
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Wynn Macau, Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128)

DECLARATION OF A FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF THE COMPANY'S AUDITORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
CLOSURE OF REGISTER OF MEMBERS
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Wynn Macau, Limited to be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Friday, 23 May 2025 is set out on pages 17 to 21 of this circular. The form of proxy for use at the annual general meeting is also enclosed with this circular. The form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wynnmacaulimited.com>).

The action to be taken by Shareholders are set out on page 8 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 21 May 2025 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2025 Annual General Meeting”	the annual general meeting of the Company to be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Friday, 23 May 2025 at 12:15 p.m.
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	shall have the same meaning as set out in the Listing Rules
“Board”	the board of the directors of the Company
“CCASS”	means the Central Clearing and Settlement System established and operated by The Hong Kong Securities Clearing Company Limited
“Company”	Wynn Macau, Limited, a company incorporated on 4 September 2009 as an exempted company with limited liability under the laws of the Cayman Islands
“connected person(s)”	shall have the same meaning as set out in the Listing Rules
“controlling shareholder(s)”	shall have the same meaning as set out in the Listing Rules
“core connected person(s)”	shall have the same meaning as set out in the Listing Rules
“Director(s)”	the director(s) of the Company
“Encore at Wynn Macau”	a casino resort located in Macau, connected to and fully integrated with Wynn Macau, owned and operated directly by WRM, which opened on 21 April 2010
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended and supplemented from time to time)

DEFINITIONS

“Nomination Committee”	the nomination and corporate governance committee of the Company
“Notice of AGM”	the notice dated 22 April 2025 convening the 2025 Annual General Meeting as set out on pages 17 to 21 of this circular
“Ordinary Resolution 2”	the ordinary resolution numbered “2” in the Notice of AGM, in respect of the proposal to declare a final dividend for the year ended 31 December 2024
“Ordinary Resolution 6”	the ordinary resolution numbered “6” in the Notice of AGM, in respect of the proposal to grant to the Directors the Repurchase Mandate
“Ordinary Resolution 7”	the ordinary resolution numbered “7” in the Notice of AGM, in respect of the proposal to grant to the Directors a general mandate to allot, issue and otherwise deal with additional Shares
“Ordinary Resolution 8”	the ordinary resolution numbered “8” in the Notice of AGM, in respect of the proposal to increase the amount of the general mandate referred to in Ordinary Resolution 7 by the amount of Shares purchased by the Company pursuant to the Repurchase Mandate
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to cause the Company to repurchase Shares on the Hong Kong Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) from time to time
“subsidiary(ies)”	shall have the same meaning as set out in the Listing Rules
“substantial shareholder(s)”	shall have the same meaning as set out in the Listing Rules
“Takeovers Code”	the Code of Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“treasury shares”	shall have the same meaning as set out in the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States

DEFINITIONS

“WM Cayman I”	WM Cayman Holdings Limited I, a company incorporated on 7 July 2009 as an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Wynn Group Asia, Inc. (a company formed under the laws of the State of Nevada, United States and a wholly-owned subsidiary of Wynn Resorts, Limited)
“WRM”	Wynn Resorts (Macau) S.A., a company incorporated under the laws of Macau and a wholly-owned subsidiary of the Company
“Wynn Macau”	a casino hotel resort located in Macau, owned and operated directly by WRM, which opened on 6 September 2006, and where appropriate, the term also includes Encore at Wynn Macau
“Wynn Palace”	an integrated resort situated on approximately 51 acres of land in the Cotai area of Macau in accordance with the terms of the Cotai Land Concession Agreement, which is operated by WRM and opened on 22 August 2016
“Wynn Resorts, Limited”	a company formed under the laws of the State of Nevada, United States, and our controlling shareholder
“%”	per cent

LETTER FROM THE BOARD



Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

Executive Directors:

