

## IMPORTANT NOTICE

### **THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBS (AS DEFINED BELOW) OR (2) NON-U.S. PERSONS OUTSIDE OF THE UNITED STATES.**

**IMPORTANT: You must read the following disclaimer before continuing.** The following disclaimer applies to the attached offering memorandum and you are therefore advised to read this disclaimer page carefully before reading, accessing or making any other use of the attached offering memorandum. In accessing the attached offering memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

**Confirmation of Your Representation:** In order to be eligible to view this offering memorandum or make an investment decision with respect to the securities, investors must be either (1) qualified institutional buyers (“QIBs”) (within the meaning of Rule 144A under the United States Securities Act of 1933, as amended (the “Securities Act”)), or (2) non-U.S. persons outside the United States (as defined under Regulation S under the Securities Act); provided that any investor resident in a Member State of the European Economic Area must be a qualified investor (within the meaning of Article 2(1)(e) of Directive 2003/71/EC and any relevant implementing measure in each Member State of the European Economic Area). By accepting this e-mail and accessing this offering memorandum, you shall be deemed to have represented to us that (1) you and any customers you represent are either (a) QIBs or (b) non-U.S. persons outside the United States and that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States (and if you are resident in a Member State of the European Economic Area, you are a qualified investor) and (2) you consent to delivery of such offering memorandum by electronic transmission. This offering memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, neither the Initial Purchasers nor any person who controls any Initial Purchaser nor Wynn Macau, Limited nor any director, officer, employer, employee or agent of theirs or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the offering memorandum distributed to you in electronic format and the hard copy version available to you on request from the Initial Purchasers.

The attached offering memorandum has been delivered to you on the basis that you are a person into whose possession this offering memorandum may be lawfully delivered in accordance with the laws of jurisdiction in which you are located and you may not nor are you authorized to deliver this offering memorandum to any other person. You will not transmit the attached offering memorandum (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the consent of the Initial Purchasers.

**Restrictions:** Nothing on this electronic transmission constitutes an offer of securities for sale in any other jurisdiction where it is unlawful to do so. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchasers or any affiliate of the Initial Purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchasers or such affiliate on behalf of the Company in such jurisdiction. Recipients of this offering memorandum who intend to subscribe for or purchase securities are reminded that any subscription or purchase may only be made on the basis of the information contained in this offering memorandum.

**THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.**

**MIFID II product governance/Professional investors and ECPs only target market**—Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**PRIIPs Regulation/Prohibitions of Sales to EEA Retail Investors**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “EU PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PRIIPs Regulation/ Prohibition of Sales to UK Retail Investors**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA. Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore Securities and Futures Act Product Classification:** Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “SFA”), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

The attached offering memorandum has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, neither the Initial Purchasers, any person who controls any Initial Purchaser, the Company, nor any director, officer, employer, employee or agent of theirs, or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the offering memorandum distributed to you in electronic format and the hard copy version.

**You are responsible for protecting against viruses and other destructive items.** Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Preliminary offering memorandum dated [ ], 2025  
OFFERING MEMORANDUM

Subject to Completion



Wynn Macau, Limited  
永利澳門有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(HKSE Stock Code 股份代號: 1128)

US\$[ ]% Senior Notes due 20[ ]  
Issue Price: %

Wynn Macau, Limited (the “Company”) is offering US\$[ ]% Senior Notes due 20[ ] (the “Notes”). The Company will pay interest on the Notes semi-annually in arrears on [ ] and [ ] of each year, beginning on [ ], 2026. The Notes will mature on [ ], 20[ ].

At its option, the Company may redeem the Notes, in whole or in part, at any time prior to [ ], 20[ ], at a redemption price equal to the greater of (a) 100% of the principal amount of the Notes to be redeemed and (b) a “make-whole” amount described elsewhere in this offering memorandum, plus in either case accrued and unpaid interest to, but not including, the redemption date. Prior to [ ], 20[ ], the Company may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds from certain equity offerings. On or after [ ], 20[ ], the Company may redeem the Notes, in whole or in part, at a premium declining ratably to zero, plus accrued and unpaid interest to, but not including, the redemption date. In addition, the Company may redeem the Notes in whole, but not in part, at any time at a price equal to their principal amount plus accrued interest, in the event of certain changes in withholding tax laws. The Company may also redeem Notes if any gaming authority requires holders of Notes to be licensed, qualified or found suitable under applicable law and such holder is not so licensed or qualified or is found unsuitable. In the event of a change of control triggering event or a special put option triggering event (which relates to certain events regarding our gaming license), the Company will be required to offer to repurchase the Notes at 101% and 100%, respectively, of the principal amount, plus accrued and unpaid interest to but not including the repurchase date.

The Notes will be general unsecured obligations of the Company and will rank equally in right of payment with all of its existing and future senior unsecured indebtedness and will rank senior in right of payment to all of the Company’s existing and future subordinated indebtedness and any related guarantees thereon, if any. The Notes will be effectively subordinated in right of payment to all of the Company’s existing and future secured indebtedness (to the extent of the value of the collateral securing such indebtedness), and will be structurally subordinated to all of the liabilities of the Company’s subsidiaries. None of the Company’s subsidiaries will guarantee the Notes.

Application will be made to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the listing of, and permission to deal in, the Notes by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) (the “Professional Investors”) only. A confirmation of eligibility for listing of the Notes has been received from the Hong Kong Stock Exchange. This document is for distribution to Professional Investors only.

**Notice to Hong Kong Investors:** the Company confirms that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Company confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

**The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Notes or the Company or the Group or quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

This offering memorandum includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Company accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

**Investing in the Notes involves risks. See “Risk Factors” beginning on page [ ] for a discussion of certain risks that you should consider in connection with an investment in the Notes.**

**The Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction, and are being offered and sold only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. Prospective purchasers that are qualified institutional buyers as defined under Rule 144A are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Notes are not transferable except in accordance with the restrictions described under “Transfer Restrictions.”**

The initial purchasers of the Notes expect to deliver the Notes to purchasers on or about [ ], 2025, solely in book-entry form through the facilities of Cede & Co. as nominee of The Depository Trust Company.

**Joint Global Coordinator and Joint Lead Bookrunner**

**Deutsche Bank**

**BofA Securities**

**Scotiabank**

**SMBC Nikko**

**Joint Bookrunners**

**Abu Dhabi  
Commercial Bank**

**Banco Nacional  
Ultramarino**

**Bank of China  
Macau Branch**

**Bank of Communications  
Macau**

**BNP PARIBAS**

**CBRE**

**China CITIC Bank  
International**

**China Construction Bank  
Corporation Macau Branch**

**DBS Bank Ltd.**

**ICBC (Macau)**

**Luso Bank Ltd.**

**OCBC**

**Tai Fung Bank**

**United Overseas Bank**

The date of this offering memorandum is [ ], 2025.

\* For identification purpose only

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## NOTICE TO INVESTORS

This offering memorandum does not constitute an offer to sell or a solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the delivery of this offering memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this offering memorandum or that the information contained in this offering memorandum is correct as of any time after that date.

**Certain persons participating in this offering may engage in transactions that stabilize, maintain or otherwise affect the price of the Notes. Such transactions may include stabilizing and the purchase of Notes to cover short positions. These activities may stabilize, maintain or otherwise affect the market price of the Notes. As a result, the price of the Notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued at any time and must in any event be brought to an end after a limited time. These activities will be undertaken solely for the account of such persons and not for or on behalf of the Company. For a description of these activities, see “Plan of Distribution.”**

This offering memorandum includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company and the Group. The Company accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The Notes have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this offering memorandum. Any representation to the contrary is a criminal offense in the United States.

This offering memorandum has been prepared by us solely for use in connection with the proposed offering of the Notes described in this offering memorandum. Deutsche Bank AG, Singapore Branch, BofA Securities, Inc., Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., Abu Dhabi Commercial Bank PJSC, Banco Nacional Ultramarino, S.A., Bank of China Limited, Macau Branch, Bank of Communications Co., Ltd. Macau Branch, BNP PARIBAS, CBRE Capital Advisors, Inc., China CITIC Bank International Limited, China Construction Bank Corporation Macau Branch, DBS Bank Ltd., Industrial and Commercial Bank of China (Macau) Limited, Luso International Banking Limited, Oversea-Chinese Banking Corporation Limited, Tai Fung Bank Limited and United Overseas Bank Limited, Hong Kong Branch (incorporated in Singapore with limited liability) (collectively, the “Initial Purchasers”) and the Company reserve the right to withdraw this offering at any time before closing, to reject any offer to purchase, in whole or in part, for any reason, or to sell less than the amount of the Notes offered by this offering memorandum. The Initial Purchasers and certain related entities may acquire for their own account a portion of the Notes.

Notwithstanding anything in this offering memorandum to the contrary, except as reasonably necessary to comply with applicable securities laws, you (and each of your employees, representatives or other agents) may disclose to any and all persons, without limitation of any kind, the United States federal income tax treatment and tax structure of this offering and all materials of any kind (including opinions or other tax analyses) that are provided to you relating to such tax treatment and tax structure. For this purpose, “tax structure” is limited to facts relevant to the United States federal income tax treatment of this offering.

We have prepared this offering memorandum, and we are solely responsible for its contents. You are responsible for making your own examination of us and your own assessment of the merits and risks of investing in the Notes. By

purchasing the Notes, you will be deemed to have acknowledged that you have made certain acknowledgements, representations and agreements as set forth under the section headed “Transfer Restrictions” herein.

No representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Initial Purchasers or any of their affiliates or advisors as to the accuracy or completeness of the

information set forth herein, and nothing contained in this offering memorandum is, or shall be relied upon as, a promise or representation, whether as to the past or the future. The Initial Purchasers have not independently verified any of such information and assume no responsibility for such information and assume no responsibility for its accuracy or completeness.

Prospective investors in the Notes should rely only on the information contained in this offering memorandum. Neither we nor the Initial Purchasers have authorized the provision of information different from that contained in this offering memorandum, to give any information or to make any representation not contained in or not consistent with this offering memorandum or any other information supplied in connection with the offering of the Notes and, if given or made, such information or representation must not be relied upon as having been authorized by us or any of the Initial Purchasers. The information contained in this offering memorandum is accurate in all material respects only as of the date of this offering memorandum, regardless of the time of delivery of this offering memorandum or of any sale of the Notes. Neither the delivery of this offering memorandum nor any sale made hereunder shall under any circumstances imply that there has not been a change in our affairs and those of each of our respective subsidiaries or that the information set forth herein is correct in all material respects as of any date subsequent to the date hereof. The Initial Purchasers expressly do not undertake to review our financial condition or affairs during the life of the Notes or to advise any investor in the Notes of any information coming to their attention.

Each person receiving this offering memorandum acknowledges that: (i) such person has been afforded an opportunity to request from us and to review, and has received, all additional information considered by it to be necessary to verify the accuracy of, or to supplement, the information contained herein; (ii) such person has not relied on the Initial Purchasers or any person affiliated with the Initial Purchasers in connection with any investigation of the accuracy of such information or its investment decision and (iii) no person has been authorized to give any information or to make any representation concerning us, our subsidiaries and affiliates, the Notes (other than as contained herein and information given by our duly authorized officers and employees in connection with investors' examination of the Company and the terms of the offering of the Notes) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us or the Initial Purchasers.

The Company is not, and the Initial Purchasers are not, making an offer to sell the Notes in any jurisdiction except where an offer or sale is permitted. The distribution of this offering memorandum and the offering of the Notes may in certain jurisdictions be restricted by law. Persons into whose possession this offering memorandum comes are required by us and the Initial Purchasers to inform themselves about and to observe any such restrictions. For a description of the restrictions on offers, sales and resales of the Notes and distribution of this offering memorandum, see the sections headed "Transfer Restrictions" and "Plan of Distribution" below.

This offering memorandum summarizes certain material documents and other information, and we refer you to them for a more complete understanding of what we discuss in this offering memorandum. In making an investment decision, you must rely on your own examination of us and the terms of the offering, including the merits and risks involved. We are not making any representation to you regarding the legality of an investment in the Notes by you under any legal, investment or similar laws or regulations. You should not consider any information in this offering memorandum to be legal, business or tax advice. You should consult your own attorney, business adviser and tax adviser for legal, business and tax advice regarding an investment in the Notes.

MIFID II product governance/Professional investors and ECPs only target market—Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.



**PRIIPs Regulation/Prohibitions of Sales to EEA Retail Investors**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “EU PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PRIIPs Regulation/ Prohibition of Sales to UK Retail Investors**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA. Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore Securities and Futures Act Product Classification**—Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “SFA”), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

**Notice to capital market intermediaries and prospective investors pursuant to paragraph 21 of the Hong Kong SFC Code of Conduct**—Important Notice to Prospective Investors Prospective investors should be aware that certain intermediaries in the context of this offering of the Notes, including certain Initial Purchasers, are “capital market intermediaries” (“CMIs”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “SFC Code”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (“OCs”) for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Company, a CMI or its group companies would be considered under the SFC Code as having an association (“Association”) with the Company, the CMI or the relevant group company. Prospective investors associated with the Company or any CMI (including its group companies) should specifically disclose this when placing an order for the Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to this offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to this offering, such order is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should ensure, and by placing an order, prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or

identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any Initial Purchaser, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Initial Purchaser or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to this offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any Initial Purchaser, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the relevant Initial Purchaser when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to this offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the Initial Purchaser and/or any other third parties as may be required by the SFC Code, including to the Company, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. Failure to provide such information may result in that order being rejected.

## **CERTAIN CONVENTIONS AND CURRENCY PRESENTATION**

Market data and certain industry forecasts and statistics in this offering memorandum have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although we believe this information to be reliable, it has not been independently verified by us or the Initial Purchasers or our or their respective directors and advisors, and neither we, the Initial Purchasers nor our or their respective directors and advisors make any representation as to the accuracy or completeness of that information. In addition, third party information providers may have obtained information from market participants and such information may not have been independently verified.

In this offering memorandum, the terms “we,” “us,” “our,” “the Company” and “the Group” refer to Wynn Macau, Limited and its consolidated subsidiaries, unless otherwise indicated or the context otherwise requires. In this offering memorandum, references to “China,” “mainland China” and “PRC” refer to the People’s Republic of China, excluding Hong Kong, Macau and Taiwan; “HK\$” and “Hong Kong dollars” refer to the legal currency of Hong Kong; “Hong Kong” refers to the Hong Kong Special Administrative Region of the PRC; “Macau” refers to the Macau Special Administrative Region of the PRC; “Macau patacas” and “MOP” refer to the legal currency of Macau; “Renminbi” and “RMB” refer to the legal currency of China and “US\$” and “U.S. dollars” refer to the legal currency of the United States.

We record and publish our financial statements in Hong Kong dollars. Unless otherwise stated in this offering memorandum, all translations between Hong Kong dollars and U.S. dollars for figures were made at the rate of HK\$7.7677 to US\$1.00, the exchange rate in effect as of December 31, 2024 as set forth in the H.10 statistical release of The Board of Governors of the Federal Reserve System. The Macau pataca is pegged to the Hong Kong dollar at a rate of HK\$1.00 = MOP1.03. All such translations in this offering memorandum are provided solely for your convenience and no representation is made that the Hong Kong dollar amounts referred to herein have been, could have been or could be converted into U.S. dollars or Macau patacas, or vice versa, or that the Macau pataca amounts referred to herein have been, could have been or could be converted into U.S. dollars or Hong Kong dollars, or vice versa, at any particular rate or at all on such date or any other date.



In this offering memorandum, where information has been presented in thousands, millions or billions of units, amounts may have been rounded up or down. Totals of columns or rows in tables may not equal the sum of the individual items, and actual numbers may differ from those contained in this offering memorandum due to rounding.

## **PRESENTATION OF FINANCIAL INFORMATION**

Our financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), which differ in certain respects from generally accepted accounting principles in the United States (“U.S. GAAP”) and in certain other countries. We have made no attempt to describe or quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of us, the terms and conditions of the Notes and the financial information we present herein. Potential investors should consult their own professional advisers for an understanding of the differences between IFRS and accounting principles generally accepted in other countries, including the United States, and how those differences might affect the financial information presented herein.

This offering memorandum contains non-IFRS financial measures and ratios that are not required by, or presented in accordance with, IFRS, including Adjusted EBITDA. We present non-IFRS financial measures because we believe that they and similar measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance, and as a basis for valuation, of gaming companies. The non-IFRS financial measures may not be comparable to other similarly titled measures of other companies, since they are not uniformly defined, and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results reported under IFRS. Non-IFRS financial measures and ratios are not measurements of our performance under IFRS and should not be considered as alternatives to operating income or net profit or any other performance measures derived in accordance with IFRS or any other generally accepted accounting principles.

## **CAYMAN ISLANDS DATA PROTECTION**

The Company has certain duties under the Data Protection Act (As Revised) of the Cayman Islands (the “DPA”) based on internationally accepted principles of data privacy.

Prospective investors should note that, by virtue of making investments in the Notes and the associated interactions with the Company and its affiliates and/or delegates, or by virtue of providing the Company with personal information on individuals connected with the investor (for example directors, trustees, employees, representatives, shareholders, investors, clients, beneficial owners or agents) such individuals will be providing the Company and its affiliates and/or delegates with certain personal information which constitutes personal data within the meaning of the DPA. The Company shall act as a data controller in respect of this personal data and its affiliates and/or delegates, may act as data processors (or data controllers in their own right in some circumstances).

By investing in the Notes, the holders of the Notes (the “Noteholders”) shall be deemed to acknowledge that they have read in detail and understood the Privacy Notice set out below and that such Privacy Notice provides an outline of their data protection rights and obligations as they relate to the investment in the Notes.

Oversight of the DPA is the responsibility of the Ombudsman’s office of the Cayman Islands. Breach of the DPA by the Company could lead to enforcement action by the Ombudsman, including the imposition of remediation orders, monetary penalties or referral for criminal prosecution.

## **Privacy Notice**

### *Introduction*

The purpose of this notice is to provide Noteholders with information on the Company's use of their personal data in accordance with the DPA.

In the following discussion, "Company" refers to the Company and its affiliates and/or delegates, except where the context requires otherwise.

### *Investor Data*

By virtue of making an investment in the Company and a Noteholder's associated interactions with the Company (including any subscription (whether past, present or future), including the recording of electronic communications or phone calls where applicable) or by virtue of a Noteholder otherwise providing the Company with personal information on individuals connected with the Noteholder as an investor (for example directors, trustees, employees, representatives, shareholders, investors, clients, beneficial owners or agents), the Noteholder will provide the Company with certain personal information which constitutes personal data within the meaning of the DPA ("Investor Data"). The Company may also obtain Investor Data from other public sources. Investor Data includes, without limitation, the following information relating to a Noteholder and/or any individuals connected with a Noteholder as an investor: name, residential address, email address, contact details, corporate contact information, signature, nationality, place of birth, date of birth, tax identification, credit history, correspondence records, passport number, bank account details, source of funds details and details relating to the Noteholder's investment activity.

In the Company's use of Investor Data, the Company will be characterized as a "data controller" for the purposes of the DPA. The Company's affiliates and delegates may act as "data processors" for the purposes of the DPA.

### *Who this Affects*

If a Noteholder is a natural person, this will affect such Noteholder directly. If a Noteholder is a corporate investor (including, for these purposes, legal arrangements such as trusts or exempted limited partnerships) that provides the Company with Investor Data on individuals connected to such Noteholder for any reason in relation to such Noteholder's investment with the Company, this will be relevant for those individuals and such Noteholder should transmit the content of this Privacy Notice to such individuals or otherwise advise them of its content.

### *How the Company May Use a Noteholder's Personal Data*

The Company, as the data controller, may collect, store and use Investor Data for lawful purposes, including, in particular:

- (i) where this is necessary for the performance of the Company's rights and obligations under any subscription agreements or purchase agreements;
- (ii) where this is necessary for compliance with a legal and regulatory obligation to which the Company is subject (such as compliance with anti-money laundering, beneficial ownership transparency or FATCA/CRS requirements); and/or
- (iii) where this is necessary for the purposes of the Company's legitimate interests and such interests are not overridden by the Noteholder's interests, fundamental rights or freedoms.

Should the Company wish to use Investor Data for other specific purposes (including, if applicable, any purpose that requires a Noteholder's consent), the Company will contact the applicable Noteholders.

#### *Why the Company May Transfer a Noteholder's Personal Data*

In certain circumstances the Company and/or its authorized affiliates or delegates may be legally obliged to share Investor Data and other information with respect to a Noteholder's interest in the Company with the relevant regulatory authorities such as the Cayman Islands Monetary Authority or the Tax Information Authority. They, in turn, may exchange this information with foreign authorities, including tax authorities.

The Company anticipates disclosing Investor Data to others who provide services to the Company and their respective affiliates (which may include certain entities located outside the Cayman Islands or the European Economic Area), who will process a Noteholder's personal data on the Company's behalf.

#### *The Data Protection Measures the Company Takes*

Any transfer of Investor Data by the Company or its duly authorized affiliates and/or delegates outside of the Cayman Islands shall be in accordance with the requirements of the DPA.

The Company and its duly authorized affiliates and/or delegates shall apply appropriate technical and organizational information security measures designed to protect against unauthorized or unlawful processing of Investor Data, and against accidental loss or destruction of, or damage to, Investor Data.

The Company shall notify a Noteholder of any Investor Data breach that is reasonably likely to result in a risk to the interests, fundamental rights or freedoms of either such Noteholder or those data subjects to whom the relevant Investor Data relates.

## FORWARD-LOOKING STATEMENTS

This offering memorandum contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties, including the risk factors described in this offering memorandum. These forward-looking statements include statements relating to our projections, business strategy and development activities, as well as other capital spending, financing sources, the effects of regulation (including gaming and tax regulations), expectations concerning future operations, margins, profitability and competition.

Any statements contained in this offering memorandum that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, in some cases you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “would,” “could,” “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “continue” or the negative of these terms or other comparable terminology. Such forward-looking information involves important risks and uncertainties. These risks and uncertainties include:

- extensive regulation of our business and the cost of compliance or failure to comply with applicable laws and regulations;
- pending or future investigations, litigation and other disputes;
- our dependence on key managers and employees;
- our ability to maintain our gaming licenses and concessions and comply with applicable gaming law;
- international relations, national security policies, anticorruption campaigns and other geopolitical events, which may impact the number of visitors to our properties and the amount of money they are willing to spend;
- disruptions caused by, and the impact on regional demand for casino resorts and inbound tourism and the travel and leisure industry more generally from, events outside of our control, including an outbreak of an infectious disease (such as the COVID-19 pandemic), public incidents of violence, mass shootings, riots, demonstrations, extreme weather patterns or natural disasters, military conflicts, civil unrest, and any future security alerts or terrorist attacks;
- public perception of our resorts and the level of service we provide;
- our dependence on a limited number of resorts and locations for all of our cash flow and our subsidiaries’ ability to pay us dividends and distributions;
- competition in the casino/hotel and resort industries and actions taken by our competitors, including new development and construction activities of competitors;
- our ability to maintain our customer relationships and collect and enforce gaming receivables;
- win rates for our gaming operations;
- construction and regulatory risks associated with our current and future construction projects;
- any violations by us of various anti-money laundering laws or the Foreign Corrupt Practices Act;
- our compliance with environmental requirements and potential cleanup responsibility and liability as an owner or operator of property;
- adverse incidents or adverse publicity concerning our resorts or our corporate responsibilities;
- changes in and compliance with the gaming laws or regulations in the various jurisdictions in which we operate;
- changes in tax laws or regulations related to taxation, including changes in the rates of taxation;

- our collection and use of personal data and our level of compliance with applicable governmental regulations, credit card industry standards and other applicable data security standards;
- cybersecurity risk, including cyber and physical security breaches, system failure, computer viruses, and negligent or intentional misuse by customers, company employees, or employees of third-party vendors;
- our ability to protect our intellectual property rights;
- labor actions and other labor problems;
- our current and future insurance coverage levels;
- risks specifically associated with our Macau Operations;
- the level of our indebtedness and our ability to meet our debt service obligations (including sensitivity to fluctuations in interest rates); and
- continued compliance with the covenants in our debt agreements.

Furthermore, these forward-looking statements merely reflect our current view with respect to future events and are not a guarantee of future performance. Our financial condition may differ materially from the information contained in the forward-looking statements due to a number of factors, including factors disclosed under “Risk Factors” and elsewhere in this offering memorandum.

Subject to the requirements of applicable laws, rules and regulations, we do not have any obligation and do not intend to update or otherwise revise the forward-looking statements in this offering memorandum, whether as a result of new information, future events or otherwise. Because of these risks, uncertainties or assumptions, the forward-looking events and circumstances discussed in this offering memorandum might not occur in the way we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking statements. All forward-looking statements contained in this offering memorandum are qualified by reference to this cautionary statement.

## **ADDITIONAL INFORMATION**

If you have received this offering memorandum, you acknowledge that you have been afforded an opportunity to request from us, to review, and have received, all information considered by you to be necessary to consider whether or not to purchase the Notes offered hereby. In addition, copies of our annual reports and interim reports may be downloaded free of charge from our website (<http://en.wynnmacaulimited.com>), and we will provide to you, without charge, upon your written or oral request, a copy of the Indenture.

Our directors confirm that, except as stated in this offering memorandum, since December 31, 2024 (being the date on which the latest consolidated financial information of the Group was prepared) and up to the date of this offering memorandum, there had been no material adverse change in the financial or trading position of the Group that would materially affect the information shown in our consolidated financial statements included in this offering memorandum.

To permit compliance with Rule 144A under the Securities Act in connection with resales of the Notes, we are required to furnish upon request of a holder of Notes and a prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) if at the time of such request we are neither a reporting company under Section 13 or Section 15(d) of the United States Securities Exchange Act of 1934, as amended, nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

## ENFORCEMENT OF CIVIL LIABILITIES

We are incorporated in the Cayman Islands as an exempted company with limited liability. Some of our directors and officers and the experts named herein reside outside the United States (principally in Hong Kong and Macau). All or a substantial portion of our assets and such persons' assets are located outside the United States (principally in Macau). As a result, it may not be possible for investors to effect service of process within the United States upon us or such persons, or to enforce against us or such persons judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. Maples and Calder (Hong Kong) LLP, our counsel as to Cayman Islands law, has advised us that there is uncertainty as to whether the courts of the Cayman Islands would:

- recognize or enforce judgments of United States courts obtained against us or our directors or officers predicated upon the civil liability provisions of the securities laws of the United States or any state in the United States; or
- entertain original actions brought in each respective jurisdiction against us or our directors or officers predicated upon the securities laws of the United States or any state in the United States.

Maples and Calder (Hong Kong) LLP has further advised us that although there is no statutory enforcement in the Cayman Islands of judgments obtained in the federal or state courts of the United States (and the Cayman Islands are not a party to any treaties for the reciprocal enforcement or recognition of such judgments), a judgment obtained in such jurisdiction will be recognized and enforced in the courts of the Cayman Islands at common law, without any re-examination of the merits of the underlying dispute, by an action commenced on the foreign judgment debt in the Grand Court of the Cayman Islands, provided such judgment (a) is given by a foreign court of competent jurisdiction, (b) imposes on the judgment debtor a liability to pay a liquidated sum for which the judgment has been given, (c) is final, (d) is not in respect of taxes, a fine or a penalty; and (e) was not obtained in a manner and is not of a kind the enforcement of which is contrary to natural justice or the public policy of the Cayman Islands.



## DEFINITIONS

In this offering memorandum, unless otherwise indicated or the context otherwise requires, the following terms shall have the meanings set out below.

“2024 Notes”	the US\$600,000,000 aggregate amount of 4.875% senior notes due 2024 issued by the Company on September 20, 2017, which were paid in full on their stated maturity date.
“2026 Notes”	the US\$750,000,000 aggregate amount of 5.500% senior notes due 2026 issued by the Company on June 19, 2020 and the additional US\$250,000,000 aggregate amount of senior notes issued on August 26, 2020, which were consolidated to form one single series of notes
“2027 Notes”	the US\$750,000,000 aggregate amount of 5.500% senior notes due 2027 issued by the Company on September 20, 2017
“2028 Notes”	the US\$600,000,000 aggregate amount of 5.625% senior notes due 2028 issued by the Company on August 26, 2020 and the additional US\$750,000,000 aggregate amount of senior notes issued on December 22, 2020, which were consolidated to form one single series of notes
“WML Convertible Bonds”	The US\$600,000,000 aggregate amount of 4.50% convertible bonds due 2029 issued by the Company on March 7, 2023
“2029 Notes”	the US\$1,000,000,000 aggregate amount of 5.125% senior notes due 2029 issued by the Company on December 17, 2019
“DICJ”	the Direcção de Inspecção e Coordenação de Jogos (the Gaming Inspection and Coordination Bureau) of the Secretariat for Economy and Finance of the Macau government
“Galaxy”	Galaxy Casino, S.A., one of the six gaming concessionaries in Macau
“Gaming Concession Contract”	the definitive gaming concession contract dated December 16, 2022 entered into between WRM and the Macau SAR pursuant to which WRM was granted a 10-year gaming concession to operate games of chance in Wynn Palace and Wynn Macau commenced on January 1, 2023 and expiring on December 31, 2032
“HIBOR”	the Hong Kong Interbank Offered Rate
“Indenture”	the indenture is expected to be dated on or around [            ], 2025, pursuant to which the Company will issue the Notes

“Macau Operations”	the integrated Wynn Palace and Wynn Macau and Encore at Wynn Macau
“Melco”	Melco Resorts (Macau) Limited, one of the six gaming concessionaires in Macau
“MGM Macau”	MGM Grand Paradise Limited, one of the six gaming concessionaires in Macau
“SJM”	SJM Resorts, S.A., one of the six gaming concessionaries in Macau
“SOFR”	the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York (or a successor administrator)
“Term SOFR”	the forward-looking term rate based on SOFR that has been selected or recommended by the relevant administrator (or a successor administrator)
“Venetian Macau”	Venetian Macau, S.A., one of the six gaming concessionaires in Macau
“WM Cayman II”	WM Cayman Holdings Limited II, a company incorporated on September 8, 2009 as an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of the Company
“WM Cayman II Revolver”	revolving unsecured credit facility to WM Cayman II maturing on September 16, 2028 (or the immediately preceding business day if September 16, 2028 is not a business day), which was increased to US\$2.5 billion (equivalent) in July 2025 through the exercise of an accordion feature under the facility agreement
“WML Senior Notes”	collectively, 2026 Notes, 2027 Notes, 2028 Notes and 2029 Notes
“Worldwide Wynn”	Worldwide Wynn, LLC, a company formed under the laws of the State of Nevada, United States and a wholly-owned subsidiary of WRL
“WRL” or “Wynn Resorts”	Wynn Resorts, Limited, a company formed under the laws of the State of Nevada, United States and our controlling shareholder
“WRL Group”	WRL and its subsidiaries (other than us)
“WRL Revolving Loan Facility”	the HK\$3.88 billion (equivalent) revolving unsecured credit facility to the Company on June 14, 2022
“WRM”	Wynn Resorts (Macau) S.A., a company incorporated under the laws of Macau and a subsidiary of the Company; references in this offering memorandum to WRM being a wholly owned subsidiary of the Company should be construed as being subject to a 15% social and voting interest and MOP1.00 economic interest held by Ms. Linda Chen, a Macau resident
“WRM Shareholder Dividend Tax Agreement”	the agreement, entered into during February 2024, between WRM and the Macau Special Administrative Region for the period from January 1, 2023 through December 31, 2025, that provide for a payment to the Macau Special Administrative Region in lieu of Complementary Tax otherwise due by WRM shareholders on dividend distributions to them from gaming profits

“Wynn Design & Development”	Wynn Design & Development, LLC, a company formed under the laws of the State of Nevada, United States and a wholly-owned subsidiary of WRL
“Wynn International Marketing, Ltd.” or “WIML”	Wynn International Marketing, Ltd., a company incorporated under the laws of the Isle of Man and a wholly-owned subsidiary of WRL
“Wynn Macau”	a casino hotel resort located in Macau, owned and operated directly by WRM, which opened on September 6, 2006, and unless otherwise stated in this offering memorandum, includes Encore at Wynn Macau
“Wynn Palace”	an integrated resort and casino in the Cotai area of Macau, which is operated by WRM and opened on August 22, 2016
“Wynn Resorts Holdings, LLC”	Wynn Resorts Holdings, LLC, a company formed under the laws of the State of Nevada, United States and a wholly owned subsidiary of WRL
“Wynn NKH, LLC”	Wynn NKH, LLC, a company formed under the laws of the State of Nevada, United States, and a wholly-owned subsidiary of Wynn Resorts, Limited

## GLOSSARY

*This glossary contains definitions of certain technical terms used in this offering memorandum as they relate to us. Some of these definitions may not correspond to standard industry definitions.*

“Average Daily Rate” or “ADR”	average daily rate which is calculated by dividing total room revenues, including complimentaries (less service charges, if any), by total rooms occupied
“chip(s)”	a token; usually in the form of plastic disk(s) or plaque(s) issued by a casino to customers in exchange for cash or credit, which must be used (in lieu of cash) to place bets on gaming tables
“gaming promoters”	those licensed by and registered with the Macau government to promote games of fortune and chance to customers, through the arrangement of certain services, including transportation, accommodation, dining and entertainment, whose activity is regulated by Macau Law No. 16/2022 and regulated by Administrative Regulation No. 55/2022
“gross gaming revenue” or “gross gaming win”	the total win generated by all casino gaming activities combined, calculated before deduction of commissions and others (including complimentary revenues allocated from casino revenues to rooms, food and beverage, retail and other revenues)
“In-house VIP Program”	an internal marketing program wherein we directly market our casino resorts to gaming clients, including to high-end or premium players in the greater Asia region. These players are invited to qualify for a variety of gaming rebate programs whereby they earn cash commissions and room, food and beverage and other complimentary allowances based on their turnover level. We often extend credit to these players based upon knowledge of the players, their financial background and payment history
“occupancy”	occupancy is the number of total hotel room nights occupied as a percentage of the number of total hotel room nights available in the applicable year. Available hotel rooms exclude those rooms out of service for renovation during the applicable year
“poker rake”	the portion of cash wagered by customers in our poker rooms that is retained by the casino as a service fee, after adjustment for progressive accruals, but before the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis. Poker tables are not included in our measure of average number of table games
“promotional allowance”	the retail value of rooms, food and beverage and retail and other services furnished to guests (typically VIP clients) without charge
“REVPAR”	revenue per available room which is calculated by dividing total room revenues, including complimentaries (less service charges, if any), by total rooms available

“Rolling Chip”	physically identifiable chip that is used to track VIP wagering volume for purposes of calculating commissions and other allowances payable to gaming promoters and our Macau Operations’ individual VIP players
“slot machine win”	the amount of handle (representing the total amount wagered) that is retained and recorded as casino revenues. Slot machine win is after adjustment for progressive accruals, but before the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis
“table drop”	the amount of cash deposited in a gaming table’s drop box that serves as a repository for cash, plus cash chips purchased at the casino cage
“table games win”	the amount of table drop or turnover that is retained and recorded as casino revenues. Table games win is before commissions and the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis
“table games win percentage”	amount of table games win divided by the amount of table drop and/or turnover
“turnover”	the sum of all losing Rolling Chip wagers within the VIP program
“VIP player”	client, customer or player who participates in our Macau Operations’ In-house VIP Program or in the VIP program of any of our gaming promoters
“VIP table games turnover”	turnover resulting from VIP table games only

## SUMMARY

*This summary does not contain all the information that may be important to you in deciding whether to invest in the Notes. You should read this entire offering memorandum, including the section entitled “Risk Factors” and the financial statements and related notes thereto, before making an investment decision.*

We are a developer, owner and operator of two integrated destination casino resorts, Wynn Palace and Wynn Macau, located in the Greater Bay Area region of the People’s Republic of China (“PRC”). Our resorts in Macau include world-class hotel facilities, a variety of regional and international dining options, retail outlets and an array of one-of-a-kind entertainment offerings.

Our strategy in the Greater Bay Area encompasses investment in our integrated resorts, in our people and in the broader community. To attract and retain our customers, we design and continually make enhancements to refresh, improve and expand our resorts. We also maintain numerous programs to invest in our approximately 11,500 Macau-based employees. Through a robust emphasis on human resources and staff training, we provide opportunities for movement within our Group to ensure employees can pursue their career goals with us and to elevate their functional and leadership skills. Through our “Wynn Care” program, we facilitate reinvestment in our community, encourage volunteerism and promote responsible gaming. Since launching this program, we have centralized our community-focused initiatives under one umbrella and expanded our efforts from various volunteer activities and community events in Macau into the Greater Bay Area and beyond. Through our charitable foundation “Wynn Care Foundation”, we continue to broaden our efforts in pursuing positive social impact and supporting charitable development within Macau and mainland China. We are also fully committed to supporting sustainable development for the benefit of Macau and the planet by monitoring and reducing inefficient energy and resource consumption and embracing technologies that help us to responsibly use our resources.

### Competitive Strengths

We benefit from a number of competitive strengths, including the following:

- Successful premium business model,
- Location in one of the world’s largest concentrations of potential gaming and tourism customers,
- Strong international client base and proven marketing capability,
- Significant growth potential,
- Being a “Model Citizen” of the Greater Bay Area, and
- Strong management team with successful track record.

See “Business—Competitive Strengths.”

### Our Strategies

We aim to create value by continuing to pursue our management’s well established strategy of identifying opportunities for, and pursuing with the greatest attention to detail, the design, development and operation of luxury casino resorts in Macau. Our principal strategies are set forth below.

- Capitalize on the international reputation of the “WYNN” brand, and
- Expand our client network and cultivate client relationships.

See “Business—Our Strategies.”



## RECENT DEVELOPMENTS

### Results of Wynn Resorts' Macau Operations

*We present below the results of Wynn Resorts' Macau operations as extracted from Wynn Resorts' quarterly report for the three and six months ended June 30, 2025 (the "Wynn Resorts Quarterly Report"), as filed by Wynn Resorts with the SEC. While Wynn Resorts' Macau operations ("Wynn Resorts' Macau Operations") consist only of the Company's operations, prospective investors should note that the selected financial information of Wynn Resorts presented in this section has been prepared in accordance with U.S. GAAP, which differs from the IFRS that we use to prepare and present our financial information contained in the rest of this offering memorandum. As such, the financial information from the Wynn Resorts Quarterly Report is not directly comparable to the financial results the Company discloses. In addition, Wynn Resorts' reporting currency is U.S. dollars while the Company's functional and presentation currency is Hong Kong dollars. No representation is made that the U.S. dollar amounts presented below with respect to Wynn Resorts' Macau Operations could be converted into Hong Kong dollars at any particular rate.*

*We make no representation as to the appropriateness, accuracy, completeness or reliability of the information disclosed in the Wynn Resorts Quarterly Report. In addition, financial information published by Wynn Resorts may differ from our financial information due to the differences between IFRS and U.S. GAAP, difference in scope of businesses and elimination of intercompany transactions, among other factors.*

### Results for the three months ended June 30, 2025 compared to the three months ended June 30, 2024.

#### Wynn Palace

Operating revenues from Wynn Palace were US\$539.6 million for the second quarter of 2025, a decrease of US\$8.4 million from US\$548.0 million for the second quarter of 2024. Adjusted Property EBITDAR from Wynn Palace was US\$157.2 million for the second quarter of 2025, compared to US\$184.5 million for the second quarter of 2024. Table games win percentage in mass market operations was 22.3%, below the 23.6% experienced in the second quarter of 2024. VIP table games win as a percentage of turnover was 2.86%, below the property's expected range of 3.1% to 3.4% and below the 4.10% experienced in the second quarter of 2024.

#### Wynn Macau

Operating revenues from Wynn Macau were US\$343.8 million for the second quarter of 2025, an increase of US\$6.5 million from US\$337.3 million for the second quarter of 2024. Adjusted Property EBITDAR from Wynn Macau was US\$96.5 million for the second quarter of 2025, compared to US\$95.9 million for the second quarter of 2024. Table games win percentage in mass market operations was 17.4%, slightly below the 17.5% experienced in the second quarter of 2024. VIP table games win as a percentage of turnover was 3.41%, slightly above the property's expected range of 3.1% to 3.4% and above the 2.19% experienced in the second quarter of 2024.

#### Operating revenues

The following table presents operating revenues of Wynn Resorts' Macau Operations:

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
	(U.S. dollars in thousands)			%
<b>Macau Operations:</b>				
Wynn Palace .....	539,641	548,049	(8,408)	(1.5)
Wynn Macau .....	343,813	337,269	6,544	1.9
Total Macau Operations .....	<u>883,454</u>	<u>885,318</u>	<u>(1,864)</u>	(0.2)

### Casino revenues

Casino revenues increased primarily due to higher VIP table games win at Wynn Macau.

The table below sets forth the casino revenues and associated key operating measures at Wynn Resorts' Macau Operations:

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
(U.S. dollars in thousands, except for win per unit per day, number of tables and slot machines and percentages)				
Macau Operations:				
Wynn Palace:				
Total casino revenues . . . . .	448,298	444,964	3,334	0.7
VIP:				
Average number of table games . . . . .	52	57	(5)	(8.8)
VIP turnover . . . . .	4,071,052	2,810,016	1,261,036	44.9
VIP table games win . . . . .	116,471	115,297	1,174	1.0
VIP win as a % of turnover . . . . .	2.86%	4.10%	(1.24)	
Table games win per unit per day . . .	24,438	22,092	2,346	10.6
Mass market:				
Average number of table games . . . . .	249	243	6	2.5
Table drop . . . . .	1,844,054	1,738,260	105,794	6.1
Table games win . . . . .	411,604	409,409	2,195	0.5
Table games win % . . . . .	22.3%	23.6%	(1.3)	
Table games win per unit per day . . .	18,171	18,484	(313)	(1.7)
Average number of slot machines . . .	627	607	20	3.3
Slot machine handle . . . . .	757,815	642,713	115,102	17.9
Slot machine win . . . . .	32,482	25,590	6,892	26.9
Slot machine win per unit per day . . .	569	464	105	22.6
Wynn Macau:				
Total casino revenues . . . . .	293,380	280,717	12,663	4.5
VIP:				
Average number of table games . . . . .	21	30	(9)	(30.0)
VIP turnover . . . . .	981,735	1,164,075	(182,340)	(15.7)
VIP table games win . . . . .	33,438	25,473	7,965	31.3
VIP win as a % of turnover . . . . .	3.41%	2.19%	1.22	
Table games win per unit per day . . .	17,571	9,449	8,122	86.0
Mass market:				
Average number of table games . . . . .	231	222	9	4.1
Table drop . . . . .	1,617,756	1,602,920	14,836	0.9
Table games win . . . . .	280,836	280,830	6	—
Table games win % . . . . .	17.4%	17.5%	(0.1)	
Table games win per unit per day . . .	13,346	13,905	(559)	(4.0)
Average number of slot machines . . .	751	617	134	21.7
Slot machine handle . . . . .	1,009,092	801,813	207,279	25.9
Slot machine win . . . . .	25,193	25,978	(785)	(3.0)
Slot machine win per unit per day . . .	369	463	(94)	(20.3)
Poker rake . . . . .	2,836	3,607	(771)	(21.4)

*Non-casino revenues*

The table below sets forth room revenues and associated key operating measures at Wynn Resorts' Macau Operations:

	<u>Three Months Ended June 30,</u>		<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
	<u>2025</u>	<u>2024</u>		
	<u>(U.S. dollars, except for percentages)</u>			<u>%</u>
<b>Macau Operations:</b>				
Wynn Palace:				
Total room revenues (U.S. dollars in thousands) . . . . .	38,481	50,206	(11,725)	(23.4)
Occupancy . . . . .	98.7%	98.9%	(0.2)	
ADR . . . . .	232	316	(84)	(26.6)
REVPAR . . . . .	229	312	(83)	(26.6)
Wynn Macau:				
Total room revenues (U.S. dollars in thousands) . . . . .	21,742	23,742	(2,000)	(8.4)
Occupancy . . . . .	99.4%	99.4%	—	
ADR . . . . .	216	236	(20)	(8.5)
REVPAR . . . . .	215	234	(19)	(8.1)

Wynn Resorts' room revenues decreased US\$13.5 million, primarily due to lower ADR at Wynn Resorts' Macau operations.

The table below sets forth food and beverage revenues and entertainment, retail and other revenues at Wynn Resorts' Macau Operations:

	<u>Three Months Ended June 30,</u>		<u>Increase / (Decrease)</u>	<u>Percent Change</u>
	<u>2025</u>	<u>2024</u>		
	<u>(U.S. dollars in thousands)</u>			
<b>Macau Operations:</b>				
Wynn Palace:				
Food and beverage revenues . . . . .	30,446	29,829	617	2.1
Entertainment, retail and other revenues <sup>(1)</sup> . . . . .	22,416	23,050	(634)	(2.8)
Wynn Macau:				
Food and beverage revenues . . . . .	17,020	20,003	(2,983)	(14.9)
Entertainment, retail and other revenues <sup>(1)</sup> . . . . .	11,671	12,807	(1,136)	(8.9)

(1) Includes lease revenue accounted for under lease accounting guidance.

### ***Operating expenses***

The table below sets forth cost of revenue and gaming taxes at Wynn Resorts' Macau Operations:

	<b>Three Months Ended June 30,</b>		<b>Increase / (Decrease)</b>	<b>Percent Change</b>
	<b>2025</b>	<b>2024</b>		
	<b>(U.S. dollars in thousands)</b>			<b>%</b>
<b>Macau Operations:</b>				
Wynn Palace:				
Cost of revenue <sup>(1)</sup> .....	140,659	130,879	9,780	7.5
Gaming taxes .....	241,776	232,711	9,065	3.9
Wynn Macau:				
Cost of revenue <sup>(1)</sup> .....	101,698	101,074	624	0.6
Gaming taxes .....	145,605	140,284	5,321	3.8

(1) Primarily comprised of payroll, cost of goods sold, marketing, promotional, facilities, taxes and licenses (excluding gaming taxes) and other operating expenses.

