau Pataca, respectively. All assets and liabilities are translated at the rates of exchange prevailing at the balance sheet date and all income and expense items are translated at the average rates of exchange over the year. All exchange differences arising from the translation of subsidiaries' financial statements are recorded as a component of comprehensive loss.

(m) **Income Tax**

The Group is subject to income taxes in Macau where it operates.

Deferred income taxes are recognized for all significant temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

The Group's income tax returns are subject to examination by tax authorities in the jurisdictions where it operates. The Group assesses potentially unfavorable outcomes of such examinations based on accounting standards for uncertain income taxes. These accounting standards utilize a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely, based solely on the technical merits, of being sustained on examinations.

(n) **Comprehensive Loss and Accumulated Other Comprehensive Loss**

Comprehensive loss includes net loss and foreign currency translation adjustment and is reported in the consolidated statements of comprehensive loss. The consolidated financial statements have been adjusted for the retrospective application of the authoritative guidance regarding presentation of comprehensive loss, which was adopted by the Group on January 1, 2012.

As of December 31, 2012 and 2011, the Group's accumulated other comprehensive loss consisted solely of foreign currency translation adjustment.

(In thousands of U.S. dollars, except share and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—continued

(o) Recent Changes in Accounting Standards

Newly adopted accounting pronouncement:

In May 2011, the Financial Accounting Standards Board ("FASB") issued an accounting standard update to align the principles for fair value measurements and the related disclosure requirements under U.S. GAAP and International Financial Reporting Standards. The FASB update clarified existing fair value measurement and disclosure requirements, and expanded disclosure requirements for fair value measurements. The adoption of this amended standard was effective for the Group as of January 1, 2012 and did not have a material impact on the Group's consolidated financial results or disclosures.

In June 2011, the FASB issued an accounting standard update to revise the manner in which entities present comprehensive income in their financial statements, most significantly by requiring that comprehensive income be presented with net income in a continuous statement, or in a separate but consecutive statement and not within a statement of changes in equity and amending other presentation and disclosure requirements concerning comprehensive income. In December 2011, the FASB issued an accounting standard update to defer the requirement to present reclassifications between other comprehensive income or loss and net income or loss. The Group adopted these pronouncements on January 1, 2012. The presentation of comprehensive income was retrospectively applied for all the periods presented. The adoption of these pronouncements did not have a significant effect on the Group's consolidated financial results or disclosures. Refer to consolidated statements of comprehensive loss for the required presentation.

3. PROPERTY AND EQUIPMENT, NET

	December 31, 2012	December 31, 2011
Cost		
Furniture, fixtures and equipment	$ 528	$ —
Less: accumulated depreciation	(38)	—
Sub-total	$ 490	$ —
Construction in progress	271,931	162,028
Property and equipment, net	$272,421	$162,028

As of December 31, 2012 and 2011, construction in progress in relation to Studio City included interest paid or payable on the loan from intermediate holding company, the Studio City Notes, the land premium payable for the land use right where Studio City is located and other direct incidental costs capitalized (representing insurance, salaries and wages and certain other professional charges incurred) which amounted to $30,168 and $13,482, respectively.

(In thousands of U.S. dollars, except share and per share data)

4. LAND USE RIGHT, NET

	December 31, 2012	December 31, 2011
Cost	$178,464	$ 73,979
Less: accumulated amortization	(12,029)	(3,212)
Land use right, net	$166,435	$ 70,767

Land use right is recorded at cost less accumulated amortization. Amortization is provided over the estimated lease term of the land on a straight-line basis. The expiry date of the lease of the land use right in Macau, where Studio City site located and construction cost incurred, is October 2026.

Upon completion of the acquisition of 60% equity interest in Studio City International by MCE, through its indirect subsidiary, MCE Cotai Investments Limited ("MCE Cotai Investments") on July 27, 2011 (the "Acquisition Transaction"), the land use right cost was recognized in accordance with the proposed amendment terms of the land concession contract issued by the Macau Government and accepted by Studio City Developments in November 2006. In June 2012, Studio City Developments recognized an additional land premium upon acceptance of the final amendment proposal issued by the Macau Government which was published in the Macau official gazette on July 25, 2012. Further information on the final amendment proposal is included in Note 12(b).

5. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	December 31, 2012	December 31, 2011
Construction costs payable	$ 46,378	$ 8,666
Land use right payable	44,719	—
Operating expense and other accruals	12,921	1,249
	$ 104,018	$ 9,915

6. LONG-TERM DEBT

	December 31, 2012
Studio City Notes	$ 825,000
Current portion of long-term debt	—
	$ 825,000

6. LONG-TERM DEBT—continued

Studio City Notes

On November 26, 2012, the Company issued and listed the Studio City Notes of $825,000 on the Official List of Singapore Exchange Securities Trading Limited. The Studio City Notes were priced at par. The Studio City Notes are general obligations of the Company, secured by a first-priority security interest in certain specific bank accounts incidental to the Studio City Notes and a pledge of any intercompany loans from the Company to or on behalf of Studio City Investments or its subsidiaries entered into subsequent to the issue date of the Studio City Notes, rank equally in right of payment to all existing and future senior indebtedness of the Company and rank senior in right of payment to any existing and future subordinated indebtedness of the Company. The Studio City Notes are effectively subordinated to all of the Company's existing and future secured indebtedness to the extent of the value of the property and assets securing such indebtedness. All of the existing direct and indirect subsidiaries of the Company and any other future restricted subsidiaries that provide guarantees of certain specified indebtedness (including the Studio City Project Facility to be provided to Studio City Company (the "Studio City Borrower") as described below) (the "Studio City Notes Guarantors") jointly, severally and unconditionally guarantee the Studio City Notes on a senior basis (the "Guarantees"). The Guarantees are general obligations of the Studio City Notes Guarantors, rank equally in right of payment with all existing and future senior indebtedness of the Studio City Notes Guarantors and rank senior in right of payment to any existing and future subordinated indebtedness of the Studio City Notes Guarantors. The Guarantees are effectively subordinated to the Studio City Notes Guarantors' obligations under the Studio City Project Facility and any future secured indebtedness that is secured by property and assets of the Studio City Notes Guarantors to the extent of the value of such property and assets. The Studio City Notes mature on December 1, 2020 and the interest on the Studio City Notes is accrued at a rate of 8.50% per annum and is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on June 1, 2013.

The net proceeds from the offering, after deducting the underwriting commissions and other expenses of approximately $13,200, was approximately $811,800. The Company will use the net proceeds from the offering to fund the Studio City project and the related fees and expenses. The net proceeds from the offering have been deposited in a bank account of the Company (the "Escrow Account"), which is restricted for use and was released upon signing of the Studio City Project Facility on January 28, 2013. Upon release from the Escrow Account, all the net proceeds was deposited in a bank account of the Company (the "Note Proceeds Account") and will be available for payment of construction and development costs and other project costs of the Studio City project with conditions and sequence for disbursements in accordance with an agreement (the "Note Disbursement and Account Agreement") as described below, except for a portion of net proceeds amounting to $239,594, which represents the sum of interest expected to accrue on the Studio City Notes through to the 41-month anniversary of their issue date, which was deposited in a bank account of the Company (the "Note Interest Reserve Account"), which is restricted for use to pay future interest payments until the opening date (as defined in the Studio City Project Facility, the "Opening Date") of the Studio City project. Concurrent with the submission of the first utilization request under the Studio City Project Facility, an amount equal to the six-month sum of interest due on the Studio City Notes of $35,063 will be released from the Note Interest Reserve Account and be deposited in a bank account (the "Note Debt Service Reserve Account") of Studio City Company, the borrower under the Studio City Project Facility, and the remaining amount in the Note Interest Reserve Account (less an amount equal to the pro-rated portion of interest due on the next interest payment date) will be released and be deposited in a bank account of Studio City Company (the "Revenue Account"). The security agent of the Studio City Project Facility will have security over the Note Debt Service Reserve Account and the Revenue Account. As of December 31, 2012, all of the net proceeds of Studio City Notes were placed in the Escrow Account. The Group classified 12-month sum of interest due on the Studio City Notes of $70,125 in the Escrow Account as current portion of restricted cash, while the remaining amount in the Escrow Account of $741,683 was classified as non-current portion of restricted cash on the consolidated balance sheets. The Group capitalized the underwriting fee and related issuance costs in relation to the Studio City Notes of $16,669 as deferred financing cost.