Mr. Craig S. Billings (Chief Executive Officer)
Ms. Linda Chen (President and Vice Chairman
of the Board)
Mr. Frederic Jean-Luc Luvisutto (Chief Operating Officer)

Non-executive Directors:

Ms. Ellen F. Whittemore
Ms. Julie M. Cameron-Doe

Independent non-executive Directors:

Dr. Allan Zeman (Chairman of the Board)
Mr. Lam Kin Fung Jeffrey
Mr. Bruce Rockowitz
Mr. Nicholas Sallnow-Smith
Ms. Leah Dawn Xiaowei Ye

Registered office:

P.O. Box 309
Ugland House Grand Cayman KY1-1104
Cayman Islands

Headquarters in Macau:

Wynn Palace
Avenida da Nave Desportiva
Cotai, Macau

Principal place of business in Hong Kong:

Room 1928, 19/F
Lee Garden One, 33 Hysan Avenue
Causeway Bay
Hong Kong

22 April 2025

To the Shareholders,

Dear Sir or Madam,

**DECLARATION OF A FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF THE COMPANY'S AUDITORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
CLOSURE OF REGISTER OF MEMBERS
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval of, and to provide you with information in connection with, the proposals to (i) declare a final dividend; (ii) re-elect the retiring Directors; (iii) re-appoint Ernst & Young as auditors of the Company; and (iv) grant to the Directors the general mandates to issue Shares and to repurchase Shares. Your approval of such proposals will be sought at the 2025 Annual General Meeting. The Notice of AGM is set out on pages 17 to 21 of this circular.

* For identification purposes only.

LETTER FROM THE BOARD

DECLARATION OF A FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.185 per Share in respect of the year ended 31 December 2024. The payment of the final dividend is conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the 2025 Annual General Meeting to be held on Friday, 23 May 2025.

RE-ELECTION OF DIRECTORS

Pursuant to Article 17.17 of the Articles of Association, Dr. Allan Zeman, Ms. Leah Dawn Xiaowei Ye, Mr. Bruce Rockowitz and Ms. Ellen F. Whittemore will retire as Directors by rotation. All of the retiring Directors, being eligible, will offer themselves for re-election at the 2025 Annual General Meeting.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the further appointment of Dr. Allan Zeman and Mr. Bruce Rockowitz, each of them currently being an independent non-executive Director, whom have served the Company for more than nine years, should be subject to a separate resolution to be approved by the Shareholders.

Notwithstanding that each of Dr. Allan Zeman and Mr. Bruce Rockowitz has served the Company for more than nine years, the Board and the Nomination Committee consider each of Dr. Allan Zeman and Mr. Bruce Rockowitz to be a person of integrity and independent in judgement and character. In particular, when assessing the independence of Dr. Allan Zeman and Mr. Bruce Rockowitz, the Board and the Nomination Committee noted that (i) none of the factors which the Hong Kong Stock Exchange will take into account when assessing the independence of a non-executive director as set out in Rule 3.13 of the Listing Rules is applicable to each of Dr. Allan Zeman and Mr. Bruce Rockowitz; (ii) during the tenure of Dr. Allan Zeman and Mr. Bruce Rockowitz as independent non-executive Directors, they gave impartial advice and exercised independent judgement on the affairs of the Company when participating in meetings of the Board and the three committees of the Board (as applicable); (iii) each of Dr. Allan Zeman and Mr. Bruce Rockowitz has not been involved in any management role in the Company and is free from any business or other relationships or circumstances which could materially interfere with the exercise of their independent judgement. In addition, the Board and the Nomination Committee assessed and reviewed the written confirmations of independence from Dr. Allan Zeman and Mr. Bruce Rockowitz, respectively. The Board and the Nomination Committee are of the view that, despite their length of service, each of Dr. Allan Zeman and Mr. Bruce Rockowitz maintains an independent mindset and provides invaluable expertise, knowledge, experience, professionalism, continuity and stability to the Board, and the Group has benefited greatly from their contributions and the valuable insights derived from their general business acumen and in-depth knowledge and experience in the Group's business. Hence, the Board, upon the recommendation of the Nomination Committee, had determined that Dr. Allan Zeman and Mr. Bruce Rockowitz should be re-elected as independent non-executive Directors at the 2025 Annual General Meeting.