Casino expenses increased US\$7.2 million and US\$12.8 million at Wynn Macau and Wynn Palace, respectively, which includes increases of US\$5.3 million and US\$9.1 million in gaming tax expense at Wynn Macau and Wynn Palace, respectively, as a result of higher casino revenues.

Property charges and other expenses for the three months ended June 30, 2025 consisted primarily of asset abandonments and disposals of US\$2.3 million at Wynn Resorts' Macau Operations.

### ***Other non-operating income and expenses***

Wynn Resorts incurred a foreign currency remeasurement loss of US\$36.2 million and a gain of US\$8.7 million for the three months ended June 30, 2025 and 2024, respectively. The impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from our Macau-related entities drove the variability between periods.

Wynn Resorts recorded a loss of US\$1.1 million for the three months ended June 30, 2025, from change in derivatives fair value, which includes a gain of US\$6.0 million related to the conversion feature on the WML Convertible Bonds and a loss of US\$5.3 million related to foreign currency swaps. Wynn Resorts recorded a gain of US\$15.5 million for the three months ended June 30, 2024, from change in derivatives fair value, primarily related to the conversion feature on the WML Convertible Bonds.

### ***Net income attributable to noncontrolling interests***

Wynn Resorts recognized net income attributable to noncontrolling interests of US\$34.3 million for the three months ended June 30, 2024, primarily related to the noncontrolling interests' share of net income from WML.

**Results for the six months ended June 30, 2025 compared to the six months ended June 30, 2024.**

**Operating revenues**

The following table presents operating revenues of Wynn Resorts' Macau Operations:

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
	(U.S. dollars in thousands)			%
<b>Macau Operations:</b>				
Wynn Palace . . . . .	1,075,570	1,134,950	(59,380)	(5.2)
Wynn Macau . . . . .	673,773	749,013	(75,240)	(10.0)
Total Macau Operations . . . . .	<u>1,749,343</u>	<u>1,883,963</u>	<u>(134,620)</u>	(7.1)

**Casino revenues**

Casino revenues decreased primarily due to lower VIP win as a percentage of turnover and mass market table games win at Wynn Resorts' Macau operations.

The table below sets forth the casino revenues and associated key operating measures at Wynn Resorts' Macau Operations:

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
	(U.S. dollars in thousands, except for win per unit per day, number of tables and slot machines and percentages)			%
<b>Macau Operations:</b>				
Wynn Palace:				
Total casino revenues . . . . .	892,806	918,745	(25,939)	(2.8)
VIP:				
Average number of table games . . . . .	54	58	(4)	(6.9)
VIP turnover . . . . .	8,076,093	6,731,100	1,344,993	20.0
VIP table games win . . . . .	221,003	244,712	(23,709)	(9.7)
VIP win as a % of turnover . . . . .	2.74%	3.64%	(0.90)	
Table games win per unit per day . . .	22,735	23,195	(460)	(2.0)
Mass market:				
Average number of table games . . . . .	248	244	4	1.6
Table drop . . . . .	3,548,452	3,520,444	28,008	0.8
Table games win . . . . .	833,996	846,732	(12,736)	(1.5)
Table games win % . . . . .	23.5%	24.1%	(0.6)	
Table games win per unit per day . . .	18,566	19,039	(473)	(2.5)
Average number of slot machines . . .	638	590	48	8.1
Slot machine handle . . . . .	1,492,685	1,238,334	254,351	20.5
Slot machine win . . . . .	61,838	56,560	5,278	9.3
Slot machine win per unit per day . . .	535	527	8	1.5
Wynn Macau:				
Total casino revenues . . . . .	568,930	627,070	(58,140)	(9.3)
VIP:				
Average number of table games . . . . .	25	30	(5)	(16.7)
VIP turnover . . . . .	2,418,782	2,753,760	(334,978)	(12.2)
VIP table games win . . . . .	49,152	79,379	(30,227)	(38.1)

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
	(U.S. dollars in thousands, except for win per unit per day, number of tables and slot machines and percentages)			%
VIP win as a % of turnover . . . . .	2.03%	2.88%	(0.85)	
Table games win per unit per day . . .	10,777	14,629	(3,852)	(26.3)
Mass market:				
Average number of table games . . . . .	226	222	4	1.8
Table drop . . . . .	3,160,641	3,286,071	(125,430)	(3.8)
Table games win. . . . .	569,385	607,150	(37,765)	(6.2)
Table games win % . . . . .	18.0%	18.5%	(0.5)	
Table games win per unit per day . . .	13,916	15,048	(1,132)	(7.5)
Average number of slot machines. . . .	740	600	140	23.3
Slot machine handle . . . . .	1,862,499	1,532,202	330,297	21.6
Slot machine win . . . . .	49,560	52,170	(2,610)	(5.0)
Slot machine win per unit per day . . .	370	478	(108)	(22.6)
Poker rake . . . . .	6,056	8,626	(2,570)	(29.8)

*Non-casino revenues*

The table below sets forth room revenues and associated key operating measures at Wynn Resorts' Macau Operations:

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2025	2024		
	(U.S. dollars, except for percentages)			%
Macau Operations:				
Wynn Palace:				
Total room revenues (U.S. dollars in thousands) . . . . .	75,096	104,142	(29,046)	(27.9)
Occupancy . . . . .	98.5%	98.9%	(0.4)	
ADR . . . . .	227	326	(99)	(30.4)
REVPAR . . . . .	224	323	(99)	(30.7)
Wynn Macau:				
Total room revenues (U.S. dollars in thousands) . . . . .	45,039	52,361	(7,322)	(14.0)
Occupancy . . . . .	99.2%	99.4%	(0.2)	
ADR . . . . .	225	260	(35)	(13.5)
REVPAR . . . . .	223	258	(35)	(13.6)



The table below sets forth food and beverage revenues and entertainment, retail and other revenues at Wynn Resorts' Macau Operations:

	<u>Six Months Ended June 30,</u>		<u>Increase/</u>	<u>Percent</u>
	<u>2025</u>	<u>2024</u>	<u>(Decrease)</u>	<u>Change</u>
	(U.S. dollars in thousands)			%
<b>Macau Operations:</b>				
Wynn Palace:				
Food and beverage revenues . . . . .	62,184	61,899	285	0.5
Entertainment, retail and other revenues <sup>(1)</sup> . . . . .	45,484	50,164	(4,680)	(9.3)
Wynn Macau:				
Food and beverage revenues . . . . .	35,812	41,022	(5,210)	(12.7)
Entertainment, retail and other revenues <sup>(1)</sup> . . . . .	23,992	28,560	(4,568)	(16.0)

(1) Includes lease revenue accounted for under lease accounting guidance.

### ***Operating expenses***

The table below sets forth cost of revenue and gaming taxes at Wynn Resorts' Macau Operations:

	<u>Six Months Ended June 30,</u>		<u>Increase/</u>	<u>Percent</u>
	<u>2025</u>	<u>2024</u>	<u>(Decrease)</u>	<u>Change</u>
	(U.S. dollars in thousands)			%
<b>Macau Operations:</b>				
Wynn Palace:				
Cost of revenue <sup>(1)</sup> . . . . .	278,411	266,386	12,025	4.5
Gaming taxes . . . . .	478,068	481,735	(3,667)	(0.8)
Wynn Macau:				
Cost of revenue <sup>(1)</sup> . . . . .	201,406	204,780	(3,374)	(1.6)
Gaming taxes . . . . .	285,658	311,136	(25,478)	(8.2)

(1) Primarily comprised of payroll, cost of goods sold, marketing, promotional, facilities, taxes and licenses (excluding gaming taxes) and other operating expenses.

Casino expenses decreased US\$22.4 million at Wynn Macau, including a decrease of US\$25.5 million in gaming tax expense driven by a decrease in casino revenue.

Wynn Resorts' property charges and other expenses for the six months ended June 30, 2025 consisted of US\$7.1 million of asset abandonments and disposals at Wynn Resorts' Macau Operations.

### ***Other non-operating income and expenses***

Wynn Resorts incurred a foreign currency remeasurement loss of US\$44.5 million and a gain of US\$4.0 million for the six months ended June 30, 2025 and 2024, respectively. The impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from Wynn Resorts' Macau-related entities primarily drove the variability between periods.

Wynn Resorts recorded a loss of US\$30.7 million for the six months ended June 30, 2025, from change in derivatives fair value, which includes a loss of US\$10.0 million related to the conversion feature on the WML Convertible Bonds and a loss of US\$14.6 million related to foreign currency swaps.

*Net income attributable to noncontrolling interests*

Wynn Resorts recognized net income attributable to noncontrolling interests of US\$66.6 million for the six months ended June 30, 2024, primarily related to the noncontrolling interests' share of net income from WML.

**Adjusted Property EBITDAR**

Wynn Resorts uses Adjusted Property EBITDAR to manage the operating results of its segments. Adjusted Property EBITDAR is net income before interest, income taxes, depreciation and amortization, pre-opening expenses, property charges and other expenses, triple-net operating lease rent expense related to Encore Boston Harbor, management and license fees, corporate expenses and other expenses, stock-based compensation, change in derivatives fair value, and other non-operating income and expenses. Adjusted Property EBITDAR is presented exclusively as a supplemental disclosure because management believes that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Management uses Adjusted Property EBITDAR as a measure of the operating performance of its segments and to compare the operating performance of its properties with those of its competitors, as well as a basis for determining certain incentive compensation. Wynn Resorts also presents Adjusted Property EBITDAR because it is used by some investors to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. Gaming companies have historically reported EBITDAR as a supplement to GAAP. In order to view the operations of their casinos on a more stand-alone basis, gaming companies, including Wynn Resorts, have historically excluded from their EBITDAR calculations, pre-opening expenses, property charges, corporate expenses and stock-based compensation, that do not relate to the management of specific casino properties. However, Adjusted Property EBITDAR should not be considered as an alternative to operating income as an indicator of our performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure determined in accordance with GAAP. Unlike net income, Adjusted Property EBITDAR does not include depreciation or interest expense and therefore does not reflect current or future capital expenditures or the cost of capital. Wynn Resorts has significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, income taxes and other non-recurring charges, which are not reflected in Adjusted Property EBITDAR. Also, Wynn Resorts' calculation of Adjusted Property EBITDAR may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

The following table summarizes Adjusted Property EBITDAR for Wynn Resorts' Macau Operations.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2025	2024	Increase/ (Decrease)	Percent Change	2025	2024	Increase/ (Decrease)	Percent Change
	(U.S. dollars in thousands)				(U.S. dollars in thousands)			
Macau Operations:								
Wynn Palace . . .	157,206	184,459	(27,253)	(14.8)	319,091	386,829	(67,738)	(17.5)
Wynn Macau . . .	96,510	95,911	599	0.6	186,709	233,097	(46,388)	(19.9)
<b>Total Macau Operations . . . . .</b>	<b>253,716</b>	<b>280,370</b>	<b>(26,654)</b>	<b>(9.5)</b>	<b>505,800</b>	<b>619,926</b>	<b>(114,126)</b>	<b>(18.4)</b>

Adjusted Property EBITDAR at Wynn Palace decreased US\$27.3 million for the three months ended June 30, 2025 due to a decrease in operating revenues of US\$8.4 million primarily related to lower room revenue, coupled with an increase in operating expenses. Adjusted Property EBITDAR at Wynn Palace decreased US\$67.7 million for the six months ended June 30, 2025, primarily due to a decrease in operating revenues of US\$59.4 million attributable to lower VIP win as a percentage of turnover and lower ADR, coupled with higher operating expenses.

Adjusted Property EBITDAR at Wynn Macau increased US\$0.6 million for the three months ended June 30, 2025 due to a US\$6.5 million increase in operating revenues, largely attributable to higher casino revenue, partially

offset by increased casino expense, inclusive of gaming taxes. Adjusted property EBITDAR for the six months ended June 30, 2025 decreased US\$46.4 million due to a decrease in operating revenues of US\$75.2 million, largely attributable to lower casino revenue, partially offset by a decrease in casino expense, inclusive of gaming taxes.

The following table summarizes Adjusted Property EBITDAR and the reconciliation of operating income to Adjusted Property EBITDAR of Wynn Resorts' Macau Operations for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(U.S. dollars in thousands)			
<b>Operating income</b> .....	128,284	161,935	255,432	367,918
Pre-opening expenses .....	3,004	—	4,204	—
Depreciation and amortization .....	78,022	75,741	154,081	151,292
Property charges and others .....	2,358	1,157	7,278	12,250
Management and license fees <sup>(1)</sup> .....	28,253	27,846	56,126	59,633
Corporate expenses and other .....	10,261	9,987	21,532	22,009
Stock-based compensation .....	3,534	3,704	7,147	6,824
Triple-net operating lease rent expense .....	—	—	—	—
<b>Adjusted Property EBITDAR<sup>(1)</sup></b> .....	<u>253,716</u>	<u>280,370</u>	<u>505,800</u>	<u>619,926</u>

*Note:*

- (1) Adjusted Property EBITDAR of Wynn Resorts' Macau Operations is not directly comparable with the Adjusted EBITDA of the Company. Adjusted Property EBITDAR of Wynn Resorts' Macau Operations is calculated using Wynn Resorts' financial information, which is prepared in accordance with U.S. GAAP, whereas Adjusted EBITDA of the Company is calculated using the Company's financial information, which is prepared in accordance with IFRS. In addition, adjusted EBITDA of the Company is calculated net of management and license fees and certain other expenses. For a quantitative reconciliation of Adjusted EBITDA of the Company to its most directly comparable IFRS measurement, operating profit, for 2022, 2023 and 2024, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Adjusted EBITDA."

Adjusted Property EBITDAR for the twelve months ended June 30, 2025 of Wynn Resorts' Macau Operations was US\$1,061.4 million. This number is calculated as Adjusted Property EBITDAR for the year ended December 31, 2024 of Wynn Resorts' Macau Operations in the amount of US\$1,175.5 million, minus Adjusted Property EBITDAR for the six months ended June 30, 2024 of Wynn Resorts' Macau Operations in the amount of US\$619.9 million, plus Adjusted Property EBITDAR for six months ended June 30, 2025 of Wynn Resorts' Macau Operations in the amount of US\$505.8 million.

The following table summarizes Adjusted Property EBITDAR and the reconciliation of operating income to Adjusted Property EBITDAR of Wynn Resorts' Macau Operations for the periods indicated.

	Year ended December 31,	Six Months Ended June 30,		Twelve months ended June 30,
	2024	2024	2025	2025
	(U.S. dollars in thousands)			
<b>Operating income</b> .....	672,282	367,918	255,432	559,796
Pre-opening expenses .....	707	—	4,204	4,911
Depreciation and amortization .....	300,992	151,292	154,081	303,781
Property charges and others .....	20,458	12,250	7,278	15,486
Management and license fees <sup>(1)</sup> .....	116,474	59,633	56,126	112,967
Corporate expenses and other .....	50,486	22,009	21,532	50,009
Stock-based compensation .....	14,163	6,824	7,147	14,486
Triple-net operating lease rent expense .....	—	—	—	—
<b>Adjusted Property EBITDAR<sup>(1)</sup></b> .....	<u>1,175,562</u>	<u>619,926</u>	<u>505,800</u>	<u>1,061,436</u>

*Note:*

- (1) Adjusted Property EBITDAR of Wynn Resorts' Macau Operations is not directly comparable with the Adjusted EBITDA of the Company. Adjusted Property EBITDAR of Wynn Resorts' Macau Operations is calculated using Wynn Resorts' financial information, which is prepared in accordance with U.S. GAAP, whereas Adjusted EBITDA of the Company is calculated using the Company's financial information, which is prepared in accordance with IFRS. In addition, adjusted EBITDA of the Company is calculated net of management and license fees and certain other expenses. For a quantitative reconciliation of Adjusted EBITDA of the Company to its most directly comparable IFRS measurement, operating profit, for 2022, 2023 and 2024, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Adjusted EBITDA."

Wynn Resorts' Macau Operations VIP normalized operating revenue for the three months ended June 30, 2025, March 31, 2025, June 30, 2024, March 31, 2024 and March 31, 2023 is US\$905 million, US\$930 million, US\$871 million, US\$992 million and US\$617 million, respectively. Wynn Resorts' Macau Operations VIP normalized operating revenue is derived from operating revenues by adjusting VIP win as a percentage of turnover to our expected range of 3.1% to 3.4% for each period.

Wynn Resorts' Macau Operations VIP normalized Adjusted Property EBITDAR for the three months ended June 30, 2025, March 31, 2025, June 30, 2024, March 31, 2024 and March 31, 2023 is US\$266 million, US\$290 million, US\$272 million, US\$335 million and US\$166 million, respectively. Wynn Resorts' Macau Operations VIP normalized Adjusted Property EBITDAR is derived from Adjusted Property EBITDAR by adjusting VIP win as a percentage of turnover, in each period, to our expected range of 3.1% to 3.4%, reduced by incremental gaming tax expense of 40%.

### ***Liquidity and Capital Resources***

#### ***Investing Activities***

During the six months ended June 30, 2025, Wynn Resorts' Macau Operations incurred capital expenditures of US\$105.4 million at Wynn Palace and US\$30.2 million at Wynn Macau, primarily related to enhancements at our properties and maintenance capital expenditures.

During the six months ended June 30, 2024, Wynn Resorts' Macau Operations incurred capital expenditures of US\$49.4 million at Wynn Palace, and US\$28.3 million at Wynn Macau primarily related to maintenance capital expenditures.

*Financing Activities*

The below table presents proceeds from the issuance, repayments, and repurchases of the specified debt instrument of Wynn Resorts' Macau Operations during the six months ended June 30, 2024.

	<u>Proceeds from issuance</u>	<u>Repayments and repurchases</u>
	(U.S. dollars	in thousands)
WM Cayman II Revolver, due 2025 .....	—	311,820

### Capital Resources

The following table summarizes the unrestricted cash and cash equivalents and available revolver borrowing capacity of Wynn Resorts' Macau Operations as of June 30, 2025:

	<u>Total Cash and Cash Equivalents</u>	<u>Revolver Borrowing Capacity</u>
	<u>(U.S. dollars in thousands)</u>	
Wynn Macau, Limited and subsidiaries . . . . .	1,474,887	350,734

Wynn Macau, Limited and subsidiaries. WML generates cash from Wynn Resorts' Macau Operations and may utilize proceeds from the WM Cayman II Revolver as needed. Wynn Resorts' Macau Operations expect to use this cash to service the WML Senior Notes, WM Cayman II Revolver, and WML Convertible Bonds, to pay dividends to shareholders of WML (of which Wynn Resorts own approximately 72%), and to fund working capital and capital expenditure requirements at WML and Wynn Resorts' Macau Operations.

Wynn Resorts' Macau Operations expect to make estimated project capital expenditures of between US\$200 million and US\$250 million during 2025 and between US\$450 million and US\$500 million during 2026 related to enhancements at our Macau Operations. We expect to make maintenance capital expenditures at Wynn Resorts' Macau Operations of between US\$70 million and US\$80 million during 2025.

WML is a holding company and, as a result, its ability to pay dividends to WRF is dependent on WML receiving distributions from its subsidiaries. WML, as guarantor under the WM Cayman II Revolver facility agreement, may be subject to certain restrictions on payments of dividends or distributions to its shareholders, unless certain financial criteria have been satisfied. The WM Cayman II Revolver facility agreement contains representations, warranties, covenants and events of default customary for similar financings, including, but not limited to, restrictions on indebtedness to be incurred by WM Cayman II or its subsidiaries.

On June 11, 2025, WML paid a cash dividend of HK\$0.185 per share on its common stock for a total U.S. dollar equivalent of approximately US\$124.0 million in respect of the year ended December 31, 2024. Wynn Resorts' share of this dividend was US\$88.5 million.

If WML's portion of cash available for repatriation was repatriated on June 30, 2025, it would be subject to minimal U.S. taxes.

### Indebtedness

The following table presents a summary of the indebtedness of Wynn Resorts' Macau Operations as of June 30, 2025 and December 31, 2024.

	<u>As of June 30, 2025</u>	<u>December 31, 2024</u>
	<u>(U.S. dollars in thousands)</u>	
<b>Macau Related:</b>		
WM Cayman II Revolver, due 2028 <sup>(1)</sup> : . . . . .	1,141,747	1,151,874
WML 5 1/2% Senior Notes, due 2026 . . . . .	1,000,000	1,000,000
WML 5 1/2% Senior Notes, due 2027 . . . . .	750,000	750,000
WML 5 5/8% Senior Notes, due 2028 . . . . .	1,350,000	1,350,000
WML 5 1/8% Senior Notes, due 2029 . . . . .	1,000,000	1,000,000
WML 4 1/2% Convertible Bonds, due 2029 <sup>(2)</sup> : . . . . .	600,000	600,000



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*Notes:*

- (1) As of June 30, 2025, the borrowings under the WM Cayman II Revolver bear interest at the term secured overnight financing rate (“Term SOFR”) plus a credit adjustment spread of 0.10% or the Hong Kong Interbank Offered Rate (“HIBOR”), in each case plus a margin of 1.875% to 2.875% per annum based on WM Cayman II’s leverage ratio on a consolidated basis. Approximately US\$239.1 million and US\$902.7 million of the WM Cayman II Revolver bears interest at a rate of Term SOFR plus 1.975% per year and HIBOR plus 1.875% per year, respectively. As of June 30, 2025, the weighted average interest rate was approximately 3.38%. As of June 30, 2025, the available borrowing capacity under the WM Cayman II Revolver was US\$350.7 million.
- (2) As of June 30, 2025, the net carrying amount of the WML Convertible Bonds was US\$508.6 million, with unamortized debt discount and debt issuance costs of US\$91.4 million. The Company recorded contractual interest expense of US\$6.8 million in each period and amortization of discounts and issuance costs of US\$5.1 million and US\$4.7 million during the three months ended June 30, 2025 and 2024, respectively, and contractual interest expense of US\$13.5 million in each period and amortization of discounts and issuance costs of US\$10.1 million and US\$9.2 million during the six months ended June 30, 2025 and 2024, respectively.

In July 2025, WM Cayman II increased borrowing capacity under the WM Cayman II Revolver by an additional aggregate amount of US\$1.0 billion equivalent through the exercise of an accordion feature under the facility agreement. As a result, the total committed amount of the WM Cayman II Revolver has increased to US\$2.5 billion equivalent.

The following chart illustrates the corporate structure of our shareholders and major subsidiaries as of the date of this offering memorandum.



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## THE OFFERING

*The following is a general summary of the terms of the offering. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information appearing elsewhere in this offering memorandum, including under “Description of the Notes.” Words and expressions defined in “Description of the Notes” shall have the same meanings in this summary.*

<b>Issuer</b>	Wynn Macau, Limited (the “Company”)
<b>Notes Offered</b>	US\$[ ] aggregate principal amount of [ ]% Senior Notes due 20[ ] (the “Notes”).
<b>Issue Date for the Notes</b>	[ ], 2025
<b>Maturity Date</b>	[ ], 20[ ]
<b>Interest</b>	The Notes will bear interest at a rate of [ ]% per annum, payable semi-annually in arrears on [ ] and [ ] of each year. The first interest payment will be due on [ ], 2026. Interest accrues from [ ], 2025.
<b>Ranking of Notes</b>	The Notes will be general unsecured obligations of the Company and will (1) rank equally in right of payment with all of the Company’s existing and future senior unsecured indebtedness, (2) rank senior to all of the Company’s existing and future subordinated indebtedness and any related guarantees thereon, if any, (3) be effectively subordinated to all of the Company’s existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, and (4) be structurally subordinated to all existing and future liabilities of the Company’s subsidiaries. See “Description of the Notes—Brief Description of the Notes”. See “Recent Developments—Results of Wynn Resorts’ Macau Operations for the Three Months and Six Months Ended June 30, 2025—Indebtedness” for our long-term debt as of June 30, 2025, and we may incur additional secured and/or unsecured indebtedness and other obligations in the future.
<b>Offering Price</b>	[ ]% of the principal amount of the Notes.
<b>Optional Redemption</b>	At its option, the Company may redeem the Notes, in whole or in part, at any time or from time to time prior to their stated maturity. The redemption price for Notes that are redeemed before [ ], 20[ ] will be equal to the greater of (a) 100% of the principal amount of the Notes to be redeemed and (b) a “make-whole” amount described elsewhere in this offering memorandum, plus in either case accrued and unpaid interest to, but not including, the redemption date. Prior to [ ], 20[ ], we may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds from certain equity

offerings. On or after [ ], 20[ ], we may redeem the Notes, in whole or in part, at a premium declining ratably to zero, plus accrued and unpaid interest to, but not including, the redemption date. See “Description of the Notes—Optional Redemption.”

**Redemption for Tax Reasons**

All payments under or with respect to the Notes will be made without withholding or deduction for any taxes or other governmental charges, except to the extent required by law. If withholding or deduction is required by law, subject to certain exceptions, we will pay additional amounts so that the net amount received is no less than the amount that would have been received in the absence of such withholding or deduction. See “Description of the Notes—Additional Amounts.” We may redeem the Notes in whole, but not in part, at any time, upon giving prior notice, if certain changes in tax law impose certain withholding taxes on amounts payable on the Notes, and, as a result, we are required to pay additional amounts with respect to such withholding taxes. If we exercise such redemption right, we must pay you a price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest and additional amounts, if any, to but not including the date of redemption. See “Description of the Notes—Redemption for Tax Reasons.”

**Gaming Redemption**

The Indenture grants the Company the power to redeem the Notes if any Gaming Authority requires that a person who is a holder or the beneficial owner of Notes be licensed, qualified or found suitable under applicable gaming laws and such holder or beneficial owner, as the case may be, fails to apply or become licensed or qualified within the required time period or is notified that it will not be licensed, qualified or found suitable. See “Description of the Notes—Gaming Redemption.”

**Change of Control**

If we experience a Change of Control Triggering Event (as defined under “Description of the Notes—Definitions”), we will be required to offer to repurchase the Notes at 101% of their principal amount plus accrued and unpaid interest, if any, to but not including the date of such repurchase. See “Description of the Notes—Repurchase at the Option of Holder—Change of Control.”

**Special Put Option**

Upon the occurrence of (1) any event after which none of the Company or any of its subsidiaries has such licenses, concessions, subconcessions or other permits or authorizations as are necessary for the Company and its subsidiaries to own or manage casino or gaming areas or operate casino games of fortune and chance in Macau in substantially the same manner and scope as the Company and its subsidiaries are entitled to at the issue date of the Notes, for a period of ten consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties, or results of operations of the Company and its subsidiaries, taken as a whole; or (2) the termination, rescission, revocation or modification of any Gaming License which has had a

material adverse effect on the financial condition, business, properties, or results of operations of the Company and its subsidiaries, taken as a whole, each holder of the Notes will have the right to require the Company to repurchase all or any part of such holder's Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, and Additional Amounts, if any, to but excluding the date of repurchase. See "Description of the Notes—Repurchase at the Option of Holders—Special Put Option."

**Certain Covenants**

The Indenture partially limits, among other things, our ability to merge or consolidate with another company and require us to provide certain information to the holders of the Notes.

These covenants are subject to a number of important exceptions and qualifications. See "Description of the Notes—Certain Covenants" and the related definitions.

**Transfer Restrictions**

The Notes have not been registered under the Securities Act or under any state securities laws of the United States and will be subject to certain restrictions on transfer and resale. See "Transfer Restrictions."

**Listing**

Application will be made for a listing of, and permission to deal in, the Notes by way of debt issues to Professional Investors only on the Hong Kong Stock Exchange and we have received a confirmation of the eligibility of a listing of the Notes on the Hong Kong Stock Exchange.

**Form, Denomination and Registration**

The Notes will be issued only in fully registered form, without coupons, in minimum denominations of US\$200,000 of principal amount and integral multiples of US\$1,000 in excess thereof and will be initially represented by one or more global notes registered in the name of a nominee of The Depository Trust Company.

**Book-Entry Only**

The Notes will be issued in book-entry form through the facilities of Cede & Co. as nominee of The DTC for the accounts of its participants, including Euroclear and Clearstream, Luxembourg. For a description of certain factors relating to clearance and settlement, see "Description of the Notes—Book-Entry, Delivery and Form."

**Delivery of the Notes**

The Company expects to make delivery of the Notes, against payment in same-day funds, on or about \_\_\_\_\_, 2025, which is the business day after the date of this offering memorandum (such settlement being referred to as "T+\_\_\_\_\_").

Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in one business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of pricing or the next succeeding business days will be required, by virtue of the fact that the Notes initially will settle T+\_\_\_\_\_, to specify alternative settlement arrangements to prevent a failed settlement. See "Plan of Distribution."

Security Codes		
	Rule 144 A Notes	Regulation S Notes
	CUSIP	98313R AL0
	ISIN	US98313RAL06
	Common Code	315243572
		315243574
<b>Trustee</b>	Deutsche Bank Trust Company Americas	
<b>Registrar, Transfer Agent and Principal Paying Agent</b>	Deutsche Bank Trust Company Americas	
<b>Use of Proceeds</b>	<p>The net proceeds of this offering after deduction of fees and discounts of the Initial Purchasers and estimated offering expenses payable by us are expected to be approximately US\$ [            ] million.</p> <p>Subject to compliance with applicable laws and regulations, we intend to use the net proceeds from this offering for general corporate purposes, including to repay outstanding indebtedness, such as that under the WM Cayman II Revolver and/or one or more series of the existing notes.</p>	
<b>Governing Law of the Notes and the Indenture</b>	The Indenture and the Notes will be governed by, and will be construed in accordance with, the laws of the State of New York.	
<b>Risk Factors</b>	Investing in the Notes involves substantial risks. Please see the “Risk Factors” section for a description of certain of the risks you should carefully consider before investing in the Notes.	

## SUMMARY FINANCIAL INFORMATION

The following summaries of our historical consolidated statements of comprehensive income data for the years ended December 31, 2022, 2023 and 2024 and of our historical consolidated statements of financial position data as of December 31, 2022, 2023 and 2024 have been derived from our audited consolidated financial statements included elsewhere in this offering memorandum. You should read this section in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and those financial statements and the notes to those statements included elsewhere in this offering memorandum. The historical results are not necessarily indicative of the results of operations to be expected in the future. Our historical consolidated financial statements have been prepared in accordance with IFRS.

The selected consolidated statements of financial position data as of December 31, 2024 reflect the Company’s adoption of 2020 and 2022 amendments to IAS 1, effective January 1, 2024. Our financial position as of December 31, 2023 presented below have been restated to reflect the retrospective adoption of these amendments to IAS 1. For more details on the impact of revised IFRSs on our financial statements, see Notes 2.3 and 2.4 in the audited financial statements for the year ended and as of December 31, 2023 and 2024, each of which is included elsewhere in this offering memorandum.

### Selected consolidated statements of comprehensive income data

The following table presents our consolidated statements of comprehensive income data for the years indicated.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for per share data)			
<b>Operating revenues</b>				
Casino .....	3,695,226	19,111,112	23,617,908	3,040,528
Rooms .....	514,650	2,435,090	2,369,215	305,009
Food and beverage .....	476,468	1,350,778	1,609,043	207,145
Retail and other .....	957,596	1,371,162	1,144,255	147,309
<b>Total operating revenues</b> .....	<b>5,643,940</b>	<b>24,268,142</b>	<b>28,740,421</b>	<b>3,699,991</b>
<b>Operating costs and expenses</b>				
Gaming taxes and premiums .....	2,160,816	10,057,523	12,217,417	1,572,849
Staff costs .....	3,836,799	4,191,294	4,279,904	550,987
Other operating expenses .....	1,957,873	3,761,468	4,385,121	564,533
Depreciation and amortization .....	2,308,197	2,374,100	2,370,166	305,131
Property charges and other .....	268,700	181,338	158,891	20,455
<b>Total operating costs and expenses</b> .....	<b>10,532,385</b>	<b>20,565,723</b>	<b>23,411,499</b>	<b>3,013,955</b>
<b>Operating (loss)/profit</b> .....	<b>(4,888,445)</b>	<b>3,702,419</b>	<b>5,328,922</b>	<b>686,036</b>
Finance revenues .....	81,511	571,267	568,061	73,131
Finance costs .....	(2,563,024)	(3,335,189)	(3,190,059)	(410,682)
Net foreign currency differences .....	43,115	(90,131)	226,616	29,174
Change in derivative fair value .....	—	388,763	316,518	40,748
Loss on debt financing transaction .....	—	(22,767)	—	—
	(2,438,398)	(2,488,057)	(2,078,864)	(267,629)
<b>(Loss)/profit before tax</b> .....	<b>(7,326,843)</b>	<b>1,214,362</b>	<b>3,250,058</b>	<b>418,407</b>
<b>Income tax expense</b> .....	<b>12,427</b>	<b>42,706</b>	<b>51,880</b>	<b>6,679</b>
<b>Net (loss)/profit attributable to owners of the Company</b> .....	<b>(7,339,270)</b>	<b>1,171,656</b>	<b>3,198,178</b>	<b>411,728</b>
<b>Other comprehensive (loss)/income</b>				
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:</i>				
Currency translation reserve .....	(7,714)	1,879	—	—
<b>Other comprehensive (loss)/income for the year</b> .....	<b>(7,714)</b>	<b>1,879</b>	<b>—</b>	<b>—</b>
<b>Total comprehensive (loss)/income attributable to owners of the Company</b> .....	<b>(7,346,984)</b>	<b>1,173,535</b>	<b>3,198,178</b>	<b>411,728</b>
<b>Basic (loss)/earnings per share</b> .....	<b>(1.41)</b>	<b>0.22</b>	<b>0.61</b>	<b>0.08</b>
<b>Diluted (loss)/earnings per share</b> .....	<b>(1.41)</b>	<b>0.19</b>	<b>0.57</b>	<b>0.07</b>
<b>Adjusted EBITDA<sup>(1)</sup></b> .....	<b>(1,948,480)</b>	<b>6,621,025</b>	<b>8,210,137</b>	<b>1,056,959</b>



Note:

- (1) Adjusted EBITDA is earnings or losses before finance costs, finance revenues, net foreign currency differences, changes in derivative fair value, loss on debt financing transaction, income taxes, depreciation and amortization, pre-opening costs, property charges and other, share-based payments, Wynn Macau, Limited corporate expenses, and other non-operating income and expenses. Adjusted EBITDA is presented exclusively as a supplemental disclosure because our Directors believe that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Our Adjusted EBITDA presented herein also differs from the Adjusted Property EBITDAR presented by Wynn Resorts, Limited for its Macau segments in its filings with the SEC, primarily due to the inclusion of license fees, adjustments for IFRS differences with U.S. GAAP, corporate support and other support services in arriving at operating (loss)/profit.

## Selected operating data

The following table presents our selected operating data for the years indicated.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for averages, win per unit per day figures and number of tables and slot machines)			
Wynn Palace:				
VIP:				
VIP table games turnover	20,658,894	88,944,378	101,400,164	13,054,078
VIP table games win <sup>(1)</sup>	182,968	3,001,141	3,508,693	451,703
VIP table games win as a percentage of turnover	0.89%	3.37%	3.46%	3.46%
Average number of gaming tables <sup>(2)</sup>	53	56	57	57
Table games win per unit per day <sup>(3)</sup>	9,815	146,726	167,800	21,602
Mass market:				
Mass market table drop	10,268,765	47,958,687	53,801,885	6,926,360
Mass market table games win <sup>(1)</sup>	2,207,035	10,750,095	13,162,578	1,694,527
Mass market table games win percentage	21.49%	22.42%	24.46%	24.46%
Average number of gaming tables <sup>(2)</sup>	229	242	245	245
Table games win per unit per day <sup>(3)</sup>	27,294	121,900	146,493	18,859
Slot machine handle	5,730,624	18,670,772	19,665,061	2,531,645
Slot machine win <sup>(1)</sup>	244,828	804,884	854,605	110,020
Average number of slots <sup>(2)</sup>	623	580	603	603
Slot machine win per unit per day <sup>(3)</sup>	1,114	3,801	3,875	499
Wynn Macau:				
VIP:				
VIP table games turnover	13,850,462	40,179,621	39,405,635	5,073,012
VIP table games win <sup>(1)</sup>	437,880	1,502,646	1,384,305	178,213
VIP table games win as a percentage of turnover	3.16%	3.74%	3.51%	3.51%
Average number of gaming tables <sup>(2)</sup>	41	41	30	30
Table games win per unit per day <sup>(3)</sup>	29,930	99,421	125,481	16,154
Mass market:				
Mass market table drop	9,157,160	40,357,076	49,522,239	6,375,406
Mass market table games win <sup>(1)</sup>	1,484,052	7,128,900	9,085,541	1,169,657
Mass market table games win percentage	16.21%	17.66%	18.35%	18.35%
Average number of gaming tables <sup>(2)</sup>	235	216	221	221
Table games win per unit per day <sup>(3)</sup>	17,865	90,476	112,137	14,436
Slot machine handle	7,009,898	17,314,563	24,454,594	3,148,241
Slot machine win <sup>(1)</sup>	248,688	537,440	804,104	103,519
Average number of slots <sup>(2)</sup>	646	530	615	615
Slot machine win per unit per day <sup>(3)</sup>	1,091	2,777	3,571	460

Notes:

- (1) Total casino revenues do not equal the sum of “VIP table games win”, “mass market table games win” and “slot machine win” primarily because casino revenues are reported net of the relevant commissions and others (including complimentary revenues allocated from casino revenues to rooms, food and beverage, retail and other revenues). The following table presents a reconciliation of the sum of “VIP table games win”, “mass market table games win” and “slot machine win” to total casino revenues.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$ (in thousands)	HK\$	US\$
VIP table games win	620,848	4,503,787	4,892,998	629,916
Mass market table games win	3,691,087	17,878,995	22,248,119	2,864,184
Slot machine win	493,516	1,342,324	1,658,709	213,539
Poker revenues	2,796	143,039	124,999	16,092
Commissions and others (including complimentary revenues allocated from casino revenues to rooms, food and beverage, retail and other revenues)	(1,113,021)	(4,757,033)	(5,306,917)	(683,203)
Total casino revenues	<u>3,695,226</u>	<u>19,111,112</u>	<u>23,617,908</u>	<u>3,040,528</u>

- (2) For purposes of this table, we calculate average number of gaming tables and average number of slots as the average numbers of gaming tables and slot machines in service on each day in the applicable period.
- (3) Table games win per unit per day and slot machine win per unit per day are presented in this table on the basis of the average number of gaming tables and average number of slots, respectively, over the number of days Wynn Palace, Wynn Macau and Encore were open in the applicable period.

### Selected consolidated statements of financial position data

The following table presents our consolidated statements of financial position data as of the dates indicated.

	As of December 31,			
	2022	2023	2024	2024
	HK\$	HK\$ (Restated) (in thousands)	HK\$	US\$
<b>Non-current assets</b>				
Property and equipment and construction in progress	24,352,933	23,022,887	22,219,297	2,860,473
Right-of-use assets	1,328,842	1,221,395	1,112,256	143,190
Goodwill and intangible asset, net	398,345	1,869,886	1,706,382	219,677
Deposits for acquisition of property and equipment	3,846	13,548	22,268	2,867
Other non-current assets	711,243	641,559	722,095	92,961
Restricted cash and cash equivalents	979,229	688,184	690,777	88,929
<b>Total non-current assets</b>	<u>27,774,438</u>	<u>27,457,459</u>	<u>26,473,075</u>	<u>3,408,097</u>
<b>Current assets</b>				
Inventories	280,332	286,194	302,186	38,903
Trade and other receivables	393,210	1,037,260	846,272	108,948
Prepayments and other current assets	84,211	142,850	133,872	17,234
Investments	—	5,454,660	—	—
Amounts due from related companies	123,329	150,436	141,072	18,161
Restricted cash and cash equivalents	517	35	1,681	216
Cash and cash equivalents	7,422,901	10,300,159	11,333,372	1,459,038
<b>Total current assets</b>	<u>8,304,500</u>	<u>17,371,594</u>	<u>12,758,455</u>	<u>1,642,501</u>
<b>Current liabilities</b>				
Accounts payable	400,524	456,526	409,983	52,780
Interest-bearing borrowings	—	8,995,722	4,115,892	529,873
Lease liabilities	42,043	33,966	26,270	3,382
Construction payables and accruals	142,548	282,073	435,949	56,123
Other payables and accruals	3,854,441	5,140,781	4,809,118	619,117
Amounts due to related companies	242,831	113,092	87,375	11,249
Income tax payables	6,350	42,706	52,115	6,709
Other current liabilities	65,520	200,957	210,625	27,116
<b>Total current liabilities</b>	<u>4,754,257</u>	<u>15,265,823</u>	<u>10,147,327</u>	<u>1,306,349</u>
<b>Net current assets</b>	<u>3,550,243</u>	<u>2,105,771</u>	<u>2,611,128</u>	<u>336,152</u>
<b>Total assets less current liabilities</b>	<u>31,324,681</u>	<u>29,563,230</u>	<u>29,084,203</u>	<u>3,744,249</u>

	As of December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
		(Restated)		
		(in thousands)		
<b>Non-current liabilities</b>				
Interest-bearing borrowings	48,228,497	43,683,892	40,722,655	5,242,563
Lease liabilities	126,428	118,493	112,331	14,461
Construction retentions payable	1,775	6,779	9,782	1,259
Other long-term liabilities	120,242	1,565,497	1,529,732	196,935
<b>Total non-current liabilities</b>	<b>48,476,942</b>	<b>45,374,661</b>	<b>42,374,500</b>	<b>5,455,218</b>
<b>Net liabilities</b>	<b>(17,152,261)</b>	<b>(15,811,431)</b>	<b>(13,290,297)</b>	<b>(1,710,969)</b>
<b>Equity</b>				
<b>Deficiency in assets attributable to owners of the Company</b>				
Issued capital	5,235	5,241	5,249	676
Share premium account	494,633	536,800	581,210	74,824
Shares held for employee ownership scheme.	(22)	(23)	(27)	(3)
Deficit	(17,652,107)	(16,353,449)	(13,876,729)	(1,786,466)
<b>Total deficiency in assets</b>	<b>(17,152,261)</b>	<b>(15,811,431)</b>	<b>(13,290,297)</b>	<b>(1,710,969)</b>

## RISK FACTORS

*You should carefully consider the risks described below and the other information contained in this offering memorandum before making an investment decision. The risks and uncertainties described below may not be the only ones that we face. Additional risks and uncertainties that we are not aware of or that we currently believe are immaterial may also adversely affect our business, financial condition or results of operations. If any of the events described below should occur, our business, financial condition or results of operations could be materially and adversely affected. In such case, we may not be able to satisfy our obligations under the Notes, and you could lose all or part of your investment.*

### Risks Related to Our Business

**We are entirely dependent on a limited number of resorts for all of our cash flow, which subjects us to greater risks than a gaming company with more operating properties.**

We are currently entirely dependent upon our Macau Operations for all of our operating cash flow. As a result, we are subject to a greater degree of risk than a gaming company with more operating properties or greater geographic diversification. The risks to which we have a greater degree of exposure include changes in local economic and competitive conditions; changes in local governmental laws and regulations, or interpretations thereof, including gaming laws and regulations, anti-smoking legislation and travel and visa policies; extensive regulation of our business and the cost of compliance or failure to comply with applicable laws and regulations; restrictions or conditions on visitation by citizens of mainland China, Hong Kong or Taiwan to Macau and certain initiatives impacting applicable visa issuance for prospective travelers to Macau in place from time to time; increased government oversight with respect to cross-border financial transactions; disruptions caused by, and the impact on regional demand for casino resorts and inbound tourism and the travel and leisure industry more generally from, events outside of our control, including an outbreak of an infectious disease, public incidents of violence, riots, demonstrations, extreme weather patterns or natural disasters, military conflicts, civil unrest, and any future security alerts or terrorist attacks in Macau and nearby regions; shortages of skilled and unskilled labor affecting construction, development and/or operations; an increase in the cost of maintaining our properties; a decline in the number of visitors to Macau; and a decrease in gaming and non-casino activities at our resorts.

Certain of these factors or events, such as severe storms and infectious diseases have in the past negatively affected our results of operations, and any of these factors or events may in the future negatively affect our results of operations and our ability to generate sufficient cash flow to make payments or maintain our covenants with respect to our debt.

**Our authorized casino operating areas, hotel, convention and other facilities and offerings face intense competition, which may increase in the future.**

The casino resort and hotel industry is highly competitive. We hold one of six gaming concessions authorized by the Macau government for the operation of casinos in Macau. Each of the six current operators has operational casinos and several have expansion plans underway. As of June 30, 2025, there were 30 casinos in Macau. If the Macau government were to allow additional competitors to operate in Macau, we would face additional competition, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. All the current concessionaires have opened facilities in the Cotai area over the past few years, which has significantly increased gaming and non-gaming offerings in Macau, with continued development in the near future.

Our Macau Operations also face competition from casinos throughout the world, including Singapore, South Korea, the Philippines, Malaysia, Vietnam, Cambodia, Australia, Las Vegas, and cruise ships in Asia that offer gaming and other casinos throughout Asia. Additionally, certain Asian countries and regions have legalized or in

the future may legalize gaming, such as Japan, Taiwan and Thailand, which could further increase competition for our Macau Operations. Increased competition could result in a loss of customers, which may negatively affect our cash flows and results of operations.

**We are subject to Macau laws and regulations. The cost of compliance or failure to comply with such regulations and authorities could have a negative effect on our business.**

The operations of our resorts are contingent upon us maintaining all regulatory licenses, permits, approvals, registrations, findings of suitability, orders and authorizations pursuant to Macau laws and regulations. The laws, regulations and ordinances requiring these licenses, permits and other approvals generally relate to the responsibility, financial stability and character of the owners and managers of the gaming operations, as well as persons financially interested or involved in gaming operations and aim to ensure a healthy and orderly development of the gaming sector.