6. LONG-TERM DEBT—continued

Studio City Notes—continued

On November 26, 2012, the Company and Studio City Company entered into a Note Disbursement and Account Agreement with certain banks and other parties to, among other things, establish the conditions and sequence of funding of the Studio City project costs. The Studio City project costs will be financed in the following order:

- the funding from MCE and New Cotai Investments, LLC ("New Cotai Investments", the indirect holding company of New Cotai) in an aggregate amount of $825,000 will be used until it has been exhausted;
- thereafter, the proceeds in the Note Proceeds Account will be used until they have been exhausted; and
- thereafter, the proceeds of the Studio City Project Facility, including any proceeds in any construction disbursement accounts or other accounts established under the Studio City Project Facility, to the extent established for such purpose under the Studio City Project Facility, will be used until they have been exhausted.

The Studio City Notes will be subject to a special mandatory redemption at a redemption price equal to 101% of the aggregate principal amount of the Studio City Notes, plus accrued and unpaid interest from the issue date through the date of redemption in the event the Studio City Project Facility are not executed on or before March 31, 2013. The Studio City Project Facility was executed on January 28, 2013.

The Studio City Notes will also be subject to a special mandatory redemption at a redemption price equal to 101% of the aggregate principal amount of the Studio City Notes, plus accrued and unpaid interest from the last interest payment date through the date of redemption in the event that the funds are not released from the Note Proceeds Account prior to the date that is one year from the date of the execution of the Studio City Project Facility due to the failure of the conditions precedent (subject to certain exceptions) to first utilization of the Studio City Project Facility to be satisfied or waived by such date.

At any time prior to December 1, 2015, the Company may redeem up to 35% of the aggregate principal amount of the Studio City Notes, with the net cash proceeds of certain equity offerings at a redemption price of 108.500% of the principal amount, plus accrued and unpaid interest and additional amounts, if any, to the redemption date.

At any time prior to December 1, 2015, the Company may also redeem all or part of the Studio City Notes at a redemption price equal to 100% of the principal amount plus the applicable premium described in the related offering memorandum plus accrued and unpaid interest and additional amounts, if any, to the redemption date.

At any time on or after December 1, 2015, 2016, 2017 and 2018 and thereafter, the Company may redeem all or part of the Studio City Notes at the redemption prices of 106.375%, 104.250%, 102.125% and 100.000%, respectively, plus accrued and unpaid interest and additional amounts, if any, to the redemption date.

In addition, subject to certain exceptions and as more fully described in the related offering memorandum, the Company may redeem the Studio City Notes in whole, but not in part, at a price equal to 100% of the principal amount plus accrued interest and unpaid interest and additional amounts, if any, to the date fixed by the Company for redemption, if the Company or any one of the Studio City Notes Guarantors would become obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances. The Company may also redeem the Studio City Notes if the gaming authority of any jurisdiction in which the Company or any of its affiliates (including Melco Crown (Macau) Limited (formerly known as Melco Crown Gaming (Macau) Limited, an indirect subsidiary of MCE) conducts or proposes to conduct gaming requires holders or beneficial owners of the Studio City Notes to be licensed, qualified or found suitable under applicable gaming laws and such holders or beneficial owners, as the case may be, fails to apply or become licensed or qualified within the required time period or is found unsuitable.

6. LONG-TERM DEBT—continued

Studio City Notes—continued

The indenture governing the Studio City Notes contains certain covenants that, subject to certain exceptions and conditions, limit the ability of the Company and its restricted subsidiaries' ability to, among other things: (i) incur or guarantee additional indebtedness; (ii) make specified restricted payments; (iii) issue or sell capital stock; (iv) sell assets; (v) create liens; (vi) enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, transfer assets or make intercompany loans; (vii) enter into transactions with shareholders or affiliates; and (viii) effect a consolidation or merger. As of December 31, 2012, management believes that the Company was in compliance with each of the financial restrictions and requirements.