Having regard to the experience, skills and expertise as well as the overall board diversity of the Company, the Nomination Committee recommended re-election of the aforesaid Directors to the Board. Accordingly, the Board has proposed that each of the aforesaid Directors, namely Dr. Allan Zeman, Ms. Leah Dawn Xiaowei Ye, Mr. Bruce Rockowitz and Ms. Ellen F. Whittemore, stands for re-election as Directors by way of separate resolution at the 2025 Annual General Meeting.

Details of the Directors who are proposed to be re-elected at the 2025 Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF ERNST & YOUNG AS THE AUDITORS OF THE COMPANY

The Board proposes to re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorize the Board to fix the auditors' remuneration for the ensuing year. Ernst & Young have indicated their willingness to be re-appointed as auditors of the Company for the said period.

GENERAL MANDATE TO REPURCHASE SHARES

Ordinary Resolution 6 will be proposed at the 2025 Annual General Meeting to grant the Repurchase Mandate to the Directors, which will allow them to cause the Company to repurchase Shares of up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing Ordinary Resolution 6. The Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting. As at the Latest Practicable Date, the number of Shares in issue is 5,256,317,600 Shares. On the basis that the issued share capital of the Company remains unchanged on the date of the 2025 Annual General Meeting, the Directors will be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 525,631,760 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2025 Annual General Meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

The Directors have no present intention to exercise the general mandate to repurchase Shares.

GENERAL MANDATE TO ISSUE SHARES

Ordinary Resolution 7 will be proposed at the 2025 Annual General Meeting to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares (including any resell or transfer of treasury shares held under the name of the Company) up to a limit equal to 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing Ordinary Resolution 7. The general mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting. As at the Latest Practicable Date, the total number of Shares in issue is 5,256,317,600 Shares. On the basis that the issued Share capital of the Company remains unchanged on the date of the 2025 Annual General Meeting, the maximum number of shares that can be issued upon exercise of the general mandate is 1,051,263,520, representing 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2025 Annual General Meeting.

LETTER FROM THE BOARD

In addition, subject to the approval of Ordinary Resolution 6 and Ordinary Resolution 8, the number of Shares repurchased by the Company pursuant to the Repurchase Mandate under Ordinary Resolution 6 will also be added to the 20% limit under the general mandate mentioned in Ordinary Resolution 7.

The purpose of the general mandate to issue Shares is to enable the Directors to issue additional Shares or to resell or transfer any treasury shares held under the name of the Company should the need arise. The 20% limit to the general mandate to issue additional Shares is imposed pursuant to the requirements of the Listing Rules. The Directors have no present intention to exercise the general mandate to issue additional Shares or to resell or transfer any treasury shares.

POLL VOTING AT THE 2025 ANNUAL GENERAL MEETING

All the resolutions at the 2025 Annual General Meeting shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 14.7 of the Articles of Association, except where the chairman of the meeting, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 15.1 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member Present shall have the right to speak, (b) on a show of hands, every member Present in such manner shall have one vote, and (c) on a poll every member Present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

An announcement on the poll vote results will be made by the Company after the 2025 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

Proposed Final Dividend

Conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the 2025 Annual General Meeting, the register of members of the Company will be closed from 29 May 2025 to 2 June 2025 (both dates inclusive) to determine the entitlement of Shareholders to the proposed final dividend, during which no transfer of Shares will be registered and the final dividend is expected to be paid on 11 June 2025. Shareholders registered under the Hong Kong branch register of members as of 2 June 2025 will be entitled to the dividend. All dividends will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 28 May 2025.