WRM and its directors, key employees, managing companies and shareholders who own 5% or more of WRM's shares must be found suitable and are subject to the continuous monitoring and supervision of the Macau government for the term of the Gaming Concession Contract to ensure that they are suitable to conduct a gaming business in Macau. The objectives of the Macau government's supervision are to preserve the conduct of gaming in Macau in a fair and honest manner and to safeguard and protect the interests of Macau in receiving taxes from the operation of casinos in the jurisdiction.

Our activities are also subject to administrative review and approval by various agencies of the Macau government, including DICJ, Health Bureau, Labor Affairs Bureau, Land and Urban Construction Bureau, Transport Affairs Bureau, Fire Services Bureau, Financial Services Bureau (including the Tax Department), Monetary Authority of Macau, Financial Intelligence Office and Macau Government Tourism Office. We cannot assure you that we will be able to maintain all necessary approvals and licenses, and our failure to do so may materially affect our business and operations.

Failure to comply with the terms of the Gaming Concession Contract and adapt to the regulatory and gaming requirements in Macau could result in the sequestration of the operations by the Government or ultimately in the rescission of the Gaming Concession Contract or otherwise negatively affect our operations in Macau. Developments in the regulation of the gaming industry could significantly increase our costs, which could adversely affect our business.

Moreover, we are a subsidiary of WRL and therefore are subject to the risk that U.S. regulators may not permit us to conduct operations in Macau in a manner consistent with the way in which we intend, or the applicable U.S. gaming authorities require us, to conduct our operations in the United States.

**We are a parent company and our primary source of cash is and will be distributions from our subsidiaries.**

We are a holding company and our main operating subsidiary, WRM, owns and operates the destination casino resorts "Wynn Palace" in the Cotai area of Macau and "Wynn Macau" on the Macau peninsula. Accordingly, our primary sources of cash are dividends and distributions with respect to our ownership interests in our subsidiaries that are derived from the earnings and cash flow generated by our operating properties. Our subsidiaries might not generate sufficient earnings and cash flow to pay dividends or distributions in the future.

Our subsidiaries' payments to us will be contingent upon their earnings and upon other business considerations, and may be impacted by potential changes in laws and regulations. In addition, our subsidiaries' debt instruments and other agreements limit or prohibit certain payments of dividends or other distributions to us. We expect that future debt instruments for the financing of our other developments will contain similar restrictions. An inability of our subsidiaries to pay us dividends and distributions would have a significant negative effect on our liquidity.

**Our business depends upon premium customers for a certain portion of our gaming revenue. We often extend credit, and we may not be able to collect gaming receivables from our credit players or credit play may decrease.**

Although the law in Macau permits casino operators to extend credit to gaming customers, our Macau Operations may not be able to collect all of its gaming receivables from its credit players. We expect that our Macau Operations will be able to enforce these obligations only in a limited number of jurisdictions, including Macau. To the extent our gaming customers are visitors from other jurisdictions, we may not have access to a forum in which we will be able to collect all of our gaming receivables because, among other reasons, courts of many jurisdictions do not enforce gaming debts and we may encounter forums that will refuse to enforce such debts. Our inability to collect gaming debts could have a significant negative impact on our financial condition and results of operations.

Currently, the gaming tax in Macau is calculated as a percentage of gross gaming revenue, including the face value of credit instruments issued. The gross gaming revenues calculation in Macau does not include deductions for uncollectible gaming debts. As a result, if we extend credit to our customers in Macau and are unable to collect on the related receivables from them, we remain obligated to pay taxes on our winnings from these customers regardless of whether we collect on the credit instrument.

**We depend on the continued services of key managers and employees. If we do not retain our key personnel or attract and retain other highly skilled employees, our business will suffer.**

Our ability to maintain our competitive position is dependent to a large degree on the services of our senior management team. Our success depends upon our ability to attract, hire, and retain qualified operating, marketing, financial, and technical personnel in the future. Given the intense competition for qualified management personnel in our industry, we may not be able to hire or retain the required personnel. The loss of key management and operating personnel would likely have a material adverse effect on our business, prospects, financial condition, and results of operations.

**Win rates for our gaming operations depend on a variety of factors, some of which are beyond our control.**

The gaming industry is characterized by an element of chance. Win rates are also affected by other factors, including players' skill and experience, the mix of games played, the financial resources of players, the spread of table limits, the volume of bets played, the amount of time played and undiscovered acts of fraud or cheating. In addition, premium gaming is more volatile than other forms of gaming, and variances in win-loss results attributable to high-end gaming may have a positive or negative impact on cash flow and earnings in a particular quarter. Our gross gaming revenues are mainly derived from the difference between our casino winnings and the casino winnings of our gaming customers. Since there is an inherent element of chance in the gaming industry, we do not have full control over our winnings or the winnings of our gaming customers.

**Our business may be adversely affected by fraud, cheating and theft.**

Acts of fraud or cheating through the use of counterfeit chips, covert schemes and other tactics, possibly in collusion with our employees, may be attempted or committed by our gaming customers with the aim of increasing their winnings. Our gaming customers, visitors and employees may also commit crimes such as theft in order to obtain chips not belonging to them. We have taken measures to safeguard our interests including the implementation of systems, processes and technologies to mitigate against these risks, extensive employee training, surveillance, security and investigation operations and adoption of appropriate security features on our chips such as embedded radio frequency identification tags. Despite our efforts, we may not be successful in preventing or detecting such culpable behavior and schemes in a timely manner and the relevant insurance we have obtained may not be sufficient to cover our losses depending on the incident, which could result in losses to our gaming operations and generate negative publicity, both of which could have an adverse effect on our reputation, business, results of operations and cash flows.

**Our business may be adversely affected by fraudulent websites.**

There has been a substantial increase in the international operation of fraudulent online gambling and investment websites attempting to scam and defraud members of the public. These fraudulent websites mainly target mainland China citizens and often falsely represent affiliates of one or more Macau casinos and even the Macau government. These fraudulent websites can appear highly professional and will often feature false statements on their websites in an attempt to pass off as a legitimate business or purport to be in association with, or be accredited by, a legitimate business or governmental authority. Such websites may also wrongfully display logos and trademarks owned by legitimate businesses or governmental authorities, or use deceptively similar logos and imagery, to appear legitimate. We do not offer online gambling or investment accounts of any kind. Websites offering these or similar activities and opportunities that use our names, such as “Wynn Resorts (Macau) S.A.”, “Wynn”-related trademarks, including our marks for “Wynn Palace” and “Wynn Macau”, or similar names or images in likeness to ours, are doing so without our authorization and possibly unlawfully and with criminal intent. The Group is not responsible for the contents of such websites.

If our efforts to cause these sites to be shut down through civil action and by reporting these sites to the appropriate authorities (where applicable, including for possible criminal prosecution) are unsuccessful or not timely completed, these unauthorized activities may continue and harm our reputation and negatively affect our business. Efforts we take to acquire and protect our intellectual property rights against unauthorized use throughout the world, may be costly and may not be successful in protecting and preserving the status and value of our intellectual property assets.

**Our business is particularly sensitive to reductions in discretionary consumer spending, and a negative macroeconomic environment, including an economic downturn or recession, could adversely impact our business, results of operations, financial condition and cash flows.**

Our financial results are affected by the global and regional economies in which we have operations. Consumer demand for hotels, casino resorts, trade shows, conventions and the type of luxury amenities that we offer is particularly sensitive to downturns in the economies in which we operate, which could harm consumer confidence in the economy and adversely affect discretionary spending. Because a significant number of our customers come from mainland China, Hong Kong and Taiwan, the economic condition of Macau and its surrounding region, in particular, affects the gaming industry in Macau and our Macau Operations. As a result, changes in discretionary spending or consumer preferences brought about by factors such as perceived or actual negative general economic conditions, perceived or actual changes in disposable consumer income and wealth, inflationary pressures, economic recession, or changes in consumer confidence could reduce customer demand for the luxury amenities and leisure activities we offer and may negatively impact our results of operations.

In the recent past, negative macroeconomic conditions, such as inflationary pressures, relatively low levels of unemployment, and centralized efforts to control and mitigate the impact of those conditions, caused an increase in interest rates, decreases in consumer discretionary spending and disruption and volatility within the capital markets, and although these conditions have improved, they continue to present fiscal and monetary policy uncertainty. As a result, our gaming revenues, financial condition, results of operations and cash flows could be adversely affected by a deterioration of the current macroeconomic environment, an economic slowdown or recession in the global economy, or perception that any of these events may occur.



**We could encounter higher than expected cost increases in the development of our projects.**

The projected development costs for our projects reflect our best estimates and the actual development costs may be higher than expected. Contingencies that have been set aside by us to cover potential cost overruns or potential delays may be insufficient to cover the full amount of such overruns or delays. If these contingencies are not sufficient to cover these costs, or if we are not able to recover damages for these delays and contingencies, we may not have the funds required to pay the excess costs and our projects may not be completed. Failure to complete our projects may negatively affect our financial condition, our results of operations and our ability to pay our debt.

**The smoking control legislation in Macau could have an adverse effect on our business, financial condition, results of operations and cash flows.**

Under the Macau Smoking Prevention and Tobacco Control Law, as of January 1, 2019, smoking on casino premises is only permitted in authorized segregated smoking lounges with no gaming activities and such smoking lounges are required to comply with the conditions set out in the regulations. The existing smoking legislation, and any smoking legislation intended to fully ban all smoking in casinos, may deter potential gaming customers who are smokers from frequenting casinos in Macau, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

**System failure, information leakage and the cost of maintaining sufficient cybersecurity could adversely affect our business.**

We rely on information technology and other systems (including those maintained by third parties with whom we contract to provide data services) to maintain and transmit large volumes of customer financial information, credit card settlements, credit card funds transmissions, mailing lists, reservation information, and other personally identifiable information. We also maintain important internal company data such as personally identifiable information about our employees and information relating to our operations. The systems and processes we have implemented to protect customers, employees and company information are subject to the ever-changing risk of compromised security. Attempts by others to gain unauthorized access to information technology and other systems and the data contained therein are becoming increasingly sophisticated and difficult to anticipate and prevent. As a result, we face cybersecurity risks including cyber and physical security breaches, system failure, phishing attacks, computer viruses, worms, ransomware, malicious software programs and negligent or intentional misuse by customers, company employees, or employees of our third-party information system service providers. The steps we take to deter, detect, and mitigate these risks may not be successful. Cybercriminals, including hackers and those working in the capacity of state actors or on behalf of a cybercrime group, may circumvent security measures, and our insurance coverage for protecting against claims, liability and damages caused by cybersecurity risks and incidents, including those related to third-party information system service providers, may not be sufficient. Our third-party information system service providers face risks relating to cybersecurity similar to ours, and we do not directly control any of such parties' information security operations.

Despite the security measures we currently have in place, our facilities and systems and those of our third-party information system service providers may be vulnerable to security breaches, acts of vandalism, phishing attacks, computer viruses, worms, ransomware, malicious software programs, misplaced or lost data, programming or human errors and other events. Cyber-attacks are becoming increasingly more difficult to anticipate, prevent and detect due to their rapidly evolving nature and, as a result, the technology we use to protect our systems from being breached or compromised could become outdated due to advances in computer capabilities or other technological developments.

We have experienced data security incidents in the past, and expect to experience additional incidents in the future; however, to date no such incidents have been material to our business, operating results, or financial condition. Any future perceived or actual electronic or physical security breach involving the misappropriation, loss, or other unauthorized disclosure of confidential or personally identifiable information, including penetration of our network security, whether by us or by a third party information system service provider, could disrupt our business, damage our reputation and our relationships with our customers or employees, expose us to risks of litigation, significant fines and penalties and liability, result in the deterioration of our customers' and employees' confidence in us, and adversely affect our business, results of operations and financial condition. Since we do not control third-party information system service providers and cannot guarantee that no electronic or physical computer break-ins and security breaches will occur in the future, any perceived or actual unauthorized disclosure of personally identifiable information regarding our employees, customers or website visitors could harm our reputation and credibility and reduce our ability to attract and retain employees and customers. As these threats develop and grow, we may find it necessary to make significant further investments to protect data and our infrastructure, including the implementation of new computer systems or upgrades to existing systems, deployment of additional personnel and protection-related technologies, engagement of third-party consultants, and training of employees. The future occurrence of any of the cyber incidents described above could have a material adverse effect on our business, results of operations and cash flows.

**Our business could suffer if there is any misappropriation of confidential or personally identifiable information gathered, stored or used by us.**

Our business uses and transmits large volumes of employee and customer data, including credit card numbers and other personal information in various information systems that we maintain in areas such as human resources outsourcing, website hosting, and various forms of electronic communications. Our customers and employees have a high expectation that we will adequately protect their personal information. Our collection and use of personal data are governed by privacy laws and regulations, and privacy law is an area that changes often and varies significantly by jurisdiction. In addition to governmental regulations, there are credit card industry standards or other applicable data security standards we must comply with as well. Compliance with applicable privacy regulations may increase our operating costs and/or adversely impact our ability to market our products, properties and services to our guests. In addition, non-compliance with applicable privacy regulations by us (or in some circumstances non-compliance by third parties engaged by us) or a breach of security on systems storing our data may result in damage of reputation and/or subject us to fines, payment of damages, lawsuits or restrictions on our use or transfer of data. Any misappropriation of confidential or personally identifiable information gathered, stored or used by us, be it intentional or accidental, could have a material impact on the operation of our business, including severely damaging our reputation and our relationships with our customers, employees and investors.

**Our business could suffer if our computer systems and websites are disrupted or cease to operate effectively.**

We are dependent on our computer systems to record and process transactions and manage and operate our business, including processing payments, accounting for and reporting financial results, and managing our employees and employee benefit programs. Given the complexity of our business, it is imperative that we maintain uninterrupted operation of our computer hardware and software systems. Despite our preventative

efforts, our systems are vulnerable to damage or interruption from, among other things, security breaches, computer viruses, technical malfunctions, inadequate system capacity, power outages, natural disasters, and usage errors by our employees or third-party consultants. If our information technology systems become damaged or otherwise cease to function properly, we may have to make significant investments to repair or replace them. Additionally, confidential or sensitive data related to our customers or employees could be lost or compromised. Any material disruptions in our information technology systems could have a material adverse effect on our business, results of operations, and financial condition.

**Extreme weather conditions may have an adverse impact on our Macau Operations.**

Macau's subtropical climate and location on the South China Sea are subject to extreme weather conditions including typhoons and heavy rainstorms, such as Typhoon Mangkhut in 2018 and Typhoon Hato in 2017. Unfavorable weather conditions could negatively affect the profitability of our resorts and prevent or discourage guests from traveling to Macau. Any flooding, unscheduled interruption in the technology or transportation services or interruption in the supply of public utilities may lead to a shutdown of our properties. The occurrence and timing of such events cannot be predicted or controlled by us and may have a material adverse effect on our business, financial condition, results of operations, and cash flows.

**Demand for our products and services may be negatively impacted by geopolitical tensions, visa and travel restrictions or difficulties, restrictions on international money transfers and other policies or campaigns implemented by regional governments.**

Geopolitical tensions, notably with respect to international trade, including increases in tariffs and company and industry specific restrictions, in addition to changes in national security policies and other similar and geopolitical events, could cause economic disruption and adversely impact our business and results of operations. Various types of restrictions and sanctions have been placed by government agencies on targeted industries and companies which could potentially negatively impact the intended subject as well as other companies and persons sharing a common country of operations. These types of events have also caused significant volatility in the regional economies in which these restrictions and sanctions are imposed which may negatively impact discretionary consumer spending, disposable consumer income and wealth or changes in consumer confidence, and in turn, demand for our products and services, or worsen or exacerbate the impact of current negative macroeconomic conditions on our business and results of operations, as further described above.

In addition, policies adopted from time to time by governments, including any visa and travel restrictions or difficulties faced by our customers such as restrictions on exit visas for travelers requiring them or restrictions on visitor entry visas for the jurisdictions in which we operate, have and may in the future decrease the number of visitors to our properties from those affected places, including from mainland China, Hong Kong and Taiwan. It is not known when, or if, policies restricting visitation by mainland China citizens will be put in place and such policies may be adjusted, without notice, in the future. Furthermore, anti-corruption campaigns may influence the behavior of certain of our customers and their spending patterns. Such campaigns, as well as monetary outflow policies, have specifically led to tighter monetary transfer regulations in a number of areas. These policies may affect and impact the number of visitors to our properties and the amount of money they are willing to spend on our products and services. The overall effect of these campaigns and monetary transfer restrictions may negatively affect our revenues, results of operations and cash flows.

**Our insurance coverage may not be adequate to cover all possible losses that we could suffer, including losses resulting from terrorism, and our insurance costs may increase.**

We have comprehensive property and liability insurance policies for our properties with coverage features and insured limits that we believe are customary in their breadth and scope. However, in the event of a substantial loss, the insurance coverage we carry may not be sufficient to pay the full market value or replacement cost of our lost investment or could result in certain losses being totally uninsured. As a result, we

could lose some or all of the capital we have invested in a property, as well as the anticipated future revenue from the property, and we could remain obligated for debt or other financial obligations related to the property.

Market forces beyond our control may limit the scope of the insurance coverage we can obtain in the future or our ability to obtain coverage at reasonable rates. Certain catastrophic losses may be uninsurable or too expensive to justify obtaining insurance. As a result, if we suffer such a catastrophic loss, we may not be successful in obtaining future insurance without increases in cost or decreases in coverage levels. Furthermore, our debt instruments and other material agreements require us to maintain a certain minimum level of insurance. Failure to satisfy these requirements could result in an event of default under these debt instruments or material agreements, which would negatively affect our business and financial condition.

**Our Macau Operations may be affected by adverse political and economic conditions.**

Our Macau Operations are subject to significant political, economic and social risks inherent in doing business in an emerging market. The future success of our Macau Operations depends on political and economic conditions in Macau and mainland China. For example, fiscal decline, international relations, and civil, domestic or international unrest in the region could significantly harm our business, not only by reducing customer demand for casino resorts, but also by increasing the risk of imposition of taxes and exchange controls or other governmental restrictions, laws or regulations that might impede our Macau Operations or our ability to repatriate funds.

**If our Macau Operations fail to comply with the Gaming Concession Contract, or applicable Macau laws and administrative regulations, the Macau government may rescind our concession without compensation to us, which would have a material adverse effect on our business and financial condition.**

Pursuant to the Gaming Concession Contract and the laws and administrative regulations, the Macau government may rescind the gaming concession if WRM fails to fulfill its obligations, including in the circumstances of (i) endangerment to the national security of mainland China or Macau, (ii) failure on the part of WRM to perform its obligations under the Gaming Concession Contract, (iii) public interest, and (iv) WRM ceasing to be eligible for the gaming concession under the Macau gaming law. If the Macau government rescinds the Gaming Concession Contract due to the WRM's non-fulfillment, or perceived non-fulfillment, of its obligations, WRM will be required to transfer to the Macau government, free from any encumbrance or lien and without compensation, all of its casinos, gaming assets and equipment and ownership rights to its casino areas in Macau. Beginning in the eighth year of WRM's concession, the Macau government may exercise its right to redeem the concession by providing WRM with at least one-year prior written notice. In such event, WRM would be entitled to fair and equitable compensation pursuant to the Macau gaming law. The amount of such compensation relating to the projects agreed with the Macau government would be determined based on the earnings of these projects, before interest, depreciation and amortization for the fiscal year immediately preceding the date the redemption is declared, multiplied by the number of years remaining on the term of the Gaming Concession Contract. WRM is currently in its third year of concession, which expires in 2032. The loss of our concession would prohibit us from conducting gaming operations in Macau, which would have a material adverse effect on our business and financial condition.

**The Macau government has established a maximum number of gaming tables that can be operated in Macau and has limited the number of new gaming tables at new gaming areas in Macau.**

As at December 31, 2024, we had a total of 303 table games at Wynn Palace and 257 at Wynn Macau approved by the Macau's DICJ. We are approved by the Macau government to operate 570 gaming tables and 1,100 gaming machines at our Macau Operations currently. The mix of table games in operation at our Macau Operations changes from time to time as a result of marketing and operating strategies in response to changing market demand and industry competition. Failure to shift the mix of our table games in anticipation of market demands and industry trends may negatively impact our operating results.

**Unfavorable changes in currency exchange rates may increase our Macau Operations' obligations under the concession agreement and cause fluctuations in the value of our investment in Macau.**

The currency delineated in our Macau Operations' concession agreement with the Macau SAR is the Macau pataca. The Macau pataca is linked to the Hong Kong dollar, and the two are often used interchangeably in Macau. The Hong Kong dollar is linked to the U.S. dollar and the exchange rate between these two currencies has remained relatively stable over the past several years.

If the Hong Kong dollar and the Macau pataca are no longer linked to the U.S. dollar, the exchange rate for these currencies may severely fluctuate. The current rate of exchange fixed by the applicable monetary authorities for these currencies may also change.

Many of our Macau Operations' payment and expenditure obligations are in Macau patacas. We expect that most of the revenues for any casino that we operate in Macau will be in Hong Kong dollars. As a result, we are subject to foreign exchange risk with respect to the exchange rate between Macau patacas and Hong Kong dollars and the Hong Kong dollar and the U.S. dollar. Because certain debt obligations of our Macau-related entities have incurred U.S. dollar-denominated debt, fluctuations in the exchange rates of the Macau pataca or the Hong Kong dollar, in relation to the U.S. dollar, could have adverse effects on our results of operations, financial condition and ability to service our debt.

In order to mitigate exposure to foreign currency fluctuations, in the first half of 2025, the Company entered into four foreign currency swap agreements (the "Foreign Currency Swaps") with the objective of managing foreign currency exchange rate risk associated with the U.S. dollar denominated 2026 Notes, 2027 Notes, 2028 Notes and 2029 Notes. The Foreign Currency Swaps exchange predetermined amounts of Hong Kong dollars for U.S. dollars at a contractual spot rate, have notional amounts of US\$800 million (HK\$6.21 billion), US\$750 million (HK\$5.83 billion), US\$1.35 billion (HK\$10.49 billion) and US\$200 million (HK\$1.55 billion), and mature on January 15, 2026, October 1, 2027, August 26, 2028 and December 15, 2029, respectively.

**Currency exchange controls and currency export restrictions could negatively impact our Macau Operations.**

Currency exchange controls and restrictions on the export of currency by certain countries may negatively impact the success of our Macau Operations. For example, there are currently existing currency exchange controls and restrictions on the export of the renminbi, the currency of mainland China. Restrictions on the export of the renminbi may impede the flow of gaming customers from mainland China to Macau, inhibit the growth of gaming in Macau and negatively impact our Macau Operations.

**We are subject to taxation by various governments and agencies. The rate of taxation could change.**

We are subject to taxation by various governments and agencies in the jurisdictions in which we operate. Changes in the laws and regulations related to taxation, including changes in the rates of taxation, the amount of taxes we owe and the time when income is subject to taxation, our failure to renew our Macau dividend agreement and Macau income tax exemption on gaming profits and the imposition of foreign withholding taxes could change our overall effective rate of taxation.

**Because we own real property, we are subject to extensive environmental regulation, which creates uncertainty regarding future environmental expenditures and liabilities.**

We have incurred, and may in the future incur, costs to comply with environmental requirements, such as those relating to discharges into the air, water and land, the handling and disposal of solid and hazardous waste and the cleanup of properties affected by hazardous substances. Under these and other environmental

requirements we have been and may be required to investigate and clean up hazardous or toxic substances or chemical releases at our property. As an owner or operator, we could also be held responsible to a governmental entity or third parties for property damage, personal injury and investigation and cleanup costs incurred by them in connection with any contamination.

These laws typically impose cleanup responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. The liability under those laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of the responsibility. The costs of investigation, remediation or removal of those substances may be substantial, and the presence of those substances, or the failure to remediate a property properly, may impair our ability to use our property.

**Adverse incidents or adverse publicity concerning our resorts or our corporate responsibilities could harm our brand and reputation and negatively impact our financial results.**

Our reputation and the value of our brand, including the perception held by our customers, business partners, other key stakeholders and the communities in which we do business, are important assets. Our business faces increasing scrutiny related to environmental, social and governance activities, and risk of damage to our reputation and the value of our brands if we fail to act responsibly in a number of areas, such as diversity and inclusion, environmental stewardship, supply chain management, sustainability, workplace conduct, human rights, philanthropy, and support for local communities. Any harm to our reputation could have a material adverse effect on our business, results of operations, and cash flows.

**Labor actions and other labor problems could negatively impact our operations.**

Some of our employees are represented by labor unions. From time to time, we have experienced attempts by labor organizations to organize certain of our non-union employees. These efforts have achieved some success to date. We cannot provide any assurance that we will not experience additional and successful organizing activity in the future. The impact of any future organizing activity or labor dispute or work stoppage with respect to those of our employees who are represented by labor unions could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**Our largest shareholder is able to exert significant influence over our operations and future direction.**

WRL beneficially owns approximately 72% of our outstanding shares. As a result, WRL may be able to exert significant influence over all matters requiring our shareholders' approval, including the approval of significant corporate transactions. WRL may have interests that differ from the Noteholders and may take actions that are not in the best interests of the Noteholders. Further, certain of our directors and officers also serve as directors and/or officers of WRL. Decisions that could have different implications for us and WRL, including contractual arrangements that we have entered into or may in the future enter into with WRL, may give rise to the appearance of a potential conflict of interest. Additionally, our reputation and/or business may be negatively impacted by any negative publicity relating to WRL, whether as a result of legal proceedings, investigations, alleged violations of applicable laws or other events.

**If a third party successfully challenges our ownership of, or right to use, the Wynn-related trademarks and/or service marks, our business or results of operations could be harmed.**

We have licensed the right to use certain "WYNN"-related trademarks and service marks from Wynn NKH, LLC, a wholly-owned subsidiary of Wynn Resorts, Limited. Our intellectual property assets, especially the logo version of "WYNN," are among our most valuable assets. Pursuant to the licensing arrangement, WRM licenses the right to use the "WYNN" trademark in connection with WRM's operation of hotel casinos in Macau in return for a monthly royalty payment. The licensing arrangement is not a fixed term arrangement; it is terminable on the



occurrence of certain events, including if the WRL Group loses its rights in the “WYNN” mark, or if Wynn Resorts, Limited ceases to hold more than a 50% voting interest in WRM. If the existing licensing arrangement were terminated and we fail to enter into new arrangements with the WRL Group in respect of the “WYNN” mark, we would lose our rights to use the “WYNN” brand name, and “WYNN” trademarks and domain names. The loss of our ability to use these “WYNN”-related marks could cause severe disruption to our business and have an adverse effect on our business, financial condition and results of operations.

The WRL Group has filed applications with the United States Patent and Trademark Office (the “PTO”) and trademark registries including registries in Macau, mainland China, Hong Kong, Singapore, Taiwan, Japan, certain European countries and various other jurisdictions throughout the world, to register a variety of “WYNN”-related trademarks and service marks in connection with a variety of goods and services.

If a third party successfully challenges our ownership of, or right to use, the “WYNN”-related trademarks and service marks, our business or results of operations could be harmed. We also are exposed to the risk that third parties may use “WYNN”-related trademarks without authorization.

Furthermore, due to the increased use of technology in computerized gaming machines and in business operations generally, other forms of intellectual property rights (such as patents and copyrights) are becoming increasingly relevant. It is possible that, in the future, third parties might assert superior intellectual property rights or allege that their intellectual property rights cover some aspect of our operations. The defense of such allegations may result in substantial expenses, and, if such claims are successfully prosecuted, may have a material impact on our business.

**Investigations, litigation and other disputes could distract management, damage our reputation and result in negative publicity and additional scrutiny from regulators.**

We are subject to various investigations, litigation and other disputes related to our operations. These and any additional such matters that may arise in the future, even if routine, are expensive and divert management’s attention from the operations of our businesses. In addition, improper conduct by our employees, agents or gaming promoters could damage our reputation and/or lead to litigation or legal proceedings that could result in civil or criminal penalties, including substantial monetary fines. In certain circumstances, it may not be economical to defend against such matters and/or our legal strategy may not ultimately result in us prevailing in a matter. Investigations, litigation and other disputes have in the past, and may in the future, lead to additional scrutiny from regulators, which could lead to investigations relating to, and possibly a negative impact on, the Group’s gaming licenses and the Group’s ability to bid successfully for new gaming market opportunities. In addition, publicity from these matters have, or in the future, could negatively impact our business, reputation and competitive position and reduce investor demand for our shares and negatively impact the trading prices of our shares.

**Our continued success depends on our ability to maintain the reputation of our resorts.**

Our strategy and integrated resort business model rely on positive perceptions of our resorts and the level of service we provide. Any deterioration in our reputation could have a material adverse effect on our business, results of operations and cash flows. Our reputation could be negatively impacted by our failure to deliver the superior design and customer service for which we are known or by events that are beyond our control. Our reputation may also suffer as a result of negative publicity regarding the Company or our resorts, including as a result of social media reports, regardless of the accuracy of such publicity. The continued expansion of media and social media formats has compounded the potential scope of negative publicity and has made it more difficult to control and effectively manage negative publicity.



**Any violation of applicable anti-money laundering laws and regulations, the Foreign Corrupt Practices Act (“FCPA”) and other anti-corruption laws, or resulting sanctions and penalties could adversely affect our business, performance, prospects, value, financial condition, and results of operations.**

We deal with significant amounts of cash in our operations and are subject to various jurisdictions’ reporting and anti-money laundering laws and regulations. Macau governmental authorities focus heavily on the gaming industry and compliance with anti-money laundering laws and regulations. From time to time, the Company receives governmental and regulatory inquiries about compliance with such laws and regulations. The Company cooperates with all such inquiries. Any violation of anti-money laundering laws or regulations could adversely affect our business, performance, prospects, value, financial condition, and results of operations.

Further, as a subsidiary of WRL, we are subject to regulations imposed by the FCPA and other anti-corruption laws that generally prohibit U.S. companies and their intermediaries from offering, promising, authorizing or making improper payments to foreign government officials for the purpose of obtaining or retaining business. Violations of the FCPA and other anti-corruption laws may result in severe criminal and civil sanctions as well as other penalties, and the SEC and U.S. Department of Justice have increased their enforcement activities with respect to such laws and regulations. The Office of Foreign Assets Control and the U.S. Department of Commerce administer and enforce economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign states, organizations, and individuals. Failure to comply with these laws and regulations could increase our cost of operations, reduce our profits, or otherwise adversely affect our business, financial condition, and results of operations.

Internal control policies and procedures and employee training and compliance programs that we have implemented to deter prohibited practices may not be effective in prohibiting our and our affiliates’ directors, employees, contractors or agents from violating or circumventing our policies and the law. If we or our affiliates, or either of our respective directors, employees or agents fail to comply with applicable laws or Company policies governing our operations, the Company has, in the past, and may, in the future, face investigations, prosecutions and other legal proceedings and actions, which could result in civil penalties, administrative remedies and criminal sanctions. Any such future government investigations, prosecutions or other legal proceedings or actions could adversely affect our business, performance, prospects, value, financial condition, and results of operations.

**We compete for limited labor resources in Macau and local policies may also affect our ability to employ imported labor.**

The success of our operations in Macau will be affected by our success in hiring and retaining employees. We compete with a large number of casino resorts in Macau for a limited number of qualified employees. In addition, only Macau residents are eligible for the majority of positions within the casino including dealers and other gaming staff. Competition for these individuals in Macau has increased and is expected to continue for the foreseeable future. We seek employees from outside Macau to adequately staff our resorts where permitted and certain local policies affect our ability to import labor in certain job classifications. We coordinate with the labor and immigration authorities to ensure our labor needs are satisfied, but cannot be certain that we will be able to recruit and retain a sufficient number of qualified employees for our Macau Operations or that we will be able to obtain required work permits for those employees. If we are unable to obtain, attract, retain and train skilled employees, our ability to adequately manage and staff our existing and planned casino and resort properties and operations in Macau could be impaired, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**We are exposed to interest rate risks associated with our credit facilities, which bear interest based on floating rates.**

We are exposed to interest rate risk associated with our credit facilities and the credit facilities of our subsidiaries, which bear interest based on floating rates. We attempt to manage interest rate risk by managing the mix of long-term fixed rate borrowings

and variable rate borrowings supplemented by hedging activities as considered necessary. We cannot assure you that these risk management strategies will have the desired effect, and interest rate fluctuations could have a negative impact on our results of operations.

The borrowings under the WM Cayman II Revolver bear interest at Term SOFR or HIBOR (as applicable) plus a margin based on the leverage ratio of WM Cayman II on a consolidated basis. If it is not possible to determine Term SOFR (or HIBOR) in accordance with the terms of the credit facilities agreement or if notice is served to WM Cayman II that the funding cost of the majority lender(s) exceeds Term SOFR (or HIBOR), WM Cayman II must enter into good faith negotiations for a period of up to 30 days with a view to agreeing an alternative basis for determining the rate of interest applicable to our affected borrowings. Failing such agreement within the prescribed time, each relevant lender's cost of funding its participation from whatever sources it may in good faith select would apply. Each certified alternative basis is binding on WM Cayman II and treated as part of the credit facilities agreement and applicable related agreements. WM Cayman II may then seek to settle the affected outstanding borrowings. The potential effect of any such event could have on our business and financial condition cannot yet be determined.

**Our business is particularly sensitive to the willingness of our customers to travel to and spend time at our resorts. Acts or the threat of acts of terrorism, outbreak of infectious disease, regional political events and developments in certain countries could cause severe disruptions in air and other travel and may otherwise negatively impact tourists' willingness to visit our resorts. Such events or developments have in the past and may in the future reduce the number of visitors to our facilities and have a material adverse effect on our business and financial condition, results of operations or cash flows.**

We are dependent on the willingness of our customers to travel. Most of our revenue is from customers who travel to our properties. Acts of terrorism or concerns over the possibility of such acts have in the past disrupted, and may again severely disrupt, domestic and international travel, which has resulted, and could in the future result, in a decrease in customer visits to our properties. Regional conflicts could have a similar effect on domestic and international travel. Disruptions in air or other forms of travel as a result of any terrorist act, outbreak of hostilities, escalation of war or worldwide infectious disease outbreak have had, and could in the future have, a material and adverse effect on our business and financial condition, results of operations and cash flows. Regional demand for casino resorts and inbound tourism to Macau still continues to recover. We cannot predict when, or even if, operations at our properties will return to pre-pandemic levels.

In addition, governmental action and uncertainty resulting from global political trends and policies of major global economies, including potential barriers and restrictions to travel, trade and immigration, have reduced demand for our hospitality products and services, and reduce visitation to our resorts.

**We are highly leveraged and future cash flow may not be sufficient for us to meet our obligations, and we might have difficulty obtaining more financing.**

We have a substantial amount of consolidated debt in relation to our equity. We may incur additional indebtedness in connection with the construction of future development projects or major capital enhancement at our existing properties.

Our indebtedness could have important consequences. For example:

- failure to meet our payment obligations or other obligations could result in acceleration of our indebtedness, foreclosure upon our assets that serve as collateral or bankruptcy and trigger cross defaults under other agreements;
- servicing our indebtedness requires a substantial portion of our cash flow from our operations and reduces the amount of available cash, to fund working capital and other cash requirements or pay for other capital expenditures;

- we may not be able to obtain additional financing, if needed; and
- rates with respect to a portion of the interest we pay will fluctuate with market rates and, accordingly, our interest expense will increase as market interest rates increase.

If we incur additional indebtedness, the risks described above will be exacerbated.

**The agreements governing our debt facilities contain certain covenants that restrict our ability to engage in certain transactions and may impair our ability to respond to changing business and economic conditions.**

Some of our debt facilities require us to satisfy various financial covenants, which include requirements for minimum interest coverage ratios and maximum leverage ratios pertaining to total net debt to adjusted earnings before interest, tax, depreciation and amortization.

The agreements governing our debt facilities also contain restrictions on our ability to engage in certain transactions and may limit our ability to respond to changing business and economic conditions. These restrictions include, among other things, limitations on our ability and the ability of our restricted subsidiaries to pay dividends or distributions or repurchase equity; incur additional debt; make investments; create liens on assets to secure debt; enter into transactions with affiliates; engage in other businesses; merge or consolidate with another company; undergo a change of control; and transfer, sell or otherwise dispose of assets;

Our ability to comply with the terms of our outstanding facilities may be affected by general economic conditions, industry conditions and other events outside of our control. As a result, we may not be able to maintain compliance with these covenants. If our properties' operations fail to generate adequate cash flow, we may violate those covenants, causing a default under our agreements, which would materially and adversely affect our financial condition and results of operations or result in our lenders or holders of our debt taking action to cause all outstanding amounts to be due and payable immediately.

**Compliance with evolving laws and regulations, and the interpretations thereof, is expensive and results in compliance risks.**

Evolving laws and regulations create uncertainty for gaming companies. These evolving laws and regulations are subject to varying interpretations in many cases due to their complexity, ambiguity and/or lack of guidance. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. In addition, public companies, financial institutions, the gaming industry and casinos are highly regulated, and compliance with such regulations is costly and subjects us to liability if we are not, or are perceived to not be, compliant. This could result in continuing uncertainty and higher costs regarding compliance matters. Due to our commitment to maintain high standards of compliance with laws and public disclosure, our efforts to comply with evolving laws, regulations and standards have resulted in and are likely to continue to result in increased general and administrative expense.

## **Risks Related to the Notes**

**We will have a substantial amount of indebtedness, which could have important consequences for holders of the Notes and significant effects on our business and future operations.**

We will have a substantial amount of debt in relation to our equity. Assuming we had completed this offering of the Notes and applied the net proceeds from such offering as described under the section entitled "Use of Proceeds", as of December 31, 2024, we would have had an aggregate principal amount of outstanding debt of HK\$[ ] million (US\$[ ] million) in accordance with IFRS, comprising the WM Cayman II Revolver, the Notes, the 2026 Notes, the 2027 Notes, the 2028 Notes, the 2029 Notes and the WML Convertible Bonds.

Our substantial indebtedness may make it more difficult for us to satisfy our obligations with respect to the Notes, increase our vulnerability to general adverse economic and industry conditions, impair our ability to obtain additional financing in the future for working capital needs, capital expenditure, acquisitions or general corporate purposes, require us to dedicate a significant portion of our cash flow from operations to the payment of principal and interest on our debt, which would reduce the funds available to us for our operations or expansion of our existing operations, limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, place us at a competitive disadvantage as compared to our competitors, to the extent that they are not as leveraged, subject us to higher interest expense in the event of increases in interest rates to the extent a portion of our debt bears interest at variable rates, cause us to incur additional expenses by hedging interest rate exposures of our debt and exposure to hedging counterparties' failure to pay under such hedging arrangements, which would reduce the funds available for us for our operations; and in the event we or one of our subsidiaries were to default, result in the loss of all or a substantial portion of our and our subsidiaries' assets, over which our lenders have taken or will take security. Any of these or other consequences or events could have a material adverse effect on our ability to satisfy our other debt obligations, including the Notes.

If we incur additional indebtedness, the risks described above will be exacerbated.

**The Notes will be structurally subordinated to the liabilities of our subsidiaries.**

Our subsidiaries will not have any obligations to pay amounts due under the Notes or to make funds available for that purpose. In the event that any of our subsidiaries becomes insolvent, is liquidated, reorganized or dissolved or is otherwise wound up other than as a part of a solvent transaction:

- the creditors of the Company (including the holders of the Notes) will have no right to proceed against the assets of such subsidiary; and
- creditors of such subsidiary, including trade creditors, and any preferred shareholders of such subsidiary will generally be entitled to payment in full from the sale or other disposal of the assets of such subsidiary before the Company, as a direct or indirect shareholder, will be entitled to receive any distributions from such subsidiary.

As of June 30, 2025, the liabilities of our subsidiaries include the WM Cayman II Revolver. As of June 30, 2025, the total outstanding amount of indebtedness under the WM Cayman II Revolver was US\$1,141.7 million in accordance with U.S. GAAP.

**The limited covenants in the Indenture may not protect against developments that may impair our ability to repay the Notes or the trading price for the Notes.**

The Indenture does not:

- require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, does not protect holders of the Notes if we experience significant adverse changes in our financial condition or results of operations;
- limit our ability to incur indebtedness, including secured indebtedness, that is senior or equal in right of payment to the Notes;
- limit our subsidiaries' ability to incur indebtedness, all of which would be structurally senior to the Notes; or
- restrict our ability to make investments or to repurchase, or pay dividends or make other payments in respect of, our ordinary shares or other securities ranking junior to the Notes.

An increase in the level of our indebtedness, or other events that could adversely affect our business, financial condition, results of operations or prospects, may cause rating agencies to downgrade any credit ratings on the Notes, which could adversely affect their trading price and liquidity, and downgrade our corporate rating generally, which could increase our cost of borrowing, limit our access to the capital markets and result in more restrictive covenants in future debt agreements.

**Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.**

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

**If we or any of our subsidiaries are unable to comply with the restrictions and covenants in our respective debt agreements, including the Indenture, there could be a default under the terms of these agreements, which could cause repayment of its debt to be accelerated.**

If we or any of our subsidiaries are unable to comply with the restrictions and covenants in our respective current or future debt obligations and other agreements, or the Indenture, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend, accelerate repayment of the debt and declare all outstanding amounts due and payable or terminate the agreements, as the case may be. Furthermore, some of our debt agreements, contain cross-acceleration or cross-default provisions. As a result, a default under one debt agreement may cause the acceleration of repayment of not only such debt but also other debt, including the Notes, or result in a default under our other debt agreements. If any of these events occur, there is no assurance that we would have sufficient assets and cash flow to repay in full all of its indebtedness, or that we would be able to find alternative financing. Even if we could obtain alternative financing, it could not guarantee that it would be on terms that are favorable or acceptable to us.

**Our subsidiaries are subject to restrictions on the payment of dividends and the repayment of intercompany loans or advances to us and our subsidiaries.**

As a holding company, we depend on the receipt of dividends and the interest or principal payments on intercompany loans or advances from our subsidiaries to satisfy our obligations, including our obligations under the Notes. The ability of our subsidiaries to pay dividends and make payments on intercompany loans or advances to their shareholders is subject to, among other things, distributable earnings, cash flow conditions, restrictions contained in the articles of association of our subsidiaries, applicable laws and restrictions contained in the debt instruments of such subsidiaries. Certain of our subsidiaries have incurred debt in their own name and may do so again in the future, and the instruments governing such debt may require the lenders' consent prior to the subsidiaries declaring dividends or otherwise restrict dividends or other distributions on their equity interests to us. In particular, WM Cayman II is subject to certain restrictions under the terms of the WM Cayman II Revolver that prohibit the payment of dividends unless certain financial criteria are satisfied. In addition, if any of our subsidiaries raise capital by issuing equity securities to third parties, dividends declared and paid with respect to such shares would not be available to us to make payments on the Notes. These restrictions could reduce the amounts that we receive from our subsidiaries, which would restrict our ability to meet our payment obligations under the Notes.

As a result of the foregoing, we cannot assure you that we will have sufficient cash flow from dividends or payments on intercompany loans or advances from our subsidiaries to satisfy our obligations under the Notes.

**We may not be able to repurchase the Notes upon the occurrence of certain events.**

We must offer to purchase the Notes upon the occurrence of certain specified change of control triggering events, at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest. In addition, upon the occurrence of specified special put option triggering events (which relate to certain events of loss, termination, rescission, revocation or modification of our gaming license), we will be required to offer to purchase all outstanding Notes at a purchase price equal to 100% of the principal amount of the Notes, plus accrued and unpaid interest, if any, and additional amounts, if any. Furthermore, we may redeem the Notes if (a) certain changes in tax law impose withholding taxes on amounts payable on the Notes, and, as a result, we are required to pay additional amounts with respect to such withholding taxes, or (b) the gaming authority of any jurisdiction in which the Company conducts or proposes to conduct gaming requires that a person who is a holder or the beneficial owner of Notes be licensed, qualified or found suitable under applicable gaming laws and such holder or beneficial owner, as the case may be, fails to apply or become licensed or qualified within the required time period or is notified that it will not be licensed, qualified or found suitable. For details, see “Description of the Notes.”

The sources of funds for any such purchases would be our available cash or third-party financing. However, we may not have enough available funds at the time of the occurrence of any change of control triggering events or special put option triggering events to make purchases of outstanding Notes. Our failure to make a required offer to purchase or to purchase the outstanding Notes would constitute an event of default under the Notes. The event of default may, in turn, constitute an event of default under other indebtedness, any of which could cause the related debt to be accelerated after any applicable notice or grace periods. If our other debt were to be accelerated, we may not have sufficient funds to purchase the Notes and repay the debt.

In addition, the definition of change of control for purposes of the Indenture does not necessarily afford protection for the holders of the Notes in the event of some highly leveraged transactions, including certain acquisitions, mergers, refinancing, restructurings or other recapitalizations, although these types of transactions could increase our indebtedness or otherwise affect our capital structure or credit ratings. The definition of change of control for purposes of the Indenture also includes a phrase relating to the sale of “all or substantially all” of our assets. Although there is a limited body of case law interpreting the phrase “substantially all,” there is no precise established definition under applicable law. Accordingly, our obligation to make an offer to purchase the Notes and the ability of a holder of the Notes to require us to purchase its Notes pursuant to the offer as a result of a highly-leveraged transaction or a sale of less than all of our assets may be uncertain.

**We may, in our discretion, require holders and beneficial owners of Notes to dispose of their Notes, or we may redeem the Notes, due to regulatory considerations.**

We may redeem the Notes due to regulatory considerations, either as required by gaming authorities or in our discretion. The Indenture will grant us the power to redeem the Notes that you own or control if any gaming authority requires you, or a beneficial owner of the Notes, to be licensed, qualified or found suitable under any applicable gaming law and:

- you or such beneficial owner fails to apply for a license, qualification or finding of suitability within 30 days after being requested to do so (or such lesser period as required by the relevant gaming authority); or
- you or such beneficial owner is determined by a gaming authority to be unsuitable to own or control the Notes.