In relation to aforesaid paragraphs, there are provisions under the indenture of the Studio City Notes that limit or prohibit certain payments of dividends and other distributions by the Company and its respective restricted subsidiaries to persons who are not the Company or members of the Company respective restricted subsidiaries, subject to certain exceptions and conditions. As of December 31, 2012, the net assets of the Company and its respective restricted subsidiaries of approximately $252,000 were restricted from being distributed under the terms of the Studio City Notes.

Studio City Project Facility

On October 19, 2012, MCE, New Cotai Investments and the Studio City Borrower entered into a commitment letter (the "Commitment Letter") with certain lenders (the "Studio City Lenders") for senior secured credit facilities (the "Studio City Project Facility") in an aggregate amount of $1,400,000 equivalent to fund the Studio City project. The Commitment Letter sets out the terms and conditions on which the Studio City Lenders are willing to arrange, manage the syndication of and underwrite the Studio City Project Facility to be provided to the Studio City Borrower. These terms and conditions include the principal terms of the Studio City Project Facility and conditions precedent to entering into the definitive agreement of the Studio City Project Facility.

On January 28, 2013, the definitive agreement of the Studio City Project Facility was executed with minor changes to the terms and conditions set out in the Commitment Letter. The Studio City Project Facility was denominated in Hong Kong dollars with an aggregate amount of HK$10,855,880,000 (equivalent to $1,395,357) and consisted of a HK$10,080,460,000 (equivalent to $1,295,689) term loan facility (the "Studio City Term Loan Facility") and a HK$775,420,000 (equivalent to $99,668) revolving credit facility (the "Studio City Revolving Credit Facility"). The Studio City Term Loan Facility matures on the date which is five years after the signing date of the definitive agreement of the Studio City Project Facility (the "Signing Date") and is subject to quarterly amortization payments commencing on the earlier of (i) the first fiscal quarter end date falling not less than 45 months after the Signing Date and (ii) the end of the second full fiscal quarter after the Opening Date of the Studio City project. Amounts under the Studio City Term Loan Facility may be borrowed from and after the date that certain conditions precedent are satisfied until the date falling 18 months after the Signing Date. The Studio City Revolving Credit Facility matures on the date which is five years after the Signing Date and has no interim amortization. The Studio City Revolving Credit Facility may be utilized prior to the Opening Date for project costs by way of issue of letters of credit to a maximum of HK$387,710,000 (equivalent to $49,834), and may be borrowed in full on a revolving basis after the Opening Date. Borrowings under the Studio City Project Facility bear interest at HIBOR plus a margin of 4.50% per annum until the last day of the second full fiscal quarter after the Opening Date, at which time the interest rate shall bear interest at HIBOR plus a margin ranging from 3.75% to 4.50% per annum as determined in accordance with the total leverage ratio in respect of Studio City Investments, Studio City Company and its subsidiaries (together, the "Studio City Borrowing Group").

The indebtedness under the Studio City Project Facility is guaranteed by Studio City Investments and its subsidiaries (other than the Studio City Borrower). Security for the Studio City Project Facility includes a first-priority mortgage over the land where the Studio City is located, such mortgage will also cover all present and any future buildings on, and fixtures to, the relevant land; an assignment of any land use rights under land concession agreements, leases or equivalent; as well as other customary security. The Studio City Project Facility contains affirmative, negative and financial covenants customary to such financings.

(In thousands of U.S. dollars, except share and per share data)

6. LONG-TERM DEBT—continued

Studio City Project Facility—continued

The Studio City Borrower is required to hedge not less than 50% of the outstanding indebtedness under the Studio City Term Loan Facility by way of interest rate swap agreements, caps, collars or other agreements reasonably satisfactory to the Studio City Lenders to limit the impact of increases in interest rates on its floating rate debt, for a period of not less than three years.

The Studio City Borrower is obligated to pay a commitment fee quarterly in arrears on the undrawn amount of the Studio City Project Facility throughout the availability period, which starts from the Signing Date of the definitive agreement of the Studio City Project Facility.