LETTER FROM THE BOARD

ENTITLEMENT TO ATTEND AND VOTE AT THE 2025 ANNUAL GENERAL MEETING

For determining the entitlement of Shareholders to attend and vote at the 2025 Annual General Meeting, the register of members of the Company will be closed from 20 May 2025 to 23 May 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the 2025 Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 May 2025.

ACTION TO BE TAKEN

The Notice of AGM is set out on pages 17 to 21 of this circular.

Enclosed with this circular is a form of proxy for use at the 2025 Annual General Meeting. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wynnmacaulimited.com>). Whether or not you intend to attend the 2025 Annual General Meeting, you are requested to complete in accordance with the instructions printed on the form of proxy. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or an adequately certified copy of such power or authority, shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 21 May 2025 at 12:15 p.m. (Hong Kong time) or, in the case of an adjournment, not less than 48 hours before the time fixed for holding the adjourned 2025 Annual General Meeting (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2025 Annual General Meeting or any adjournment thereof should such a Shareholder so wish and, in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors believe that the proposals mentioned in this circular, including the proposals to declare a final dividend, to re-elect the retiring Directors; to re-appoint the Company's auditors; and to grant to the Directors the general mandate to issue Shares and the Repurchase Mandate, are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of all the resolutions to be proposed at the 2025 Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
For and on behalf of the Board of
WYNN MACAU, LIMITED
Dr. Allan Zeman
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 6 in respect of the approval of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,256,317,600 Shares. As at the Latest Practicable Date, there were share options in respect of (i) 8,815,400 Shares granted to, but not exercised by, selected participants under the Company's share option scheme adopted on 16 September 2009, which was terminated on 30 May 2019; (ii) 22,744,000 Shares granted to, but not exercised by, selected participants under the Company's share option scheme adopted on 30 May 2019, which was terminated on 25 May 2023; and (iii) 10,000,000 Shares granted to, but not exercised by, selected participants under the Company's existing share option scheme adopted on 25 May 2023. 2,148,000 share options were lapsed as at the Latest Practicable Date.

Subject to the passing of Ordinary Resolution 6, as set out in the Notice of AGM, in respect of the granting of the Repurchase Mandate, and on the basis that the issued share capital of the Company remains unchanged on the date of the 2025 Annual General Meeting, i.e. being 5,256,317,600 Shares, the Directors will be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 525,631,760 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2025 Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Company to purchase securities of the Company in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will be made only when the Directors believe that such purchases will benefit the Company and its Shareholders.

The Directors have no present intention to cause the Company to repurchase any Shares and they would exercise the power to repurchase only in circumstances where they consider that the repurchase would be in the best interests of the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from the Company's available cash flow, capital facilities or cash on hand and will, in any event, be made out of funds legally available for such purpose in accordance with the Company's Memorandum and Articles of Association, the Listing Rules and the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

The Directors consider that there might be a material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited consolidated annual results of the Group for the year ended 31 December 2024) in the event that the Repurchase Mandate is exercised in full at the prevailing market value. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels that, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Shares Price (Per Share)	
	Highest HK\$	Lowest HK\$
April 2024	8.000	7.070
May 2024	8.450	7.190
June 2024	7.590	6.360
July 2024	6.540	5.710
August 2024	5.870	5.040
September 2024	6.850	4.740
October 2024	7.790	5.950
November 2024	6.260	5.520
December 2024	6.180	5.290
January 2025	5.700	5.250
February 2025	5.700	4.970
March 2025	6.080	5.390
From 1 April 2025 to the Latest Practicable Date	5.840	4.570

6. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

7. UNDERTAKING BY DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated). The Company has confirmed that neither the explanatory statement nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

8. TAKEOVERS CODE

If, as a result of a purchase of securities of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in those Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

The Directors are not aware of any consequences that could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, WM Cayman I was interested in 3,750,000,000 Shares representing approximately 71% of the total issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholding of WM Cayman I would be increased to approximately 79% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making any repurchase on the Hong Kong Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the company's issued share capital would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the Company's issued share capital would be publicly held.

