



Wynn Macau, Limited
永利澳門有限公司*

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

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 25 MAY 2023 AT 12:15 P.M.**

I/We^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of^(Note 2) _____ ordinary shares
of HK\$0.001 each in the share capital of Wynn Macau, Limited (the “Company”), hereby appoint the Chairman of the meeting^(Note 3)
or _____ (name)
of _____ (address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) of the Company to 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. (and at any
adjournment thereof) in respect of the resolutions as indicated below. Unless otherwise specified, the terms used in this form should have the same
meanings as those defined in the circular of the Company dated 24 April 2023 (the “Circular”).

ORDINARY RESOLUTIONS**		FOR ^(Note 4)	AGAINST ^(Note 4)
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(a).	To re-elect Mr. Frederic Jean-Luc Luvisutto as executive director of the Company.		
2(b).	To re-elect Ms. Ellen F. Whittemore as non-executive director of the Company.		
2(c).	To re-elect Mr. Bruce Rockowitz as independent non-executive director of the Company.		
2(d).	To re-elect 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.		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.		
8(a).	Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (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 awards that may be granted under the new employee ownership scheme of the Company (the “New Employee Ownership Scheme”), to consider and approve the adoption of the New Employee Ownership Scheme, and that the directors of the Company be authorized to grant awards thereunder and to allot and issue shares of the Company 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.		
8(b).	To consider and approve that the total number of shares of the Company 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 of the Company will not exceed 10% of the total number of shares of the Company 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 (as defined in the Circular).		
8(c).	To consider and approve that within the Scheme Mandate Limit, the total number of shares of the Company which may be issued in respect of all awards and options to be granted to the Service Providers (as defined in the Circular) under the New Employee Ownership Scheme and any other share schemes of the Company 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 (as defined in the Circular).		
8(d).	Subject to and conditional upon the New Employee Ownership Scheme becoming effective, to consider and approve the termination of the existing employee ownership scheme of the Company which was adopted by the Company pursuant to the resolution passed by the shareholders of the Company on 30 June 2014 upon the New Employee Ownership Scheme becoming effective.		

ORDINARY RESOLUTIONS**		FOR ^(Note 4)	AGAINST ^(Note 4)
9(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 ”), to consider and approve the adoption of the New Share Option Scheme, 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.		
9(b).	To consider and approve that the total number of shares of the Company 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 of the Company will not exceed 10% of the total number of shares of the Company 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.		
9(c).	To consider and approve that within the Scheme Mandate Limit, the total number of shares of the Company 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.		
9(d).	Subject to and conditional upon the New Share Option Scheme becoming effective, to consider and approve the termination of the existing share option scheme of the Company which was adopted by the Company pursuant to the resolution passed by the shareholders of the Company on 30 May 2019 upon the New Share Option Scheme becoming effective.		
SPECIAL RESOLUTION**		FOR ^(Note 4)	AGAINST ^(Note 4)
10.	To approve and adopt the amended and restated memorandum of association and articles of association of the Company (the “ New Memorandum and Articles of Association ”) and authorize the directors of the Company 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 adoption of the New Memorandum and Articles of Association.		

Date: _____ 2023

Signature(s)^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy to attend and vote on his/her/its behalf, provided that 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 AGM.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof and, in such an event, the form of proxy shall be deemed to be revoked.

* For identification purposes only

** The full text of the resolutions are set out in the Notice of Annual General Meeting

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

- By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
- By email to: PrivacyOfficer@computershare.com.hk