Under the foregoing circumstances, under the Indenture, we may redeem, and if required by the applicable gaming authority, we must redeem, your Notes to the extent required by the gaming authority or deemed necessary or advisable by us. The redemption price will be equal to:

- the price required by applicable law or by order of any gaming authority; or
- the lesser of (1) the principal amount of the Notes, as applicable, and (2) the price that you or the beneficial owner paid for the Notes, as applicable, in either case, together with accrued and unpaid interest on the Notes, as applicable.

See “Description of the Notes—Gaming Redemption.”

**The liquidity and prices of the Notes may be volatile.**

The prices and trading volumes of the Notes may be highly volatile. Factors such as variations in our revenues, earnings and cash flows and proposals of new investments, strategic alliances or acquisitions, interest rates, the general state of the securities market (including the market for debt issued by other companies and debt issued by governments), market conditions in our industry and fluctuations in prices for comparable companies could result in large and sudden changes in the volume and price at which the Notes will trade.

**The insolvency laws of the Cayman Islands may provide you with less protection than U.S. bankruptcy law.**

The Company is incorporated under the laws of the Cayman Islands. Accordingly, insolvency proceedings with respect to the Company would likely proceed under, and be governed by, Cayman Islands insolvency law. Cayman Islands insolvency laws may not be as favorable to investors as the laws of the United States or other jurisdictions with which investors are familiar.

**You may have difficulty enforcing judgments obtained against us.**

The Company is a Cayman Islands exempted company and substantially all of our assets are located outside of the United States. All of our current operations and administrative and corporate functions are conducted in Macau and Hong Kong. In addition, the majority of our directors and officers are nationals and/or residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon these persons. It may also be difficult for you to enforce in Cayman Islands, Macau, the Isle of Man and Hong Kong courts judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors, most of whom are not residents in the United States and the substantial majority of whose assets are located outside of the United States. In addition, there is uncertainty as to whether the courts of the Cayman Islands, Macau, the Isle of Man or Hong Kong would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. In addition, it is uncertain whether such Cayman Islands, Macau, the Isle of Man or Hong Kong courts would be competent to hear original actions brought in the Cayman Islands, Macau, the Isle of Man or Hong Kong against us or such persons predicated upon the securities laws of the United States or any state.

**An active trading market for the Notes may not develop.**

The Notes are new issues of securities for which there is currently no trading market. Although we have received a confirmation of the eligibility of a listing of the Notes on the Hong Kong Stock Exchange, we cannot assure you that we will obtain or be able to maintain a listing on the Hong Kong Stock Exchange, or that, if listed, a liquid trading market will develop. We have been advised that the Initial Purchasers intend to make a market in the Notes, but they are not obligated to do so and may discontinue such market making activity at any



time without notice. We cannot predict whether an active trading market for the Notes will develop or be sustained. If an active trading market for the Notes does not develop or is not sustained, the market price and liquidity of the Notes may be adversely affected.

**The transfer of Notes is restricted, which may adversely affect their liquidity and the price at which they may be sold.**

The Notes have not been registered under, and we are not obligated to and have no intention to register the Notes under, the Securities Act or the securities laws of any other jurisdiction and, unless so registered, may not be offered or sold except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable laws. See “Transfer Restrictions.”

**We may elect to redeem the Notes prior to their maturity.**

Pursuant to terms of the Notes, we may elect to redeem the Notes prior to their maturity in whole or in part at the price specified in the section entitled “Description of the Notes—Optional Redemption.” The date on which we elect to redeem the Notes may not accord with the preference of particular noteholders. In addition, a noteholder may not be able to reinvest the redemption proceeds in comparable securities at the same rate of return of the Notes.

**We may make amendments or modifications to certain provisions of the Indenture, or obtain waivers of Default or Event of Default.**

Under certain circumstances as described under “Description of the Notes—Amendment, Supplement and Waiver,” we may, from time to time and with the consent of the holders of at least a majority in aggregate principal amount of the Notes then outstanding (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Notes), make certain amendments or supplements to the Indenture and the Notes. Under certain circumstances as described under “Description of the Notes—Amendment, Supplement and Waiver,” we may, from time to time and with the consent of the holders of at least a majority in aggregate principal amount of the Notes then outstanding (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Notes), waive certain existing Default or Event of Default or compliance with certain provision of the Indenture or the Notes. If the requisite consents are obtained or the relevant conditions are satisfied (or waived) and such amendments, modifications or waivers become operative, all holders of the outstanding Notes will be bound by the terms of the Indenture as amended, whether or not a holder of the Notes delivered a consent. The Indenture will also provide that we and the Trustee may, without the consent of any holder of the Notes, amend or supplement the Indenture or Notes under certain specified circumstances, including to cure any ambiguity, defect or inconsistency, to comply with requirements of applicable gaming laws, and to make any change that would provide any additional rights or benefits to the holders of the Notes or that does not adversely affect the legal rights under the Indenture of any such holder. Such amendments or supplements could materially increase the credit risks faced by holders of the Notes or could otherwise be materially adverse to the interests of holders of the Notes.

**The ratings of the Notes may be downgraded or withdrawn in the future.**

The Notes are expected to be rated “B1” by Moody’s, “BB-” by S&P and “BB-” by Fitch Ratings Inc. The ratings represent the opinions of the rating agencies and their assessment of the ability of the Company to perform its obligations under the Notes and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold securities. The ratings can be lowered or withdrawn at any time. We have no obligation to inform holders of the Notes if the ratings are lowered or withdrawn. A reduction or withdrawal of the ratings may adversely affect the market price of the Notes.

**Certain facts and statistics are derived from publications not independently verified by us, the Initial Purchasers or our respective advisers.**

Market data, industry forecast and gaming industry statistics in this offering memorandum are derived from public sources, including publicly available information and industry publications. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources and believe this information to be reliable, they have not been independently verified by us or the Initial Purchasers or our or their respective directors and advisers, and neither we, the Initial Purchasers nor our or their respective directors and advisers make any representation as to the accuracy or completeness of that information. In addition, third-party information providers may have obtained information from market participants and such information may not have been independently verified. Due to possibly inconsistent collection methods and other problems, such statistics herein may be inaccurate. You should not unduly rely on such market data, industry forecast and gaming industry statistics.

**We will follow the applicable corporate disclosure standards for debt securities which are issued to Professional Investors only and listed on the Hong Kong Stock Exchange, and such standards may be different from those applicable to debt securities listed in certain other countries.**

We will be subject to reporting obligations in respect of the Notes to be listed on the Hong Kong Stock Exchange. The disclosure standards imposed by the Hong Kong Stock Exchange may be different than those imposed by securities exchanges in other countries or regions such as the United States. As a result, the level of information that is available may not correspond to what investors in the Notes are accustomed to. See “Description of the Notes—Certain Covenants—Reports.”

## **USE OF PROCEEDS**

We estimate that the net proceeds from the offering of the Notes will be approximately US\$            million, including premium, if any, after deducting discounts of the Initial Purchasers and estimated offering expenses payable by us. Subject to compliance with applicable laws and regulations, we intend to use the net proceeds for general corporate purposes, including to repay outstanding indebtedness, such as that under the WM Cayman II Revolver and/or one or more series of the existing notes.

## CAPITALIZATION AND INDEBTEDNESS

The following table sets forth on an actual basis our consolidated total cash and capitalization as of December 31, 2024 and as adjusted basis to give effect to (a) the net proceeds from the issuance of the Notes being issued, including premium, if any, after deducting the discounts of the Initial Purchasers and other estimated expenses of this offering payable by us and (b) the use of the net proceeds from this offering as described in “Use of Proceeds”.

The following table should be read in conjunction with the summary financial information and financial statements and related notes included elsewhere in this offering memorandum.

	As of December 31, 2024			
	Actual		Adjusted <sup>(6)</sup>	
	HK\$	US\$	HK\$	US\$
		(in thousands)		
Cash and cash equivalents <sup>(3)</sup>	11,333,372	1,459,038		
Restricted cash and cash equivalents <sup>(1)</sup>	692,458	89,146		
<i>Total cash</i>	<u>12,025,830</u>	<u>1,548,184</u>		
<b>Long-term debt:</b>				
WM Cayman II Revolver	8,941,565	1,151,121		
WML Senior Notes	31,826,747	4,097,319		
WML Convertible Bonds <sup>(4)</sup>	4,657,573	599,608		
Notes to be issued in this offering <sup>(2)</sup>	—	—		
<i>Total long-term debt</i>	<u>45,425,885</u>	<u>5,848,048</u>		
Share capital and share premium	586,459	75,500		
Shares held for employee ownership scheme	(27)	(3)		
Deficit	(13,876,729)	(1,786,466)		
Total Deficiency in assets	<u>(13,290,297)</u>	<u>(1,710,969)</u>		
Total capitalization <sup>(5)</sup>	<u>32,135,588</u>	<u>4,137,079</u>		

### Notes:

- (1) Represents funds received at the trusts to fund our employee ownership schemes and a first demand bank guarantee in favor of the Macau government to support the legal and contractual obligations of WRM through the term of the gaming concession contract.
- (2) Represents the aggregate principal amount of the Notes being offered hereby.
- (3) The adjusted column does not give effect to the dividend payment of HK\$972.5 million subsequent to December 31, 2024.
- (4) Represents the aggregate principal amount of the WML Convertible Bonds issued and does not include the fair value of WML convertible bond conversion option derivative of HK\$256.2 million (US\$33.0).
- (5) Total capitalization represents total long-term debt and equity attributable to equity holders of the Company.
- (6) The adjusted column is presented on the assumption that the net proceeds of this offering will be used to partially repay the WM Cayman II Revolver.

Except as otherwise disclosed above, there has been no material change in our capitalization since December 31, 2024.

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

*The following discussion should be read in connection with “Summary Financial Information,” “Capitalization and Indebtedness” and our consolidated financial statements, including the notes thereto, included elsewhere in this offering memorandum. Certain statements in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” are forward-looking statements. See “Forward-Looking Statements” regarding these statements. Our historical consolidated financial statements have been prepared in accordance with IFRS.*

*For our results of operations for the six months ended June 30, 2025 and 2024 and certain other financial information as of June 30, 2025, which are presented as the Macau Operations of Wynn Resorts and extracted from the Wynn Resorts Interim Report, see “Recent Developments.” Such selected financial information of Wynn Resorts has been prepared in accordance with U.S. GAAP. IFRS differs in certain respects from U.S. GAAP and generally accepted accounting principles in certain other countries. We have made no attempt to describe or quantify the impact of those differences. In making an investment decision, investors must rely upon their own examination of us, the terms of the Notes and the financial information we present herein. Potential investors should consult their own professional advisers for an understanding of the differences between IFRS, U.S. GAAP and accounting principles generally accepted in other countries and how those differences might affect the financial information presented herein.*

### Overview

We are a developer, owner and operator of two integrated destination casino resorts, Wynn Palace and Wynn Macau, located in the Greater Bay Area region of the People’s Republic of China. Our resorts in Macau include world-class hotel facilities, a variety of regional and international dining options, retail outlets and an array of one-of-a-kind entertainment options, many of which are free to the general public.

Our strategy in the Greater Bay Area encompasses investment in our integrated resorts, in our people and in the broader community. To attract and retain our customers, we design and continually make enhancements to refresh, improve and expand our resorts. We are in the design stages of developing the next phase of Wynn Palace. We currently expect that the next phase at Wynn Palace will incorporate an array of amenities such as theater and event space, interactive entertainment installations, food and beverage features, and other non-gaming offerings. We also maintain numerous programs to invest in our approximately 11,500 Macau-based employees. Through a robust emphasis on human resources and staff training, we provide opportunities for movement within our Group to ensure employees can pursue their career goals with us and to elevate their functional and leadership skills. Through our “Wynn Care” program, we facilitate reinvestment in our community, encourage volunteerism and promote responsible gaming. Since launching this program, we have centralized our community-focused initiatives under one umbrella and expanded our efforts from various volunteer activities and community events in Macau into the Greater Bay Area and beyond. Through our charitable foundation “Wynn Care Foundation”, we continue to broaden our efforts in pursuing positive social impact and supporting charitable development within Macau and mainland China. We are also fully committed to supporting sustainable development for the benefit of Macau and the planet by monitoring and reducing inefficient energy and resource consumption and embracing technologies that help us to responsibly use our resources.

For the years ended December 31, 2022, 2023 and 2024, our total operating revenues were HK\$5,643.9 million, HK\$24,268.1 million and HK\$28,740.4 million (US\$3,700.0 million), respectively. For the year ended December 31, 2022, we recorded net loss of HK\$7,339.3 million. For the year ended December 31, 2023 and 2024, we recorded net profit of HK\$1,171.7 million and HK\$3,198.2 million, respectively.

## **Factors Affecting Our Results of Operations and Financial Condition**

Our business and historical financial condition and results of operations are affected by a number of important factors, including the following:

### ***Macau***

Macau, which was a territory under Portuguese administration for approximately 450 years, was transferred from Portuguese to Chinese political control in December 1999. Macau is governed as a special administrative region of China and is located in the Greater Bay Area and approximately 37 miles southwest of Hong Kong. The journey between Macau and Hong Kong takes approximately 15 minutes by helicopter, 30 minutes by road via the opening of the Hong Kong—Zhuhai—Macau Bridge and one hour by jetfoil ferry. Macau, which has been a casino destination for more than 60 years, consists principally of a peninsula on mainland China and two neighboring islands, Taipa and Coloane, between which the Cotai area is located. In addition to WRM, SJM, Galaxy, Venetian Macau, Melco and MGM Macau are permitted to operate casinos in Macau.

We believe that Macau is located in one of the world's largest concentrations of potential gaming and tourism customers. Since the introduction of new casinos starting in 2004, the Macau market has experienced a significant increase in annual gaming revenue. According to Macau statistical information, casinos in Macau generated HK\$220.18 billion in gaming revenue in 2024, representing an increase of 23.9% compared to the HK\$177.73 billion generated in 2023. Notably, since the ease of travel restrictions in January 2023, Macau visitation and Gross Gaming Revenue (GGR) recovered rapidly. In 2023, as the market reopened, Macau welcomed approximately 28 million tourists. Visitation continued to grow in 2024, reaching around 35 million visitors, representing approximately 90% of the pre-pandemic 2019 levels. This strong upward trend persisted into the first half of 2025, with over 19 million tourists recorded, achieving roughly 95% of first half of 2019 visitation levels and representing a year-on-year increase of about 15%. Market-wide GGR in 2024 totaled approximately US\$28 billion, equating to 78% of the 2019 figures. We believe that Macau's stated goal of becoming a world-class tourism destination will continue to drive additional visitation to the market and create future opportunities for us to invest and grow.

In 2023, 2024 and first half of 2025, Macau has continued to be the world's largest gaming market in terms of gross gaming revenues. Macau's gross gaming revenues amounted to US\$28.0 billion in 2024, which is approximately 3.2 times that of the Las Vegas Strip, which amounted to US\$8.8 billion in 2024.

We believe that Macau is well-positioned for continued future growth for a number of reasons, including, but not limited to, its proximity to mainland China, tailored offerings for Chinese and Southeast Asian travelers, award-winning luxury resorts and its renowned status as a global city of gastronomy. With the continued diversification of non-gaming activity offerings, including events, programming and amenities, we believe that visitation to Macau will continue to grow, enhancing the long-term revenue base for integrated resorts.

Our Macau Operations face competition primarily from the 28 other casinos located throughout Macau in addition to casinos located throughout the world, including Singapore, South Korea, the Philippines, Vietnam, Cambodia, Malaysia, Australia, Las Vegas, cruise ships in Asia that offer gaming, and other casinos throughout Asia. Additionally, certain other Asian countries and regions have legalized or in the future may legalize gaming, such as Japan, Taiwan, and Thailand, which could increase competition for our Macau Operations.

### ***Tourism***

The levels of tourism and overall gaming activities in Macau are key drivers of our business. Both the Macau gaming market and visitation to Macau grew significantly from liberalization in 2002. According to the Macau Statistics and Census Service Monthly Bulletin of Statistics, visitation to Macau in 2024 increased 23.8% as compared to 2023.

Tourism levels in Macau are affected by a number of factors which are beyond our control. Factors affecting tourism levels in Macau may include, among others: the prevailing economic conditions in mainland China and Asia; restrictions, conditions or other factors which affect visitation by citizens of mainland China and other regions to Macau; various countries' policies on currency exchange controls, currency export, currency withdrawal, credit and debit card usage and travel restrictions or policies impacting the issuance of travel visas that may be in place from time to time; and competition from other destinations which offer gaming and/or leisure activities.

Natural and man-made disasters, extreme weather conditions (such as typhoons and heavy rainstorms), outbreaks of highly infectious diseases, public incidents of violence, security alerts, riots and demonstrations, war and other events, particularly in Macau and nearby regions, may result in decreases to visitor arrivals to Macau from mainland China and elsewhere and disrupt travel to and between our resorts. Any of these events may also interfere with our operations and could have a material adverse effect on our business, financial condition and results of operations. Although we have insurance coverage with respect to some of these events, we cannot assure you that any such coverage will be sufficient to indemnify us fully against all direct and indirect costs, including any loss of business that could result from substantial damage to, or partial or complete destruction of, any of our properties.



### ***Macau Regulation and Licensing***

On December 16, 2022, WRM, a wholly-owned subsidiary of the Company, entered into a definitive Gaming Concession Contract with the Macau SAR, pursuant to which WRM was granted a 10-year gaming concession commencing on January 1, 2023 and expiring on December 31, 2032, to operate games of chance at Wynn Palace and Wynn Macau.

As a casino concessionaire, WRM is subject to the regulatory control of the Macau government. The Macau government has adopted laws and administrative regulations governing the operation of casinos in Macau. Only concessionaires are permitted to operate casinos. Each concessionaire was required to enter into a concession agreement with the Macau SAR which, together with the law and administrative regulations, form the framework for the regulation of the activities of the concessionaire.

Under the laws and administrative regulations, concessionaires are subject to suitability requirements relating to background, associations and reputation, as are stockholders of 5% or more of a concessionaire's equity securities, officers, directors and key employees. The same requirements apply to any entity engaged by a concessionaire to manage casino. Concessionaires are required to satisfy minimum capitalization requirements, demonstrate and maintain adequate financial capacity to operate the concession and submit to continuous monitoring of their casino operations by the Macau government. Concessionaires also are subject to periodic financial reporting requirements and reporting obligations with respect to, among other things, certain contracts, financing activities and transactions with directors, financiers and key employees. Transfers or the encumbering of interests in concessionaires must be reported to the Macau government and are ineffective without government approval.

Each concessionaire is required to engage a managing director who must be a permanent resident of Macau and the holder of at least 15% of the capital stock of the concessionaire. The appointment of the managing director and of any successor is ineffective without the approval of the Macau government. All contracts placing the management of a concessionaire's casino operations with a third party also are ineffective without the approval of the Macau government.

Concessionaires are subject to a special gaming tax of 35% of gross gaming revenue, and must also make an annual contribution of up to 5% of gross gaming revenue for the promotion of public interests, social security, infrastructure and tourism. Concessionaires are obligated to withhold applicable taxes, according to the rate in effect as set by the government, from any commissions paid to gaming promoters. The withholding rate may be adjusted from time to time.

The Gaming Concession Contract between WRM and the Macau SAR requires WRM to operate two casinos: "Casino Wynn Macau" and "Casino Wynn Palace."

Pursuant to the Gaming Concession Contract and the laws and administrative regulations, the Macau government may rescind the gaming concession if WRM fails to fulfill its obligations, including in the circumstances of (i) endangerment to the national security of mainland China or Macau, (ii) failure on the part of WRM to perform its obligations under the Gaming Concession Contract, (iii) public interest, and (iv) WRM ceasing to be eligible for the gaming concession under the Macau gaming law. If the Macau government rescinds the Gaming Concession Contract due to WRM's non-fulfillment, or perceived non-fulfillment, of its obligations, WRM will be required to transfer to the Macau government, free from any encumbrance or lien and without compensation, all of its casinos, gaming assets and equipment and ownership rights to its casino areas in Macau. Beginning in the eighth year of WRM's concession, the Macau government may exercise its right to redeem the concession by providing WRM with at least one-year prior written notice. In such event, WRM would be entitled to fair and equitable compensation pursuant to the Macau gaming law. The amount of such compensation relating

to the projects agreed with the Macau government would be determined based on the earnings of these projects, before interest, depreciation and amortization for the fiscal year immediately preceding the date the redemption is declared, multiplied by the number of years remaining on the term of the Gaming Concession Contract. The Macau government may assume temporary custody and control over the operation of a concession in certain circumstances. During any such period, the costs of operations must be borne by the concessionaire.

WRM is required to obtain prior approval from the relevant Macau authorities or officials for various corporate changes and actions, including expansion of its business scope, issuance of shares, transfer or creation of any encumbrances over its shares, issuance of debt securities, change of its managing director or the authority delegated thereto, appointment of any new director, change of its articles of association, certain transfers of property rights and creditor's rights, entering into a consumer loan contract or similar contract with a value equal to or exceeding MOP100.0 million (approximately HK\$97.1 million), and granting of a loan to any of its directors, shareholders or key employees. WRM is required to notify the Macau government of certain other changes, including any loan, mortgage, claim for obligation, guarantee or the assumption of any debt for financing its business with a value that equals to or exceeds MOP16.0 million (approximately HK\$15.5 million). WRM is required to notify the Chief Executive of Macau at least five working days in advance prior to making material financial decisions (i) related to the transfer of funds within WRM which exceeds 50% of its share capital, (ii) related to employee salaries, remuneration or benefits which exceed 10% of its share capital, and (iii) not related to above items (i) and (ii), whose value exceeds 10% of its share capital.

Pursuant to the Gaming Concession Contract, WRM is required to submit to the Macau government for its approval, an annual proposal of the specific projects identified in the investment plan annexed to the Gaming Concession Contract which it intends to execute in the following year by September 30, of each prior calendar year, detailing each project in which it intends to invest, the investment amount and the execution schedule. Within 60 days after submission of each annual execution proposal, the Macau government will decide on its approval, and may request adjustments to specific projects, the investment amount and/or the execution schedule. If any of the annual execution proposals or parts thereof are not approved by the Macau government, WRM is obliged to propose allocating the relevant funds to other projects, which are also subject to subsequent approval by the Macau government, while the total committed investment amount will remain unchanged. The annual execution proposal for the year 2024 and the year 2025 were previously submitted in September 2023 and 2024, respectively, and were thereafter approved by the Macau government. WRM is required to submit a report on the execution of the previous year's execution proposal by March 31 of each calendar year. The execution report of the proposal for the year 2023 was submitted in March 2024 and was thereafter reviewed by the Macau government. The execution report of the proposal for the year 2024 was submitted to the Macau government in March 2025. The execution report presented by the concessionaires may be subject to extraordinary audit upon determination by the Macau government. In addition, WRM is subject to the supervision of the Macau government in regards to the execution of development projects included in the investment plan, and WRM must submit progress reports every two months, and may be requested to submit exceptional detailed reports whenever the normal progress of any development project included in the investment plan is compromised.

### ***Premium Credit Play***

We selectively extend credit to certain customers contingent upon our marketing team's knowledge of the customers, their financial background and payment history. We follow a series of credit procedures and require various signed documents from each credit recipient that are intended to ensure that, among other things, if permitted by applicable law, the debt can be legally enforced in the jurisdiction where the customer resides. In the event the customer does not reside in a jurisdiction where gaming debts are legally enforceable, we can attempt to assert jurisdiction over assets the customer maintains in jurisdictions where the debt is recognized. In addition, we typically require a check in the amount of the applicable credit line from credit customers, collateralizing the credit we grant.

### ***Number and Mix of Table Games and Slot Machines***

The mix of VIP table games, mass table games and slot machines in operation at our resorts changes from time to time as a result of marketing and operating strategies in response to changing market demand and industry competition. The shift in the mix of our games may affect casino profitability.

### ***Investment Plan***

WRM committed to make certain non-gaming and gaming investments in the amount of MOP21.03 billion (approximately HK\$20.42 billion) over the course of the ten-year term of the Gaming Concession Contract. MOP19.80 billion (approximately HK\$19.22 billion) of the committed investment will be used for non-gaming capital projects and event programming in connection with, among others, attraction of foreign tourists, conventions and exhibitions, entertainment performances, sports events, culture and art, health and wellness, themed amusement, gastronomy, community tourism and maritime tourism.

### ***Renovation, Development and Construction Projects***

Our current and future renovation, development and construction projects are and will be subject to significant development and construction risks. Such risks include unanticipated costs or cost increases, shortages in qualified labor, changes in laws and regulations and unforeseen engineering problems. Construction, equipment or staffing problems or difficulties in obtaining the requisite licenses, permits and authorizations from regulatory or governmental authorities could increase the total cost, delay or prevent the construction or opening or otherwise affect the project's design and features, which may adversely impact the success of the project. There can be no assurance that our proposed plans and specifications will not change, and we cannot guarantee that our proposed projects will be approved, commenced or completed as contemplated by us. Failure to complete the projects on schedule or within budget may also have a significant negative effect on us and on our ability to make payments on our debt.

### ***Taxation***

As a concessionaire in Macau, WRM is subject to a special gaming tax of 35% of gross gaming win and must also make an annual contribution of up to 5% of gross gaming win for the promotion of public interests, social security, infrastructure and tourism. In addition, WRM is subject to a 12% complementary tax on its non-gaming profits.

In January 2024, WRM received an exemption from Macau's 12% Complementary Tax on casino gaming profits (the "Tax Holiday") from January 1, 2023 to December 31, 2027. WRM's non-gaming profits remain subject to the Macau's 12% Complementary Tax and its casino winnings remain subject to the Macau special gaming tax and other levies in accordance with its concession agreement.

In February 2024, WRM renewed the WRM Shareholder Dividend Tax Agreement with the Macau Special Administrative Region for the period from January 1, 2023 through December 31, 2025 that provides for a payment to the Macau Special Administrative Region in lieu of Complementary Tax on dividend distributions to its shareholders from gaming profits. The tax expense was MOP53.4 million (approximately HK\$51.8 million) for the year ended December 31, 2024 (2023: HK\$42.7 million).

For the year ended December 31, 2022, we did not have any casino gaming profits exempted from the Macau Complementary Tax.

## Material Accounting Policies

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and operating results. Our management continually evaluates such estimates, assumptions and judgments based on past experience and other factors, including industry practices and expectations of future events that are believed to be reasonable under the circumstances.

When reviewing our consolidated financial statements, you should consider (i) our material accounting policies, (ii) the judgments and other uncertainties affecting the application of such policies, and (iii) the sensitivity of reported results to changes in conditions and assumptions. For more details on the significant accounting policies, estimates and judgments, that are important for an understanding of our financial condition and results of operations, see notes 2.2 and 2.5 to our financial statements for the year ended December 31, 2024 included elsewhere in this offering memorandum.

The nature and impact of the revised IFRS Accounting Standards are described below:

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify (a) what is meant by a right to defer settlement; (b) that a right to defer must exist at the end of the reporting period; (c) that classification is unaffected by the likelihood that an entity will exercise its deferral right and (d) that only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification. In addition, a requirement has been introduced whereby an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is subject to the entity complying with covenants within twelve months after the reporting period.

Upon adoption of amendments to IAS 1, the outstanding convertible bonds with a carrying amount of HK\$4.12 billion (US\$529.9 million) as at December 31, 2024 and a maturity date of March 7, 2029 are now classified as current since the conversion options were not classified as equity and are exercisable at any time on or after April 27, 2023 at the bondholders' option. The consolidated statement of financial position as at December 31, 2023 was restated, resulting in an increase in current portion of interest-bearing borrowings amounting to HK\$4.32 billion (US\$556.2 million) and a corresponding decrease in non-current portion of interest-bearing borrowings. A third statement of financial position (1 January 2023) was not presented and restated because the WML Convertible Bonds were issued on March 7, 2023.

There is no impact on the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows and basic and diluted earnings per Share for the years ended December 31, 2024 and 2023.

Except for the amendments to IAS 1, the adoption of the revised standards did not have a material impact on the consolidated financial statements of the Group.

## Adjusted EBITDA

Adjusted EBITDA is losses or earnings before finance costs, finance revenues, net foreign currency differences, change in derivative fair value, loss on debt financing transaction, income taxes, depreciation and amortization, pre-opening costs, property charges and other, share-based payments, Wynn Macau, Limited corporate expenses, and other non-operating income and expenses. Adjusted EBITDA is presented exclusively as a supplemental disclosure because our Directors believe that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Our Adjusted EBITDA presented herein also differs from the Adjusted Property EBITDAR presented by Wynn Resorts, Limited for its Macau segments in its filings with the SEC, primarily due to the inclusion of license fees, adjustments for IFRS differences with U.S. GAAP, corporate support and other support services in arriving at operating (loss)/profit.

The following table sets forth a quantitative reconciliation of our Adjusted EBITDA to its most directly comparable IFRS measurement and operating (loss)/profit.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands)			
Operating (loss)/profit	(4,888,445)	3,702,419	5,328,922	686,036
Add:				
Depreciation and amortization	2,308,197	2,374,100	2,370,166	305,131
Pre-opening costs	—	729	5,506	709
Property charges and other	268,700	181,338	158,891	20,455
Share-based payments	208,394	162,466	105,759	13,615
Wynn Macau, Limited corporate expenses	154,674	199,973	240,893	31,012
<b>Adjusted EBITDA</b>	<b>(1,948,480)</b>	<b>6,621,025</b>	<b>8,210,137</b>	<b>1,056,959</b>

  

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for per share data)			
<b>Operating revenues</b>				
Casino	3,695,226	19,111,112	23,617,908	3,040,528
Rooms	514,650	2,435,090	2,369,215	305,009
Food and beverage	476,468	1,350,778	1,609,043	207,145
Retail and other	957,596	1,371,162	1,144,255	147,309
<b>Total operating revenues</b>	<b>5,643,940</b>	<b>24,268,142</b>	<b>28,740,421</b>	<b>3,699,991</b>
<b>Operating costs and expenses</b>				
Gaming taxes and premiums	2,160,816	10,057,523	12,217,417	1,572,849
Staff costs	3,836,799	4,191,294	4,279,904	550,987
Other operating expenses	1,957,873	3,761,468	4,385,121	564,533
Depreciation and amortization	2,308,197	2,374,100	2,370,166	305,131
Property charges and other	268,700	181,338	158,891	20,455
<b>Total operating costs and expenses</b>	<b>10,532,385</b>	<b>20,565,723</b>	<b>23,411,499</b>	<b>3,013,955</b>
<b>Operating (loss)/profit</b>	<b>(4,888,445)</b>	<b>3,702,419</b>	<b>5,328,922</b>	<b>686,036</b>
Finance revenues	81,511	571,267	568,061	73,131
Finance costs	(2,563,024)	(3,335,189)	(3,190,059)	(410,682)
Net foreign currency differences	43,115	(90,131)	226,616	29,174
Change in derivative fair value	—	388,763	316,518	40,748
Loss on debt financing transaction	—	(22,767)	—	—
	(2,438,398)	(2,488,057)	(2,078,864)	(267,629)
<b>(Loss)/profit before tax</b>	<b>(7,326,843)</b>	<b>1,214,362</b>	<b>3,250,058</b>	<b>418,407</b>
<b>Income tax expense</b>	<b>12,427</b>	<b>42,706</b>	<b>51,880</b>	<b>6,679</b>
<b>Net (loss)/profit attributable to owners of the Company</b>	<b>(7,339,270)</b>	<b>1,171,656</b>	<b>3,198,178</b>	<b>411,728</b>
<b>Other comprehensive (loss)/income</b>				
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:</i>				
Currency translation reserve	(7,714)	1,879	—	—
<b>Other comprehensive (loss)/income for the year</b>	<b>(7,714)</b>	<b>1,879</b>	<b>—</b>	<b>—</b>

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands)			
<b>Total comprehensive (loss)/income attributable to owners of the Company</b> .....	<b>(7,346,984)</b>	<b>1,173,535</b>	<b>3,198,178</b>	<b>411,728</b>
<b>Basic (loss)/earnings per share</b> .....	<b>(1.41)</b>	<b>0.22</b>	<b>0.61</b>	<b>0.08</b>
<b>Diluted (loss)/earnings per share</b> .....	<b>(1.41)</b>	<b>0.19</b>	<b>0.57</b>	<b>0.07</b>
<b>Adjusted EBITDA<sup>(1)</sup></b> .....	<b>(1,948,480)</b>	<b>6,621,025</b>	<b>8,210,137</b>	<b>1,056,959</b>

*Note:*

- (1) Adjusted EBITDA is earnings or losses before finance costs, finance revenues, net foreign currency differences, changes in derivative fair value, loss on debt financing transaction, income taxes, depreciation and amortization, pre-opening costs, property charges and other, share-based payments, Wynn Macau, Limited corporate expenses, and other non-operating income and expenses. Adjusted EBITDA is presented exclusively as a supplemental disclosure because our Directors believe that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Our Adjusted EBITDA presented herein also differs from the Adjusted Property EBITDAR presented by Wynn Resorts, Limited for its Macau segments in its filings with the SEC, primarily due to the inclusion of license fees, adjustments for IFRS differences with U.S. GAAP, corporate support and other support services in arriving at operating (loss)/profit.

## Selected operating data

The following table presents our selected operating data for the years indicated.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for averages, win per unit per day figures and number of tables and slot machines)			
Wynn Palace:				
VIP:				
VIP table games turnover	20,658,894	88,944,378	101,400,164	13,054,078
VIP table games win <sup>(1)</sup>	182,968	3,001,141	3,508,693	451,703
VIP table games win as a percentage of turnover	0.89%	3.37%	3.46%	3.46%
Average number of gaming tables <sup>(2)</sup>	53	56	57	57
Table games win per unit per day <sup>(3)</sup>	9,815	146,726	167,800	21,602
Mass market:				
Mass market table drop	10,268,765	47,958,687	53,801,885	6,926,360
Mass market table games win <sup>(1)</sup>	2,207,035	10,750,095	13,162,578	1,694,527
Mass market table games win percentage	21.49%	22.42%	24.46%	24.46%
Average number of gaming tables <sup>(2)</sup>	229	242	245	245
Table games win per unit per day <sup>(3)</sup>	27,294	121,900	146,493	18,859
Slot machine handle	5,730,624	18,670,772	19,665,061	2,531,645
Slot machine win <sup>(1)</sup>	244,828	804,884	854,605	110,020
Average number of slots <sup>(2)</sup>	623	580	603	603
Slot machine win per unit per day <sup>(3)</sup>	1,114	3,801	3,875	499
Wynn Macau:				
VIP:				
VIP table games turnover	13,850,462	40,179,621	39,405,635	5,073,012
VIP table games win <sup>(1)</sup>	437,880	1,502,646	1,384,305	178,213
VIP table games win as a percentage of turnover	3.16%	3.74%	3.51%	3.51%
Average number of gaming tables <sup>(2)</sup>	41	41	30	30
Table games win per unit per day <sup>(3)</sup>	29,930	99,421	125,481	16,154



	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for averages, win per unit per day figures and number of tables and slot machines)			
Mass market:				
Mass market table drop	9,157,160	40,357,076	49,522,239	6,375,406
Mass market table games win <sup>(1)</sup>	1,484,052	7,128,900	9,085,541	1,169,657
Mass market table games win percentage	16.21%	17.66%	18.35%	18.35%
Average number of gaming tables <sup>(2)</sup>	235	216	221	221
Table games win per unit per day <sup>(3)</sup>	17,865	90,476	112,137	14,436
Slot machine handle	7,009,898	17,314,563	24,454,594	3,148,241
Slot machine win <sup>(1)</sup>	248,688	537,440	804,104	103,519
Average number of slots <sup>(2)</sup>	646	530	615	615
Slot machine win per unit per day <sup>(3)</sup>	1,091	2,777	3,571	460

*Notes:*

- (1) Total casino revenues do not equal the sum of “VIP table games win,” “mass market table games win” and “slot machine win” primarily because casino revenues are reported net of the relevant commissions and others (including complimentary revenues allocated from casino revenues to rooms, food and beverage, retail and other revenues). The following table presents a reconciliation of the sum of “VIP table games win,” “mass market table games win” and “slot machine win” to total casino revenues.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands)			
VIP table games win	620,848	4,503,787	4,892,998	629,916
Mass market table games win	3,691,087	17,878,995	22,248,119	2,864,184
Slot machine win	493,516	1,342,324	1,658,709	213,539
Poker revenues	2,796	143,039	124,999	16,092
Commissions and others (including complimentary revenues allocated from casino revenues to rooms, food and beverage, retail and other revenues)	(1,113,021)	(4,757,033)	(5,306,917)	(683,203)
Total casino revenues	3,695,226	19,111,112	23,617,908	3,040,528

- (2) For purposes of this table, we calculate average number of gaming tables and average number of slots as the average numbers of gaming tables and slot machines in service on each day in the applicable period.
- (3) Table games win per unit per day and slot machine win per unit per day are presented in this table on the basis of the average number of gaming tables and average number of slots, respectively, over the number of days Wynn Palace, Wynn Macau and Encore were open in the applicable period.

## Financial results for the year ended December 31, 2024 compared to financial results for the year ended December 31, 2023

### Operating Revenues

Total operating revenues increased by 18.4% from HK\$24.27 billion in 2023 to HK\$28.74 billion (US\$3.70 billion) in 2024, primarily due to higher gaming volumes and covers at our restaurants. Since the elimination of COVID-19 related protective measures by Macau authorities in January 2023, visitation to Macau has continued to improve, resulting in increased business volumes in 2024.

### Casino Revenues

Casino revenues increased from HK\$19.11 billion (78.7% of total operating revenues) in 2023 to HK\$23.62 billion (US\$3.04 billion) (82.2% of total operating revenues) in 2024, primarily due to higher gaming volumes which benefited from growing tourism in Macau during the year ended December 31, 2024. The components of casino revenues are as follows:

*VIP casino gaming operations.* VIP table games win increased by 8.6%, from HK\$4.50 billion in 2023 to HK\$4.89 billion (US\$629.5 million) in 2024, with total VIP table games turnover up 9.0%, from HK\$129.12 billion in 2023 to HK\$140.81 billion (US\$18.13 billion) in 2024.

*Mass market casino gaming operations.* Mass market table games win increased by 24.4%, from HK\$17.88 billion in 2023 to HK\$22.25 billion (US\$2.86 billion) in 2024, with total mass market table drop up 17.0% from HK\$88.32 billion in 2023 to HK\$103.32 billion (US\$13.30 billion) in 2024.

*Slot machine gaming operations.* Slot machine win increased by 23.6% from HK\$1.34 billion in 2023 to HK\$1.66 billion (US\$213.7 million) in 2024. Total slot machine handle increased by 22.6% from HK\$35.99 billion in 2023 to HK\$44.12 billion (US\$5.68 billion) in 2024.

### Non-casino Revenues

Net non-casino revenues, which include rooms, food and beverage and retail and other revenues, remained essentially flat at HK\$5.12 billion (US\$659.1 million) (17.8% of total operating revenues) in 2024, compared to HK\$5.16 billion (21.3% of total operating revenues) in 2023.

*Rooms.* Our room revenues remained relatively flat at HK\$2.37 billion (US\$305.1 million) in 2024, compared to HK\$2.44 billion in 2023.

The following table presents additional information about our room revenues for Wynn Palace and Wynn Macau:

#### Room revenues information

	For the year ended December 31,	
	2023	2024
<b>Wynn Palace:</b>		
Average Daily Rate .....	HK\$2,527	HK\$2,423
Occupancy <sup>(1)</sup> .....	94.9%	98.6%
REVPAR .....	HK\$2,398	HK\$2,389
<b>Wynn Macau:</b>		
Average Daily Rate .....	HK\$2,199	HK\$1,935
Occupancy <sup>(1)</sup> .....	96.5%	99.3%
REVPAR .....	HK\$2,121	HK\$1,921

#### Note:

- (1) Occupancy is the number of total hotel room nights occupied as a percentage of the number of total hotel room nights available in the applicable year. Available hotel rooms exclude those rooms out of service during the applicable year.

*Food and beverage.* Food and beverage revenues increased by 19.1% from HK\$1.35 billion in 2023 to HK\$1.61 billion (US\$207.3 million) in 2024, primarily due to increased restaurant covers and average check amounts at both Wynn Palace and Wynn Macau.

*Retail and other.* Our retail and other revenues decreased by 16.5% from HK\$1.37 billion in 2023 to HK\$1.14 billion (US\$146.8 million) in 2024, primarily due to lower retail sales.

### ***Operating Costs and Expenses***

*Gaming taxes and premiums.* Gaming taxes and premiums increased by 21.5% from HK\$10.06 billion in 2023 to HK\$12.22 billion (US\$1.57 billion) in 2024. The increase was primarily driven by the increase in casino revenues. WRM is subject to a 35% gaming tax on gross gaming win. In addition, WRM is also required to pay 5% (2023: 5%) of its gross gaming win as contributions for public development and social facilities.

*Staff costs.* Staff costs remained relatively flat at HK\$4.28 billion (US\$551.0 million) in 2024, compared to HK\$4.19 billion in 2023.

*Other operating expenses.* Other operating expenses increased by 16.6% from HK\$3.76 billion in 2023 to HK\$4.39 billion (US\$565.2 million) in 2024. The increase was mainly driven by increases in advertising and promotions expenditures, license fees and provision of credit losses. The provision for credit losses was HK\$42.8 million (US\$5.5 million) for 2024 as compared to the reversal of provision for credit losses of HK\$64.3 million for 2023, primarily due to the impact of historical collection patterns and expectations of current and future collection trends, as well as the specific review of customer accounts, on our estimated credit loss for the respective years.

*Depreciation and amortization.* Depreciation and amortization remained essentially flat at HK\$2.37 billion (US\$305.1 million) in 2024 and 2023.

*Property charges and other.* Property charges and other decreased by 12.4% from HK\$181.3 million in 2023 to HK\$158.9 million (US\$20.5 million) in 2024. The decrease was mainly driven by a reduction in losses incurred on contract terminations, partially offset by the increase in costs related to assets retired or abandoned.

As a result of the foregoing, total operating costs and expenses increased by 13.8%, from HK\$20.57 billion in 2023 to HK\$23.41 billion (US\$3.01 billion) in 2024.

### ***Finance Revenues***

Finance revenues remained essentially flat at HK\$568.1 million (US\$73.1 million) in 2024, compared to HK\$571.3 million in 2023. Our short-term investment strategy has been to preserve capital while retaining sufficient liquidity. The majority of our cash equivalents were primarily in time deposits and fixed deposits with a maturity of three months or less.

### ***Finance Costs***

Finance costs decreased by 4.4% from HK\$3.34 billion in 2023 to HK\$3.19 billion (US\$410.7 million) in 2024. The decrease is primarily driven by decreases in average loan balance and average interest rates of the WM Cayman II Revolver in 2024 compared to 2023.

### ***Change in Derivative Fair Value***

The changes in derivative fair value in 2024 represented a gain of HK\$316.5 million (US\$40.7 million) recorded in relation to the conversion feature of the WML Convertible Bonds. The changes in derivative fair value for 2023 was a gain of HK\$388.8 million.

### ***Income Tax Expense***

Our income tax expense relates to the current tax expense recorded by our subsidiaries owning WRM's shares under the WRM Shareholder Dividend Tax Agreement. In February 2024, WRM renewed its agreement for the period from January 1, 2023 through December 31, 2025 with the Macau government that provides for a payment in lieu of complementary tax on dividend distributions which would otherwise be borne by stockholders of WRM. Income tax expense was HK\$51.9 million (US\$6.7 million) in 2024 and HK\$42.7 million in 2023.

### ***Net Profit Attributable to Owners of the Company***

As a result of the foregoing, net profit attributable to owners of the Company increased by 173.0% from HK\$1.17 billion in 2023 to HK\$3.20 billion (US\$412.0 million) in 2024.

### **Financial results for the year ended December 31, 2023 compared to financial results for the year ended December 31, 2022**

#### ***Operating Revenues***

Total operating revenues increased by 330.0% from HK\$5.64 billion in 2022 to HK\$24.27 billion in 2023, primarily resulting from an increase in gaming volumes, hotel occupancy, and covers at restaurants. The results in 2022 were negatively impacted by certain travel-related restrictions and conditions, including COVID-19 testing, entry restrictions and other mitigation procedures, related to the COVID-19 Pandemic. Over the course of December 2022 and January 2023, Macau authorities eliminated these COVID-19 related protective measures, which resulted in increased business volumes in 2023.

#### ***Casino Revenues***

Casino revenues increased from HK\$3.70 billion (65.5% of total operating revenues) in 2022 to HK\$19.11 billion (78.7% of total operating revenues) in 2023, primarily due to higher gaming volumes following the discontinuation of pandemic-related travel restrictions in Macau in late 2022 and early 2023. The components of casino revenues are as follows:

*VIP casino gaming operations.* VIP table games win increased by 625.4%, from HK\$620.8 million in 2022 to HK\$4.50 billion in 2023, with total VIP table games turnover up 274.2%, from HK\$34.51 billion in 2022 to HK\$129.12 billion in 2023.

*Mass market casino gaming operations.* Mass market table games win increased by 384.4%, from HK\$3.69 billion in 2022 to HK\$17.88 billion in 2023, with total mass market table drop up 354.6% from HK\$19.43 billion in 2022 to HK\$88.32 billion in 2023.

*Slot machine gaming operations.* Slot machine win increased by 172.0% from HK\$493.5 million in 2022 to HK\$1.34 billion in 2023. Total slot machine handle increased by 182.4% from HK\$12.74 billion in 2022 to HK\$35.99 billion in 2023.

#### ***Non-casino Revenues***

Net non-casino revenues, which include rooms, food and beverage and retail and other revenues, increased by 164.6% from HK\$1.95 billion (34.5% of total operating revenues) in 2022 to HK\$5.16 billion (21.3% of total operating revenues) in 2023.

*Rooms.* Our room revenues increased by 373.2% from HK\$514.7 million in 2022 to HK\$2.44 billion in 2023, primarily due to higher occupancy and Average Daily Rate at both Wynn Palace and Wynn Macau.