9. REPURCHASE OF SHARES IN PREVIOUS SIX MONTHS

No repurchase has been made by the Company of its Shares in the six months prior to the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

10. INTENTION STATEMENT REGARDING REPURCHASED SHARES

Subject to the applicable requirements under the Listing Rules, the Company may cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Should the Company decide to hold repurchased shares as treasury shares, the Company will, upon completion of the share repurchase, withdraw the repurchased shares from CCASS and register the treasury shares in the Company's name.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell or transfer these treasury shares on the Stock Exchange and will complete such resale or transfer as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

The following are the details of the Directors subject to re-election at the 2025 Annual General Meeting:

1. DR. ALLAN ZEMAN

Dr. Allan Zeman, GBM, GBS, JP, aged 76, was appointed as the non-executive Chairman of the Company on 7 February 2018. Dr. Zeman has been a Director of the Company since its inception and a non-executive Director of the Company since 16 September 2009 and was the Vice Chairman of the Company before his appointment as the non-executive Chairman of the Company. Effective from 29 March 2014, Dr. Zeman became an independent non-executive Director of the Company. He was also a non-executive director of Wynn Resorts, Limited, from October 2002 to December 2012. Dr. Zeman founded The Colby International Group in 1975 to source and export fashion apparel to North America. In late 2000, The Colby International Group merged with Li & Fung Limited. Dr. Zeman is the Chairman of Lan Kwai Fong Holdings Limited. He is also the owner of Paradise Properties Group, a property developer in Thailand.

Dr. Zeman is the Vice Patron of Hong Kong Community Chest, and serves as a director of The “Star” Ferry Company, Limited. Dr. Zeman also serves as a non-executive director of Pacific Century Premium Developments Limited, independent non-executive director of Sino Land Company Limited, Tsim Sha Tsui Properties Limited, Television Broadcasts Limited (TVB) and Fosun Tourism Group, all of which are listed on the Hong Kong Stock Exchange.

Having lived in Hong Kong for over 50 years, Dr. Zeman has been very involved in government services as well as community activities. Besides having been the Chairman of Hong Kong Ocean Park, a major theme park in Hong Kong, from July 2003 to June 2014 and was an honorary advisor from 2014 to 2022, Dr. Zeman is a member of the board of Governors of The Canadian Chamber of Commerce in Hong Kong. Dr. Zeman was a member of the Board of West Kowloon Cultural District Authority, and the chairman of its Performing Arts Committee from 2008 to 2016 and the Commercial Letting Panel from 2016 to 2024. Dr. Zeman was appointed as the board member of West K Enterprise in January 2025. The West K Enterprise is established to enhance the long-term financial sustainability of the West Kowloon Cultural District Authority and to drive commercialization and explore new revenue sources, leveraging the authority’s assets, resources and expertise.

In September 2014, Dr. Zeman was invited by former HKSAR Chief Executive Mr. CH Tung to be a Special Advisor to his Our Hong Kong Foundation, which is dedicated to promoting the long-term and overall interests of Hong Kong. Dr. Zeman was a member of the Airport Authority of Hong Kong from 2015 to June 2022. In November 2015, Dr. Zeman was appointed to the board of directors of The Hong Kong Entrepreneurs Fund launched by Alibaba Group.

Dr. Zeman is a member of the Task Force on Promoting and Branding Hong Kong and a member of the Culture Commission of the HKSAR. He was appointed as a member in January 2023 and February 2023 respectively.

Dr. Zeman is appointed as a member of the HKSAR Chief Executive Council of Advisors in March 2023. The Council is a high-level advisory body to advise the Chief Executive on the strategic development of Hong Kong, leveraging on opportunities from national and global developments.