In connection with the Studio City Project Facility, Studio City International procured a completion guarantee, contingent equity undertaking or similar (with a liability cap of $225,000) granted in favor of the security agent for the Studio City Project Facility to, amongst other things, pay agreed project costs (i) associated with construction of Studio City (ii) for which the agent has determined there is no other available funding. In support of such contingent equity commitment, Studio City International has agreed to either maintain letters of credit (with a liability cap of $225,000) in favor of the security agent for the Studio City Project Facility or cash collateral of $225,000. These letters of credit or cash collateral are required to be maintained until the construction completion date of the Studio City has occurred, certain debt service reserve and accrual accounts have been funded to the required balance and the financial covenants have been complied with.

Total interest on long-term debt consisted of interest for the Studio City Notes was $5,844 for the year ended December 31, 2012, of which $1,258 was capitalized.

During the year ended December 31, 2012, the Group's average borrowing rate was 8.50% per annum.

Scheduled maturities of the long-term debt as of December 31, 2012 are as follows:

Year ending December 31,	
2013	$ —
2014	—
2015	—
2016	—
2017	—
Over 2017	825,000
	$825,000

7. FAIR VALUE MEASUREMENTS

Authoritative literature provides a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the hierarchy within which the fair value measurement in its entirety falls is based upon the lowest level of input that is significant to the fair value measurement as follows:

- Level 1—inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.
- Level 2—inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques.

The carrying values of cash and cash equivalents and restricted cash approximated fair value and represented a level 1 measurement. The carrying values of long-term deposits and advance from immediate holding company approximated fair value and represented a level 2 measurement. The estimated fair value of long-term debt as of December 31, 2012 which consisted of Studio City Notes was approximately $868,634. Fair value was estimated using quoted market price and represented a level 1 measurement for the Studio City Notes. Additionally, the carrying values of land use right payable and loan from intermediate holding company approximated fair value as the instruments carried either the fixed interest rate or the variable interest rate approximated the market rate and represented a level 2 measurement.

As of December 31, 2012 and 2011, the Group did not have any non-financial assets or liabilities that are recognized or disclosed at fair value in the consolidated financial statements.

The Group's financial assets and liabilities recorded at fair value have been categorized based upon the fair value in accordance with the accounting standards.

8. CAPITAL STRUCTURE

The Company was incorporated on September 28, 2011 with authorized share capital of 50,000 shares of US$1 par value per share. On the date of incorporation, 1 share of US$1 par value per share was issued as a subscriber's share. As of December 31, 2012 and 2011, 1 share was issued and fully paid.

(In thousands of U.S. dollars, except share and per share data)

9. INCOME TAX

No income taxes are imposed on the Company and certain subsidiaries in the BVI, where they are incorporated. Certain subsidiaries incorporated or conducting businesses in Macau are subject to Macau Complementary Tax during the years ended December 31, 2012 and 2011.

A reconciliation of the income tax from loss before income tax per the consolidated statements of operations is as follows:

	Year Ended December 31,	
	2012	2011
Loss before income tax	$ (16,562)	$ (5,043)
Macau Complementary Tax rate	12%	12%
Income tax credit at Macau Complementary Tax rate	(1,987)	(605)
Effect of expense for which no income tax benefit is receivable	1,674	137
Change in valuation allowance	313	468
	$ —	$ —

Macau Complementary Tax has been provided at 12% on the estimated taxable income earned in or derived from Macau during the years ended December 31, 2012 and 2011, if applicable. No provision for Macau Complementary Tax for the years ended December 31, 2012 and 2011 were made as there was no taxable income for subsidiaries that operate in Macau.

The effective tax rates for the years ended December 31, 2012 and 2011 were 0% in each of those years. Such rates differ from the statutory Macau Complementary Tax rate of 12% due to the effect of expense for which no income tax benefit is receivable and change in valuation allowance for the years ended December 31, 2012 and 2011.

The deferred tax assets as of December 31, 2012 and 2011 consisted of the following:

	December 31,	
	2012	2011
Deferred tax assets, non-current		
Deferred deductible expenses	$ 3,089	$ 2,776
Valuation allowance	(3,089)	(2,776)
Total net deferred tax assets, non-current	$ —	$ —

As of December 31, 2012 and 2011, valuation allowance of $3,089 and $2,776 were provided, respectively, as management does not believe that it is more likely than not that these deferred tax assets primarily related to deferred deductible expense will be realized.