The following table presents additional information about our room revenues for Wynn Palace and Wynn Macau:

### Room revenues information

	For the year ended December 31,	
	2022	2023
<b>Wynn Palace:</b>		
Average Daily Rate .....	HK\$1,218	HK\$2,527
Occupancy <sup>(1)</sup> .....	38.4%	94.9%
REVPAR .....	HK\$ 467	HK\$2,398
<b>Wynn Macau:</b>		
Average Daily Rate .....	HK\$1,206	HK\$2,199
Occupancy <sup>(1)</sup> .....	41.1%	96.5%
REVPAR .....	HK\$ 495	HK\$2,121

*Note:*

- (1) Occupancy is the number of total hotel room nights occupied as a percentage of the number of total hotel room nights available in the applicable year. Available hotel rooms exclude those rooms out of service during the applicable year.

*Food and beverage.* Food and beverage revenues increased by 183.5% from HK\$476.5 million in 2022 to HK\$1.35 billion in 2023, primarily due to increased restaurant covers at both Wynn Palace and Wynn Macau.

*Retail and other.* Our retail and other revenues increased by 43.2% from HK\$957.6 million in 2022 to HK\$1.37 billion in 2023, primarily due to an increase in visitation at both Wynn Palace and Wynn Macau.

### Operating Costs and Expenses

*Gaming taxes and premiums.* Gaming taxes and premiums increased by 365.5% from HK\$2.16 billion in 2022 to HK\$10.06 billion in 2023. The increase was primarily driven by the increase in casino revenues. WRM is subject to a 35% gaming tax on gross gaming win. In addition, WRM is also required to pay 5% (2022: 4%) of its gross gaming win as contributions for public development and social facilities.

*Staff costs.* Staff costs increased by 9.2% from HK\$3.84 billion in 2022 to HK\$4.19 billion in 2023. The increase in staff costs was mainly due to increased business volumes at both Wynn Palace and Wynn Macau.

*Other operating expenses.* Other operating expenses increased by 92.1% from HK\$1.96 billion in 2022 to HK\$3.76 billion in 2023. The increase was mainly driven by increases in license fees, cost of sales, advertising and promotions expenditures. The reversal of provision for credit losses increased from HK\$58.9 million for 2022 to HK\$64.3 million for 2023, primarily due to the impact of historical collection patterns and expectations of current and future collection trends, as well as the specific review of customer accounts, on our estimated credit loss for the respective years.

*Depreciation and amortization.* Depreciation and amortization increased by 2.9% from HK\$2.31 billion in 2022 to HK\$2.37 billion in 2023. The increase was primarily driven by the amortization of intangible asset, partially offset by the result of certain assets at both Wynn Palace and Wynn Macau being fully depreciated.

*Property charges and other.* Property charges and other decreased from HK\$268.7 million in 2022 to HK\$181.3 million in 2023. The decrease was mainly driven by a decrease in costs related to assets retired or abandoned and other contingency expenses. The decrease was partially offset by the increase in losses incurred on contract terminations.

As a result of the foregoing, total operating costs and expenses increased by 95.3%, from HK\$10.53 billion in 2022 to HK\$20.57 billion in 2023.

### ***Finance Revenues***

Finance revenues increased from HK\$81.5 million in 2022 to HK\$571.3 million in 2023. The increase was primarily due to the increase in both of the average cash and investment balance and average interest rate in 2023 compared to 2022. During 2023 and 2022, our short-term investment strategy has been to preserve capital while retaining sufficient liquidity. The majority of our cash equivalents were primarily in time deposits and fixed deposits with a maturity of three months or less.

### ***Finance Costs***

Finance costs increased by 30.1% from HK\$2.56 billion in 2022 to HK\$3.34 billion in 2023. The increase was mainly due to an increase in both of the average loan balance and average interest rate in 2023 compared to 2022.

### ***Change in Derivative Fair Value***

The change in derivative fair value in 2023 represented a gain of HK\$388.8 million recorded in relation to the conversion feature of the WML Convertible Bonds.

### ***Income Tax Expense***

Our income tax expense relates to the current tax expense recorded by our subsidiaries owning WRM's shares under the WRM Shareholder Dividend Tax Agreement. Income tax expense increased from HK\$12.4 million in 2022 to HK\$42.7 million in 2023 due to the renewal of the agreement in 2024.

In February 2024, WRM renewed its agreement with the Macau government that provides for a payment in lieu of complementary tax on dividend distributions which would otherwise be borne by stockholders of WRM from January 1, 2023 through December 31, 2025. The payment was MOP44.0 million (HK\$42.7 million) for the year ended December 31, 2023.

### ***Net Profit Attributable to Owners of the Company***

As a result of the foregoing, compared to net loss of HK\$7.34 billion in 2022, net profit attributable to owners of the Company was HK\$1.17 billion in 2023.

## **Liquidity and Capital Resources**

### ***Capital Resources***

Our cash and cash equivalents as at December 31, 2024 were HK\$11.33 billion (US\$1.46 billion). WML generates cash from our Macau Operations and may utilize proceeds from the WM Cayman II Revolver as needed. We expect to use this cash to service our WML Senior Notes, WM Cayman II Revolver, and WML Convertible Bonds, to pay dividends to shareholders of WML, and to fund working capital and capital expenditure requirements at WML and our Macau Operations.

WML is a holding company and, as a result, its ability to pay dividends is dependent on WML receiving distributions from its subsidiaries. WML, as guarantor under the WM Cayman II Revolver facility agreement, may be subject to certain restrictions on payments of dividends or distributions to its shareholders, unless certain financial criteria have been satisfied. The WM Cayman II Revolver facility agreement contains representations, warranties, covenants and events of default customary for similar financings, including, but not limited to, restrictions on indebtedness to be incurred by WM Cayman II or its subsidiaries.

In May 2024, the WML Board of Directors announced an amendment to WML's dividend policy, pursuant to which the WML Board of Directors will meet semiannually to consider the declaration of dividends, and may also meet at any time during the year as the WML Board of Directors deems fit to consider the declaration of special dividends. On June 19, 2024, WML paid a cash dividend of HK\$0.075 per share for a total of HK\$393.7 million (US\$50.7 million) in respect of the year ended December 31, 2023. On September 12, 2024, WML paid a cash dividend of HK\$0.075 per share for a total of HK\$393.7 million (US\$50.7 million) in respect of the six months ended June 30, 2024.

In September 2024, WM Cayman II, WML and Bank of China Limited, Macau Branch entered into an amendment agreement (the "Second Amendment Agreement") to its existing facility agreement to extend the maturity date of the outstanding loans under the existing facility agreement from September 2025 to September 2028.

In October 2024, WML repaid the US\$600.0 million (HK\$4.66 billion) aggregate principal amount of the 2024 Notes on their stated maturity date.

### ***Gearing Ratio***

The gearing ratio is a key indicator of our Group's capital structure. The gearing ratio is net debt divided by total capital deficiency plus net debt. The table below presents the calculation of our gearing ratio.

	As of December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in thousands, except for percentages)			
Interest-bearing borrowings	48,228,497	52,679,614	44,838,547	5,772,435
Accounts payable	400,524	456,526	409,983	52,780
Construction payables and accruals and construction retentions payable	144,323	288,852	445,731	57,383
Other payables and accruals	3,854,441	5,140,781	4,809,118	619,117
Amounts due to related companies	242,831	113,092	87,375	11,249
Other liabilities	185,762	1,766,454	1,740,357	224,050
Lease liabilities	168,471	152,459	138,601	17,843
Less: cash and cash equivalents	(7,422,901)	(10,300,159)	(11,333,372)	(1,459,038)
restricted cash and cash equivalents	(979,746)	(688,219)	(692,458)	(89,146)
investments	—	(5,454,660)	—	—
<b>Net debt</b>	<b>44,822,202</b>	<b>44,154,740</b>	<b>40,443,882</b>	<b>5,206,674</b>
Deficiency in assets	(17,152,261)	(15,811,431)	(13,290,297)	(1,710,969)
<b>Total capital deficiency</b>	<b>(17,152,261)</b>	<b>(15,811,431)</b>	<b>(13,290,297)</b>	<b>(1,710,969)</b>
<b>Capital and net debt</b>	<b>27,669,941</b>	<b>28,343,309</b>	<b>27,153,585</b>	<b>3,495,705</b>
<b>Gearing ratio</b>	<b>162.0%</b>	<b>155.8%</b>	<b>148.9%</b>	<b>148.9%</b>



## Cash Flows

The following table summarizes our cash flows for the years indicated.

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
	(in millions)			
Net cash (used in)/generated from operating activities . . . . .	(2,120.0)	6,812.4	7,694.0	990.5
Net cash (used in)/generated from investing activities . . . . .	(1,285.5)	(5,409.2)	4,829.8	621.8
Net cash (used in)/generated from financing activities . . . . .	(860.4)	1,486.3	(11,423.2)	(1,470.6)
Net increase/(decrease) in cash and cash equivalents . . . . .	(4,265.9)	2,889.5	1,100.6	141.7
Cash and cash equivalents at beginning of year . . . . .	11,664.1	7,422.9	10,300.2	1,326.0
Effect of foreign exchange rate changes, net . . . . .	24.7	(12.2)	(67.4)	(8.7)
Cash and cash equivalents at end of year . . . . .	7,422.9	10,300.2	11,333.4	1,459.0

### *Net cash (used in)/generated from operating activities*

Our net cash generated from operating activities is primarily driven by changes in our working capital and operating profits generated by our Macau Operations. Net cash generated from operating activities was HK\$7.69 billion (US\$0.99 billion) in 2024, compared to net cash of HK\$6.81 billion generated from operating activities in 2023. Operating profit was HK\$5.33 billion (US\$0.69 billion) in 2024, compared to HK\$3.70 billion in 2023. In both 2024 and 2023, the increase in net cash from operating activities was primarily due to the increased operating profit and changes in working capital accounts.

Our net cash generated from operating activities is primarily driven by changes in our working capital and operating profit generated by our Macau Operations. Net cash generated from operating activities was HK\$6.81 billion in 2023, compared to net cash of HK\$2.12 billion used in operating activities in 2022. Operating profit was HK\$3.70 billion in 2023, compared to operating loss of HK\$4.89 billion in 2022. The increase in net cash from operating activities was primarily due to the increased operating profit and changes in working capital accounts. In 2022, the increase in net cash used in operating activities was primarily due to the operating loss, partially offset by changes in working capital accounts.

### *Net cash (used in)/generated from investing activities*

Net cash generated from investing activities was HK\$4.83 billion (US\$0.62 billion) in 2024, compared to net cash of HK\$5.41 billion used in investing activities in 2023. Net cash generated from investing activities in 2024 included HK\$5.47 billion (US\$0.70 billion) in proceeds from the maturity of investments and HK\$665.7 million (US\$85.7 million) of interest receipts, partially offset by HK\$1.31 billion (US\$0.17 billion) of costs, primarily related to non-gaming related capital projects and various renovations and maintenance capital expenditures. Net cash used in investing activities in 2023 included HK\$5.42 billion purchase of investments, comprised of United States treasury bills and fixed deposits maturing in less than one year, and HK\$714.3 million of costs, primarily related to non-gaming related capital projects and various renovations and maintenance capital expenditures, partially offset by HK\$434.1 million of interest receipts and HK\$291.0 million related to a decrease in restricted cash and cash equivalents.

Net cash used in investing activities was HK\$5.41 billion in 2023, compared to HK\$1.29 billion in 2022. Net cash used in investing activities in 2023 included HK\$5.42 billion purchase of investments, comprised of United States treasury bills and fixed deposits maturing in less than one year, and HK\$714.3 million of costs, primarily related to non-gaming related capital projects and various renovations and maintenance capital expenditures, partially offset by HK\$434.1 million of interest receipts and HK\$291.0 million of a decrease in restricted cash and cash equivalents.

### *Net cash (used in)/generated from financing activities*

Net cash used in financing activities was HK\$11.42 billion (US\$1.47 billion) in 2024, compared to net cash of HK\$1.49 billion generated from financing activities in 2023. During 2024, net cash used in financing activities was primarily due to HK\$7.41 billion (US\$0.95 billion) in repayments of borrowings, HK\$2.86 billion (US\$0.37 billion) of interest payments, dividend payments of HK\$783.4 million (US\$100.9 million) made in 2024, HK\$168.1 million (US\$21.6 million) payments of financial liability associated with an intangible asset, HK\$149.9 million (US\$19.3 million) payments of debt financing costs and HK\$43.8 million (US\$5.6 million) payments for principal and interest components of lease liabilities. During 2023, net cash generated from financing activities was primarily due to receipt of HK\$4.71 billion proceeds from the issuance of the WML Convertible Bonds, partially offset by HK\$2.91 billion of interest payments, HK\$157.8 million payments of financial liability associated with an intangible asset, HK\$109.9 million payments on financing costs and HK\$48.1 million payments for principal and interest components of lease liabilities.

Net cash generated from financing activities was HK\$1.49 billion in 2023, compared to net cash of HK\$860.4 million used in financing activities in 2022. During 2023, net cash generated from financing activities was primarily due to receipt of HK\$4.71 billion proceeds from the issuance of WML Convertible Bonds, partially offset by HK\$2.91 billion of interest payments, HK\$157.8 million payments of financial liability associated with an intangible asset, HK\$109.9 million payments on financing costs and HK\$48.1 million payments for principal and interest components of lease liabilities. During 2022, net cash used in financing activities was primarily due to HK\$2.44 billion of interest payments, HK\$51.7 million payments for principal and interest components of lease liabilities and HK\$25.8 million payments on debt financing costs, partially offset by HK\$1.66 billion proceeds from WM Cayman II Revolver.

### **Indebtedness**

The following table presents a summary of our indebtedness as of the dates indicated.

	As of December 31,			
	2022	2023	2024	2024
	HK\$	HK\$ (in thousands)	HK\$	US\$
Bank loans . . . . .	11,699,029	11,704,915	8,941,565	1,151,121
Senior Notes . . . . .	36,645,398	36,733,922	31,826,747	4,097,319
Convertible Bonds . . . . .	—	4,689,437	4,657,573	599,608
WML Convertible Bond Conversion Option Derivative . . .	—	576,359	256,219	32,985
Unamortized debt financing costs, debt discount and premiums, net . . . . .	(115,930)	(1,025,019)	(843,557)	(108,598)
Total interest-bearing borrowings . . . . .	48,228,497	52,679,614	44,838,547	5,772,435

For a summary of our indebtedness, see “Capitalization and Indebtedness” and “Description of Other Material Indebtedness.”

### **Quantitative and Qualitative Disclosure about Market Risk**

Market risk is the risk of loss arising from adverse changes in market rates and conditions, such as interest rates and foreign currency exchange rates.

### *Foreign Currency Exchange Risks*

The financial statements of foreign operations are translated into Hong Kong dollars, the Company’s functional and presentation currency, for incorporation into the consolidated financial statements. The majority of our assets and liabilities are denominated in U.S. dollars, Hong Kong dollars and Macau patacas, and there are

no significant assets and liabilities denominated in other currencies. Assets and liabilities are translated at the prevailing foreign exchange rates in effect at the end of the reporting period. Income, expenditures and cash flow items are measured at the actual foreign exchange rates or average foreign exchange rates for the period. Besides, the currency delineated in our Macau Operations' Gaming Concession Contract with the government of Macau is the Macau pataca. The Macau pataca is linked to the Hong Kong dollar, and the two are often used interchangeably in Macau. The Hong Kong dollar is linked to the U.S. dollar and the exchange rate between these two currencies has remained relatively stable over the past several years. If the Hong Kong dollar and the Macau pataca are no longer linked to the U.S. dollar, the exchange rate for these currencies may severely fluctuate. The current rate of exchange fixed by the applicable monetary authorities for these currencies may also change.

### ***Interest Rate Risks***

One of our primary exposures to market risk is interest rate risk associated with our credit facilities, which bear interest based on floating rates. We attempt to manage interest rate risk by managing the mix of long-term fixed rate borrowings and variable rate borrowings supplemented by hedging activities as considered necessary. We cannot assure you that these risk management strategies will have the desired effect, and interest rate fluctuations could have a negative impact on our results of operations.

The borrowings under the WM Cayman II Revolver bear interest at Term SOFR or HIBOR (as applicable) plus a margin based on the leverage ratio of WM Cayman II on a consolidated basis. If it is not possible to determine Term SOFR (or HIBOR) in accordance with the terms of the credit facilities agreement or if notice is served to us that the funding cost of our majority lender(s) exceeds Term SOFR (or HIBOR), we must enter into good faith negotiations for a period of up to 30 days with a view to agreeing an alternative basis for determining the rate of interest applicable to our affected borrowings. Failing such agreement within the prescribed time, each relevant lender's cost of funding its participation from whatever sources it may in good faith select would apply. Each certified alternative basis is binding on WM Cayman II and treated as part of the credit facilities agreement and applicable related agreements. WM Cayman II may then seek to settle the affected outstanding borrowings. The potential effect of any such event could have on our business and financial condition cannot yet be determined.

### **Off Balance Sheet Arrangements**

We have not entered into any transactions with special purpose entities nor do we engage in any transactions involving derivatives save for the WML Convertible Bond Conversion Option Derivative and the foreign currency swaps. For further details, see the section headed "Description of Other Material Indebtedness—WML Convertible Bonds" of this offering memorandum and note 20 to our financial statements for the year ended December 31, 2024 included elsewhere in this offering memorandum. We do not have any retained or contingent interest in assets transferred to an unconsolidated entity.

### **Other Liquidity Matters**

We expect to fund our operations and capital expenditure requirements from cash on hand, availability under the WRL Revolving Loan Facility, new borrowings and operating cash flows. However, we cannot be sure that operating cash flows will be sufficient for those purposes. We may refinance all or a portion of our indebtedness on or before maturity. We cannot be sure that we will be able to refinance any of the indebtedness on acceptable terms or at all.

New business developments or other unforeseen events may occur, resulting in the need to raise additional funds. There can be no assurances regarding the business prospects with respect to any other opportunity. Any other development would require us to obtain additional financing.

In the ordinary course of business, in response to market demands and client preferences, and in order to increase revenues, we have made and will continue to make enhancements and refinements to our resorts. We have incurred and will continue to incur capital expenditures related to these enhancements and refinements.

Taking into consideration our financial resources, including our cash and cash equivalents, availability under our credit facilities and internally generated funds, we believe that we have sufficient liquid assets to meet our current and anticipated working capital and operating requirements.

## BUSINESS

### Overview

We are a developer, owner and operator of two integrated destination casino resorts, Wynn Palace and Wynn Macau, located in the Greater Bay Area region of the People's Republic of China. Our resorts in Macau include world-class hotel facilities, a variety of regional and international dining options, retail outlets and an array of one-of-a-kind entertainment offerings.

Our strategy in the Greater Bay Area encompasses investment in our integrated resorts, in our people and in the broader community. To attract and retain our customers, we design and continually make enhancements to refresh, improve and expand our resorts. We also maintain numerous programs to invest in our approximately 11,500 Macau-based employees. Through a robust emphasis on human resources and staff training, we provide opportunities for movement within our Group to ensure employees can pursue their career goals with us and to elevate their functional and leadership skills. Through our "Wynn Care" program, we facilitate reinvestment in our community, encourage volunteerism and promote responsible gaming. Since launching this program, we have centralized our community-focused initiatives under one umbrella and expanded our efforts from various volunteer activities and community events in Macau into the Greater Bay Area and beyond. Through our charitable foundation "Wynn Care Foundation", we continue to broaden our efforts in pursuing positive social impact and supporting charitable development within Macau and mainland China. We are also fully committed to supporting sustainable development for the benefit of Macau and the planet by monitoring and reducing inefficient energy and resource consumption and embracing technologies that help us to responsibly use our resources.

On December 16, 2022, WRM, an indirect subsidiary of the Company, entered into a Gaming Concession Contract with the Macau SAR, pursuant to which WRM was granted a 10-year gaming concession commenced on January 1, 2023 and expires on December 31, 2032, to operate games of chance at Wynn Palace and Wynn Macau. We cannot assure you that we will be able to secure WRM's gaming concession beyond that date.

The levels of tourism and overall gaming activities in Macau are key drivers of our business. Both the Macau gaming market and visitation to Macau grew significantly from liberalization in 2002. According to the Macau Statistics and Census Service Monthly Bulletin of Statistics, visitation to Macau in 2024 increased 23.8% as compared to 2023.

We believe that Macau is located in one of the world's largest concentrations of potential gaming and tourism customers. Since the introduction of new casinos starting in 2004, the Macau market has experienced a significant increase in annual gaming revenue from the HK\$21.53 billion (approximately US\$2.77 billion) generated in 2002. According to Macau statistical information, casinos in Macau generated HK\$220.18 billion (approximately US\$28.35 billion) in gaming revenue in 2024, representing an increase of 23.9% compared to the HK\$177.73 billion (approximately US\$22.88 billion) generated in 2023. We believe that Macau's stated goal of becoming a world-class tourism destination will continue to drive additional visitation to the market and create future opportunities for us to invest and grow.

### Competitive Strengths

We benefit from a number of competitive strengths, including the following:

#### *Successful Premium Business Model*

We believe our brand name, high quality and luxury accommodations, focus on service and attention to detail allow us to penetrate the premium segments of the market more effectively. The combination of Wynn

Macau's and Wynn Palace's high-quality offerings and location allows us to attract the premium clients, which we believe represent the most attractive segments of the Macau gaming market and which provide us with a majority of our revenues. We believe that our best-in-class facilities and service levels enable us to generate the highest revenue per gaming position in Macau. We calculate the revenue per gaming position using several assumptions, including but not limited to: (i) each gaming table has 6 gaming positions, (ii) the revenue from non gaming and integrated resort businesses is excluded from the total revenue, and (iii) financial data are based on the latest available public filings.

### ***Location in One of the World's Largest Concentrations of Potential Gaming and Tourism Customers***

We are a holding company focused exclusively on Macau, one of the world's largest gaming markets measured by gross gaming revenues and the only location in China to offer legalized casino gaming. We have benefited from this growth, and we believe that Macau will maintain its leading position as the largest gaming market in the world as the prospects for continued revenue growth are driven by strong underlying demographics and increasing regional wealth.

### ***Strong International Client Base and Proven Marketing Capability***

WRM has a strong base of clients from throughout the world, many of whom have long-standing relationships with the Wynn Group. We service these clients by an internal marketing team at Wynn Macau and Wynn Palace and the marketing team of our affiliate WIML with offices in Hong Kong, Singapore, Japan, Taiwan and Canada. We also market Wynn Macau and Wynn Palace directly to gaming clients using database marketing techniques, as well as traditional incentives, including loyalty programs, reduced room rates and complimentary meals and suites. We also seek to increase the general awareness of our properties through various media channels, including social media, television, radio, newspapers, magazines, the internet, direct mail and billboards.

### ***Significant Growth Potential***

We opened our first property in Macau, Wynn Macau in 2006, followed by Encore at Wynn Macau, an expansion of Wynn Macau that added an integrated resort and casino, in 2010. On August 22, 2016, we opened Wynn Palace, an integrated resort and casino in the Cotai area of Macau containing a casino, luxury hotel rooms, convention, retail, entertainment, spa, salon and food and beverage offerings. As at December 31, 2024, we had a total of 303 table games at Wynn Palace and 257 at Wynn Macau. We are approved by the Macau government to operate 570 gaming tables and 1,100 gaming machines at our Macau Operations currently. We are also able to transfer table games between our Macau properties to optimize our casino operations. We believe our portfolio of offerings at our various Macau properties, which are located in the Macau peninsula and the Cotai area of Macau, positions us well for long-term sustainable growth through our strategic presence in these key gaming and tourism districts.

### ***Strong Management Team with Successful Track Record***

Our management team has significant experience in designing, developing, marketing and operating integrated casino resorts. The members of our senior management team are highly respected in the hotel and gaming industries. Our existing management team has been responsible for the successful development and operation of some of the world's best known gaming resorts.

### ***A "Model Citizen" of the Greater Bay Area***

We strive to be a force for positive change in Macau and across the Greater Bay Area, which is the region encompassing Macau, Hong Kong and southern Guangdong Province. Through the "Wynn Care" program, we drive reinvestment in our community, encourage volunteerism and promote responsible gaming. Since launching

this program, we have centralized our community-focused initiatives under one umbrella and continued to engage in various volunteer activities and community events in Macau, the Greater Bay Area and beyond. We are also fully committed to supporting the sustainable development for the benefit of Macau and endeavor to provide our guests with a premium experience while remaining environmentally conscious by monitoring and reducing inefficient energy and resource consumption and embracing technologies that help us to responsibly use our resources.



We are dedicated to improving the skills of the local workforce. Most of our employees and management team are from Macau, and we offer them opportunities to advance their careers within our company. We provide our employees with the necessary skills, knowledge and tools to deliver exceptional service to our guests while cultivating a positive work culture and service-oriented mindset. We also offer employees professional development and training opportunities to enhance their core and leadership skills. At all levels, from executives to middle-level managers and emerging leaders, we prioritize cultivating leadership skills and creating a continuous learning and growth culture. We have launched and successfully completed a series of talent development programs aimed at transforming our local management team into future industry leaders. In 2024, we collaborated with several universities to enhance their talent development initiatives across the Greater Bay Area. We offer on-site exposure, sharing sessions, and valuable learning opportunities to help students gain a deeper understanding of the hospitality industry. We are committed to implementing training programs that nurture skilled hospitality professionals and support Macau's sustainable tourism growth and reputation.

## **Our Strategies**

We aim to create shareholder value by continuing to pursue our management's well established strategy of identifying opportunities for, and pursuing with the greatest attention to detail, the design, development and operation of luxury casino resorts in Macau. Our principal strategies are set forth below.

### ***Capitalize on the International Reputation of the "WYNN" Brand***

We seek to capitalize on our ability to use the internationally recognized "WYNN" brand to promote Wynn Macau and other projects, including Wynn Palace, to a VIP clientele throughout the world. We also intend to capitalize on our relationships in the Macau gaming industry, which we believe arise to a large degree as a result of the market-wide respect for, and recognition of, the proven track record of the "WYNN" brand in the global luxury casino resort industry.

### ***Expand Our Client Network and Cultivate Client Relationships***

*In-house VIP Program.* We hope to expand and develop our already substantial network of loyal international and domestic VIP clients. In addition to our internal marketing team focusing on marketing our Macau Operations to VIP players in Asia, we intend to continue to use the services of WIML, as well as independent marketing representatives in major cities around the world to market our Macau Operations. Our VIP clients are accustomed to enjoying the finest amenities when they travel, and we strive to satisfy their needs and desires. We are conscious of the ever changing demands and preferences of clients in the destination casino resort industry, particularly at the highest end. The Wynn Macau and Wynn Palace casino resorts offer clients both gaming and non-gaming amenities. We will endeavor to adapt our offering of luxury accommodations, private gaming salons, fine dining and premium retail offerings to cater to the evolving preferences of our clients, especially our VIP clients.

*Premium Mass Market.* In addition to our focus on providing luxury casino resorts targeted to VIP clients, we also seek to attract a significant percentage of the premium mass market clients visiting Macau from mainland China, Hong Kong and other regions. We also seek to attract these clients to our resorts through billboard, print and electronic media advertising. Wynn Macau's performance lake, with its music fountains and fire show, as well as its dramatic front feature of an gold "prosperity tree" with its Chinese zodiac-inspired ceiling show, in addition to Wynn Palace's cable car ("SkyCab") ride, 8-acre performance lake, animated floral art displays and fine art displays and gourmet food hall, are designed to stand out to visitors to Macau and attract local clients. Our Macau Operations also offer promotions, including free shuttle services to and from the border gate, ferry terminal and Macau International Airport to attract mass market clients. While the GGR mix of the mass market for the Macau market has increased from 54% for 2019 to 75% for the twelve months period ended on June 30, 2025, the GGR mix of the mass market for the Company has increased from 51% to 84%.

## **Our Properties and Projects**

### ***Wynn Palace Integrated Resort***

#### ***Resort***

Wynn Palace, one of our two existing Macau properties that we own and operate, opened to the public on August 22, 2016 in the Cotai area of Macau. Wynn Palace is a 6 million square foot integrated resort located in the Cotai area of Macau and adjacent to the Macau Light Rapid Transit.

Wynn Palace is conveniently located minutes from both Macau International Airport and the Macau Taipa Ferry Terminal and directly adjacent to a stop serviced by Macau's light rail system. The property features approximately 468,000 square feet of casino space and casino support and ancillary areas with 303 table games and 598 slot machines or similar electronic gaming devices, offering 24-hour gaming and a full range of games, including private gaming salons and sky casinos. We frequently adjust the mixture of gaming tables and slot machines based upon a number of factors, including the popularity of particular games. We offer most major types of table games such as baccarat, blackjack, poker, Caribbean stud poker, roulette and sic bo. Baccarat is the most popular game among our clients measured by the level of revenues generated per table.

Wynn Palace also features a luxury hotel tower with a total of 1,706 guest rooms, suites, and villas, offering a health club, spa, salon, and pool. In addition, Wynn Palace offers 14 food and beverage outlets and a food hall which includes 6 standalone restaurants and a variety of additional food offerings, approximately 107,000 square feet of high-end, brand-name retail space, and approximately 37,000 square feet of meeting and convention space. Chef Tam's Seasons was honored with two Michelin stars and Mizumi at Wynn Palace was honored with one Michelin star. Chef Tam's Seasons and SW Steakhouse were honored with Black Pearl One Diamond in 2025. Wynn Palace and its culinary and spa offerings have won 6 five-star awards from Forbes Travel Guide in 2025. Wynn Palace's signature public attractions and entertainment offerings include a performance lake, an immersive entertainment center, Western and Asian art displays.

We are in the design stages of developing the next phase of Wynn Palace. We currently expect that the next phase at Wynn Palace will incorporate an array of amenities such as an expanded event space and other non-gaming offerings.

#### ***Land concession***

The Macau SAR owns most of the land in Macau, and in most cases private interests in real property located in Macau are obtained through long-term leases and other grants of rights to use land from the government. The Group owns a land concession for approximately 51 acres of land in the Cotai area of Macau (the "Cotai Land") for a term of 25 years from May 2012. WRM pays annual rent of MOP7.9 million (HK\$7.6 million, or US\$1.0 million) for the land concession contract.

### ***Wynn Macau Integrated Resort***

#### ***Resort***

Wynn Macau, one of our two existing Macau properties owned and operated by WRM, opened to the public on September 6, 2006 at the center of Macau's first luxury gaming resort cluster, on the urban Macau peninsula. Encore at Wynn Macau, a further expansion of Wynn Macau that added a fully integrated resort hotel, opened on April 21, 2010.

Located in the heart of downtown Macau, Wynn Macau features approximately 294,000 square feet of casino space and casino support and ancillary areas with 257 table games and 696 slot machines or similar electronic gaming devices, offering 24-hour gaming and a full range of games, including private gaming salons, sky casinos, and a poker pit. We frequently adjust the mixture of gaming tables and slot machines based upon a

number of factors, including the popularity of particular games. We offer most major types of table games such as baccarat, blackjack, poker, Caribbean stud poker, roulette and sic bo. Baccarat is the most popular game among our clients measured by the level of revenues generated per table.

Wynn Macau also features two luxury hotel towers with a total of 1,010 guest rooms and suites, offering two health clubs and spas, a salon and a pool. In addition, Wynn Macau offers 12 food and beverage outlets, approximately 64,500 square feet of high-end, brand-name retail shopping, and approximately 31,000 square feet of meeting and convention space.

Wynn Macau features Chinese and international restaurants. One of the restaurants, Wing Lei, was awarded two Michelin stars. Wynn Macau and its culinary and spa offerings have won 6 five-star awards from Forbes Travel Guide in 2025. Wynn Macau also features extensive convention, meeting and reception space and provides fully catered wedding and banquet services. The Wynn Esplanade hosts dozens of high-end, brand-name retail stores and boutiques. We also own and operate two spas at our resort complex that have been recognized with the Forbes Five-Star award, as well as fitness centers, a swimming pool, a salon and other amenities. Wynn Macau's signature attractions include a performance lake and a rotunda show featuring a Chinese zodiac-inspired ceiling along the with gold "tree of prosperity".

### *Land Concession*

The Macau SAR owns most of the land in Macau, and in most cases private interests in real property located in Macau are obtained through long-term leases and other grants of rights to use land from the government. In June 2004, WRM entered into a land concession contract and leased an approximately 16-acre parcel of land on the Macau peninsula from the Macau SAR. The land concession contract was subsequently amended to reflect the additional square feet added as a result of the construction of Encore at Wynn Macau. The term of the land concession contract is 25 years, which may be renewed with government approval for successive periods terminating no later than December 19, 2049. WRM pays annual rent of MOP3.8 million (HK\$3.7 million or US\$0.5 million) for the land concession contract.

### **Advertising and Marketing**

Wynn Macau and Wynn Palace attract wealthy Chinese and international VIP gaming clients, due in part to the high degree of name recognition and client loyalty that we believe the "WYNN" brand has developed over the last two decades by operating some of the signature properties on the Las Vegas Strip. Our advertising and marketing strategy consists of positioning Wynn Macau and Wynn Palace as full service luxury resorts in the leisure, convention and tour and travel industries. We market these resorts directly to gaming customers using database marketing techniques, as well as traditional incentives, including reduced room rates and complimentary meals and suites. Our rewards system offers discounted and complimentary meals and beverages, lodging and entertainment for our guests. We also create general market awareness for our resorts through various media channels, including social media, radio, newspapers, magazines, the internet, direct mail and billboards. We also maintain, through third party operators, a fleet of shuttle busses and operates shuttle services to and from the Gongbei Border Gate, the Macau Ferry Terminal, the Taipa Ferry Terminal, Hong Kong—Zhuhai—Macau Bridge, Hengqin Port and the Macau International Airport. We have an internal marketing team at both Wynn Macau and Wynn Palace. We also make use of the marketing team of our affiliate WIML, which has offices in five locations in Asia and North America.

### **Loyalty Programs**

For our mass table and slot customers, we offer a loyalty club called "Red Card". Players enrolled in the club earn points based on their play that can be redeemed for a variety of items such as, complimentary meals and lodging, various retail items, promotional chips and free tournament entries. The loyalty club is multi-tiered and as customers play more and move up in tier status they also earn benefits such as free limousine services, special VIP check-in area, a complimentary birthday gift and more. The Red Card loyalty club has been instrumental not only in retaining our valued customers but also in capturing new customers. The club's database of customers has grown significantly with the opening of Wynn Palace and continues to grow as more visitors come to Macau. Enhancements to the club will continue to evolve as the mass market of Macau grows.

### **Intellectual Property**

Our most important marks are trademarks and service marks that use the name "WYNN." We have been licensed the right to use certain "WYNN"-related trademarks and service marks from Wynn NKH, LLC, a

wholly-owned subsidiary of WRL, in connection with our operation of hotel casinos in Macau in return for a monthly royalty payment. See “Risk Factors—Risks Related to Our Business—If a third party successfully challenges our ownership of, or right to use, the Wynn-related trademarks and/or service marks, our business or results of operations could be harmed.”

The WRL Group has filed applications with the U.S. Patent and Trademark Office to register a variety of “WYNN”-related trademarks and service marks in connection with a variety of goods and services, including the marks “WYNN MACAU”, “ENCORE”, “WYNN PALACE” as well as trademarks of the Chinese characters representing “WYNN.” Some of the applications are based upon ongoing use and others are based upon a bona fide intent to use the marks in the future.

A common element of these marks is the use of the surname “WYNN.” As a general rule, a surname (or a mark primarily constituting a surname) cannot be registered in the United States unless the surname has acquired “secondary meaning.” To date, the WRL Group has been successful in demonstrating such secondary meaning for the Wynn name in certain applications, but there can be no assurance that they will be successful with other pending applications.

U.S. federal registrations are not completely dispositive of the right of such marks. Third parties who claim prior rights with respect to similar marks may nonetheless challenge our right to obtain registrations or our use of the marks and seek to overcome the presumptions afforded by such registrations.

The WRL Group has also filed applications with various patent and trademark registries, including registries in Macau, mainland China, Hong Kong, Singapore, Japan, Taiwan, certain European countries and various other jurisdictions throughout the world to register a variety of “WYNN”-related trademarks and service marks in connection with a variety of goods and services. These marks include many of the same marks filed with the U.S. Patent and Trademark Office and include “WYNN MACAU” and “ENCORE.” The WRL Group has registered “WYNN PALACE”-related marks in Macau, mainland China, Hong Kong and various jurisdictions. Some of these applications are based upon ongoing use and others are based upon a bona fide intent to use the marks in the future. As part of a key design element of Wynn Macau, the marquee sign for Wynn Macau is also patented.

We recognize that our contractual rights to use certain intellectual property assets, especially the logo version of “WYNN,” are among our most valuable assets. The WRL Group has undertaken a program to register its trademarks and other intellectual property rights in all relevant jurisdictions, some of which pose a risk of unauthorized use or counterfeiting. We believe the WRL Group will take all reasonable steps to not only acquire but protect our intellectual property rights against such unauthorized use throughout the world.

The WRL Group has also registered various domain names, including [www.wynnmacau.com](http://www.wynnmacau.com), [www.wynnmacaulimited.com](http://www.wynnmacaulimited.com) and [www.wynncotai.com](http://www.wynncotai.com), with various domain registrars around the world. Our domain registrations extend to various foreign countries such as “.com.cn” and “.com.hk.” We pursue domain related infringement on a case-by-case basis depending on the infringing domain in question. The information found on these websites is not a part of this Offering Memorandum.

## **Employees**

The success of our Macau Operations will be affected by our success in hiring and retaining our employees.

Wynn Macau and Wynn Palace compete with the large number of casino resort developments in Macau for limited qualified employees. We seek employees from Macau and other countries to adequately staff our Macau resorts, and policies announced publicly by the Macau government have affected our ability to import labor in certain job classifications. We coordinate with the Macau labor and immigration authorities to help ensure that our labor demand is satisfied, but we may not be able to recruit and retain a sufficient number of qualified employees for our Macau Operations or obtain the required work permits for those employees.

We had approximately 11,500 employees. A significant portion of our employees are gaming employees, with the balance being primarily hotel, food and beverage employees. A small number of our employees are employed by Worldwide Wynn, a WRL Group company. These employees have been seconded to us and their costs are allocated to the Company pursuant to existing agreements. See “Related Party Transactions—Staff secondment payroll charges.” Our employees are selected, remunerated and promoted on the basis of their merit, qualifications, competence and contribution to the Company.

We make extensive efforts on employee retention with a focus on the particularities of the Macau labor market. Our human resource experience and familiarity with the Macau market has led to the creation of key policies, such as highly specialized health insurance and medical care packages that provide for non-conventional medical coverages. None of our employees are members of any labor union. We are not party to any collective bargaining or similar agreement with our employees. We believe that we have a good relationship with our employees. We hire a number of non-skilled foreign laborers through Wynn Manpower, Limited and non-skilled PRC laborers through Sociedade de Hotelaria Limitada, each an employment agent held by the WRL Group, in compliance with Macau government requirements.

## **Competition**

Macau, located in the Greater Bay Area, is governed as a special administrative region of China and is located approximately 37 miles southwest of Hong Kong. The journey between Macau and Hong Kong takes approximately 15 minutes by helicopter, 30 minutes by road via the opening of the Hong Kong—Zhuhai—Macau Bridge and one hour by jetfoil ferry. Macau, which has been a casino destination for more than 60 years, consists principally of a peninsula on mainland China and two neighboring islands, Taipa and Coloane, between which the Cotai area is located. In addition to WRM, SJM, Galaxy, Venetian Macau, Melco and MGM Macau are permitted to operate casinos in Macau, with a total of 30 casinos currently in operation.

Both the Macau gaming market and visitation to Macau grew significantly from liberalization in 2002. According to the Macau Statistics and Census Service Monthly Bulletin of Statistics, visitation to Macau in 2024 increased 23.8% as compared to 2023.

We believe that Macau is located in one of the world’s largest concentrations of potential gaming and tourism customers. Since the introduction of new casinos starting in 2004, the Macau market has experienced a significant increase in annual gaming revenue from the HK\$21.53 billion (approximately US\$2.77 billion) generated in 2002. According to Macau statistical information, casinos in Macau generated HK\$220.18 billion (approximately US\$28.35 billion) in gaming revenue in 2024, representing an increase of 23.9% compared to the HK\$177.73 billion (approximately US\$22.88 billion) generated in 2023. We believe that Macau’s stated goal of becoming a world-class tourism destination will continue to drive additional visitation to the market and create future opportunities for us to invest and grow.

Our Macau Operations face competition primarily from the 28 other casinos located throughout Macau in addition to casinos located throughout the world, including Singapore, South Korea, the Philippines, Vietnam, Cambodia, Malaysia, Australia, Las Vegas, cruise ships in Asia that offer gaming, and other casinos throughout Asia. Additionally, certain other Asian countries and regions have legalized or in the future may legalize gaming, such as Japan, Taiwan, and Thailand, which could increase competition for our Macau Operations.

## **Insurance**

We maintain property damage and business interruption insurance in the amount of US\$2.0 billion for Wynn Palace and US\$1.5 billion for Wynn Macau, as well as insured with crime and fidelity insurance. Together with WRL, we are party to a terrorism insurance policy that provides us with no less than US\$1.0 billion of coverage of losses resulting from terrorist acts with respect to WRM.

We believe that our insurance coverage is consistent with industry and regional practice and adequate and appropriate for our operations and we expect to adjust our coverage going forward as appropriate.

**Legal Proceedings**

We are currently not a party to any material legal or administrative proceedings. We may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of business. Litigation or any other legal or administrative proceeding, regardless of the outcome, is likely to result in substantial cost and diversion of our resources, including our management's time and attention.



## REGULATION

### General

On December 16, 2022, WRM, an indirect subsidiary of the Company, entered into a definitive Gaming Concession Contract with the Macau SAR, pursuant to which WRM was granted a 10-year gaming concession commencing on January 1, 2023 and expiring on December 31, 2032, to operate games of chance at Wynn Palace and Wynn Macau.

As a casino concessionaire, WRM is subject to the regulatory control of the Macau government. The Macau government has adopted laws and administrative regulations governing the operation of casinos in Macau. Only concessionaires are permitted to operate casinos. Each concessionaire was required to enter into a concession agreement with the Macau SAR which, together with the laws and administrative regulations, form the framework for the regulation of the activities of the concessionaire.

Under the laws and administrative regulations, concessionaires are subject to suitability requirements relating to background, associations and reputation, as are stockholders of 5% or more of a concessionaire's equity securities, officers, directors and key employees. The same requirements apply to any entity engaged by a concessionaire to manage casino. In addition, whenever DICJ deems necessary, all other WRM employees, shareholders holding (individually or collectively, directly or indirectly) 5% or more of the share capital, and entities collaborating with or participating in the operation of gaming activities may also be subject to suitability assessments by the DICJ. Concessionaires are required to satisfy minimum capitalization requirements, demonstrate and maintain adequate financial capacity to operate the concession and submit to continuous monitoring of their casino operations by the Macau government. Concessionaires also are subject to periodic financial reporting requirements and reporting obligations with respect to, among other things, certain contracts, financing activities and transactions with directors, financiers and key employees. Transfers or the encumbering of interests in concessionaires must be reported to the Macau government and are ineffective without government approval.

Each concessionaire is required to engage a managing director who must be a permanent resident of Macau and the holder of at least 15% of the capital stock of the concessionaire. The appointment of the managing director and of any successor is ineffective without the approval of the Macau government. All contracts placing the management of a concessionaire's casino operations with a third party also are ineffective without the approval of the Macau government.

Concessionaires are subject to a special gaming tax of 35% of gross gaming revenue, and must also make an annual contribution of up to 5% of gross gaming revenue for the promotion of public interests, social security, infrastructure and tourism.

The Gaming Law states that the Chief Executive may reduce or exempt the special contributions in whole or in part in the case of:

1. Expansion of customer markets by the casino concessionaire
2. Negative impacts on the overall economy of the Macau SAR and the operation of the casino concessionaire due to exceptional, unforeseen events of force majeure.

The Chief Executive's order sets out the concrete criteria, stating that a reduction or exemption requires the calculation of the gross gaming revenue generated by the expansion of foreign customer markets by casino concessionaires.

Concessionaires are obligated to withhold applicable taxes, according to the rate in effect as set by the government, from any commissions paid to gaming promoters. The withholding rate may be adjusted from time to time.

In addition to the special gaming tax and as consideration for the operation of casino games of chance, an annual premium consisting of a fixed and a variable portion is due, as well as a special premium if a gaming table or machine does not reach the annual minimum gross gaming revenue determined by an order of the Chief Executive.

The Gaming Concession Contract between WRM and the Macau SAR requires WRM to operate two casinos: “Casino Wynn Macau” and “Casino Wynn Palace.”

Under the Gaming Concession Contract, WRM provided a first demand bank guarantee of MOP1.00 billion (US\$124.4 million) in favor of the Macau government to support WRM’s legal and contractual obligations, from January 1, 2023 until one hundred and eighty days after the term of the Gaming Concession Contract expires or the rescission of the concession.

Pursuant to the Gaming Concession Contract and the laws and administrative regulations, the Macau government may rescind the gaming concession if WRM fails to fulfill its obligations, including in the circumstances of (i) endangerment to the national security of mainland China or Macau, (ii) failure on the part of WRM to perform its obligations under the Gaming Concession Contract, (iii) public interest, and (iv) WRM ceasing to be eligible for the gaming concession under the Macau gaming law. If the Macau government rescinds the Gaming Concession Contract due to WRM’s non-fulfillment, or perceived non-fulfillment, of its obligations,

WRM will be required to transfer to the Macau government, free from any encumbrance or lien and without compensation, all of its casinos, gaming assets and equipment and ownership rights to its casino areas in Macau. Beginning in the eighth year of WRM's concession, the Macau government may exercise its right to redeem the concession by providing WRM with at least one-year prior written notice. In such event, WRM would be entitled to fair and equitable compensation pursuant to the Macau gaming law. The amount of such compensation relating to the projects agreed with the Macau government would be determined based on the earnings of these projects, before interest, depreciation and amortization for the fiscal year immediately preceding the date the redemption is declared, multiplied by the number of years remaining on the term of the Gaming Concession Contract. The Macau government may assume temporary custody and control over the operation of a concession in certain circumstances. During any such period, the costs of operations must be borne by the concessionaire.