Dr. Zeman is a member of the Culture Commission and the Tourism Strategy Committee. Both committees aim at advising the HKSAR government on policy, strategy and initiative for Hong Kong's art, cultural and creative industries development and to provide the government with strategic advice and foster collaboration among different stakeholders in tourism and related sectors for further promoting the long-term and sustainable development of Hong Kong's tourism industry.

In 2001, Dr. Zeman was appointed as a Justice of the Peace in Hong Kong. He was awarded the Gold Bauhinia Star in 2004 and the Grand Bauhinia Medal in 2011. Dr. Zeman was awarded Business-Person of the Year and Lifetime Achievement Award by the Hong Kong Business Award in 2008 and 2023 respectively. In 2012, he was awarded Honorary Doctorate Degrees of Business Administration from City University of Hong Kong and University of Science and Technology of Hong Kong. In November 2019, Dr. Zeman was awarded Honorary Doctorate Degree of Business Administration from Open University of Hong Kong (now known as Hong Kong Metropolitan University).

Save as disclosed above, Dr. Zeman has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Dr. Zeman has an appointment letter with the Company for a period of two years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Dr. Zeman's appointment letter, Dr. Zeman is entitled to a fixed salary of HK\$700,000 per annum and may be entitled to a discretionary bonus. As a member of the Company's audit and risk committee and Nomination Committee, Dr. Zeman is also entitled to an annual payment of HK\$225,000 and HK\$150,000, respectively. Dr. Zeman's emoluments for the year ended 31 December 2024 are set out on page 202 of the Company's 2024 annual report.

As at the Latest Practicable Date, Dr. Zeman was interested in 662,800 shares of the Company and Dr. Zeman was interested in share options relating to 14,516,200 Shares.

Save as disclosed above, there are no other matters concerning Dr. Zeman that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

2. MS. LEAH DAWN XIAOWEI YE

Ms. Xiaowei Ye, aged 67, was appointed as an independent non-executive Director of the Company with effect from 1 April 2019. She is also a Trustee of the China International Capital Corporation Charity Foundation since 2012. She was the senior vice president at Qualcomm, Inc. from 2022 to 2023 where she oversaw Chinese government affairs. She was the managing partner of the Beijing representative office of Morgan Lewis & Bockius LLP from 2014 to 2018 and the co-managing partner of the Beijing representative office of Bingham McCutchen LLP from 2011 to 2014. She also served as a partner at Rimon P.C., Jones Day, and Allen & Overy and as a senior lawyer at the Beijing representative office of Shearman & Sterling.

Ms. Ye has over 25 years of legal experience representing large Chinese companies, financial institutions, and investment funds with respect to their incorporation, initial public listing and offerings, overseas investments, project financing, and other matters. She has also represented multinationals in their investments and their regulatory matters in China.

Ms. Ye is admitted to practice law in the People's Republic of China and the District of Columbia of the United States. She was a member of the American Chamber of Commerce in the People's Republic of China from 2004 to 2018. She graduated with a Juris Doctor from Georgetown University Law Center in 1988. Her alias and former name is 葉小瑋.

Save as disclosed above, Ms. Ye has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Ms. Ye has an appointment letter with the Company for a period of two years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Ms. Ye's appointment letter, Ms. Ye is entitled to a fixed salary of HK\$700,000 per annum and may be entitled to a discretionary bonus. As a member of the Nomination Committee, Ms. Ye is also entitled to an annual payment of HK\$150,000. Ms. Ye's emoluments for the year ended 31 December 2024 are set out on page 202 of the Company's 2024 annual report.

As at the Latest Practicable Date, Ms. Ye was interested in share options relating to 5,735,000 Shares.