Deferred tax, where applicable, is provided under the liability method at the enacted statutory income tax rate of the respective tax jurisdictions, applicable to the respective financial years, on the difference between the consolidated financial statements carrying amounts and income tax base of assets and liabilities.

9. INCOME TAX—continued

An evaluation of the tax position for recognition was conducted by the Group by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. Uncertain tax benefits associated with the tax position were measured based solely on the technical merits of being sustained on examinations. The Group concluded that there were no significant uncertain tax positions requiring recognition in the consolidated financial statements for the years ended December 31, 2012 and 2011 and there is no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. As of December 31, 2012 and 2011, there were no interest and penalties related to uncertain tax positions recognized in the consolidated financial statements. The Group does not anticipate any significant increases or decreases to its liability for unrecognized tax benefit within the next twelve months.

The income tax returns of the Company's subsidiaries remain open and subject to examination by the tax authority of Macau until the statute of limitation expires in 5 years.

10. EMPLOYEE BENEFIT PLAN

The Group provides defined contribution plan for its employees in Macau. For the years ended December 31, 2012 and 2011, the Group's contributions into the plan were $63 and nil, respectively.

11. DISTRIBUTION OF PROFITS

All subsidiaries incorporated in Macau are required to set aside a minimum of 25% of the entity's profit after taxation to the legal reserve until the balance of the legal reserve reaches a level equivalent to 50% of the entity's share capital in accordance with the provisions of the Macau Commercial Code. The legal reserve sets aside an amount from the subsidiaries' statements of operations and is not available for distribution to the shareholders of the subsidiaries. The appropriation of legal reserve is recorded in the subsidiaries' financial statements in the year in which it is approved by the board of directors of the relevant subsidiaries. As of December 31, 2012 and 2011, the legal reserve was nil and no reserve was set aside during the years ended December 31, 2012 and 2011.

The indenture governing the Studio City Notes also contains certain covenants that, subject to certain exceptions and conditions, restrict the payment of dividends for the Company and its respective restricted subsidiaries.

12. COMMITMENTS AND CONTINGENCIES

(a) Capital Commitments

As of December 31, 2012, the Group had capital commitments contracted for but not provided mainly for the construction of Studio City totaling $709,437.

12. COMMITMENTS AND CONTINGENCIES—continued

(b) **Other Commitments**

Land concession contract

In October 2001, the Macau Government granted a parcel of land in Macau on which Studio City is located to Studio City Developments. The title to the land lease right is obtained once the related land concession contract is published in the Macau official gazette. The contract has a term of 25 years, which is renewable for further consecutive periods of 10 years, subject to payment of a special contribution to be defined by the Macau Government, and impose special development conditions. Studio City Developments are required to i) pay an upfront land premium, which is recognized as land use right in the consolidated balance sheets and a nominal annual government land use fee, which is recognized as general and administrative expense and may be adjusted every five years; and ii) place a guarantee deposit upon acceptance of the land lease terms, which is subject to adjustments from time to time in line with the amounts paid as annual land use fee. During the land concession term, amendments have been sought which have or will result in revisions to the development conditions, land premium and government land use fees.

In accordance with the terms of the land concession contract, a land premium of approximately $2,910 was paid in 2005, a guarantee deposit of approximately $105 was made and government land use fees of approximately $105 per annum are payable. Since 2005, the land concession contract has been in the process of being amended.

In November 2006, the Macau Government issued a proposed amendment which was accepted by Studio City Developments that required an additional land premium of approximately $70,581 and the government land use fees would be revised to approximately $326 per annum during the development period of Studio City and approximately $527 per annum after the development period. An additional guarantee deposit of approximately $326 was paid upon acceptance of the land lease terms and conditions proposed by the Macau Government. Approximately $23,561 of the additional land premium was paid in 2006 and the remaining amount of approximately $47,020 would be due in five biannual instalments, accruing with 5% interest per annum, with the first instalment to be paid within six months from the date the amended contract would be published in the Macau official gazette. The November 2006 proposed amendment was not published and since that date other amendments have been requested and are in progress with the Macau Government.