WRM is required to obtain prior approval from the relevant Macau authorities or officials for various corporate changes and actions, including expansion of its business scope, issuance of shares, transfer or creation of any encumbrances over its shares, issuance of debt securities, change of its managing director or the authority delegated thereto, appointment of any new director, change of its articles of association, certain transfers of property rights and creditor's rights, entering into a consumer loan contract or similar contract with a value equal to or exceeding MOP100.0 million (US\$12.5 million), and granting of a loan to any of its directors, shareholders or key employees. WRM is required to notify the Macau government of certain other changes, including any loan, mortgage, claim for obligation, guarantee or the assumption of any debt for financing its business with a value that equals to or exceeds MOP16.0 million (US\$2.0 million). WRM is required to notify the Chief Executive of Macau at least five working days in advance prior to making material financial decisions (i) related to the transfer of funds within WRM which exceeds 50% of its share capital, (ii) related to employee salaries, remuneration or benefits which exceed 10% of its share capital, and (iii) not related to above items (i) and (ii), whose value exceeds 10% of its share capital.

Pursuant to the Gaming Concession Contract, WRM is required to submit to the Macau government for its approval, an annual proposal of the specific projects identified in the investment plan annexed to the Gaming Concession Contract which it intends to execute in the following year by September 30, of each prior calendar year, detailing each project in which it intends to invest, the investment amount and the execution schedule. Within 60 days after submission of each annual execution proposal, the Macau government will decide on its approval, and may request adjustments to specific projects, the investment amount and/or the execution schedule. If any of the annual execution proposals or parts thereof are not approved by the Macau government, WRM is obliged to propose allocating the relevant funds to other projects, which are also subject to subsequent approval by the Macau government, while the total committed investment amount will remain unchanged. The annual execution proposal for the year 2024 and the year 2025 were previously submitted in September 2023 and 2024, respectively, and were thereafter approved by the Macau government. WRM is required to submit a report on the execution of the previous year's execution proposal by March 31, of each calendar year. The execution report of the proposal for the year 2023 was submitted in March 2024 and was thereafter reviewed by the Macau government. The execution report of the proposal for the year 2024 was submitted to the Macau government in March 2025. The execution report presented by the concessionaires may be subject to extraordinary audit upon determination by the Macau government. In addition, WRM is subject to the supervision of the Macau government in regards to the execution of development projects included in the investment plan, and WRM must submit progress reports every two months, and may be requested to submit exceptional detailed reports whenever the normal progress of any development project included in the investment plan is compromised.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### Our Directors

The following table sets forth information regarding our Board of Directors as of the date of this offering memorandum.

Name	Position	Age
Mr. Craig Scott Billings	Executive Director and Chief Executive Officer	52
Ms. Linda Chih-Ling Chen	Executive Director, Vice Chairman of the Board and President	58
Mr. Frederic Jean-Luc Luvisutto	Executive Director and Chief Operating Officer	53
Ms. Ellen Fae Whittemore	Non-executive Director	68
Ms. Julie Mireille Cameron-Doe	Non-executive Director	55
Dr. Allan Zeman, <i>GBM, GBS, JP</i>	Chairman of the Board and Independent Non-executive Director	77
Mr. Lam Kin Fung Jeffrey, <i>GBM, GBS, JP</i>	Independent Non-executive Director	73
Mr. Bruce Philip Rockowitz	Independent Non-executive Director	66
Mr. Nicholas Robert Sallnow-Smith	Independent Non-executive Director	75
Ms. Leah Dawn Xiaowei Ye	Independent Non-executive Director	67

The biography of each Director is set out below:

### Executive Directors

**Mr. Craig S. Billings**, aged 52, was a non-executive Director of the Company from August 17, 2018 until his re-designation as an executive Director on February 1, 2022. He was also appointed as the Chief Executive Officer of the Company on February 1, 2022. Mr. Billings joined Wynn Resorts, Limited in March 2017. He was previously the President and Chief Financial Officer of Wynn Resorts, Limited and was appointed as the Chief Executive Officer and a member of the board of directors of Wynn Resorts, Limited effective February 1, 2022. Most recently he has served as the Chief Executive Officer of Wynn Interactive Ltd. Mr. Billings has been a board member of the Company since August 2018. Mr. Billings also serves as an officer and/or director of several subsidiaries of Wynn Resorts, Limited and the Company. Mr. Billings has a history of leadership and innovation in the gaming industry, both domestically and internationally. He has held executive and board positions at Goldman Sachs, where he covered the industry globally, Aristocrat Leisure Limited, NYX Gaming Group, and International Game Technology. Prior to joining Wynn Resorts, Limited, Mr. Billings honed a global perspective with senior executive positions in both Australia and the United Kingdom during his time as Chief Digital Officer and Managing Director of Strategy and Business Development at Aristocrat Leisure. He is also the Lead Independent Director, Compensation Committee Chair and a member of the Audit Committee for AppLovin Corporation. Mr. Billings graduated with a Bachelor of Science (Cum Laude) in Accounting from the University of Nevada, Las Vegas and received an M.B.A. from Columbia Business School, United States. Mr. Billings is a Certified Public Accountant.

**Ms. Linda Chen**, aged 58, is the President, Vice Chairman and Executive Director of the Company.

Appointed as the President of the Company with effect from March 1, 2023, Ms. Chen is also the President and managing Director of WRM, and President of Wynn International Marketing, Ltd. Ms. Chen is responsible for leading the overall operations, business and strategic development of both Wynn Macau and Wynn Palace, the Company's two integrated resort developments in Macau.

Ms. Chen was appointed as the Vice Chairman of the Company in April 2018, President of WRM since March 2017, Executive Director of the Company since September 2009, and managing Director of WRM since August 2015.

Ms. Chen played an integral role in the successful openings of Wynn Resorts, Limited's three integrated resorts, namely Wynn Las Vegas, Wynn Macau and Wynn Palace. She was also in charge of establishing Wynn International Marketing, Ltd. and has accumulated more than 30 years of industry experience. She served as Director of Wynn Resorts, Limited from October 2007 to December 2012, Chief Operating Officer of WRM from June 2002 to July 2022 and Chief Operating Officer of the Company from September 2009 to July 2022.

Prior to joining Wynn Resorts, Limited, Ms. Chen was Executive Vice President of International Marketing for MGM Mirage from June 2000 to May 2002, responsible for driving global marketing for its three integrated resorts MGM Grand, Bellagio and The Mirage.

Ms. Chen founded the "Wynn Care" charity brand in 2018 and established the "Wynn Care Foundation" and served as its President since 2020. Currently, Ms. Chen is a Standing Committee member of the Jiangxi Provincial Committee of the Chinese People's Political Consultative Conference; a Director of the Macau Chamber of Commerce; a member of the Board of Trustees of the Cultural Development Fund, Government of Macao S.A.R.; a member of the University Council, Macau University of Science and Technology; and an Honorary President of the Kiang Wu Hospital Charitable Association.

Ms. Chen holds a Bachelor of Science Degree in Hotel Administration from Cornell University in 1989.

**Mr. Frederic Jean-Luc Luvisutto**, aged 53, was appointed as an executive Director of the Company since August 11, 2022. With effect from July 7, 2022, Mr. Luvisutto has become the Chief Operating Officer of the Company and WRM with responsibility for overseeing operations at Wynn Macau and Wynn Palace, including gaming operations. Mr. Luvisutto joined the Group in January 2014 and served as the Wynn Palace Chief Operating Officer from January 2014 to July 2022. Prior to the positions held within the Group, Mr. Luvisutto was the Managing Director of the Star Resort and Casino in Sydney, Australia. Before this he was the Managing Director of Jupiters Resort and Casino, Gold Coast, Australia. Mr. Luvisutto's hospitality and gaming career spans more than 25 years and also includes appointments as Vice President of The Signature at MGM Grand in Las Vegas and Vice President—Hotel Operations at Monte Carlo Resort and Casino in Las Vegas. Mr. Luvisutto graduated from the Lausanne Hotel Management School, Switzerland.

#### **Non-executive Directors**

**Ms. Ellen F. Whittemore**, aged 68, was appointed as a non-executive Director of the Company with effect from January 1, 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 January 31, 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.

**Ms. Julie M. Cameron-Doe**, aged 55, was appointed as a non-executive Director of the Company with effect from May 26, 2023. She has been the Chief Financial Officer of Wynn Resorts, Limited since April 2022. Ms. Cameron-Doe was appointed to the board of The Western Union Company (NYSE: WU) on December 12, 2023. Prior to joining Wynn Resorts, Limited, Ms. Cameron-Doe served as Chief Financial Officer at Aristocrat Leisure Limited (ASX: ALL), a public company listed on the Australian Stock Exchange from February 2018 to April 2022. From August 2013 to January 2018, Ms. Cameron-Doe held senior finance roles at Aristocrat Leisure Limited in Australia. Ms. Cameron-Doe graduated with a Bachelor of Arts in Economics from the University of Durham in the United Kingdom. Ms. Cameron-Doe is a Fellow of the Institute of Chartered Accountants of England and Wales.

### **Independent Non-executive Directors**

**Dr. Allan Zeman, GBM, GBS, JP**, aged 77, was appointed as the non-executive Chairman of the Company on February 7, 2018. Dr. Zeman has been a Director of the Company since its inception and a non-executive Director of the Company since September 16, 2009 and was the Vice Chairman of the Company before his appointment as the non-executive Chairman of the Company. Effective from March 29, 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 and Television Broadcasts Limited (TVB), 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 and reappointed again in June 2025. 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).

In April 2025, Dr. Zeman was appointed as a Special Advisor to the HK Science and Technology Park I&T Powerhouse. Dr. Zeman's role is to inspire innovators and foster a culture in which bold ideas can flourish.

**Mr. Lam Kin Fung Jeffrey, GBM, GBS, JP**, aged 73, has been an independent non-executive Director of the Company since September 16, 2009. Mr. Lam is a member of the Legislative Council of the HKSAR, a non-official member of the Executive Council of the HKSAR, a general committee member of the Hong Kong General Chamber of Commerce, an honorary chairman of The Hong Kong Shippers' Council and a member of the Hong Kong Tourism Board. Mr. Lam also holds numbers of other public and community service positions in Hong Kong.

In addition, Mr. Lam is an independent non-executive director of Analogue Holdings Limited, CC Land Holdings Limited, China Overseas Grand Oceans Group Limited, Chow Tai Fook Jewellery Group Limited, CWT International Limited (formerly known as HNA Holding Group Co. Limited), i-CABLE Communications Limited, Wing Tai Properties Limited, CSC Holdings Limited and Golden Resources Development International Limited, all of which are listed on the Hong Kong Stock Exchange. He has served as the director on the board of Heifer International—Hong Kong since January 2016, and he was the executive director of USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited), which is listed on the Hong Kong Stock Exchange, from July 16, 2021 to November 28, 2023.

In 1996, Mr. Lam was appointed Justice of the Peace in Hong Kong and became a member of the Most Excellent Order of the British Empire. He was awarded the Grand Bauhinia Medal in 2023, the Gold Bauhinia Star in 2011 and the Silver Bauhinia Star in 2004. Mr. Lam was conferred University Fellow of Tufts University in the United States and Hong Kong Polytechnic University in 1997 and in 2000, respectively.

**Mr. Bruce Rockowitz**, aged 66, has been an independent non-executive Director of the Company since September 16, 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.

**Mr. Nicholas Sallnow-Smith**, aged 75, has been an independent non-executive Director of the Company since September 16, 2009. Mr. Sallnow-Smith also served as the Chairman and an independent non-executive director of Link Asset Management Limited (formerly The Link Management Limited) between April 2007 and March 2016, when he also served as Chairman of Link Asset Management Limited's Finance and Investment, and Nominations Committees. Link Asset Management Limited is the manager to Link Real Estate Investment Trust (formerly The Link Real Estate Investment Trust), which is listed on the Hong Kong Stock Exchange. Mr. Sallnow-Smith is also a non-executive director of UCP Plc, which was listed on the London Stock Exchange. He was appointed as an independent non-executive director of Livi Bank Ltd in Hong Kong in April 2019. Prior to joining Link, Mr. Sallnow-Smith was Chief Executive of Hongkong Land Holdings Limited from February 2000 to March 2007. He has a wide ranging finance background in Asia and the United Kingdom for over 30 years, including his roles as Finance Director of Hongkong Land Holdings Limited from 1998 to 2000 and as Group Treasurer of Jardine Matheson Holdings Limited from 1993 to 1998.

Mr. Sallnow-Smith's early career was spent in the British Civil Service, where he worked for Her Majesty's Treasury in Whitehall, London from 1975 to 1985. During that time, he was seconded for two years to Manufacturers Hanover London, working in export finance and in their merchant banking division, Manufacturers Hanover Limited. He left the Civil Service in 1985, following a period working in the International Finance section of H. M. Treasury on Paris Club and other international debt policy matters, and spent two years with Lloyds Merchant Bank before moving into the corporate sector in 1987. Mr. Sallnow-Smith served as the Convenor of the Hong Kong Association of Corporate Treasurers from 1996 to 2000, as Chairman of the Matilda Child Development Centre in 1994 and 1995 and as Chairman of the Matilda International Hospital from 2003 to 2005.

He was an Executive Committee member of the Hong Kong Youth Arts Foundation from 2008 to 2020. He was a member of the Council of the Treasury Markets Association (Hong Kong Association of Corporate Treasurers Representative) from 2006 until June 2019. He was a member of the Board of Governors of Hong Kong Philharmonic Society Ltd. from 2007 until July 2019. He was the Chairman of Manpower Committee of the Hong Kong General Chamber of Commerce from 2014 to 2016. He was previously the Chairman of the General Committee of The British Chamber of Commerce in Hong Kong from 2012 to 2014. He was also a director of the Lion Rock Institute from 2016 until June 2019. He was a member of the Financial Reporting Council of Hong Kong from 2012 to November 2018. Mr. Sallnow-Smith was educated at Gonville & Caius College, Cambridge, and the University of Leicester and is a Fellow of the Association of Corporate Treasurers. He holds M.A. (Cantab) and M.A. (Soc. of Ed.) Degrees.

**Ms. Xiaowei Ye**, aged 67, was appointed as an independent non-executive Director of the Company with effect from April 1, 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.

## Our Senior Management

The following table presents certain information concerning the senior management personnel of the Group and the Company (other than our Executive Directors) as of the date of this offering memorandum.

Name	Position	Age
Jay M. Schall	General Counsel	52
Craig Jeffrey Fullalove	Chief Financial Officer and Chief Administrative Officer	43
Wilson Ning	Chief Marketing Officer—Casino Marketing	59
Wen Yu Zou	Chief Marketing Officer—Resort Marketing	44
Mo Yin Mok	Senior Vice President—Human Resources	64

The biography of each member of the senior management team (other than our executive Directors) is set out below:

**Mr. Jay M. Schall**, aged 52, is the General Counsel of the Company and Executive Vice President and General Counsel—International of Wynn Resorts, Limited. He has held senior legal positions with WRM since May 2006, and was the Executive Vice President and General Counsel of the Company, Executive Vice President—Legal of WRM, and General Counsel—Asia for Wynn Resorts, Limited until his retirement from Wynn Resorts group in February 2021. He re-joined the Wynn Resorts group in April 2022. Mr. Schall has over 25 years of experience in the legal field, including over 20 years in Macau and Hong Kong. Prior to joining the Group, Mr. Schall practiced United States law at a major law firm in the United States and in Hong Kong. Mr. Schall is a member of the State Bar of Texas. Mr. Schall holds a Bachelor of Arts Degree from Colorado College, an MBA from Tulane University, Freeman School of Business and a Juris Doctor (magna cum laude, Order of the Coif) from Tulane University School of Law.

**Mr. Craig Jeffrey Fullalove**, aged 43, is the Chief Financial Officer and Chief Administrative Officer of the Company and WRM. Mr. Fullalove's responsibilities include providing leadership and supervision over both the Company and WRM's Finance, Business Development, Information Technology, Human Resources and other administrative departments. Prior to joining the Group in 2020, Mr. Fullalove was the Senior Vice President and Chief Financial Officer for Asian Coast Development Limited (ACDL). Mr. Fullalove has over 20 years of international experience in finance, having worked previously in South Africa, the United Kingdom, Canada and Vietnam. Prior to joining ACDL, Mr. Fullalove had worked with Deloitte & Touche for 9 years in various roles within both audit and financial advisory. Mr. Fullalove is a qualified Chartered Accountant and holds a Bachelor of Commerce from the University of Cape Town.

**Mr. Wilson Ning**, aged 59, is the Chief Marketing Officer—Casino Marketing, a position he has held since March 2025. Mr. Ning is responsible for leading the gaming marketing functions at our Macau operations. Mr. Ning first joined Wynn Resorts as Vice President for Slot and Loyalty marketing in 2011. From 2015 to 2019, he served as a Senior Vice President with Las Vegas Sands. In 2019, Mr. Ning returned to Wynn Resorts as the Executive Vice President—Casino Marketing, where he spent five years developing innovative marketing strategies for the Wynn property in Las Vegas. Mr. Ning has over 25 years of expertise in integrated resorts and holds a Bachelor's Degree in Marketing from California State University, Sacramento.

**Ms. Wen Yu Zou**, aged 44, is the Chief Marketing Officer—Resort Marketing, a position she has held since February 13, 2023. Ms. Zou is responsible for non-gaming marketing of our Macau operations. Prior to joining the Group, Ms. Zou was the general manager of Paula's Choice, a premium skincare company since 2020. Previously, Ms. Zou worked at Tmall International of Alibaba Group Holding Limited in North America from 2017 to 2020, and prior to that she spent 13 years at the luxury division of L'Oreal. Ms. Zou holds a Major of Bachelor of Public Affairs Administration from the Shanghai Jiao Tong University and Minor in Law from the East China University of Political Science and Law, China.

**Ms. Mo Yin Mok**, aged 64, is the Senior Vice President—Human Resources of the Company, a position she has held since January 2017. Ms. Mok is responsible for overseeing and leading the human resources function of the Company. She joined Wynn Macau in June 2008 as Vice President—Human Resources and was promoted as Wynn Macau Senior Vice President—Human Resources in June 2014. Ms. Mok has an extensive 30-year background in hospitality and human resources, primarily in the luxury hotel sector at The Regent Four Seasons Hong Kong and The Peninsula Hong Kong. Prior to joining the Group, she led The Peninsula Group's worldwide human resources team and, in her position, supported eight Peninsula hotels with more than 5,000 staff, and supported human resources activities for the opening of The Peninsula Tokyo. Ms. Mok also served as the Director of Rooms Division at The Peninsula Hong Kong with responsibility for front office, housekeeping, security and spa departments. Ms. Mok currently serves on the Gaming and Tourism Studies Program Advisory Board of the Macau Polytechnic University and the Training and Development Committee of the Macau Productivity and Technology Transfer Centre.

## Compensation of Directors and Senior Management of the Company

Details of the remuneration paid during the year ended December 31, 2024 to the directors of the Company are as follows:

Name of Directors	Fees	Salaries	Discretionary Bonus	Share-based Payments	Contributions to Retirement Plan	Other	Total	Total
								(US\$ thousands)
(HK\$ thousands)								
<b>Executive Directors:</b>								
Craig S. Billings <sup>(1)</sup> . . . . .	—	—	—	—	—	—	—	—
Linda Chen . . . . .	—	13,592	12,913	36,645	1	2,658	65,809	8,472
Frederic Jean-Luc Luvisutto . . . .	—	9,307	11,069	20,157	273	1,742	42,548	5,478
<b>Non-executive Director:</b>								
Ms. Ellen F. Whittemore <sup>(2)</sup> . . . . .	—	—	—	—	—	—	—	—
Ms. Julie M. Cameron-Doe <sup>(3)</sup> . . . .	—	—	—	—	—	—	—	—
<b>Independent non-executive Directors</b>								
Lam Kin Fung Jeffrey . . . . .	1,050	—	—	1,996	—	—	3,046	392
Bruce Rockowitz . . . . .	1,075	—	—	1,996	—	—	3,071	395
Nicholas Sallnow-Smith . . . . .	1,325	—	—	1,996	—	—	3,321	428
Allan Zeman . . . . .	1,075	—	—	4,099	—	—	5,174	666
Leah Dawn Xiaowei Ye . . . . .	850	—	—	2,016	—	—	2,866	369

Notes:

- (1) In addition to the directors' emoluments disclosed in the above tables, the emolument for Mr. Craig S. Billings was charged to the Group, through the corporate allocation agreement, amounting to HK\$45.0 million for the year ended December 31, 2024.
- (2) In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Ellen F. Whittemore was charged to the Group, through the corporate allocation agreement, amounting to HK\$3.4 million for the year ended December 31, 2024.

- (3) In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Julie M. Cameron-Doe was charged to the Group, through the corporate allocation agreement, amounting to HK\$10.2 million for the year ended December 31, 2024.

### **Transactions between the Company and its Directors and Senior Management**

As of the date of this offering memorandum, there are no loans or guarantees provided and outstanding, other than those entered into in the Company's ordinary course of business, to any of its directors or executive officers. In addition, there have been no transactions during the current or previous audited fiscal year of the Company between the Company and any of its directors and its key managerial management personnel or the key managerial personnel of its Subsidiaries, which, because of their unusual nature or the circumstances into which they have been entered, are or will be required to be disclosed in the Company's accounts or approved by its shareholders and there are no such transactions during an earlier fiscal year which remain in any respect outstanding or unperformed.

### **Corporate Governance**

The Board governs the Company and is responsible for overall leadership of the Group. The Board works to promote the success of the Group through oversight and direction of the Group's business dealings and has delegated the general day-to-day operations of the Group's business to the executive Directors and management team. The Board determines the overall strategic priorities for the Company, reviews and approves budgetary affairs and oversees and monitors the overall performance of management. The Board is provided with all necessary resources including the advice of external auditor, external attorneys and other independent professional advisors as needed.

The Company has a Board with a balanced composition of executive and non-executive Directors (including independent non-executive Directors). The main functions and constitution of the various Board committees are given below.

#### ***Audit and Risk Committee***

The Company has set up an audit and risk committee in compliance with Rule 3.21 of the Listing Rules, the primary duties of which are to review and supervise the financial reporting process, internal control system and risk management system of the Group, maintain an appropriate relationship with the Company's auditor, review and approve connected transactions, and provide advice and comments to the Board.

The audit and risk committee consists of three members: Mr. Nicholas Sallnow-Smith, Mr. Bruce Rockowitz and Dr. Allan Zeman, all of whom are independent non-executive Directors. Mr. Nicholas Sallnow-Smith is the chairman of the audit and risk committee.

The audit and risk committee held four meetings during the year ended December 31, 2024.

#### ***Remuneration Committee***

The Company has set up a remuneration committee, the primary duties of which are to assist the Board in determining the policy and structure for the remuneration of Directors and senior management, evaluating the performance of Directors and senior management, reviewing and/or approving incentive schemes and Directors' service contracts and fixing the remuneration packages for all Directors and senior management. Pursuant to the delegated authority of the Board, the remuneration packages of Directors and senior management may be determined by the remuneration committee in accordance with the committee's written terms of reference. Determination of such matters is based on the Group's performance and the Directors' and senior management members' respective contributions to the Group.

As of December 31, 2024, the remuneration committee consisted of four members: Mr. Nicholas Sallnow-Smith, Mr. Bruce Rockowitz and Mr. Lam Kin Fung Jeffrey, all of whom are independent non-executive

Directors, and Ms. Julie M. Cameron-Doe, a non-executive Director. Mr. Nicholas Sallnow-Smith is the chairman of the remuneration committee.

The remuneration committee held two meetings during the year ended December 31, 2024.

#### ***Nomination and Corporate Governance Committee***

The Company has set up a nomination and corporate governance committee, the primary duties of which are to identify, screen and recommend to the Board appropriate candidates to serve directors of the Company, to oversee the process for evaluating the performance of the Board, to develop and recommend to the Board nomination guidelines for the Company, to review the training and continuous professional development of Directors and senior management, to review and monitor the Company's policies and practices on compliance with legal and regulatory matters, to develop a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards and to review the Company's compliance with the Code. In reviewing the composition of the Board, the nomination and corporate governance committee considers the skills, knowledge and experience and also the desirability of maintaining a balanced composition of executive and non-executive Directors (including independent non-executive Directors).

The nomination and corporate governance committee consists of four members: Mr. Nicholas Sallnow-Smith, Mr. Lam Kin Fung Jeffrey, Dr. Allan Zeman and Ms. Leah Dawn Xiaowei Ye, all of whom are independent non-executive Directors. Mr. Lam Kin Fung Jeffrey is the chairman of the nomination and corporate governance committee.

The nomination and corporate governance committee held one meeting during the year ended December 31, 2024.

## PRINCIPAL SHAREHOLDERS' AND DIRECTORS' INTEREST

The shareholdings and options of the directors in the Company as of the date of this offering memorandum are provided in the table below:

<u>Name</u>	<u>Interest in the Company</u>	<u>Percentage of Outstanding Shares<sup>(1)</sup></u>
Mr. Craig S. Billings	—	—
Ms. Linda Chen	—	—
Mr. Frederic Jean-Luc Luvisutto	6,830,055	0.13%
Ms. Ellen F. Whittemore	—	—
Ms. Julie M. Cameron-Doe	—	—
Dr. Allan Zeman	14,988,800	0.29%
Mr. Lam Kin Fung Jeffrey	6,796,000	0.13%
Mr. Bruce Rockowitz	7,458,800	0.14%
Mr. Nicholas Sallnow-Smith	7,178,000	0.14%
Ms. Leah Dawn Xiaowei Ye	5,735,000	0.11%

Our principal shareholders and their respective shareholdings in the Company as of the date of this offering memorandum are set forth below:

<u>Percentage of Outstanding</u>	<u>Direct Interest</u>		<u>Beneficial Interest</u>	
	<u>Number of Shares</u>	<u>Percentage of Outstanding Shares<sup>(1)</sup></u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Shares<sup>(1)</sup></u>
WM Cayman Holdings Limited I <sup>(2)</sup>	3,750,000,000	71.34%	3,750,000,000 (long position)	71.34%
Wynn Group Asia, Inc. <sup>(2)</sup>	—	—	3,750,000,000 (long position)	71.34%
Wynn Resorts Finance, LLC <sup>(2)</sup>	—	—	3,750,000,000 (long position)	71.34%
Wynn Resorts Holdings, LLC <sup>(2)</sup>	—	—	3,750,000,000 (long position)	71.34%
Wynn Resorts, Limited	—	—	3,750,000,000 (long position)	71.34%
The Goldman Sachs Group, Inc.	—	—	488,439,568 (long position)	9.29%
	—	—	80,069,585 (short position)	1.52%

*Notes:*

- (1) As a percentage of the issued share capital, comprising 5,256,707,600 shares.
- (2) WM Cayman Holdings Limited I is a wholly-owned subsidiary of Wynn Group Asia, Inc., which in turn is wholly-owned by Wynn Resorts Finance, LLC, which in turn is wholly-owned by Wynn Resorts Holdings, LLC, which in turn is wholly-owned by Wynn Resorts, Limited. Therefore, Wynn Group Asia, Inc., Wynn Resorts Finance, LLC, Wynn Resorts Holdings, LLC and Wynn Resorts, Limited are deemed to be interested in the 3,750,000,000 shares which are beneficially owned by WM Cayman Holdings Limited I.
- (3) For the avoidance of doubt, the Shares held by The Goldman Sachs Group, Inc. in long position, after excluding the 459,774,985 Shares borrowed or entitled to borrow by Goldman Sachs International, a wholly-owned subsidiary of The Goldman Sachs Group, Inc. from WM Cayman I pursuant to a stock borrowing and lending agreement dated March 2, 2023, was 28,664,583 shares, accounting for approximately 0.55% of the total number of Shares in issue. The Goldman Sachs Group, Inc. is not a core connected person of the Company and the Shares held by it should be counted toward the public float under the Listing Rules.



## RELATED PARTY TRANSACTIONS

The following is a summary of material transactions that we have engaged in with our direct and indirect shareholders, affiliates of our shareholders and other related parties, including those in which we or our management have a significant equity interest. We believe each of these arrangements, as described below, has been entered into on an arm's-length basis or on terms that we believe have been at least as favorable to us as similar transactions with non-related parties. We believe that the related party transactions were conducted in the ordinary and usual course of the Company's business. There were no significant charges from the Company to the related parties in 2022, 2023 and 2024. For a further discussion of related party transactions, see note 26 to our financial statements for the year ended December 31, 2022 and note 28 to our financial statements for the year ended December 31, 2023 and 2024 included elsewhere in this offering memorandum.

The following table summarizes our related party transactions for the years indicated.

Name of Related Companies	Relationship to Wynn Macau, Limited	Primary Nature of Transactions	Years Ended December 31,			
			2022	2023	2024	2024
			HK\$	HK\$	HK\$	US\$
			(in thousands)			
Wynn Resorts	Ultimate parent company	License fees <sup>(i)</sup>	197,543	770,104	908,923	117,013
Wynn Resorts	Ultimate parent company	Corporate support services <sup>(ii)</sup>	71,092	119,891	100,472	12,935
Wynn Resorts	Ultimate parent company	Share-based payment expenses	84,325	94,459	39,772	5,120
Wynn Las Vegas, LLC	Subsidiary of Wynn Resorts	Compliance services <sup>(iii)</sup>	—	23,000	9,140	1,177
Las Vegas Jet, LLC	Subsidiary of Wynn Resorts	Airplane usage charges <sup>(ii)</sup>	—	4,395	1,306	168
Wynn International Marketing, Ltd.	Subsidiary of Wynn Resorts	International marketing expenses <sup>(iv)</sup>	39,708	51,551	67,051	8,632
Worldwide Wynn, LLC	Subsidiary of Wynn Resorts	Staff secondment payroll charges <sup>(v)</sup>	32,509	40,373	47,023	6,054
Wynn Design & Development, LLC	Subsidiary of Wynn Resorts	Design / development payroll <sup>(vi)</sup>	10,705	45,686	47,656	6,135

We had the following significant balances with our related parties as of the dates indicated.

Name of Related Companies	Relationship to Wynn Macau, Limited	As of December 31,			
		2022	2023	2024	2024
		HK\$	HK\$	HK\$	US\$
		(in thousands)			
<b>Due from related companies—current</b>					
Wynn International Marketing, Ltd.	Subsidiary of Wynn Resorts	121,151	147,585	128,368	16,526
Wynn Las Vegas, LLC	Subsidiary of Wynn Resorts	—	—	7,456	960
Wynn Manpower Limited	Subsidiary of Wynn Resorts	316	335	766	99
Harthor Hospitality Services Limited	Subsidiary of Wynn Resorts	38	58	525	68
Palo Manpower Hong Kong Limited	Subsidiary of Wynn Resorts	363	431	512	66
Lunimi Hospitality Services Limited	Subsidiary of Wynn Resorts	—	22	512	66
Palo Hong Kong Limited	Subsidiary of Wynn Resorts	361	429	510	66
Harthor Hospitality Services HK Limited	Subsidiary of Wynn Resorts	254	353	428	55
SAC Hospitality Services HK Limited	Subsidiary of Wynn Resorts	252	351	426	55
Lumini Hospitality Services HK Limited	Subsidiary of Wynn Resorts	252	351	426	55
Wynn MA, LLC	Subsidiary of Wynn Resorts	313	325	365	47
Lumini Hospitality Services Limited	Subsidiary of Wynn Resorts	13	31	351	45
Lunimi Hospitality Services HK Limited	Subsidiary of Wynn Resorts	—	29	107	14
Miluni Hospitality Services HK Limited	Subsidiary of Wynn Resorts	—	29	107	14
Minilu Hospitality Services HK Limited	Subsidiary of Wynn Resorts	—	29	107	14
Minilu Hospitality Services Limited	Subsidiary of Wynn Resorts	—	22	47	6
SAC Hospitality Services Limited	Subsidiary of Wynn Resorts	13	31	31	4
Miluni Hospitality Services Limited	Subsidiary of Wynn Resorts	—	22	22	3
Wynn Resorts Hotel Marketing and Sales (Asia), LLC	Subsidiary of Wynn Resorts	3	3	3	0
Las Vegas Jet, LLC	Subsidiary of Wynn Resorts	—	—	3	0

Name of Related Companies	Relationship to Wynn Macau, Limited	As of December 31,			
		2022	2023	2024	2024
		HK\$	HK\$	HK\$	US\$
(in thousands)					
Due to related companies—current					
Wynn Resorts	Ultimate parent company	211,664	91,932	82,480	10,618
Wynn Design & Development, LLC	Subsidiary of Wynn Resorts	4,504	7,854	3,255	419
Worldwide Wynn, LLC	Subsidiary of Wynn Resorts	1,134	1,660	1,587	204
Palo Marketing Services Limited	Subsidiary of Wynn Resorts	456	431	53	7
Wynn Las Vegas, LLC	Subsidiary of Wynn Resorts	25,073	10,824	—	—
Las Vegas Jet, LLC	Subsidiary of Wynn Resorts	—	391	—	—

#### (i) License fees

On September 19, 2009, the Company and WRM entered into an intellectual property license agreement and an amended and restated intellectual property license agreement, respectively, with Wynn Resorts and Wynn Resorts Holdings, LLC, a subsidiary of Wynn Resorts, Limited (the “Old Intellectual Property License Agreements”). Under the respective agreements, Wynn Resorts and Wynn Resorts Holdings, LLC grant the Company and WRM the license to use certain intellectual property (the “WRL’s IPs”), including certain trademarks, domain names, “WYNN” related trademarks, copyrights and service marks in connection with a variety of goods and services. These marks include “WYNN MACAU”, “ENCORE” and “WYNN PALACE” as well as trademarks of the Chinese characters representing “WYNN”.

Due to an intercompany licensing arrangement of the WRL’s IPs within the WRL Group, on January 1, 2025, WRL’s IPs were being licensed to another wholly-owned subsidiary of WRL, namely Wynn NKH, LLC. To enable the Group to continue using WRL’s IPs, on the same day, the Company and WRM (as licensees) entered into the intellectual property license agreements with Wynn NKH, LLC (as licensor) (the “New Intellectual Property License Agreements”), and terminated the Old Intellectual Property License Agreements with Wynn Resorts, Limited and Wynn Resorts Holdings, LLC. Save for the change of licensor from Wynn Resorts Holdings, LLC to Wynn NKH, LLC, the material terms and conditions of the New Intellectual Property License Agreements remain substantially the same as those of the Old Intellectual Property License Agreements.

The license fee payable by the Group equals the greater of (a) 3% of the IP gross monthly revenues and (b) US\$1.5 million (HK\$11.7 million) per month. For the purposes of each intellectual property license agreement, the term “IP gross revenues” refers to the licensee’s total operating revenues as adjusted by adding back (x) commissions and others which were netted against operating revenues and (y) promotional allowances, and the term “IP gross monthly revenues” refers to the licensee’s IP gross revenues accrued at the end of each calendar month. The calculation of each licensee’s operating revenues, promotional allowances, and commissions and others in connection with the IP gross revenues stated in the intellectual property license agreements shall always be consistent with our accounting policies and prepared in accordance with IFRS as in effect from December 31, 2008.

#### (ii) Corporate support services

WRL provides corporate support services to us. These services consist of a limited number of executives in relevant areas assisting us on certain matters. The assistance includes guidance on certain issues and ensuring that, from a regulatory standpoint, we follow and maintain WRL’s standard operating procedures. The annual fees for the services provided by WRL are based on an allocation of the actual proportion of WRL’s annual corporate departments’ costs (including salaries and benefits for such employees during the period in which such services are rendered) and overhead expense related to the provision of such services, and in any event, such annual fees charged by Wynn Resorts shall not exceed 50% of the aggregate annual corporate departments’ costs and overhead expenses incurred by WRL during any financial year.

Similarly, we have reciprocal arrangements to allow WRL or its subsidiaries (other than us) to have access to the services of any of our employees provided that such services do not materially interfere with such employees' obligations to, and responsibilities with, the Company. For services provided by our employees, WRL shall pay for the services based on actual cost (including salaries and benefits for such employees during the period when such services are being rendered) and expense on a reimbursement basis.

WRL allows us to use aircraft assets owned by WRL and its subsidiaries (other than us) at hourly rates set by Las Vegas Jet, LLC, a subsidiary of WRL. Similarly, we have reciprocal arrangements to allow WRL or its subsidiaries (other than us) to use any aircraft assets that we could own in the future.

### **(iii) Compliance services**

WRL Group provides compliance related services to assist the Company and WRM in compliance with the obligations under the Gaming Concession Contract, including, without limitation, financial planning and strategy related to payment obligations and certain commitments under the Gaming Concession Contract; project design, planning, coordination and management; government communication, notification, reporting, filing and approval; strategy and coordination related to potential capital market transactions; brand consultancy and marketing; public relations and media relations; business opportunities identification and collaboration; campaign activations; and retail marketing. The Company and WRM pays WRL Group for costs and expenses incurred by WRL Group in the performance of the services.

### **(iv) International marketing expenses**

WIML, a subsidiary of WRL, (i) provides administrative, promotional and marketing services as well as a limited number of marketing executives to attract and introduce customers to WRM and (ii) employs certain non-Macau residents based in or to be based in Macau ("Foreign Resident Staff") on our behalf and seconds such Foreign Resident Staff to us.

These administrative, promotional and marketing services are provided through branch offices located in various cities around the world under the direction and supervision provided by WIML. For the services provided under this arrangement, WIML charges a service fee equal to the total costs it incurs in rendering the services plus 5%.

### **(v) Staff secondment payroll charges**

Worldwide Wynn, a subsidiary of WRL, is responsible for supplying management personnel to WRM for pre-determined lengths of time through secondment arrangements. During the secondment period, employees are expected to devote their efforts and all of their business time and attention to the operations and functions of WRM. The seconded employees live and work in Macau for the duration of the secondment periods. Worldwide Wynn is compensated for these services with a service fee equal to its aggregate costs plus 5% to Worldwide Wynn of the seconded employees during the periods of secondment to WRM, including:

- wages-regular and overtime;
- bonuses and commissions;
- vacation pay and sick leave;
- employee benefit plans, including health insurance, life insurance and other insurance or 401k plans;
- employer-paid federal, state or local taxes or workers' compensation costs and unemployment taxes; and
- employer-paid business expenses and employee international allowances.

#### (vi) Design/development payroll

Wynn Design and Development provides design and development services to us in connection with the construction and renovation works at Wynn Palace and Wynn Macau and Encore at Wynn Macau. Service fees are charged at the cost incurred by Wynn Design and Development to us for the services provided.

#### Home purchase

In 2022, Ms. Linda Chen, who is a director of the Company, exercised an option to purchase a home provided by our Group for her use for no consideration, as provided by the terms of her employment agreement. Based on a third-party appraisal as of the date of option exercise, the estimated fair value of the home is HK\$50.0 million. The home purchase closed during the third quarter of 2022.

#### WRL Revolving Loan Facility

On June 14, 2022, the Company entered into a loan agreement with WRL, pursuant to which WRL agreed to make available an unsecured revolving loan facility in an amount of up to US\$500.0 million (HK\$3.88 billion). The WRL Revolving Loan Facility expired on June 14, 2024. On the maturity date, there were no outstanding borrowings under the WRL Revolving Loan Facility.

#### Compensation of senior/key management personnel of the Company

	Years Ended December 31,			
	2022	2023	2024	2024
	HK\$	HK\$	HK\$	US\$
		(in thousands)		
Share-based payments . . . . .	99,588	125,061	72,493	9,333
Salaries, bonuses, allowances and benefits in kind . . . . .	67,879	85,709	78,403	10,093
Retirement benefits . . . . .	1,162	530	867	112
<b>Total compensation paid to senior/key management personnel . . . . .</b>	<b>168,629</b>	<b>211,300</b>	<b>151,763</b>	<b>19,538</b>

## DESCRIPTION OF OTHER MATERIAL INDEBTEDNESS

As of December 31, 2024, we had total indebtedness of HK\$44,838.5 million (US\$5,772.4 million) in accordance with the IFRS, comprised of secured bank loans and unsecured senior notes.

### WM Cayman II Revolver

On September 16, 2021, WM Cayman II, a wholly owned subsidiary of WML, as borrower and WML as guarantor, entered into a facility agreement with, among others, Bank of China Limited, Macau Branch as agent and a syndicate of lenders (the “Facility Agreement”), pursuant to which the lenders made available in an aggregate amount of HK\$11.69 billion equivalent revolving unsecured credit facility consisting of a U.S. dollar tranche in an amount of US\$312.5 million (approximately HK\$2.43 billion) and a Hong Kong dollar tranche in an amount of HK\$9.26 billion to WM Cayman II. WM Cayman II has the ability to upsize the total WM Cayman II Revolver by an additional US\$1.00 billion (approximately HK\$7.76 billion) under the facility agreement and related agreements upon the satisfaction of various conditions.

Pursuant to the Facility Agreement, as amended in May 2022 and as amended and restated in June 2023, the borrowings under the WM Cayman II Revolver bear interest at Term SOFR, plus a credit adjustment spread of 0.10% (with the sum of Term SOFR and such credit adjustment spread being subject to a minimum floor of 0.00%) or HIBOR, in each case, plus a margin of 1.875% to 2.875% per annum based on WM Cayman II’s leverage ratio on a consolidated basis.

On September 20, 2024, WM Cayman II, as borrower and WML, as guarantor, entered into the Second Amendment Agreement to extend the maturity date of the outstanding loans from September 16, 2025 to September 16, 2028, or the immediately preceding business day if September 16, 2028 is not a business day.

WML, as guarantor, may be subject to certain restrictions on payments of dividends or distributions to its shareholders, unless certain financial criteria have been satisfied. The facility agreement contains representations, warranties, covenants and events of default customary for similar financings, including, but not limited to, restrictions on indebtedness to be incurred by WM Cayman II or its group members and restrictions on creating security over the assets of WM Cayman II or by its group members. The facility agreement also requires WM Cayman II to maintain a certain leverage ratio and interest coverage ratio from time to time as provided under the facility agreement. The facility agreement also contains certain events of default (some of which are subject to grace and remedy periods and materiality qualifiers). It is a property mandatory prepayment event under the facility agreement if there is a loss of gaming operation or gaming concession by the Group. It is a mandatory prepayment event under the facility agreement if Wynn Resorts, Limited ceases to legally and beneficially own and control, directly or indirectly, more than 50% of the outstanding share capital of WM Cayman II measured by voting power. As of December 31, 2024, our Group had HK\$2.75 billion (US\$0.35 billion) in funding available under the WM Cayman II Revolver.

As of December 31, 2023, the Directors confirmed that there was no non-compliance with covenants contained in the WM Cayman II Revolver.

In July 2025, WM Cayman II increased borrowing capacity under the WM Cayman II Revolver by an additional aggregate amount of US\$1.0 billion equivalent through the exercise of an accordion feature under the facility agreement. As a result, the total committed amount of the WM Cayman II Revolver has increased to US\$2.5 billion equivalent.

## **WML Senior Notes**

On September 20, 2017, the Company issued the 2024 Notes and the 2027 Notes. Interest on the 2024 Notes and the 2027 Notes is payable semi-annually in arrears on April 1, and October 1 of each year, beginning on April 1, 2018. The maturity dates of the 2024 Notes and the 2027 Notes are October 1, 2024 and October 1, 2027, respectively. The Company used the net proceeds from the 2024 Notes and the 2027 Notes and cash on hand to repurchase and redeem the 2021 Notes.

On October 1, 2024, WML repaid the US\$600.0 million (HK\$4.66 billion) aggregate principal amount of the 2024 Notes on their stated maturity date.

On December 17, 2019, the Company issued the 2029 Notes. Interest on the 2029 Notes is payable semi-annually in arrears on June 15, and December 15, of each year, beginning on June 15, 2020. The 2029 Notes mature on December 15, 2029. The Company used the net proceeds from the 2029 Notes to facilitate the repayment of a portion of the Wynn Macau Credit Facilities and for general corporate purposes.

During 2020, the Company issued the 2026 Notes and 2028 Notes. Interest on the 2026 Notes is payable semi-annually in arrears on January 15 and July 15 of each year, beginning on January 15, 2021. Interest on the 2028 Notes is payable semi-annually in arrears on February 26 and August 26 of each year, beginning on February 26, 2021. The 2026 Notes and 2028 Notes mature on January 15, 2026 and August 26, 2028, respectively. The Company used net proceeds of the 2026 Notes and 2028 Notes to facilitate repayments of the Wynn Macau Credit Facilities and for general corporate purposes.

The WML Senior Notes are WML's general unsecured obligations; rank pari passu in right of payment with all of WML's existing and future senior unsecured indebtedness; rank senior to all of WML's future subordinated indebtedness, if any; are effectively subordinated to all of WML's future secured indebtedness, if any, to the extent of the value of the assets securing such indebtedness; and are structurally subordinated to all existing and future obligations of WML's subsidiaries, including the WM Cayman II Revolver. All the WML Senior Notes are listed on the Hong Kong Stock Exchange.

The WML Senior Notes indentures contain covenants limiting WML's (and certain of its subsidiaries') ability to, among other things: merge or consolidate with or into another company; and transfer or sell all or substantially all of its properties or assets. The WML Senior Notes indentures also contain customary events of default. In the case of an event of default arising from certain events of bankruptcy or insolvency, all WML Senior Notes then outstanding will become due and payable immediately without further action or notice.