Save as disclosed above, there are no other matters concerning Ms. Ye that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. MR. BRUCE ROCKOWITZ

Mr. Bruce Rockowitz, aged 66, has been an independent non-executive Director of the Company since 16 September 2009. Mr. Rockowitz was the CEO and Vice Chairman of Global Brands Group Holding Limited from 2014 to 2018 and was the Vice Chairman and non-executive director of the company from 2018 to 2019, a spinoff from Li & Fung Limited. Mr. Rockowitz joined Li & Fung Limited as Executive Director in 2001 until June 2014. He was the President of the Li & Fung Group from 2004 to 2011, and Group President and Chief Executive Officer from 2011 to June 2014. He was also the co-founder and Chief Executive Officer of Colby International Limited, a large Hong Kong buying agent, prior to its acquisition by Li & Fung in 2000. In addition, Mr. Rockowitz is a co-founder of the Pure Group, a lifestyle, fitness and yoga chain operating in Hong Kong, Singapore, New York City and mainland China. He is currently the Chairman of Rock Media Ltd., Legend Publishing Ltd. and Dough Bros Holdings Ltd.

Mr. Rockowitz is a member of the Advisory Board for the Wharton School's Jay H Baker Retailing Center, an industry research center for retail at the University of Pennsylvania. He is also a board member of the Education Foundation for Fashion Industries, the private fund-raising arm of the Fashion Institute of Technology in New York. In March 2012, he became a member of the Global Advisory Council of the Women's Tennis Association (WTA). In 2008, Mr. Rockowitz was ranked first by Institutional Investor for Asia's Best CEOs in the consumer category. In 2010 and 2011, he was also ranked as one of the world's 30 best CEOs by Barron's. In 2011, he was presented with the Alumni Achievement Award by the University of Vermont. In the years 2012, 2017 and 2018, Mr. Rockowitz was named Asia's Best CEO at Corporate Governance Asia's Excellence Recognition Awards, and he was also presented with an Asian Corporate Director Recognition Award by the same organization in 2012 and 2013.

Save as disclosed above, Mr. Rockowitz has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. Rockowitz has an appointment letter with the Company for a period of two years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Mr. Rockowitz's appointment letter, Mr. Rockowitz is entitled to a fixed salary of HK\$700,000 per annum and may be entitled to a discretionary bonus. As a member of the audit and risk committee and Remuneration Committee, Mr. Rockowitz is also entitled to an annual payment of HK\$225,000 and HK\$150,000, respectively. Mr. Rockowitz's emoluments for the year ended 31 December 2024 are set out on page 202 of the Company's 2024 annual report.

As at the Latest Practicable Date, Mr. Rockowitz was interested in (i) 662,800 Shares in his personal capacity; and (ii) share options relating to 6,986,200 Shares.

Save as disclosed above, there are no other matters concerning Mr. Rockowitz that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

4. MS. ELLEN F. WHITTEMORE

Ms. Ellen F. Whittemore, aged 68, was appointed as a non-executive Director of the Company with effect from 1 January 2023. She served as the Executive Vice President, General Counsel and Secretary of Wynn Resorts, Limited from July 2018 until January 2025. She also serves as a director of Wynn Interactive, Ltd. She retired from Wynn Resorts, Limited as of 31 January 2025. Prior to joining Wynn Resorts, Limited, Ms. Whittemore was a shareholder of Brownstein Hyatt Farber Schreck LLP from November 2016 to July 2018. From February 2014 to November 2016, Ms. Whittemore served as the sole manager of the Whittemore Gaming Group, LLC. From October 2002 to February 2014, Ms. Whittemore served as Of Counsel in the Las Vegas office of the law firm Lionel Sawyer & Collins. Ms. Whittemore graduated with a B.A. from the University of Nevada, Reno and received her J.D. from the University of San Diego School of Law. She is admitted to practice before the United States Supreme Court.

Save as disclosed above, Ms. Whittemore has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Ms. Whittemore has an appointment letter with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Whittemore is entitled to a fixed fee of HK\$100 per annum, or such higher sum as the Company may from time to time decide. Ms. Whittemore's emoluments for the year ended 31 December 2024 are set out on page 202 of the Company's 2024 annual report.