On July 25, 2012, an amendment to the land concession contract was published in the Macau official gazette. This amendment reflected an increase in the gross floor area for construction and the extension of the development period to 72 months from the date of publication of such amendment contract. The amendment also revised the land premium to approximately $174,954 and revised the government land use fees to approximately $490 per annum during the development period of Studio City and approximately $1,131 per annum after the development period. Studio City Developments accepted the final amendment proposal on June 13, 2012, paid an additional guarantee deposit of approximately $490 to the Macau Government on June 12, 2012 and an additional land premium of approximately $35,316 on June 6, 2012. Apart from the land premium of approximately $23,561 which was paid in 2006, the remaining amount of revised land premium of approximately $116,077 will be due in five biannual instalments, accruing with 5% interest per annum, with the first instalment to be paid within six months from the above mentioned date of publication of the amended contract in the Macau official gazette.

As of December 31, 2012 and 2011, the Group’s total outstanding balance of the land premium was included in accrued expenses and other current liabilities in an amount of $44,719 and nil, and in land use right payable in an amount of $71,358 and $47,020, respectively. As of December 31, 2012, the Group’s total commitment for government land use fees for the Studio City site to be paid during the remaining term of the land concession contract was $12,033.

12. COMMITMENTS AND CONTINGENCIES—continued

(c) Guarantee

Except as disclosed in Note 6 to the consolidated financial statements, the Group has made the following significant guarantee as of December 31, 2012:

- Pursuant to the Commitment Letter for the Studio City Project Facility entered into on October 19, 2012 as disclosed in Note 6, MCE and the Studio City Borrower (on a joint and several basis) and New Cotai Investments (on a several basis) provided an indemnity on customary terms to the Studio City Lenders and their affiliates, including in connection with any breach of such Commitment Letter and related documents ("Studio City Mandate Documents"), such as a breach of warranty in respect of factual information and financial projections provided by or on behalf of MCE and the Studio City Borrower to the Studio City Lenders and their affiliates. The indemnity does not apply to MCE in respect of any breach by New Cotai Investments of the Studio City Mandate Documents (and vice versa). MCE's obligations under the indemnity will cease to have effect upon an amount of not less than $500,000 of equity contributions having been made and received by the Studio City Borrower from its shareholders. On the same date, under the terms of an agreement between, among others, MCE and New Cotai Investments to regulate how indemnity claims under the Commitment Letter are dealt with and funded, MCE has indemnified New Cotai Investments and the Studio City Borrower in respect of any act or omission of MCE or its affiliates (other than Studio City International and its subsidiaries) resulting from such person's gross negligence, willful misconduct or bad faith.

(d) Contingencies

As of December 31, 2012, the Group is currently a party to a legal proceeding which relates to matter arising out of the ordinary course of its business. Management does not believe that the outcome of such proceedings will have a material effect on the Group's financial position, results of operations or cash flows.

(In thousands of U.S. dollars, except share and per share data)

13. RELATED PARTY TRANSACTIONS

During the years ended December 31, 2012 and 2011, the Group entered into the following significant related party transactions:

Related companies	Nature of transactions	Year Ended December 31, 2012	Year Ended December 31, 2011
Transaction with ultimate holding company			
MCE	Management fee expense	$ 1,740	$ 625
Transactions with intermediate holding company			
Studio City International	Interest expense capitalized in construction in progress	1,682	911
	Interest expense recognized as expenses	30	1,285
Transactions with affiliated companies			
MCE's subsidiaries	Management fee capitalized in construction in progress	3,841	1,369
	Management fee recognized as expense	930	515
	Service fee capitalized in construction in progress	67	1
	Management fee income	495	—
Sociedade de Jogos de Macau, S.A.(1)	Traveling expense capitalized in construction in progress	1	1
A subsidiary of Sociedade de Turismo e Diversões de Macau, S.A.(1)	Traveling expense capitalized in construction in progress	8	—

Note

(1) Companies in which relatives of Mr. Lawrence Yau Lung Ho, the Chief Executive Officer of MCE, have beneficial interests.

