

The Procedures for Shareholders to Propose a Person for Election as a Director of Wynn Macau, Limited are available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of Wynn Macau, Limited, the English version shall prevail over the traditional Chinese version.



Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF WYNN MACAU, LIMITED

1. Provisions in the Articles

- 1.1 Set out below is article 17.4 of the articles of association¹ (the “**Articles**”) of Wynn Macau, Limited (the “**Company**”) which provides the provisions in which a shareholder of the Company can propose (“**Nomination Proposal**”) a person (the “**Candidate**”) for election as a director of the Company (“**Director**”) at a general meeting:

No person shall, unless recommended by the majority of the Directors present and voting at a meeting of Directors at which a quorum is present (the “**Board**”), be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the person appointed as company secretary by the Board from time to time notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

¹ The full Articles are available for viewing on the Company’s website.

* For identification purposes only

2. Requirements under the Listing Rules

2.1 Listing Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are of relevance to a Nomination Proposal and state as follows:

Nomination of directors

13.70 The issuer shall publish an announcement in accordance with rule 2.07C or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the issuer after publication of the notice of meeting. The issuer shall include particulars of the proposed director in the announcement or supplementary circular.

Note: The issuer must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

Notices

13.74 The issuer shall also disclose the details required under rule 13.51(2) (see Note to rule 13.51(2)) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting (including, but not limited to, an annual general meeting).

3. The Procedures for making a Nomination Proposal

3.1 If a shareholder wishes to make a Nomination Proposal, such shareholder shall deposit a written notice (the “**Notice**”) with the company secretary of the Company, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

3.2 The Notice must (i) include details of the Candidate as required by Listing Rule 13.51(2); (ii) be signed by the shareholder making the Nomination Proposal with contact details (e.g. full name, contact telephone number, correspondence address); and (iii) be enclosed with a letter signed by the Candidate consenting to their willingness to be elected and to the disclosure of information relating to themselves in any publication of the Company.

3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the relevant general meeting and end no later than seven days prior to the date of such general meeting.

Hong Kong, 3 September 2013

As at 3 September 2013, the Board comprises Stephen A. Wynn, Ian Michael Coughlan and Linda Chen (as Executive Directors); Allan Zeman and Matthew O. Maddox (as Non-Executive Directors); and Nicholas Sallnow-Smith, Bruce Rockowitz and Jeffrey Kin-fung Lam (as Independent Non-Executive Directors).

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