As at the Latest Practicable Date, Ms. Whittemore held no interests in the shares of the Company and Ms. Whittemore was interested in (i) 107,316 shares in the common stock of Wynn Resorts, Limited; and (ii) share options underlying 3,650 non-voting shares of Wynn Interactive, Ltd., an associated corporation (as defined in the SFO) of the Company.

Save as disclosed above, there are no other matters concerning Ms. Whittemore that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**2025 Annual General Meeting**”) of Wynn Macau, Limited (the “**Company**”) will be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Friday, 23 May 2025 at 12:15 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2024.
2. To declare a final dividend of HK\$0.185 per share for the year ended 31 December 2024.
3. To re-elect the following proposed directors:
 - (a) Dr. Allan Zeman as independent non-executive director of the Company;
 - (b) Ms. Leah Dawn Xiaowei Ye as independent non-executive director of the Company;
 - (c) Mr. Bruce Rockowitz as independent non-executive director of the Company; and
 - (d) Ms. Ellen F. Whittemore as non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
5. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration for the ensuing year.

* For identification purposes only.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

Share Repurchase Mandate

6. “**THAT:**

- (a) a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, provided that the total number of shares of the Company which may be purchased pursuant to this mandate shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (b) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

Share Issue Mandate

7. “**THAT:**

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, to resell or transfer any treasury shares held under the name of the Company, and to make an offer or agreement or grant an option (including but not limited to warrants, bonds and debentures convertible into shares) that would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and/or options during the Relevant Period that would or might require the exercise of such powers after the end of the Relevant Period. Any reference to an allotment, issue and deal with additional shares or securities convertible into shares shall include the resale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights

NOTICE OF ANNUAL GENERAL MEETING

to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations;

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any subscription or conversion rights attaching to any warrants that may be allotted and issued by the Company or any securities that are convertible into shares of the Company from time to time;
 - (iii) pursuant to the exercise of any options that may be granted under a share option scheme of the Company;
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means the allotment or issue of shares or other securities in the Company that would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where it would or might be unlawful or impracticable to offer shares without registration of the offering documents or compliance with any legal or regulatory requirements or special formalities under the laws of that place) and, where appropriate, to the holders of other equity securities of the Company entitled to such offer by reference to a fixed record date and pro rata to their then holdings of shares or such other equity securities of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution.”

By order of the Board
Wynn Macau, Limited
Dr. Allan Zeman
Chairman

Hong Kong, 22 April 2025

Notes:

- (1) All resolutions at the 2025 Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association, except where the chairman of the meeting, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the 2025 Annual General Meeting is entitled to appoint more than one proxy to attend and vote on behalf of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 21 May 2025 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the 2025 Annual General Meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such an event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- (5) For determining the entitlement of shareholders of the Company to attend and vote at the 2025 Annual General Meeting, the register of members of the Company will be closed from 20 May 2025 to 23 May 2025 (both days inclusive) during which no transfer of shares will be registered. In order to be entitled to attend and vote at the 2025 Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 May 2025.

NOTICE OF ANNUAL GENERAL MEETING

- (6) For determining the entitlement of shareholders of the Company to the proposed final dividend, the register of members of the Company will be closed from 29 May 2025 to 2 June 2025 (both dates inclusive), during which no transfer of shares will be registered. In order to determine the identity of the shareholders of the Company who are entitled to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 28 May 2025.
- (7) A circular containing further details concerning items 2 to 8 set out in the above notice will be sent to all shareholders of the Company together with this notice.

As at the date of this notice, the Board comprises Craig S. Billings and Frederic Jean-Luc Luvisutto (as Executive Directors); Linda Chen (as Executive Director and Vice Chairman); Ellen F. Whittemore and Julie M. Cameron-Doe (as Non-Executive Directors); Allan Zeman (as Independent Non-Executive Director and Chairman); and Lam Kin Fung Jeffrey, Bruce Rockowitz, Nicholas Sallnow-Smith and Leah Dawn Xiaowei Ye (as Independent Non-Executive Directors).