Upon the occurrence of (1) any event after which none of the Company or any of its subsidiaries have such licenses, concessions, sub-concessions or other permits or authorizations as necessary to conduct gaming activities in substantially the same manner and scope as it does on the date on which each of the WML Senior Notes were issued, for a period of ten consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties, or results of operations of WML and its subsidiaries, taken as a whole, or (2) the termination, rescission, revocation or modification of any such licenses, concessions, sub-concessions or other permits or authorizations which has had a material adverse effect on the financial condition, business, properties, or results of operations of the Company and its subsidiaries, taken as a whole, each holder of the WML Senior Notes will have the right to require the Company to repurchase all or any part of such holder's WML Senior Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest.

If the Company undergoes certain Changes of Control (as defined in the WML Senior Notes indentures), it must offer to repurchase the WML Senior Notes at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. Under the indentures governing the 2027 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to the Company's former Chairman and Chief Executive Officer or a related party of the Company's former Chairman and Chief



Executive Officer, the consummation of any transaction that results in any party other than the Company's former Chairman and Chief Executive Officer and his related parties becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of WRL, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors. Under the indentures governing the 2026 Notes, 2028 Notes and 2029 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to WRL or any affiliate of WRL, the consummation of any transaction that results in any party other than WRL or any affiliate of WRL becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of the Company, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors.

### **WML Convertible Bonds**

On March 7, 2023, the Company completed an offering of US\$600.0 million (HK\$4.66 billion) 4.50% convertible bonds due 2029 (the "WML Convertible Bonds"). The WML Convertible Bonds are governed by a trust deed dated March 7, 2023 (the "Convertible Bonds Trust Deed"), between WML and DB Trustees (Hong Kong) Limited, as trustee. WML, DB Trustees (Hong Kong) Limited, as trustee, and Deutsche Bank Trust Company Americas entered into an agency agreement, appointing Deutsche Bank Trust Company Americas as the principal paying agent, principal conversion agent, transfer agent and registrar in relation to the WML Convertible Bonds. The net proceeds from the Offering, after deduction of commissions and other related expenses, were US\$585.9 million (approximately HK\$4.60 billion). WML intends to use the net proceeds for general corporate purposes and as of December 31, 2024, the net proceeds had not yet been used. WML expects to use the net proceeds by the end of 2029, which is based on the best estimation of the future market conditions made by the Company. The expected timeline may be subject to change based on the current and future development of market conditions. The WML Convertible Bonds were offered and sold by the joint global coordinators to no fewer than six independent institutional investors.

The WML Convertible Bonds bear interest on their outstanding principal amount from and including March 7, 2023 at the rate of 4.50% per annum, payable semi-annually in arrears on March 7 and September 7 of each year. The WML Convertible Bonds mature on March 7, 2029. At any time on or after April 17, 2023, the WML Convertible Bonds are convertible at the option of the holders thereof into fully paid ordinary shares of WML, each with a nominal value of HK\$0.001 per Share, at the initial conversion price of approximately HK\$10.24375 per Share, subject to and upon compliance with the terms and conditions of the WML Convertible Bonds (the "Terms and Conditions", and such right, the "Conversion Right"). The conversion price is at the fixed exchange rate of HK\$7.8497 per US\$1.00, subject to standard adjustments for certain dilutive events as described in the Terms and Conditions. WML has the option upon conversion by a bondholder to pay an amount of cash equivalent described in the Terms and Conditions in order to satisfy such Conversion Right in whole or in part.

As a result of the payment of a final dividend of HK\$0.075 per Share in respect of the year ended December 31, 2023 and an interim dividend of HK\$0.075 per Share for the six months ended June 30, 2024 to the Shareholders, the conversion price has been adjusted from HK\$10.24375 per Share to HK\$10.01212 per Share pursuant to the Terms and Conditions. Assuming full conversion of the WML Convertible Bonds at the adjusted conversion price of approximately HK\$10.01212 per Share (subject to further adjustments), the number of Shares convertible from the WML Convertible Bonds increased from approximately 459,774,985 Shares to approximately 470,411,861 Shares. The closing price of the Shares on March 2, 2023 (being the trading date on which the purchase agreement was signed) was HK\$8.08 per Share. It would be equally financially advantageous for the holders of the WML Convertible Bonds to convert or redeem the convertible securities based on the implied internal rate of return of the outstanding WML Convertible Bonds, when the Company's Share price approximates the conversion price. As of December 31, 2024, there had been no conversion or redemption of the WML Convertible Bonds.



The following table sets forth the dilutive impact on the then number of issued Shares and respective shareholdings of the substantial shareholders of the Company:

Name of shareholder	As of December 31, 2024		Upon full conversion of the WML Convertible Bonds at the conversion price	
	Number of Shares	Approximate percentage of shareholding	Number of Shares	Approximate percentage of shareholding
Wynn Resorts, Limited . . . . .	3,750,000,000	71.44%	3,750,000,000	65.56%
Other Shareholders . . . . .	1,499,377,600	28.56%	1,499,377,600	26.22%
Holders of the WML Convertible Bonds . . . . .	—	—	470,411,861	8.22%
Total . . . . .	<u>5,249,377,600</u>	<u>100%</u>	<u>5,719,789,461</u>	<u>100.00%</u>

To the best of the Directors' knowledge, having made all reasonable enquiries, having considered the financial and liquidity position of the Group, the Directors expect that the Company will be able to meet its redemption obligations under all outstanding WML Convertible Bonds when they become due.

Holders of the WML Convertible Bonds have the option to require WML to redeem all or some of such holder's WML Convertible Bonds (i) on March 7, 2027 at their principal amount together with interest accrued but unpaid to, but excluding, the date fixed for redemption; or (ii) on the Relevant Event Redemption Date (as defined in the Terms and Conditions) at their principal amount together with interest accrued but unpaid to, but excluding, such date, following the occurrence of (a) when the Shares cease to be listed or admitted to trading or are suspended from trading for a period equal to or exceeding 10 consecutive trading days on the Hong Kong Stock Exchange, or if applicable, the alternative stock exchange, (b) when there is a Change of Control (as defined in the Terms and Conditions), or (c) when less than 25% of WML's total number of issued Shares are held by the public (as interpreted under Rule 8.24 of the Listing Rules on the Hong Kong Stock Exchange).

The WML Convertible Bonds may also be redeemed at the option of WML under certain circumstances specified in the Terms and Conditions, in whole, but not in part, at any time after March 7, 2027, but prior to March 7, 2029, upon giving notice to the bondholders in accordance with the Terms and Conditions. The WML Convertible Bonds constitute direct, unsubordinated, unconditional and, subject to the Terms and Conditions, unsecured obligations of WML and rank pari passu and without any preference or priority among themselves. The Shares to be issued upon exercise of Conversion Right will be fully-paid and will in all respects rank pari passu with the fully-paid Shares in issue on the relevant registration date set forth in the Terms and Conditions.

The Convertible Bonds Trust Deed contains covenants limiting WML's and all of its subsidiaries' ability to, among other things, create, permit to subsist or arise or have outstanding any mortgage, charge, pledge, lien or other encumbrance or certain security interest; consolidate or merge with or into another company; and sell, assign, transfer, convey or otherwise dispose of all or substantially all of its and its subsidiaries' properties or assets, with certain exceptions. The Convertible Bonds Trust Deed also contains customary events of default.

#### WRL Revolving Loan Facility

On June 14, 2022, the Company entered into a loan agreement with WRL, which was amended by way of an amendment letter dated December 30, 2022, pursuant to which WRL agreed to make available an unsecured revolving loan facility in an amount of up to US\$500.0 million (HK\$3.88 billion). The WRL Revolving Loan Facility expired on June 14, 2024. On the maturity date, there were no outstanding borrowings under the WRL Revolving Loan Facility.

## DESCRIPTION OF THE NOTES

In this description, the words “Wynn Macau” refer to Wynn Macau, Limited and not to any of its subsidiaries. You can find the definitions of certain other terms used in this description under the subheading “Certain Definitions” below.

Wynn Macau will issue the Notes under an indenture (as may be amended or supplemented from time to time) between Wynn Macau and Deutsche Bank Trust Company Americas, as trustee (the “**Trustee**”), in a private transaction that is not subject to the registration requirements of the Securities Act. The Indenture will not be qualified under, incorporate or include, or be subject to, any of the provisions of the U.S. Trust Indenture Act of 1939, as amended. Holders of Notes will not be entitled to any registration rights. See “Notice to Investors” and “Transfer Restrictions.”

The terms of the Notes will include those stated in the Indenture. The following description is a summary of the material provisions of the Indenture and the Notes. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Indenture and the Notes. It does not restate those agreements in their entirety. We urge you to read the Indenture because it, and not this description, define your rights as holders of the Notes. Following consummation of this offering, copies of the Indenture will be available as set forth below under “—Additional Information.” Certain defined terms used in this description but not defined below under “—Certain Definitions” have the meanings assigned to them in the Indenture.

The registered holder of a Note will be treated as the owner of it for all purposes. Only registered holders will have rights under the Indenture.

### Brief Description of the Notes

*General Terms.* The Notes:

- will be senior notes;
- will be redeemable at our option prior to maturity as described in “—Optional Redemption,” “—Gaming Redemption” and “—Redemption for Tax Reasons,” below; and
- will not be redeemable at the option of the holder, except pursuant to a repurchase offer upon the occurrence of a Change of Control Triggering Event or a Special Put Option Triggering Event, and will not have any provision for sinking funds.

*Ranking.* The Notes:

- will be general unsecured obligations of Wynn Macau;
- will rank *pari passu* with all of Wynn Macau’s existing and future senior Indebtedness, including the Existing Notes;
- will be effectively subordinated to all of Wynn Macau’s existing and future secured Indebtedness to the extent of the value of the collateral securing such Indebtedness; and
- will be effectively senior in right of payment to the obligations of Wynn Macau with respect to any existing and future subordinated Indebtedness and any related guarantees thereon.

None of Wynn Macau’s Subsidiaries will guarantee the Notes. In the event of a bankruptcy, liquidation or reorganization of any of Wynn Macau’s Subsidiaries, the Subsidiaries will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to Wynn Macau. Assuming Wynn Macau had completed this offering of the Notes and applied the net proceeds therefrom as described under the section entitled “Use of Proceeds,” as of June 30, 2025, the Subsidiaries of Wynn Macau would have had total interest-

bearing borrowings of US\$[ ] million, representing the outstanding amount under the WM Cayman II Revolver, and the Notes would be effectively subordinated to such borrowings.

### **Principal, Maturity and Interest**

Wynn Macau will issue US\$[ ] in aggregate principal amount of Notes in this offering. Wynn Macau may issue additional Notes under the Indenture (the “**Additional Notes**”) from time to time after this offering. Any issuance of Additional Notes is subject to all of the covenants in the Indenture; *provided* that, if any issuance of Additional Notes is not fungible with the Notes for United States federal income tax purposes, such Additional Notes shall have different CUSIP and other identifying numbers than any previously issued Notes but shall otherwise be treated as a single class with all other Notes issued under the Indenture. Wynn Macau will issue the Notes in denominations of US\$200,000 and integral multiples of US\$1,000 in excess of US\$200,000. The Notes will mature on [ ], 20[ ].

Interest on the Notes will accrue at the rate of [ ]% per annum and is payable semi-annually in arrears on [ ] and [ ], with the first interest payment date being [ ], 2026. Interest on overdue principal and interest will accrue at a rate that is 1% higher than the then applicable interest rate on the Notes. Wynn Macau will make each interest payment to the holders of record on the immediately preceding [ ] and [ ], respectively.

Interest on the Notes accrues from the date of original issuance or, if interest has already been paid, from the date it was most recently paid. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

### **Methods of Receiving Payments on the Notes**

All payments on the Notes will be made by wire by the paying agent and registrar unless Wynn Macau elects to make interest payments by check mailed to the holders of the Notes at their addresses set forth in the register of holders.

### **Paying Agent and Registrar for the Notes**

Deutsche Bank Trust Company Americas will initially act as paying agent and registrar with respect to the Notes. Wynn Macau may change the paying agent and the registrar without prior notice to the holders of the Notes, and Wynn Macau or any of its Subsidiaries may act as paying agent or registrar.

### **Transfer and Exchange**

A holder may transfer or exchange Notes in accordance with the provisions of the Indenture. The registrar and the Trustee may require a holder, among other things, to furnish appropriate endorsements and transfer documents in connection with a transfer of Notes. Holders will be required to pay all taxes due on transfer. Wynn Macau will not be required to transfer or exchange any Note selected for redemption. Also, Wynn Macau will not be required to transfer or exchange any Note for a period of 15 days before the delivery of a notice of redemption of Notes to be redeemed.

### **Additional Amounts**

All payments by or on behalf of Wynn Macau or the surviving entity described under the caption “—Certain Covenants—Merger, Consolidation or Sale of Assets” (the “**Surviving Person**”) under or with respect to (including any principal of, and premium (if any) and interest on) the Notes will be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges (including, without limitation, penalties, interest and other similar liabilities related thereto) of whatever nature

(“**Taxes**”) imposed or levied by or within any jurisdiction in which Wynn Macau or the Surviving Person is organized, resident or doing business for tax purposes or any jurisdiction from or through which payment is made (including the jurisdiction of any paying agent), or, in each case, any political subdivision or taxing authority thereof or therein (each, as applicable, a “**Relevant Jurisdiction**”), unless such withholding or deduction is required by law or by regulation or governmental policy having the force of law.

In the event that any such withholding or deduction is so required, Wynn Macau or the Surviving Person, as the case may be, will make such withholding or deduction, make payment of the amount so withheld or deducted to the appropriate governmental authority as required by applicable law and pay such additional amounts (“**Additional Amounts**”) as will result in receipt of such amounts that would have been received had no such withholding or deduction been required; *provided that* no Additional Amounts will be payable with respect to any Note:

(1) for or on account of:

(a) any Taxes that would not have been imposed but for:

- (i) the existence of any present or former connection between the holder or beneficial owner (or between a fiduciary, settlor, beneficiary, member or shareholder of, or possession of power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, a trust, a partnership, or a corporation) of such Note, as the case may be, and the Relevant Jurisdiction, including without limitation, such holder or beneficial owner being or having been a citizen, domiciliary or resident of such Relevant Jurisdiction, being or having been treated as a resident of such Relevant Jurisdiction, being or having been present or engaged in a trade or business in such Relevant Jurisdiction or having or having had a permanent establishment in such Relevant Jurisdiction, other than any connection arising from the mere receipt, ownership, holding or disposition of such Note or the receipt of payments thereunder or merely by reason of the exercise or enforcement of rights under such Note;
  - (ii) the presentation of such Note (where presentation is required) more than 30 days after the later of the date on which the payment of the principal of, premium (if any) or interest on, such Note became due and payable pursuant to the terms thereof or was made or duly provided for, except to the extent that the holder thereof would have been entitled to such Additional Amounts if it had presented such Note for payment on any date within such 30-day period;
  - (iii) the failure of the holder or beneficial owner of such Note to comply with a timely request of Wynn Macau or the Surviving Person addressed to such holder or beneficial owner to provide information or other evidence concerning such holder’s or beneficial owner’s nationality, residence, identity or connection with the Relevant Jurisdiction; or
  - (iv) the presentation of such Note for payment by or on behalf of a holder of such Note who would have been able to avoid such withholding or deduction by presenting such Note to another paying agent;
- (b) any estate, inheritance, gift, sales, transfer, capital gains, personal property or similar Tax or any excise Tax imposed on the transfer of Notes;
- (c) any Taxes that are payable other than by withholding or deduction from payments of principal of, or premium (if any) or interest on the Note;
- (d) any tax, duty, assessment or other governmental charge which is required to be deducted or withheld under Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended, or any amended or successor versions of such Sections (“**FATCA**”), any regulations or other guidance thereunder, or any agreement (including any intergovernmental agreement) entered into in connection therewith, or any law, regulation or other official guidance enacted in any jurisdiction implementing FATCA or an intergovernmental agreement in respect of FATCA; or

- (e) any combination of Taxes referred to in the preceding clauses (a), (b), (c) and (d); or
- (2) with respect to any payment of the principal of, or premium (if any) or interest on, such Note to or for the account of a fiduciary, partnership, limited liability company or other fiscally transparent entity or any other person (other than the sole beneficial owner of such payment) to the extent that a beneficiary or settlor with respect to that fiduciary, or a partner or member of that partnership or an interest holder in that limited liability company or fiscally transparent entity or a beneficial owner with respect to such other person, as the case may be, would not have been entitled to such Additional Amounts had such beneficiary, settlor, partner, member, interest holder or beneficial owner held directly the Note with respect to which such payment was made.

In addition to the foregoing, Wynn Macau and the Surviving Person will pay and indemnify the holder for any present or future stamp, issue, registration, court, property or documentary taxes, or any other excise or property taxes, charges or similar levies or taxes (including without limitation, interest and penalties with respect thereto) levied by any Relevant Jurisdiction on the execution, delivery, registration or enforcement of any of the Notes, the Indenture or any other document or instrument referred to therein or on the receipt of any payments with respect thereto (limited, solely in the case of taxes attributable to the receipt of any payments with respect thereto, to any such taxes imposed in a Relevant Jurisdiction that are not excluded under clauses (1)(a) through (c) (or any combination thereof) or clause (2) and excluding, for the avoidance of doubt, any net income taxes imposed on the receipt of any payments with respect thereto).

If Wynn Macau or the Surviving Person, as the case may be, becomes aware that it will be obligated to pay Additional Amounts with respect to any payment under or with respect to the Notes, Wynn Macau or the Surviving Person, as the case may be, will deliver to the Trustee on a date that is at least 30 days prior to the date of that payment (unless the obligation to pay Additional Amounts arises, or Wynn Macau or the Surviving Person becomes aware of such obligation, after the 30th day prior to that payment date, in which case Wynn Macau or the Surviving Person, as the case may be, shall notify the Trustee promptly thereafter) an Officer's Certificate stating the fact that Additional Amounts will be payable and the amount estimated to be payable. The Officer's Certificate must also set forth any other information reasonably necessary to enable the paying agent to pay Additional Amounts to holders on the relevant payment date. The Trustee shall be entitled to rely solely on such Officer's Certificate as conclusive proof that such payments are necessary and shall not be responsible for the calculation of any Additional Amounts. Upon request of the Trustee, Wynn Macau or the Surviving Person will provide the Trustee with documentation reasonably satisfactory to such Trustee evidencing the payment of Additional Amounts.

Wynn Macau or the Surviving Person will make all withholdings and deductions required by law and will remit the full amount deducted or withheld to the relevant tax authority in accordance with applicable law. Wynn Macau or the Surviving Person will provide to the Trustee an official receipt or, if official receipts are not obtainable, other documentation reasonably satisfactory to the Trustee evidencing the payment of any Taxes so deducted or withheld. Upon request, the Trustee will make available to holders copies of those receipts or other documentation, as the case may be. The Trustee will not be responsible for ensuring that the withholding and deduction of any amount has been properly made.

Whenever there is mentioned in any context the payment of principal of, and any premium or interest on, any Note, such mention will be deemed to include payment of Additional Amounts provided for in the Indenture to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof.

The above obligation will survive any termination, defeasance or discharge of the Indenture, and any transfer by a holder or beneficial owner of its Notes, and will apply, *mutatis mutandis*, to any jurisdiction in which any successor Person to Wynn Macau is organized, resident or doing business for tax purposes or any jurisdiction from or through which payment is made.

## Optional Redemption

At any time prior to [ ], 20[ ], Wynn Macau may on any one or more occasions redeem up to 35% of the aggregate principal amount of the Notes issued under the Indenture (including Additional Notes) at a redemption price of [ ]% of the principal amount, plus accrued and unpaid interest, if any, to but excluding the redemption date, with the net cash proceeds of one or more Equity Offerings; *provided that*:

- (1) at least 65% of the aggregate principal amount of the Notes originally issued under the Indenture (excluding the Notes held by Wynn Macau and its Subsidiaries) remains outstanding immediately after the occurrence of such redemption; and
- (2) the redemption occurs within 60 days of the date of the closing of such Equity Offering.

At any time prior to [ ], 20[ ], Wynn Macau may on any one or more occasions redeem all or part of the Notes, upon not less than 10 nor more than 60 days' notice, at a redemption price equal to the greater of:

- 100% of the principal amount of the Notes to be redeemed; or
- as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (not including any portion of such payments of interest accrued to (but excluding) the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate, plus 50 basis points, plus, in either of the above cases, accrued and unpaid interest to (but excluding) the date of redemption on the Notes to be redeemed.

Except pursuant to the preceding paragraphs and as set forth under “—Gaming Redemption” and “—Redemption for Tax Reasons,” the Notes will not be redeemable at Wynn Macau’s option prior to [ ], 20[ ].

On or after [ ], 20[ ], Wynn Macau may on any one or more occasions redeem all or a part of the Notes, upon not less than 10 nor more than 60 days' notice, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest, if any, on the Notes redeemed, to (but excluding) the applicable date of redemption, if redeemed during the twelve-month period beginning on [ ] of the years indicated below, subject to the rights of holders of Notes on the relevant record date to receive interest on the relevant interest payment date:

<u>Year</u>	<u>Percentage</u>
20[ ] .....	[ ]%
20[ ] .....	[ ]%
20[ ] .....	[ ]%
20[ ] and thereafter .....	[ ]%

For purpose of this section:

“**Adjusted Treasury Rate**” means, with respect to any redemption date:

- the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption “Treasury Constant Maturities,” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the Remaining Life (as defined below), yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Adjusted Treasury Rate shall be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month); or
- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to



maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Adjusted Treasury Rate shall be calculated on the third Business Day preceding the redemption date or, in the case of a satisfaction and discharge or a defeasance, on the third Business Day prior to the date on which Wynn Macau deposits the amount required under the Indenture.

**“Comparable Treasury Issue”** means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such securities (**“Remaining Life”**).

**“Comparable Treasury Price”** means (1) the average of four Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations or (2) if the Independent Investment Banker obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

**“Equity Offering”** means any public sale or private issuance of Capital Stock (other than Disqualified Stock) of (1) Wynn Macau or (2) a direct or indirect parent of Wynn Macau to the extent the net proceeds from such sale or issuance are contributed in cash to the common equity capital of Wynn Macau (in each case other than pursuant to a registration statement on Form S-8 or otherwise relating to equity securities issuable under any employee benefit plan of Wynn Macau).

**“Independent Investment Banker”** means one of the Reference Treasury Dealers appointed by Wynn Macau.

**“Reference Treasury Dealer”** means any primary U.S. Government securities dealer in New York City selected by Wynn Macau.

**“Reference Treasury Dealer Quotations”** means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date or, in the case of a satisfaction and discharge or a defeasance, on the third Business Day prior to the date on which Wynn Macau deposits the amount required under the Indenture.

Any such redemption and notice as set forth in the preceding paragraphs may, at the discretion of Wynn Macau, be subject to the satisfaction of one or more conditions precedent. If such redemption is so subject to satisfaction of one or more conditions precedent, such notice shall describe each such condition, and if applicable, shall state that, in Wynn Macau’s discretion, the redemption date may be delayed until such time (*provided, however*, that any delayed redemption date shall not be more than 60 days after the date the relevant notice of redemption was sent) as any or all such conditions shall be satisfied, or such redemption or purchase may not occur and such notice may be rescinded in the event that any or all such conditions shall not have been satisfied by the redemption date or by the redemption date as so delayed. In addition, Wynn Macau may provide in such notice that payment of the redemption price and performance of Wynn Macau’s obligations with respect to such redemption may be performed by another Person.

Unless Wynn Macau defaults in the payment of the redemption price, interest will cease to accrue on the Notes or portions thereof called for redemption on the applicable redemption date.



In connection with a discharge or defeasance of Wynn Macau's obligations under the Indenture, Wynn Macau may deliver a notice of redemption more than 60 days in advance of the date of redemption. See "*Satisfaction and Discharge*."

### **Gaming Redemption**

Notwithstanding any other provision hereof, if any Gaming Authority requires a holder or beneficial owner of Notes to be licensed, qualified or found suitable under any applicable Gaming Law and the holder or beneficial owner (1) fails to apply for a license, qualification or finding of suitability within 30 days after being requested to do so (or such lesser period as required by the Gaming Authority) or (2) is notified by a Gaming Authority that it will not be licensed, qualified or found suitable, Wynn Macau will have the right, at its option, to:

- (1) require the holder or beneficial owner to dispose of its Notes within 30 days (or such lesser period as required by the Gaming Authority) following the earlier of:
  - (a) the termination of the period described above for the holder or beneficial owner to apply for a license, qualification or finding of suitability if the holder fails to apply for a license, qualification or finding of suitability during such period; or
  - (b) the receipt of the notice from the Gaming Authority that the holder or beneficial owner will not be licensed, qualified or found suitable by the Gaming Authority; or
- (2) redeem the Notes of the holder or beneficial owner at a redemption price equal to:
  - (a) the price required by applicable law or by order of any Gaming Authority; or
  - (b) the lesser of:
    - (i) the principal amount of the Notes; and
    - (ii) the price that the holder or beneficial owner paid for the Notes,

in either case, together with accrued and unpaid interest on the Notes to (but excluding) the earlier of (1) the date of redemption or such earlier date as is required by the Gaming Authority or (2) the date of the finding of unsuitability by the Gaming Authority, which may be less than 30 days following the notice of redemption.

Immediately upon a determination by a Gaming Authority that a holder or beneficial owner of Notes will not be licensed, qualified or found suitable, the holder or beneficial owner will not have any further rights with respect to the Notes to:

- (1) exercise, directly or indirectly, through any Person, any right conferred by the Notes; or
- (2) receive any interest or any other distribution or payment with respect to the Notes, or any remuneration in any form from Wynn Macau for services rendered or otherwise, except the redemption price of the Notes described in this section.

Wynn Macau is not required to pay or reimburse any holder or beneficial owner of Notes who is required to apply for such license, qualification or finding of suitability for the costs relating thereto. Those expenses will be the obligation of the holder or beneficial owner.

### **Redemption for Tax Reasons**

The Notes may be redeemed, at the option of Wynn Macau, as a whole but not in part, upon giving not less than 10 days' nor more than 60 days' notice to the holders (which notice will be irrevocable), at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to (but

excluding) the date fixed by Wynn Macau or the Surviving Person, as the case may be, for redemption if, as a result of:

(1) any change in, or amendment to, the laws (or any regulations or rulings promulgated thereunder) of a Relevant Jurisdiction affecting taxation; or

(2) any change in, or amendment to, an existing official position, or the stating of an official position, regarding the application, administration or interpretation of such laws, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction),

which change, amendment, application or interpretation is proposed and becomes effective or, in the case of an official position, is announced, on or after (i) with respect to Wynn Macau, the date of the Indenture or (ii) with respect to any Surviving Person, the date such Surviving Person becomes a Surviving Person with respect to any payment due or to become due under the Notes or the Indenture, Wynn Macau or the Surviving Person, as the case may be, is, or on the next interest payment date would be, required to pay Additional Amounts, and such requirement cannot be avoided by Wynn Macau or the Surviving Person, as the case may be, taking reasonable measures available to it; *provided that* changing the jurisdiction of incorporation of Wynn Macau or any Subsidiary shall not be considered a reasonable measure; and *provided, further, that* no such notice of redemption will be given earlier than 90 days prior to the earliest date on which Wynn Macau or the Surviving Person, as the case may be, would be obligated to pay such Additional Amounts if a payment in respect of the Notes were then due and unless at the time such notice is given, the obligation to pay Additional Amounts remains in effect.

Prior to the delivery of any notice of redemption of the Notes pursuant to the foregoing, Wynn Macau or the Surviving Person, as the case may be, will deliver to the Trustee:

(1) an Officer's Certificate stating that such change or amendment referred to in the prior paragraph has occurred, describing the facts related thereto and stating that such requirement cannot be avoided by Wynn Macau or the Surviving Person, as the case may be, taking reasonable measures available to it; and

(2) an opinion of counsel of recognized international standing to the effect that the requirement to pay such Additional Amounts results from the circumstances referred to in the prior paragraph.

The Trustee will accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent described above, in which event it will be conclusive and binding on the holders of the Notes.

Any Notes that are redeemed will be canceled.

### **Mandatory Redemption**

Wynn Macau is not required to make mandatory redemption or sinking fund payments with respect to the Notes.

### **Open Market Purchases and Cancellation of Notes**

Wynn Macau or any Subsidiary may purchase any of the Notes in the open market or by tender or by any other means at any price, as long as such acquisition does not otherwise violate the terms of the Indenture. All Notes purchased or otherwise redeemed by Wynn Macau or any Subsidiary will not be reissued or resold to any Person other than Wynn Macau or a Subsidiary.

### **Repurchase at the Option of Holders**

#### **Change of Control**

If a Change of Control Triggering Event occurs, each holder of the Notes will have the right to require Wynn Macau to repurchase all or any part (equal to US\$200,000 or an integral multiple of US\$1,000 in excess of

US\$200,000) of that holder's Notes pursuant to a Change of Control Offer on the terms set forth in the Indenture. In the Change of Control Offer, Wynn Macau will offer a payment (the "**Change of Control Payment**") in cash equal to 101% of the aggregate principal amount of Notes repurchased plus accrued and unpaid interest on the Notes repurchased to (but excluding) the date of purchase (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date), except to the extent Wynn Macau has previously or concurrently elected to redeem the Notes in full as described under "—Optional Redemption" or "—Redemption for Taxation Reasons."

Within ten days following any Change of Control Triggering Event, Wynn Macau will mail a notice to each holder of the Notes with a copy to the Trustee describing the transaction or transactions that constitute the Change of Control Triggering Event and offering to repurchase Notes on the date (the "**Change of Control Payment Date**") specified in the notice, which date will be no earlier than 10 days and no later than 60 days from the date such notice is delivered, pursuant to the procedures required by the Indenture and described in such notice.

On the Change of Control Payment Date, Wynn Macau will, with respect to the Notes, to the extent lawful:

- (1) accept for payment all Notes or portions of Notes properly tendered pursuant to the Change of Control Offer;
- (2) deposit with the paying agent an amount equal to the Change of Control Payment in respect of all Notes or portions of Notes properly tendered; and
- (3) deliver or cause to be delivered to the Trustee the Notes properly accepted together with an Officer's Certificate stating the aggregate principal amount of Notes or portions of Notes being purchased by Wynn Macau.

The paying agent will promptly deliver to each holder of Notes properly tendered the Change of Control Payment for such Notes, and the Trustee will promptly authenticate and deliver (or cause to be transferred by book-entry) to each holder a Note equal in principal amount to any unpurchased portion of the Notes surrendered, if any. Wynn Macau will publicly announce the results of the Change of Control Offer on or as soon as practicable after the Change of Control Payment Date.

A Change of Control Offer may be made in advance of a Change of Control Triggering Event, and conditioned upon such Change of Control Triggering Event, if a definitive agreement is in place for the Change of Control at the time of making of the Change of Control Offer.

Except as described above with respect to a Change of Control Triggering Event, the Indenture does not contain provisions that permit the holders of the Notes to require that Wynn Macau repurchase or redeem the Notes in the event of a takeover, recapitalization or similar transaction.

Wynn Macau will not be required to make a Change of Control Offer upon a Change of Control Triggering Event if (1) a third party makes the Change of Control Offer in the manner, at the times and otherwise in compliance with the requirements set forth in the Indenture applicable to a Change of Control Offer made by Wynn Macau and purchases all Notes properly tendered and not withdrawn under the Change of Control Offer or (2) a notice of redemption has been given pursuant to the Indenture as described above under the captions "—Optional Redemption," "—Gaming Redemption" or "—Redemption for Tax Reasons," pursuant to which Wynn Macau has exercised its right to redeem the Notes in full, unless and until there is a default in payment of the applicable redemption price.

The definition of "Change of Control" includes a phrase relating to the direct or indirect sale, lease, transfer, conveyance or other disposition of "all or substantially all" of the properties or assets of Wynn Macau and its

Subsidiaries, taken as a whole. Although there is a limited body of case law interpreting the phrase “substantially all,” under New York law, which governs the Indenture, there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of Notes to require Wynn Macau to repurchase its Notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of the assets of Wynn Macau and its Subsidiaries, taken as a whole, to another Person or group may be uncertain.

The agreements governing other Indebtedness of Wynn Macau and its Subsidiaries contain, and future agreements of Wynn Macau and its Subsidiaries may contain, prohibitions of certain events, including events that would constitute a Change of Control Triggering Event and including repurchases of or other prepayments in respect of the Notes. The exercise by the holders of Notes of their right to require Wynn Macau to repurchase the Notes upon a Change of Control Triggering Event may cause a default under these other agreements, even if the Change of Control Triggering Event itself does not. In the event a Change of Control Triggering Event occurs at a time when Wynn Macau is prohibited from purchasing the Notes, Wynn Macau could seek the consent of its senior lenders to the purchase of the Notes or could attempt to refinance the borrowings that contain such prohibition. If Wynn Macau does not obtain a consent or repay those borrowings, Wynn Macau will breach the terms of such borrowings by purchasing the Notes. In that case, Wynn Macau’s failure to purchase tendered Notes would constitute an Event of Default under the Indenture which could, in turn, constitute a default under the other Indebtedness. Finally, Wynn Macau’s ability to pay cash to the holders of Notes upon a repurchase as well as its ability to refinance any borrowings from senior lenders may be limited by Wynn Macau’s then existing financial resources. See *“Risk Factors—Risks Related to the Notes—We may not be able to repurchase the Notes upon the occurrence of certain events.”*

### ***Special Put Option***

If a Special Put Option Triggering Event occurs, each holder of the Notes will have the right to require Wynn Macau to repurchase all or any part of such holder’s Notes pursuant to a Special Put Option Offer (as defined below) on the terms set forth in the Indenture. In the Special Put Option Offer, Wynn Macau will offer to purchase the Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, and Additional Amounts, if any, to (but excluding) the date of repurchase (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date), except to the extent Wynn Macau has previously or concurrently elected to redeem the Notes in full as described under “—Optional Redemption” or “—Redemption for Taxation Reasons.”

Within ten days following the occurrence of a Special Put Option Triggering Event, Wynn Macau shall deliver a notice (a “**Special Put Option Offer**”) to each holder of the Notes with a copy to the Trustee and the paying agent stating:

- (1) that a Special Put Option Triggering Event has occurred and that such holder has the right to require Wynn Macau to repurchase such holder’s Notes at a repurchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, and Additional Amounts, if any, to (but excluding) the date of repurchase (subject to the right of holders of record on a record date to receive interest on the relevant interest payment date);
- (2) the repurchase date (which shall be no earlier than 10 days nor later than 60 days from the date such notice is delivered); and
- (3) the instructions determined by Wynn Macau, consistent with this covenant, that a holder must follow in order to have its Notes repurchased.

On the date of repurchase pursuant to a Special Put Option Offer, Wynn Macau will, to the extent lawful:

- (1) accept for payment all Notes or portions of Notes properly tendered pursuant to the Special Put Option Offer;

(2) deposit with the paying agent an amount equal to the repurchase price, plus accrued and unpaid interest, if any, and Additional Amounts, if any, to (but excluding) the date of repurchase (the “**Special Put Option Payment**”), in respect of all Notes or portions of Notes properly tendered; and

(3) deliver or cause to be delivered to the Trustee, the Notes properly accepted together with an Officer’s Certificate stating the aggregate principal amount of Notes or portions of Notes being purchased by Wynn Macau.

The paying agent will promptly deliver to each holder of Notes properly tendered the Special Put Option Payment for such Notes, and the Trustee will promptly authenticate and deliver (or cause to be transferred by book entry) to each holder a new Note equal in principal amount to any unpurchased portion of the Notes surrendered, if any.

The provisions described above that require Wynn Macau to make a Special Put Option Offer following a Special Put Option Triggering Event will be applicable whether or not any other provisions of the Indenture are applicable. Except as described above with respect to a Special Put Option Triggering Event, the Indenture does not contain provisions that permit the holders of the Notes to require that Wynn Macau repurchase or redeem the Notes in the event of a termination, rescission or expiration of any Gaming License held by Wynn Macau and its Subsidiaries.

Wynn Macau will not be required to make a Special Put Option Offer upon a Special Put Option Triggering Event if (1) a third party makes the Special Put Option Offer in the manner, at the times and otherwise in compliance with the requirements set forth in the Indenture applicable to a Special Put Option Offer made by Wynn Macau and purchases all Notes properly tendered and not withdrawn under the Special Put Option Offer, or (2) a notice of redemption has been given in accordance with the terms of the Indenture, as described above under the caption “—Optional Redemption” or “—Redemption for Taxation Reasons,” pursuant to which Wynn Macau has exercised its right to redeem the Notes in full, unless and until there is a default in payment of the applicable redemption price.

Notes repurchased by Wynn Macau pursuant to a Special Put Option Offer will have the status of Notes issued but not outstanding or will be retired and canceled at the option of Wynn Macau. Notes purchased by a third party pursuant to the preceding paragraph will have the status of Notes issued and outstanding.

The agreements governing other Indebtedness of Wynn Macau and its Subsidiaries contain, and future agreements of Wynn Macau and its Subsidiaries may contain, prohibitions of certain events, including events that would constitute a Special Put Option Triggering Event and including repurchases of or other prepayments in respect of the Notes. The exercise by the holders of Notes of their right to require Wynn Macau to repurchase the Notes upon a Special Put Option Triggering Event may cause a default under these other agreements, even if the Special Put Option Triggering Event itself does not. In the event a Special Put Option Triggering Event occurs at a time when Wynn Macau is prohibited from purchasing the Notes, Wynn Macau could seek the consent of its senior lenders to the purchase of the Notes or could attempt to refinance the borrowings that contain such prohibition. If Wynn Macau does not obtain a consent or repay those borrowings, Wynn Macau will breach the terms of such borrowings by purchasing the Notes. In that case, Wynn Macau’s failure to purchase tendered Notes would constitute an Event of Default under the Indenture which could, in turn, constitute a default under the other Indebtedness. Finally, Wynn Macau’s ability to pay cash to the holders of Notes upon a repurchase as well as its ability to refinance any borrowings from senior lenders may be limited by Wynn Macau’s then existing financial resources. See “*Risk Factors—Risks Related to the Notes—We may not be able to repurchase the Notes upon the occurrence of certain events.*”

## **Compliance with Securities Laws**

To the extent that the provisions of any applicable securities laws or regulations conflict with the Change of Control Offer or Special Put Option Offer provisions of the Indenture, Wynn Macau will not be deemed to have

breached its obligations under these provisions of the Indenture by virtue of its compliance with such laws and regulations.

### **Selection and Notice**

If fewer than all of the Notes are to be redeemed at any time, the Trustee will select Notes for redemption on a pro rata basis, by lot or by any other method the Trustee deems fair and appropriate, unless otherwise required by law or applicable stock exchange or depositary requirements. No Notes of US\$200,000 or less can be redeemed or purchased in part. However, if all of the Notes of a holder are to be redeemed or purchased, the entire outstanding amount of Notes held by such holder, even if less than US\$200,000, will be redeemed or purchased.

Notices of redemption or purchase will be delivered at least 10 but not more than 60 days before the redemption or purchase date to each holder of Notes to be redeemed or purchased at its registered address, except that redemption or purchase notices may be delivered more than 60 days prior to a redemption or purchase date if the notice is issued in connection with a defeasance of the Notes or a satisfaction and discharge of the Indenture, and that no minimum notice period is required for a redemption as described under “—Gaming Redemption”.

If any Note is to be redeemed in part only, the notice of redemption that relates to that Note will state the portion of the principal amount of that Note that is to be redeemed. A Note in principal amount equal to the unredeemed portion of the original Note will be issued in the name of the holder of a Note upon cancellation of the original Note. Notes called for redemption become due on the date fixed for redemption. On and after the redemption date, interest ceases to accrue on Notes or portions of Notes called for redemption.

### **Certain Covenants**

#### *Merger, Consolidation or Sale of Assets*

As long as any Notes are outstanding, Wynn Macau will not, directly or indirectly, (1) consolidate or merge with or into another Person (whether or not Wynn Macau is the surviving entity) or (2) sell, assign, transfer, convey or otherwise dispose of all or substantially all of the properties or assets of Wynn Macau and its Subsidiaries, taken as a whole, in one or more related transactions, to another Person, unless:

(1) either (a) Wynn Macau is the surviving entity or (b) the Person formed by or surviving any such consolidation or merger (if other than Wynn Macau) or to which such sale, assignment, transfer, conveyance or other disposition shall have been made is a corporation organized or existing under the laws of Hong Kong, Macau, Singapore, the Cayman Islands, the British Virgin Islands, Bermuda, the Isle of Man, the United States, any state of the United States or the District of Columbia;

(2) the Person formed by or surviving any such consolidation or merger (if other than Wynn Macau) or the Person to which such sale, assignment, transfer, conveyance or other disposition shall have been made assumes all the obligations of Wynn Macau under the Notes and the Indenture pursuant to a supplemental indenture; and

(3) immediately after such transaction, no Default or Event of Default shall have occurred and is continuing.

For the avoidance of doubt, a pledge, mortgage, charge, lien, encumbrance, hypothecation or grant of any other security interest on an asset or property shall not be considered as a sale, assignment, transfer, conveyance or disposal of such asset or property.

#### *Reports*

(1) As long as any Notes are outstanding and the ordinary shares of Wynn Macau are listed on The Stock Exchange of Hong Kong Limited (the “**HKSE**”) or another internationally recognized stock exchange, Wynn



Macau will file with the Trustee and furnish to the Holders upon request, within 10 days after they are filed with such exchange, true and correct copies of all financial and other reports in the English language filed with such exchange.

(2) If at any time the Notes are outstanding and the ordinary shares of Wynn Macau are not listed on an internationally recognized stock exchange, Wynn Macau will file with the Trustee:

(a) within 120 days after the end of each fiscal year, an annual report in a form substantially similar to Wynn Macau's annual report for the year ended December 31, 2024 filed with the HKSE, including (A) a "Management Discussion and Analysis" of financial condition and results of operations and (B) consolidated financial statements (including statements of comprehensive income, financial position, changes in equity and cash flows) prepared in accordance with IFRS and audited by an internationally recognized firm of independent accountants; and

(b) within 90 days after the end of the second quarter of each fiscal year, a semi-annual report in a form substantially similar to Wynn Macau's interim report for the six months ended June 30, 2024 filed with the HKSE, including (A) a "Management Discussion and Analysis" of financial condition and results of operations and (B) half-year consolidated financial statements (including statements of comprehensive income, financial position, changes in equity and cash flows) prepared in accordance with IFRS and reviewed pursuant to Hong Kong Standard on Review Engagements 2410 (or any equivalent or successor provision) by an internationally recognized firm of independent accountants.

(3) If at any time Notes are outstanding and the common stock of Wynn Resorts is not listed on the Nasdaq Global Select Market or another internationally recognized stock exchange, Wynn Macau will file with the Trustee, within 45 days after the end of the first and third quarters of each fiscal year, an unaudited quarterly condensed consolidated income statement of Wynn Macau prepared in accordance with IFRS.

(4) If Wynn Macau is required to file any reports under paragraphs (2) or (3) above, Wynn Macau will also:

(a) issue a press release to an internationally recognized wire service no fewer than three Business Days prior to the first public disclosure of each such report, announcing the date on which such report will become publicly available and directing noteholders, prospective investors, broker-dealers and securities analysts to contact the investor relations office of Wynn Macau to obtain copies of such report;

(b) issue a press release to an internationally recognized wire service no fewer than three Business Days prior to the date of any conference call which may be required to be held in accordance with paragraph 4(a) above, announcing the time and date of such conference call and either including all information necessary to access the call or directing noteholders, prospective investors, broker-dealers and securities analysts to contact the appropriate person at Wynn Macau to obtain such information; and

(c) maintain a website to which noteholders, prospective investors, broker-dealers and securities analysts are given access and to which the reports and press releases required by paragraphs (2), (3), 4(a) and 4(b) above are posted within the time periods required.

(5) During any period in which Wynn Macau is neither subject to Section 13 or 15(d) of the Exchange Act, nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, Wynn Macau shall provide to (i) any holder or beneficial owner of a Note or (ii) a prospective purchaser of a Note or a beneficial interest therein designated by such holder or beneficial owner, the information specified in, and meeting the requirements of, Rule 144A(d)(4) under the Securities Act upon the request of any holder or beneficial owner of a Note.

(6) Delivery of the reports, information and documents described in this "Reports" covenant to the Trustee is for informational purposes only, and the Trustee's receipt of such shall not constitute constructive notice of any information contained therein or determinable from information contained therein, including Wynn Macau's



compliance with any of its covenants hereunder (as to which the Trustee is entitled to conclusively rely exclusively on an Officer's Certificate). The Trustee shall have no duty to review or make independent investigation with respect to any of the foregoing received by the Trustee and shall hold the same solely as repository. The Trustee shall have no responsibility to determine if reports have been provided to holders or if Wynn Macau has complied with the obligations set forth in paragraph (4) above.

### **Events of Default and Remedies**

Each of the following is an “**Event of Default**”:

- (1) default for 30 days in the payment when due of interest on the Notes;
- (2) default in the payment when due (at maturity, upon redemption, repurchase or otherwise) of the principal of, or premium, if any, on the Notes;
- (3) failure by Wynn Macau:
  - (a) to comply with any payment obligations (including, without limitation, obligations as to the timing or amount of such payments) described under the caption “—Repurchase at the Option of Holders—Change of Control” or “—Repurchase at the Option of Holders—Special Put Option,” or
  - (b) to comply with the provisions described under the caption “—Certain Covenants—Merger, Consolidation or Sale of Assets;”
- (4) failure by Wynn Macau for 60 days after receipt of written notice from the Trustee or the holders of at least 25% in aggregate principal amount of the Notes then outstanding voting as a single class to comply with any of the other agreements in the Indenture not identified in clauses (1), (2) or (3) above;
- (5) default under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any Indebtedness for money borrowed by Wynn Macau or any of its Subsidiaries (or the payment of which is guaranteed by Wynn Macau or any of its Subsidiaries), whether such Indebtedness or guarantee existed on the date of the Indenture, or is created after the date of the Indenture, if that default results in the acceleration of such Indebtedness prior to its express maturity, and, in each case, the principal amount of any such Indebtedness, together with the principal amount of any other such Indebtedness the maturity of which has been so accelerated, aggregates US\$50.0 million or more (or the Dollar Equivalent thereof), if such acceleration is not annulled within 30 days after written notice as provided in the Indenture;
- (6) failure by Wynn Macau or any of its Significant Subsidiaries to pay final non-appealable judgments (not paid or covered by insurance as to which the relevant insurance company has not denied responsibility) rendered against Wynn Macau or any Significant Subsidiary aggregating in excess of US\$50.0 million (or the Dollar Equivalent thereof), which judgments are not paid, bonded, discharged or stayed for a period of 60 days; or
- (7) certain events of bankruptcy or insolvency described in the Indenture.

