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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**2023 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 Thursday, 25 May 2023 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 2022.
2. To re-elect the following proposed directors:
 - (a) Mr. Frederic Jean-Luc Luvisutto as executive director of the Company;
 - (b) Ms. Ellen F. Whittemore as non-executive director of the Company.
 - (c) Mr. Bruce Rockowitz as independent non-executive director of the Company; and
 - (d) Mr. Nicholas Sallnow-Smith as independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. 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

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

5. **“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 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

6. **“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 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;

- (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 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).”

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

Adoption of the New Employee Ownership Scheme and termination of the Existing Employee Ownership Scheme

8. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval of the listing of, and permission to deal in, the new shares of the Company which may fall to be issued pursuant to the vesting of any Award Shares that may be granted under the new employee ownership scheme of the Company (the “**New Employee Ownership Scheme**”), a copy of which has been produced to the 2023 Annual General Meeting and marked “A” and initialled by the chairman of the meeting, the New Employee Ownership Scheme be and is hereby approved and adopted, and that the directors of the Company be authorized to grant Awards thereunder and to allot and issue Shares pursuant to the New Employee Ownership Scheme and take all such steps as may be necessary or desirable to implement the New Employee Ownership Scheme, including without limitation:
 - (i) to administer or authorize a committee of the Board to administer the New Employee Ownership Scheme under which Awards will be granted to the Eligible Participants under the New Employee Ownership Scheme to subscribe for the Shares, including but not limited to determining and granting the Awards in accordance with the terms of the New Employee Ownership Scheme;
 - (ii) to modify and/or amend the New Employee Ownership Scheme from time to time provided that such modification and/or amendment comes into effect in accordance with the terms of the New Employee Ownership Scheme subject to the Listing Rules;
 - (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the grant of the Awards under the New Employee Ownership Scheme subject to the Listing Rules;
 - (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Employee Ownership Scheme.

- (b) the total number of Shares which may be issued in respect of all awards and options to be granted under the New Employee Ownership Scheme and any other Share Schemes will not exceed 10% of the total number of Shares in issue as at the date of the approval of the New Employee Ownership Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit;
- (c) within the Scheme Mandate Limit, the total number of Shares which may be issued in respect of all awards and options to be granted to the Service Providers under the New Employee Ownership Scheme and any other Share Schemes will not exceed 2% of the Scheme Mandate Limit as at the date of the approval of the New Employee Ownership Scheme or the relevant date of approval of the refreshment of the Service Provider Sublimit; and
- (d) subject to and conditional upon the New Employee Ownership Scheme becoming effective, the existing employee ownership scheme of the Company (the “**Existing Employee Ownership Scheme**”) which was adopted by the Company pursuant to the resolution passed by the shareholders of the Company on 30 June 2014 and is hereby terminated upon the New Employee Ownership Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding awards which have been granted under the Existing Employee Ownership Scheme prior to the date of the passing of this resolution).”

Adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme

9. “THAT:

- (a) subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval of the listing of, and permission to deal in, the new shares of the Company which may fall to be issued pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which has been produced to the 2023 Annual General Meeting and marked “B” and initialled by the chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted, and that the directors of the Company be authorized to grant options thereunder and to allot and issue shares pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme, including without limitation:
 - (i) to administer or authorize a committee of the Board to administer the New Share Option Scheme under which Options will be granted to the Eligible Participants under the New Share Option Scheme to subscribe for the Shares, including but not limited to determining and granting the Awards in accordance with the terms of the New Share Option Scheme;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment comes into effect in accordance with the terms of the New Share Option Scheme subject to the Listing Rules;

- (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the grant of the Options under the New Share Option Scheme subject to the Listing Rules;
 - (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.
- (b) the total number of Shares which may be issued in respect of all awards and options to be granted under the New Share Option Scheme and any other Share Schemes will not exceed 10% of the total number of Shares in issue as at the date of the approval of the New Share Option Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit;
 - (c) within the Scheme Mandate Limit, the total number of Shares which may be issued in respect of all awards and options to be granted to the Service Providers under the New Share Option Scheme and any other Share Schemes will not exceed 2% of the Scheme Mandate Limit as at the date of the approval of the New Share Option Scheme or the relevant date of approval of the refreshment of the Service Provider Sublimit; and
 - (d) subject to and conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company (the “**Existing Share Option Scheme**”) which was adopted by the Company pursuant to the resolution passed by the shareholders of the Company on 30 May 2019 be and is hereby terminated upon the New Share Option Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”

SPECIAL RESOLUTION

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

Adoption of the New Memorandum and Articles of Association

10. “**THAT:**

- (a) the amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which incorporates all the proposed amendments to the memorandum of association and articles of association of the Company as set out in Appendix V to the circular of the Company dated 24 April 2023, and a copy of which has been produced to the 2023 Annual General Meeting and marked “C” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and

(b) the directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to or in connection with the foregoing.”

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

Hong Kong, 24 April 2023

Notes:

- (1) All resolutions at the 2023 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 2023 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 23 May 2023 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the 2023 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 2023 Annual General Meeting, the register of members of the Company will be closed from 22 May 2023 to 25 May 2023 (both days inclusive) during which no transfer of shares will be registered. In order to be entitled to attend and vote at the 2023 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 2023.
- (6) A circular containing further details concerning items 2 to 10 set out in the above notice will be sent to all shareholders of the Company together with this notice.
- (7) Unless otherwise specified, the terms used in this notice should have the same meanings as those defined in the circular of the Company dated 24 April 2023.

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 Ian Michael Coughlan (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).

Important Note

In light of ongoing situation of Novel Coronavirus (COVID-19) pandemic, shareholders may consider appointing the chairman of the meeting as his/her proxy to vote on the resolutions, instead of attending the meeting in person, by completing and return the proxy form attached to this document in order to avoid large gatherings of people. To protect yourself and other participants, shareholders attending the meeting in person are required to wear surgical face mask and to undertake temperature checks before they enter the meeting venue, and to maintain a safe distance between seats.

The Company reserves the right to refuse any shareholder who is found to be suffering from a fever or otherwise unwell or uncooperative in complying with the aforesaid precautionary measures to admit to the meeting venue. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at short notice. The Company will make further announcements for any update.