Other Transactions with Related Party

MSCT Limited—Pursuant to the board resolutions of Studio City Developments in November 2011, Studio City Developments waived the right to claim the debt amounting to HK$11,188,523 ($1,438) owed by MSCT Limited, a then subsidiary of Studio City International before its dissolution on December 14, 2011. The outstanding balance due from MSCT Limited was written off as deemed capital contribution and included as an adjustment to the deficit accumulated during the development stage in the consolidated statement of shareholder's deficit.

(a) **Amounts Due From Affiliated Companies**

The outstanding balance due from MCE's subsidiaries as of December 31, 2012 was $540, the amount was unsecured, non-interest bearing and repayable on demand.

(In thousands of U.S. dollars, except share and per share data)

13. RELATED PARTY TRANSACTIONS—continued

(b) **Amounts Due To Affiliated Companies**

The outstanding balances arising from operating expenses as of December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
MCE's subsidiaries	$ 1,547	$ 1,912
Studio City (HK) Limited ("Studio City Hong Kong")(1)	—	157,230
	$ 1,547	$ 159,142

Note

(1) A subsidiary of Studio City International.

The outstanding balances due to affiliated companies as of December 31, 2012 and 2011 as mentioned above were unsecured, non-interest bearing and repayable on demand.

Pursuant to the loan assignment, novation and capitalization agreement dated October 29, 2012 ("Loan Assignment, Novation and Capitalization Agreement"), the amount due to Studio City Hong Kong as of September 30, 2012 of $243,723 was assigned to Studio City Holdings Limited ("Studio City Holdings"), the immediate holding company of the Company and was effectively converted into equity of the Company on October 29, 2012.

(c) **Amount Due To Ultimate Holding Company**

MCE—The outstanding balances due to MCE as of December 31, 2012 and 2011 were $354 and $625, respectively, arising from operating expenses, and were unsecured, non-interest bearing and repayable on demand.

(d) **Amount Due To Intermediate Holding Company**

Studio City International—The outstanding balance due to Studio City International as of December 31, 2011 was $30, and was unsecured, non-interest bearing and repayable on demand. According to the Loan Assignment, Novation and Capitalization Agreement, the amount due to Studio City International as of September 30, 2012 of $30 was assigned to Studio City Holdings and was effectively converted into equity of the Company on October 29, 2012. There was no outstanding balance due to Studio City International as of December 31, 2012.

(e) **Advance From Immediate Holding Company**

Studio City Holdings—The outstanding balance due to Studio City Holdings as of December 31, 2012 was $90,084, mainly for construction of the Studio City, was unsecured and non-interest bearing. No part of the amount will be repayable within the next twelve months from the balance sheet date and accordingly, the amount was shown as non-current liabilities in the consolidated balance sheet.

(f) **Loan From Intermediate Holding Company**

Studio City International—As of December 31, 2011, the loan from Studio City International of $53,131, was unsecured, interest-bearing at the Hong Kong dollar prime rate quoted by Citibank, N.A. minus 1% per annum and repayable on December 4, 2016. According to the Loan Assignment, Novation and Capitalization Agreement, the loan from Studio City International as of September 30, 2012 of $54,843 was assigned to Studio City Holdings as non-interest bearing loan and was effectively converted into equity of the Company on October 29, 2012. There was no outstanding balance for loan from Studio City International as of December 31, 2012.

13. RELATED PARTY TRANSACTIONS—continued

(g) During the year ended December 31, 2011, New Cotai injected two subsidiaries, New Cotai Entertainment and Studio City Entertainment, with insignificant assets and liabilities to Studio City International, upon completion of the Acquisition Transaction in accordance with the terms and conditions of an agreement dated June 15, 2011 between MCE, MCE Cotai Investments, New Cotai and its shareholder, New Cotai Holdings, LLC.

14. SUBSEQUENT EVENT

In preparing the consolidated financial statements, the Group has evaluated events and transactions for potential recognition and disclosure through April 30, 2013, the date the consolidated financial statements were available to be issued.

On January 28, 2013, the definitive agreement of the Studio City Project Facility was executed with minor changes to the terms and conditions set out in the Commitment Letter, further details of the Studio City Project Facility was disclosed in Note 6.