In the case of an Event of Default arising from certain events of bankruptcy or insolvency, all outstanding Notes will become due and payable immediately without further action or notice. If any other Event of Default occurs and is continuing, the Trustee or the holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all the Notes to be due and payable immediately.

Holders of the Notes may not enforce the Indenture or the Notes except as provided in the Indenture. Subject to certain limitations, holders of a majority in aggregate principal amount of the then outstanding Notes may direct the Trustee in its exercise of any trust or power. The Trustee may withhold from holders of the Notes notice of any continuing Default or Event of Default if it determines that withholding notice is in their interest, except a Default or Event of Default relating to the payment of principal, interest or premium, if any.

Subject to the provisions of the Indenture relating to the duties of the Trustee, in case an Event of Default occurs and is continuing, the Trustee will be under no obligation to exercise any of the rights or powers under the Indenture at the request or direction of any holders of the Notes unless such holders have offered to the Trustee indemnity or security reasonably satisfactory to it against any loss, liability, claim or expense. Except to enforce the right to receive payment of principal, interest or premium, if any, when due, no holder of a Note may pursue any remedy with respect to the Indenture or the Notes unless:

- (1) such holder has previously given the Trustee written notice that an Event of Default is continuing;
- (2) holders of at least 25% in aggregate principal amount of the then outstanding Notes have requested the Trustee to pursue the remedy;
- (3) such holders have offered the Trustee security or indemnity reasonably satisfactory to it against any loss, liability, claim or expense;
- (4) the Trustee has not complied with such request within 60 days after the receipt of the request and the offer of security or indemnity; and
- (5) holders of a majority in aggregate principal amount of the then outstanding Notes have not given the Trustee a direction inconsistent with such request within such 60-day period.

The holders of a majority in aggregate principal amount of the then outstanding Notes by notice to the Trustee may, on behalf of the holders of all of the Notes, rescind an acceleration or waive any existing Default or Event of Default and its consequences under the Indenture, except a continuing Default or Event of Default in the payment of interest or premium, if any, on, or the principal of, the Notes.

Wynn Macau is required to deliver to the Trustee annually a statement regarding compliance with the Indenture. Upon becoming aware of any Default or Event of Default, Wynn Macau is required to deliver to the Trustee a statement specifying such Default or Event of Default.

#### **No Personal Liability of Directors, Officers, Employees and Stockholders**

No past, present or future director, officer, employee, incorporator, organizer, equity holder or member of Wynn Macau, as such, will have any liability for any obligations of Wynn Macau under the Notes or the Indenture or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each holder of Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. The waiver may not be effective to waive liabilities under the United States federal securities laws.

#### **Legal Defeasance and Covenant Defeasance**

Wynn Macau may, at its option and at any time, elect to have all of its obligations discharged with respect to the outstanding Notes (“**Legal Defeasance**”) except for:

- (1) the rights of holders of outstanding Notes to receive payments in respect of the principal of, or interest or premium, if any, on, such Notes when such payments are due from the trust referred to below;
- (2) Wynn Macau’s obligations with respect to the Notes concerning issuing temporary notes, registration of notes, mutilated, destroyed, lost or stolen notes and the maintenance of an office or agency for payment and money for security payments held in trust;
- (3) the rights, powers, trusts, duties and immunities of the Trustee and Wynn Macau’s obligations in connection therewith; and
- (4) the Legal Defeasance and Covenant Defeasance provisions of the Indenture.

In addition, Wynn Macau may, at its option and at any time, elect to have the obligations of Wynn Macau released with respect to certain covenants (including its obligation to make Change of Control Offers) that are described in the Indenture (“**Covenant Defeasance**”) and thereafter any omission to comply with those covenants will not constitute a Default or Event of Default with respect to the Notes. In the event Covenant Defeasance occurs, certain events (not including non-payment, bankruptcy, receivership, rehabilitation and insolvency events) described under the caption “—Events of Default and Remedies” will no longer constitute an Event of Default with respect to the Notes.

In order to exercise either Legal Defeasance or Covenant Defeasance:

(1) Wynn Macau must irrevocably deposit with the Trustee or its designee, in trust, for the benefit of the holders of the Notes, cash in U.S. dollars, non-callable Government Securities, or a combination of cash in U.S. dollars and non-callable Government Securities, in amounts as will be sufficient, in the opinion of an internationally recognized investment bank, appraisal firm or firm of independent public accountants, to pay the principal of, or interest and premium, if any, on, the outstanding Notes on the stated date for payment thereof or on the applicable redemption date, as the case may be, and Wynn Macau must specify whether the Notes are being defeased to such stated date for payment or to a particular redemption date;

(2) in the case of Legal Defeasance, Wynn Macau must deliver to the Trustee an opinion of counsel reasonably acceptable to such Trustee confirming that (a) Wynn Macau has received from, or there has been published by, the U.S. Internal Revenue Service a ruling or (b) since the date of the Indenture, there has been a change in the applicable United States federal income tax law, in either case to the effect that, and based thereon such opinion of counsel shall confirm that, the holders of the outstanding Notes will not recognize income, gain or loss for United States federal income tax purposes as a result of such Legal Defeasance and will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Legal Defeasance had not occurred;

(3) in the case of Covenant Defeasance, Wynn Macau must deliver to the Trustee an opinion of counsel reasonably acceptable to such Trustee confirming that the holders of the outstanding Notes will not recognize income, gain or loss for United States federal income tax purposes as a result of such Covenant Defeasance and will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Covenant Defeasance had not occurred;

(4) no Default or Event of Default has occurred and is continuing on the date of such deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit) and the deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which Wynn Macau is a party or by which Wynn Macau is bound;

(5) such Legal Defeasance or Covenant Defeasance will not result in a breach or violation of, or constitute a default under, any material agreement or instrument (other than the Indenture) to which Wynn Macau is a party or by which any such Person is bound;

(6) in the case of Legal Defeasance, Wynn Macau must deliver to the Trustee an opinion of counsel to the effect that, assuming no intervening bankruptcy of Wynn Macau between the date of deposit and the 183rd day following the deposit and assuming that no holder of Notes is an “insider” of Wynn Macau under applicable bankruptcy law, after the 183rd day following the deposit, the trust funds will not be subject to the effect of any applicable bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally;

(7) Wynn Macau must deliver to the Trustee an Officer’s Certificate stating that the deposit was not made by Wynn Macau with the intent of preferring the holders of Notes over the other creditors of Wynn Macau with the intent of defeating, hindering, delaying or defrauding any creditors of Wynn Macau or others; and

(8) Wynn Macau must deliver to the Trustee an Officer's Certificate and an opinion of counsel, each stating that all conditions precedent relating to the Legal Defeasance or the Covenant Defeasance have been complied with.

### **Amendment, Supplement and Waiver**

Except as provided in the next two succeeding paragraphs, the Indenture and the Notes may be amended or supplemented with the consent of the holders of at least a majority in aggregate principal amount of the Notes then outstanding (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Notes), and any existing Default or Event of Default or compliance with any provision of the Indenture or the Notes may be waived with the consent of the holders of a majority in aggregate principal amount of the then outstanding Notes (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Notes).

Without the consent of holders of at least 90% in aggregate principal amount of the then outstanding Notes, an amendment, supplement or waiver may not:

- (1) reduce the principal amount of Notes whose holders must consent to an amendment, supplement or waiver;
- (2) reduce the principal of or change the fixed maturity of any Note or alter the provisions with respect to the redemption of the Notes (other than provisions relating to the covenants described above under the caption “—Repurchase at the Option of Holders—Change of Control”);
- (3) reduce the rate of or change the time for payment of interest, including default interest, on any Note;
- (4) waive a Default or Event of Default in the payment of principal of, or interest or premium, if any, on, the Notes (except a rescission of acceleration of the Notes by the holders of at least a majority in aggregate principal amount of the then outstanding Notes and a waiver of the payment default that resulted from such acceleration);
- (5) make any Note payable in money other than that stated in the Notes;
- (6) make any change in the provisions of the Indenture relating to waivers of past Defaults or the rights of holders of Notes to receive payments of principal of, or interest or premium, if any, on, the Notes;
- (7) waive a redemption payment with respect to any Note (other than a payment required by one of the covenants described above under the caption “—Repurchase at the Option of Holders—Change of Control”); or
- (8) make any change in the preceding amendment and waiver provisions.

Notwithstanding the preceding, without the consent of any holder of Notes, Wynn Macau and the Trustee may amend or supplement the Indenture or the Notes:

- (1) to cure any ambiguity, defect or inconsistency;
- (2) to provide for uncertificated Notes in addition to or in place of Certificated Notes (provided that the uncertificated Notes are issued in registered form for purposes of Section 163(f) of the U.S. Internal Revenue Code of 1986, as amended);
- (3) to provide for the assumption of Wynn Macau's obligations to holders of the Notes in the case of a merger or consolidation or sale of all or substantially all of Wynn Macau's assets, as applicable, in accordance with the Indenture;

(4) to make any change that would provide any additional rights or benefits to the holders of the Notes or that does not adversely affect the legal rights under the Indenture of any such holder;

(5) to conform the text of the Indenture or the Notes to any provision of this “Description of the Notes” to the extent that such provision in this “Description of the Notes” was intended to be a verbatim recitation of a provision of the Indenture or Notes;

(6) to provide for the issuance of Additional Notes in accordance with the limitations set forth in the Indenture as of the date of the Indenture;

(7) to evidence and provide for the acceptance of appointment by a successor Trustee;

(8) to comply with the procedures of DTC, Euroclear or Clearstream;

(9) to allow a Person to Guarantee Wynn Macau’s obligations under the Indenture and the Notes by executing a supplemental indenture with respect to the Notes (or to release any such Person from such a Guarantee as provided or permitted by the terms of the Indenture and such Guarantee);

(10) to comply with requirements of applicable Gaming Laws or to provide for requirements imposed by applicable Gaming Authorities; or

(11) to provide for the Notes to become secured (or to release such security as permitted by the Indenture and the applicable security documents).

### **Satisfaction and Discharge**

The Indenture will be discharged and will cease to be of further effect as to all Notes issued thereunder, when:

(1) either:

(a) all Notes that have been authenticated, except lost, stolen or destroyed Notes that have been replaced or paid and Notes for whose payment money has been deposited in trust and thereafter repaid to Wynn Macau, have been delivered to the Trustee for cancellation; or

(b) all Notes that have not been delivered to the Trustee for cancellation will become due and payable by reason of the delivery of a notice of redemption or otherwise or will become due and payable within one year and Wynn Macau has irrevocably deposited or caused to be deposited with the Trustee or its designee as trust funds in trust solely for the benefit of the holders of the Notes, cash in U.S. dollars, non-callable Government Securities, or a combination of cash in U.S. dollars and non-callable Government Securities, in amounts as will be sufficient, without consideration of any reinvestment of interest, to pay and discharge the entire Indebtedness on the Notes not delivered to the Trustee for cancellation for principal and premium, if any, and accrued interest to the date of maturity or redemption;

(2) no Default or Event of Default has occurred and is continuing on the date of the deposit or will occur as a result of the deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit) and the deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which Wynn Macau is a party or by which Wynn Macau is bound;

(3) Wynn Macau has paid or caused to be paid all sums payable by Wynn Macau under the Indenture; and

(4) Wynn Macau has delivered irrevocable instructions to the Trustee under the Indenture to apply the deposited money toward the payment of the Notes at maturity or on the redemption date, as the case may be.

In addition, Wynn Macau must deliver an Officer's Certificate and an opinion of counsel to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

### **Concerning the Trustee**

If the Trustee becomes a creditor of Wynn Macau, the Indenture limits the right of the Trustee to obtain payment of claims in certain cases, or to realize on certain property received in respect of any such claim as security or otherwise. The Trustee will be permitted to engage in other transactions. However, if it acquires any conflicting interest it must eliminate such conflict within 90 days or resign as Trustee.

The holders of a majority in aggregate principal amount of the then outstanding Notes will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy available to the Trustee, subject to certain exceptions. The Indenture provides that in case an Event of Default occurs and is continuing, the Trustee will be required, in the exercise of its power, to use the degree of care of a prudent person in the conduct of his/her own affairs.

Subject to such provisions, the Trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request of any holder of the Notes, unless such holder has offered to the Trustee security and indemnity satisfactory to it against any loss, liability, claim or expense.

### **Indemnification for Judgment Currency**

The obligations of Wynn Macau to any holder of the Notes or the Trustee under the Indenture or the Notes will, notwithstanding any judgment in a currency (the "**Judgment Currency**") other than U.S. dollars, be discharged only to the extent that on the day following receipt by such party of any amount in the Judgment Currency, such party may in accordance with normal banking procedures purchase U.S. dollars with the Judgment Currency.

If the amount of U.S. dollars so purchased is less than the amount originally to be paid to such party in U.S. dollars, Wynn Macau agrees as a separate obligation and notwithstanding such judgment, to the extent permitted by applicable law, to pay the difference, and, if the amount of U.S. dollars so purchased exceeds the amount originally to be paid to such party, such party agrees to pay to or for the account of such payor such excess; *provided that* such party shall not have any obligation to pay any such excess as long as an Event of Default has occurred and is continuing, in which case such excess may be applied by such party to such obligations.

### **Governing Law, Consent to Jurisdiction and Service of Process**

The Indenture and the Notes provide, with certain exceptions, for the application of the internal laws of the State of New York. Wynn Macau will irrevocably submit to the jurisdiction of any New York state or United States federal court located in The Borough of Manhattan, City of New York, State of New York in relation to any legal action or proceeding (i) arising out of, related to or in connection with the Indenture or the Notes and (ii) arising under any United States federal or state securities laws. Wynn Macau will appoint a process agent in the State of New York, the United States for service of process in any such action or proceeding.

### **Enforceability of Judgments**

Since substantially all of the assets of Wynn Macau and its Subsidiaries are outside the United States, any judgment obtained in the United States against Wynn Macau, including judgments with respect to the payment of principal, premium, interest and any redemption price and any purchase price with respect to the Notes, may not be collectable within the United States.



## Additional Information

Anyone who receives this offering memorandum may obtain a copy of the Indenture without charge by writing to Wynn Macau, Avenida da Nave Desportiva, Cotai, Macau SAR, Attention: Legal Department.

## Book-Entry, Delivery and Form

The Notes are being offered and sold to qualified institutional buyers in reliance on Rule 144A (**“Rule 144A Notes”**). The Notes also may be offered and sold in offshore transactions in reliance on Regulation S (**“Regulation S Notes”**). Except as set forth below, the Notes will be issued in registered, global form in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess of US\$200,000. Notes will be issued at the closing of this offering only against payment in immediately available funds.

Rule 144A Notes initially will be represented by one or more Notes in registered, global form without interest coupons (collectively, the **“Rule 144A Global Notes”**). Regulation S Notes initially will be represented by one or more Notes in registered, global form without interest coupons (collectively, the **“Regulation S Global Notes”** and, together with the Rule 144A Global Notes, the **“Global Notes”**). The Global Notes will be deposited upon issuance with the Trustee as custodian for The Depository Trust Company (**“DTC”**), in New York, New York, and registered in the name of DTC or its nominee, in each case, for credit to an account of a direct or indirect participant in DTC as described below. Through and including the 40th day after the later of the commencement of this offering and the closing of this offering (such period through and including such 40th day, the **“Restricted Period”**), beneficial interests in the Regulation S Global Notes may be held only through the Euroclear Bank SA/NV (**“Euroclear”**) and Clearstream Banking S.A. (**“Clearstream”**) (as indirect participants in DTC), unless transferred to a person that takes delivery through a Rule 144A Global Note in accordance with the certification requirements described below. Beneficial interests in the Rule 144A Global Notes may not be exchanged for beneficial interests in the Regulation S Global Notes at any time except in the limited circumstances described below. See *“—Exchanges between Regulation S Notes and Rule 144A Notes.”*

Except as set forth below, the Global Notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee. Beneficial interests in the Global Notes may not be exchanged for definitive Notes in registered certificated form (**“Certificated Notes”**) except in the limited circumstances described below. See *“—Exchange of Global Notes for Certificated Notes.”* Except in the limited circumstances described below, owners of beneficial interests in the Global Notes will not be entitled to receive physical delivery of notes in certificated form.

Rule 144A Notes (including beneficial interests in the Rule 144A Global Notes) will be subject to certain restrictions on transfer and will bear a restrictive legend as described under “Transfer Restrictions.” Regulation S Notes will also bear the legend as described under “Transfer Restrictions.” In addition, transfers of beneficial interests in the Global Notes will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

## Depository Procedures

The following description of the operations and procedures of DTC, Euroclear and Clearstream are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. Wynn Macau and the Trustee take no responsibility for these operations and procedures and urge investors to contact the system or their participants directly to discuss these matters.

DTC has advised Wynn Macau that DTC is a limited-purpose trust company created to hold securities for its participating organizations (collectively, the **“Participants”**) and to facilitate the clearance and settlement of



transactions in those securities between the Participants through electronic book-entry changes in accounts of its Participants. The Participants include securities brokers and dealers (including the initial purchasers), banks, trust companies, clearing corporations and certain other organizations. Access to DTC's system is also available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Participant, either directly or indirectly (collectively, the "**Indirect Participants**"). Persons who are not Participants may beneficially own securities held by or on behalf of DTC only through the Participants or the Indirect Participants. The ownership interests in, and transfers of ownership interests in, each security held by or on behalf of DTC are recorded on the records of the Participants and Indirect Participants.

DTC has also advised Wynn Macau that, pursuant to procedures established by it:

(1) upon deposit of the Global Notes, DTC will credit the accounts of the Participants designated by the initial purchasers with portions of the principal amount of the Global Notes; and

(2) ownership of these interests in the Global Notes will be shown on, and the transfer of ownership of these interests will be effected only through, records maintained by DTC (with respect to the Participants) or by the Participants and the Indirect Participants (with respect to other owners of beneficial interest in the Global Notes).

Investors in the Rule 144A Global Notes who are Participants may hold their interests therein directly through DTC. Investors in the Rule 144A Global Notes who are not Participants may hold their interests therein indirectly through organizations (including Euroclear and Clearstream) that are Participants. Investors in the Regulation S Global Notes must initially hold their interests therein through Euroclear or Clearstream, if they are participants in such systems, or indirectly through organizations that are participants. After the expiration of the Restricted Period (but not earlier), investors may also hold interests in the Regulation S Global Notes through Participants in the DTC system other than Euroclear and Clearstream. Euroclear and Clearstream will hold interests in the Regulation S Global Notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositories, which are Euroclear Bank SA/NV, as operator of Euroclear, and Clearstream Banking S.A., as operator of Clearstream. All interests in a Global Note, including those held through Euroclear or Clearstream, may be subject to the procedures and requirements of DTC. Those interests held through Euroclear or Clearstream may also be subject to the procedures and requirements of such systems. The laws of some states require that certain Persons take physical delivery in definitive form of securities that they own. Consequently, the ability to transfer beneficial interests in a Global Note to such Persons will be limited to that extent. Because DTC can act only on behalf of the Participants, which in turn act on behalf of the Indirect Participants, the ability of a Person having beneficial interests in a Global Note to pledge such interests to Persons that do not participate in the DTC system, or otherwise take actions in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests.

**Except as described below, owners of interests in the Global Notes will not have Notes registered in their names, will not receive physical delivery of Notes in certificated form and will not be considered the registered owners or "holders" thereof under the Indenture for any purpose.**

Payments in respect of the principal of, and interest and premium, if any, on, a Global Note registered in the name of DTC or its nominee will be payable to DTC in its capacity as the registered holder under the Indenture. Under the terms of the Indenture, Wynn Macau and the Trustee will treat the Persons in whose names the Notes, including the Global Notes, are registered as the owners of the Notes for the purpose of receiving payments and for all other purposes. Consequently, neither Wynn Macau, the Trustee nor any agent of Wynn Macau or the Trustee has or will have any responsibility or liability for:

(1) any aspect of DTC's records or any Participant's or Indirect Participant's records relating to or payments made on account of beneficial ownership interest in the Global Notes or for maintaining, supervising or reviewing any of DTC's records or any Participant's or Indirect Participant's records relating to the beneficial ownership interests in the Global Notes; or

(2) any other matter relating to the actions and practices of DTC or any of its Participants or Indirect Participants.

DTC has advised Wynn Macau that its current practice, upon receipt of any payment in respect of securities such as the Notes (including principal and interest), is to credit the accounts of the relevant Participants with the payment on the payment date unless DTC has reason to believe that it will not receive payment on such payment date. Each relevant Participant is credited with an amount proportionate to its beneficial ownership of an interest in the principal amount of the relevant security as shown on the records of DTC. Payments by the Participants and the Indirect Participants to the beneficial owners of Notes will be governed by standing instructions and customary practices and will be the responsibility of the Participants or the Indirect Participants and will not be the responsibility of DTC, the Trustee or Wynn Macau. Neither Wynn Macau nor the Trustee will be liable for any delay by DTC or any of the Participants or the Indirect Participants in identifying the beneficial owners of the Notes, and Wynn Macau and the Trustee may conclusively rely on and will be protected in relying on instructions from DTC or its nominee for all purposes.

Subject to the transfer restrictions set forth under “Transfer Restrictions,” transfers between the Participants will be effected in accordance with DTC’s procedures, and will be settled in same-day funds, and transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

Subject to compliance with the transfer restrictions applicable to the Notes described herein, cross-market transfers between the Participants, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC’s rules on behalf of Euroclear or Clearstream, as the case may be, by their respective depositaries; however, such cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (Brussels time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depository to take action to effect final settlement on its behalf by delivering or receiving interests in the Global Note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositories for Euroclear or Clearstream.

DTC has advised Wynn Macau that it will take any action permitted to be taken by a holder of Notes only at the direction of one or more Participants to whose account DTC has credited the interests in the Global Notes and only in respect of such portion of the aggregate principal amount of the Notes as to which such Participant or Participants has or have given such direction. However, if there is an Event of Default under the Notes, DTC reserves the right to exchange the Global Notes for legended Notes in certificated form, and to distribute such Notes to its Participants.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the Rule 144A Global Notes and the Regulation S Global Notes among participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and may discontinue such procedures at any time. None of Wynn Macau, the Trustee and any of their respective agents will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

#### *Exchange of Global Notes for Certificated Notes*

A Global Note is exchangeable for Certificated Notes if:

(1) DTC (a) notifies Wynn Macau that it is unwilling or unable to continue as depository for the Global Notes or (b) has ceased to be a clearing agency registered under the Exchange Act and, in either case, Wynn Macau fails to appoint a successor depository;

(2) Wynn Macau, at its option, notifies the Trustee in writing that it elects to cause the issuance of the Certificated Notes; or

(3) if DTC or a successor depository so requests following a Default or Event of Default with respect to the Notes.

In addition, beneficial interests in a Global Note may be exchanged for Certificated Notes upon prior written notice given to the Trustee by or on behalf of DTC in accordance with the Indenture.

In all cases, Certificated Notes delivered in exchange for any Global Note or beneficial interests in Global Notes will be registered in the names, and issued in any approved denominations, requested by or on behalf of the depository (in accordance with its customary procedures) and will bear the applicable restrictive legends referred to in “Transfer Restrictions,” unless such legends are not required by applicable law.

#### *Exchange of Certificated Notes for Global Notes*

Certificated Notes may not be exchanged for beneficial interests in any Global Note unless the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer will comply with the appropriate transfer restrictions applicable to such Notes. See “*Transfer Restrictions*.”

#### *Exchanges Between Regulation S Notes and Rule 144A Notes*

Prior to the expiration of the Restricted Period, beneficial interests in the Regulation S Global Note may be exchanged for beneficial interests in the Rule 144A Global Note only if:

- (1) such exchange occurs in connection with a transfer of such Notes pursuant to Rule 144A; and
- (2) the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that the Notes are being transferred to a Person:
  - (a) who the transferor reasonably believes to be a qualified institutional buyer within the meaning of Rule 144A;
  - (b) purchasing for its own account or the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A; and
  - (c) in accordance with all applicable securities laws of the states of the United States and other jurisdictions.

Beneficial interests in a Rule 144A Global Note may be transferred to a Person who takes delivery in the form of an interest in the Regulation S Global Note, whether before or after the expiration of the Restricted Period, only if the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S or Rule 144 (if available) and that, if such transfer occurs prior to the expiration of the Restricted Period, the interest transferred will be held immediately thereafter through Euroclear or Clearstream.

Transfers involving exchanges of beneficial interests between the Regulation S Global Notes and the Rule 144A Global Notes will be effected by DTC by means of an instruction originated by the Trustee through the DTC Deposit/Withdraw at Custodian system. Accordingly, in connection with any such transfer, appropriate adjustments will be made to reflect a decrease in the principal amount of the Regulation S Global Note and a corresponding increase in the principal amount of the Rule 144A Global Note or vice versa, as applicable. Any beneficial interest in one of the Global Notes that is transferred to a Person who takes delivery in the form of an

interest in the other Global Note will, upon transfer, cease to be an interest in such Global Note and will become an interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in such other Global Note for so long as it remains such an interest. The policies and practices of DTC may prohibit transfers of beneficial interests in the Regulation S Global Note prior to the expiration of the Restricted Period.

#### *Same Day Settlement and Payment*

Wynn Macau will make payments in respect of the Notes represented by the Global Notes (including principal, premium, if any, and interest, if any), by wire transfer of immediately available funds to the accounts specified by DTC or its nominee. Wynn Macau will make all payments of principal, interest and premium, if any, with respect to Certificated Notes by wire transfer of immediately available funds to the accounts specified by the holders of the Certificated Notes or, if no such account is specified, by mailing a check to each such holder's registered address. The Notes represented by the Global Notes are expected to be eligible to trade in DTC's Same-Day Funds Settlement System, and any permitted secondary market trading activity in such Notes will, therefore, be required by DTC to be settled in immediately available funds. Wynn Macau expects that secondary trading in any Certificated Notes will also be settled in immediately available funds.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in a Global Note from a Participant will be credited, and any such crediting will be reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a Business Day for Euroclear and Clearstream) immediately following the settlement date of DTC. DTC has advised Wynn Macau that cash received in Euroclear or Clearstream as a result of sales of interests in a Global Note by or through a Euroclear or Clearstream participant to a Participant will be received with value on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the Business Day for Euroclear or Clearstream following DTC's settlement date.

#### **Certain Definitions**

Set forth below are certain defined terms used in the Indenture. Reference is made to the Indenture for a full disclosure of all defined terms used therein, as well as any other capitalized terms used herein for which no definition is provided.

**"Affiliate"** of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person. For purposes of this definition, "control," as used with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of such Person, whether through the ownership of voting securities, by agreement or otherwise; *provided that* Ms. Chen Chih Ling, Linda shall not, by virtue of meeting any of the foregoing criteria as a result of the shares held by her in the Concessionaire as of the date of the Indenture or as a result of her role as executive director of Wynn Macau, be an Affiliate of Wynn Macau, Wynn Resorts or any of their respective Subsidiaries. For purposes of this definition, the terms "controlling," "controlled by" and "under common control with" have correlative meanings.

**"Beneficial Owner"** has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Exchange Act, except that in calculating the beneficial ownership of any particular "person" (as that term is used in Section 13(d)(3) of the Exchange Act), such "person" will be deemed to have beneficial ownership of all securities that such "person" has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only after the passage of time. The terms **"Beneficially Owns"** and **"Beneficially Owned"** have a corresponding meaning.

**"Board of Directors"** means:

(1) with respect to a corporation, the board of directors of the corporation or any committee thereof duly authorized to act on behalf of such board;

- (2) with respect to a partnership, the board of directors of the general partner of the partnership;
- (3) with respect to a limited liability company, the Person or Persons who are the managing member, members or managers or any controlling committee or managing members or managers thereof; and
- (4) with respect to any other Person, the board or committee of such Person serving a similar function.

“**Business Day**” means any day other than a Legal Holiday.

“**Capital Lease Obligation**” means, at the time any determination is to be made, the amount of the liability in respect of a capital lease that would at that time be required to be capitalized on a balance sheet in accordance with IFRS as in effect as of December 31, 2018, and the Stated Maturity thereof shall be the date of the last payment of rent or any other amount due under such lease prior to the first date upon which such lease may be prepaid by the lessee without payment of a penalty.

“**Capital Stock**” means:

- (1) in the case of a corporation, corporate stock;
- (2) in the case of an association or business entity, any and all shares, interests, participations, rights or other equivalents (however designated) of corporate stock;
- (3) in the case of a partnership or limited liability company, partnership interests (whether general or limited) or membership interests (whether general or limited); and
- (4) any other interests or participation that confers on a Person the right to receive a share of the profits and losses of, or distributions of assets of, the issuing Person, but excluding from all of the foregoing any debt securities convertible into Capital Stock, whether or not such debt securities include any right of participation with Capital Stock.

“**Change of Control**” means the occurrence of any of the following:

- (1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of Wynn Macau and its Subsidiaries, taken as a whole, to any “person” (as that term is used in Section 13(d)(3) of the Exchange Act), other than to Wynn Resorts or any of its Affiliates;
- (2) the adoption of a plan relating to the liquidation or dissolution of Wynn Macau or any successor thereto;
- (3) the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any “person” (as defined in clause (1) above), other than Wynn Resorts or any Affiliate of Wynn Resorts becomes the Beneficial Owner, directly or indirectly, of more than 50% of the outstanding Voting Stock of Wynn Macau, measured by voting power rather than number of Equity Interests;
- (4) the first day on which a majority of the members of the Board of Directors of Wynn Macau are not Continuing Directors;
- (5) the first day on which Wynn Macau ceases to own, directly or indirectly, at least 60% of the outstanding Equity Interests of (and at least a 60% economic interest in) the Concessionaire; or
- (6) the 30th day following the date on which Wynn Macau ceases to be entitled to use the “WYNN” trademark.

Notwithstanding the preceding or any provision of Section 13(d)(3) of the Exchange Act, a Person or group shall not be deemed to beneficially own Voting Stock subject to a stock or asset purchase agreement, merger agreement, option agreement, warrant agreement or similar agreement (or voting or option or similar agreement related thereto) until the consummation of the acquisition of the Voting Stock in connection with the transactions contemplated by such agreement.

**“Change of Control Offer”** has the meaning assigned to that term in the Indenture.

**“Change of Control Triggering Event”** means the occurrence of a Change of Control and, if the Notes are rated by both Rating Agencies, a Ratings Event.

**“Concessionaire”** means Wynn Resorts (Macau) S.A., a company incorporated under the laws of Macau.

**“Continuing Directors”** means, as of any date of determination, with respect to any Person, any member of the Board of Directors of such Person who:

- (1) was a member of such Board of Directors on the date of the Indenture; or
- (2) was nominated for election, or was elected or appointed, to such Board of Directors with the approval of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination, election or appointment.

**“Default”** means any event that is, or with the passage of time or the giving of notice or both would be, an Event of Default.

**“Disqualified Stock”** means any Capital Stock that, by its terms (or by the terms of any security into which it is convertible, or for which it is exchangeable, in each case, at the option of the holder of the Capital Stock), or upon the happening of any event, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or redeemable at the option of the holder of the Capital Stock, in whole or in part, on or prior to the date that is 91 days after the date on which the Notes mature. Notwithstanding the preceding sentence, any Capital Stock that would constitute Disqualified Stock solely because the holders of the Capital Stock have the right to require the issuer thereof to repurchase such Capital Stock upon the occurrence of a change of control or an asset sale will not constitute Disqualified Stock.

**“Dollar Equivalent”** means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency involved in such computation into U.S. dollars at the base rate for the purchase of U.S. dollars with the applicable foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

**“Equity Interests”** means Capital Stock and all warrants, options or other rights to acquire Capital Stock (but excluding any debt security that is convertible into, or exchangeable for, Capital Stock).

**“Exchange Act”** means the United States Securities Exchange Act of 1934, as amended.

**“Existing Notes”** means, collectively, Wynn Macau’s outstanding: (i) US\$1,000,000,000 5.500% Senior Notes due 2026, (ii) US\$750,000,000 5.500% Senior Notes due 2027, (iii) US\$1,350,000,000 5.625% Senior Notes due 2028, (iv) US\$1,000,000,000 5.125% Senior Notes due 2029 and (v) US\$600,000,000 4.50% Convertible Bonds due 2029.

**“Fair Market Value”** means the value that would be paid by a willing buyer to an unaffiliated willing seller in a transaction not involving distress or necessity of either party, determined in good faith by (1) an appropriate officer of Wynn Macau, in the case of any value equal to or less than US\$25.0 million (or the Dollar Equivalent thereof) or (2) the Board of Directors of Wynn Macau, in the event of any value greater than US\$25.0 million (or the Dollar Equivalent thereof), in each case, unless otherwise provided in the Indenture.



**“Gaming Authority”** means any agency, authority, board, bureau, commission, department, office or instrumentality of any nature whatsoever of any national or foreign government, any state, province or city or other political subdivision or otherwise, whether on the date of the Indenture or thereafter in existence, including the Government of the Macau Special Administrative Region and any other applicable gaming regulatory authority or agency, in each case, with authority to regulate the sale or distribution of liquor or any gaming operation (or proposed gaming operation) owned, managed or operated by Wynn Macau or any of their respective Affiliates, including the Concessionaire.

**“Gaming Law”** means the gaming laws, rules, regulations or ordinances of any jurisdiction or jurisdictions to which Wynn Resorts, Wynn Macau or any of their respective Affiliates, including the Concessionaire, is, or may be, at any time subject.

**“Gaming License”** means the license, concession, subconcession or other authorization from any Government Authority which authorizes, permits, concedes or allows Wynn Macau or any of its Subsidiaries, at the relevant time, to own or manage casino or gaming areas or operate casino games of fortune and chance.

**“Government Securities”** means securities that are:

- (1) direct obligations of the United States of America for the timely payment of which its full faith and credit is pledged; or
- (2) obligations of a Person controlled or supervised by and acting as an agency or instrumentality of the United States of America the timely payment of which is unconditionally guaranteed as a full faith and credit obligation by the United States of America; which, in either case, are not callable or redeemable at the option of the issuer thereof, and will include a depository receipt issued by a bank (as defined in Section 3(a)(2) of the Securities Act), as custodian with respect to any such Government Security or a specific payment of principal of or interest on any such Government Security held by such custodian for the account of the holder of such depository receipt; *provided that* (except as required by law) such custodian is not authorized to make any deduction from the amount payable to the holder of such depository receipt from any amount received by the custodian in respect of the Government Security or the specific payment of principal of or interest on the Government Security evidenced by such depository receipt.

**“Guarantee”** means a guarantee other than by endorsement of negotiable instruments for collection in the ordinary course of business, direct or indirect, in any manner, including, without limitation, by way of a pledge of assets or through letters of credit or reimbursement agreements in respect thereof, of all or any part of any Indebtedness (whether arising by virtue of partnership arrangements, or by agreements to keep-well, to purchase assets, goods, securities or services, to take or pay or to maintain financial statement conditions or otherwise).

**“Hedging Obligations”** means, with respect to any specified Person, the obligations of such Person under:

- (1) interest rate swap agreements (whether from fixed to floating or from floating to fixed), interest rate cap agreements and interest rate collar agreements;
- (2) other agreements or arrangements designed to manage interest rates or interest rate risk; and
- (3) other agreements or arrangements designed to protect such Person against fluctuations in currency exchange rates and/or commodity prices.

**“Holder”** or **“holder”** means any registered holder, from time to time, of the Notes. Only registered holders will have any rights under the Indenture.

**“IFRS”** means International Financial Reporting Standards as in effect from time to time.



“**Indebtedness**” means, with respect to any specified Person, any indebtedness of such Person (excluding accrued expenses and trade payables), whether or not contingent:

- (1) in respect of borrowed money;
- (2) evidenced by bonds, notes, debentures or similar instruments or letters of credit (or reimbursement agreements in respect thereof);
- (3) in respect of banker’s acceptances;
- (4) representing Capital Lease Obligations;
- (5) representing the balance deferred and unpaid of the purchase price of any property or services due more than six months after such property is acquired or such services are completed; or
- (6) representing any Hedging Obligations,

if and to the extent any of the preceding items (other than letters of credit and Hedging Obligations) would appear as a liability upon a balance sheet of the specified Person prepared in accordance with IFRS. In addition, the term “**Indebtedness**” includes all Indebtedness of others secured by a Lien on any asset of the specified Person (whether or not such Indebtedness is assumed by the specified Person) and, to the extent not otherwise included, the Guarantee by the specified Person of any Indebtedness of any other Person.

The amount of any Indebtedness outstanding as of any date will be:

- (1) the accreted value of the Indebtedness, in the case of any Indebtedness issued with original issue discount;
- (2) the principal amount of the Indebtedness, together with any interest on the Indebtedness that is more than 30 days past due, in the case of any other Indebtedness;
- (3) in the case of a Guarantee of Indebtedness, the maximum amount of the Indebtedness guaranteed under such Guarantee; and
- (4) in the case of Indebtedness of others secured by a Lien on any asset of the specified Person, the lesser of:
  - (a) the face amount of such Indebtedness (plus, in the case of any letter of credit or similar instrument, the amount of any reimbursement obligations in respect thereof), and
  - (b) the Fair Market Value of the asset(s) subject to such Lien.

Notwithstanding anything contained in the Indenture to the contrary, any obligation of Wynn Macau incurred in the ordinary course of business in respect of casino chips or similar instruments shall not constitute “**Indebtedness**” for any purpose under the Indenture.

“**Investment Grade**” means a rating of Baa3 or better by Moody’s (or its equivalent under any successor rating categories of Moody’s), a rating of BBB- or better by S&P (or its equivalent under any successor rating categories of S&P) or the equivalent Investment Grade credit rating from any additional Rating Agency or Rating Agencies selected by Wynn Macau, as applicable.

“**Issue Date**” means the date on which the Notes (other than any Additional Notes) are originally issued.

“**Legal Holiday**” means a Saturday, a Sunday or a day on which banking institutions in New York, New York, Hong Kong, Macau or at a place of payment are authorized by law, regulation or executive order to remain

closed. If a payment date is a Legal Holiday at a place of payment, payment may be made at that place on the next succeeding day that is not a Legal Holiday, and no interest shall accrue on such payment for the intervening period.

**“Lien”** means, with respect to any asset, (i) any mortgage, lien, pledge, charge, security interest or encumbrance of any kind in respect of such asset, whether or not filed, recorded or otherwise perfected under applicable law, including any conditional sale or other title retention agreement, (ii) any lease in the nature thereof or (iii) any agreement to deliver a security interest in any asset.

**“Moody’s”** means Moody’s Investors Service, Inc., or any successor to its statistical rating business, except that any reference to a particular rating by Moody’s will be deemed to be a reference to the corresponding rating by any such successor.

**“Officer”** means the Chairman of the Board, Chief Executive Officer, Chief Financial Officer, President, any Executive Vice President, Senior Vice President or Vice President, Treasurer or Secretary of Wynn Macau, or any Director of the Board of Wynn Macau or any Person acting in that capacity.

**“Officer’s Certificate”** means a certificate signed on behalf of Wynn Macau by an Officer of Wynn Macau which meets the requirements set forth in the Indenture.

**“Person”** means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, limited liability company or government or other entity.

**“Rating Agencies”** means (a) each of Moody’s and S&P and (b) if either Moody’s or S&P ceases to rate the Notes or fails to make a rating of the Notes publicly available for reasons outside of Wynn Macau’s control, a “nationally recognized statistical rating organization” within the meaning of Section 3(a)(62) of the Exchange Act selected by Wynn Macau (as certified by a resolution of Wynn Macau’s Board of Directors) as a replacement agency for Moody’s or S&P, or each of them, as the case may be.

**“Rating Category”** means (1) with respect to S&P, any of the following categories: “BB,” “B,” “CCC,” “CC,” “C” and “D” (or equivalent successor categories), (2) with respect to Moody’s, any of the following categories: “Ba,” “B,” “Caa,” “Ca,” “C” and “D” (or equivalent successor categories) and (3) the equivalent of any such category of S&P or Moody’s used by another Rating Agency. In determining whether the rating of the Notes has decreased by one or more gradations, gradations within Rating Categories (“+” and “–” for S&P; “1,” “2” and “3” for Moody’s; or the equivalent gradations for another Rating Agency) shall be taken into account (e.g., with respect to S&P, a decline in a rating from “BB+” to “BB,” or from “BB” to “BB–,” will constitute a decrease of one gradation).

**“Rating Date”** means the date that is 60 days prior to the earlier of (a) a Change of Control or (b) public notice of the occurrence of a Change of Control or the intention by Wynn Macau to affect a Change of Control.

**“Ratings Event”** means the occurrence of the events described in (1) or (2) of this definition on, or within 60 days after the earlier of (i) the occurrence of a Change of Control or (ii) public notice of the occurrence of a Change of Control or the intention by Wynn Macau to effect a Change of Control (which period shall be extended so long as the rating of the Notes is under publicly announced consideration for a possible downgrade by any of the Rating Agencies):

(1) if the Notes are rated by one or both Rating Agencies on the Rating Date as Investment Grade, the rating of the Notes shall be reduced so that the Notes are rated below Investment Grade by both Rating Agencies; or

(2) if the Notes are rated below Investment Grade by both Rating Agencies on the Rating Date, the rating of the Notes by either Rating Agency shall decrease by one or more gradations (including gradations within Rating Categories as well as between Rating Categories).

“**S&P**” means Standard & Poor’s Ratings Group or any successor to its statistical rating business, except that any reference to a particular rating by S&P shall be deemed to be a reference to the corresponding rating by any such successor.

“**Securities Act**” means the United States Securities Act of 1933, as amended.

“**Significant Subsidiary**” means any Subsidiary that (a) contributed at least 10% of Wynn Macau’s and its Subsidiaries’ total consolidated income from continuing operations before income taxes and extraordinary items for the most recently ended fiscal year of Wynn Macau or (b) owned at least 10% of Total Assets as of the last day of the most recently ended fiscal year of Wynn Macau.

“**Special Put Option Triggering Event**” means:

(1) any event after which none of Wynn Macau or any Subsidiary of Wynn Macau has such licenses, concessions, subconcessions or other permits or authorizations as are necessary for Wynn Macau and its Subsidiaries to own or manage casino or gaming areas or operate casino games of fortune and chance in Macau in substantially the same manner and scope as Wynn Macau and its Subsidiaries are entitled to at the Issue Date, for a period of ten consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties, or results of operations of Wynn Macau and its Subsidiaries, taken as a whole; or

(2) the termination, rescission, revocation or modification of any Gaming License which has had a material adverse effect on the financial condition, business, properties, or results of operations of Wynn Macau and its Subsidiaries, taken as a whole.

“**Stated Maturity**” means, with respect to any installment of interest or principal on any series of Indebtedness, the date on which the payment of interest or principal was scheduled to be paid in the documentation governing such Indebtedness as of the first date it was incurred in compliance with the Indenture, and will not include any contingent obligations to repay, redeem or repurchase any such interest or principal prior to the date originally scheduled for the payment thereof.

“**Subsidiary**” means, with respect to any specified Person:

(1) any corporation, association or other business entity of which more than 50% of the total voting power of shares of Capital Stock entitled (without regard to the occurrence of any contingency and after giving effect to any voting agreement or stockholders’ agreement that effectively transfers voting power) to vote in the election of directors, managers or trustees of the corporation, association or other business entity is at the time owned or controlled, directly or indirectly, by that Person or one or more of the other Subsidiaries of that Person (or a combination thereof);

(2) any partnership (a) the sole general partner or the managing general partner of which is such Person or a Subsidiary of such Person or (b) the only general partners of which are that Person or one or more Subsidiaries of that Person (or any combination thereof); or

(3) any limited liability company (a) the manager or managing member of which is such Person or a Subsidiary of such Person or (b) the only members of which are that Person or one or more Subsidiaries of that Person (or any combination thereof).

“**Total Assets**” means at any date, the total assets of Wynn Macau and its Subsidiaries at such date, determined on a consolidated basis in accordance with IFRS.

“**Voting Stock**” of any Person as of any date means the Capital Stock of such Person that is at the time entitled to vote in the election of the Board of Directors of such Person.

“**Wynn Resorts**” means Wynn Resorts, Limited, a Nevada corporation, and its successors.

## TAXATION

*Prospective investors should consult their professional advisers regarding the possible tax consequences of buying, holding or selling any Notes under the laws of their country of citizenship, residence or domicile.*

### **Cayman Islands**

The following is a discussion of certain Cayman Islands income tax consequences of an investment in the Notes. The discussion is a general summary of present law, which is subject to prospective and retroactive change. It is not intended as tax advice, does not consider any investor's particular circumstances, and does not consider tax consequences other than those arising under Cayman Islands law.

Under existing Cayman Islands law, payments of interest and principal on the Notes will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of interest and principal or a dividend or capital to any holder of the Notes, nor will gains derived from the disposal of the Notes be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax. No stamp duty is payable in respect of the issue of the Notes. An instrument of transfer in respect of a Note is stampable if executed in or brought into the Cayman Islands.

### **Hong Kong**

No Hong Kong taxes are required to be withheld from or chargeable on payments of principal, premium (if any) or interest in respect of the Notes. No Hong Kong stamp duty is payable on the sale and purchase or other disposal of bonds or notes denominated in a currency other than the Hong Kong dollar provided that the bonds or notes are not redeemable, and may not at the option of any person be redeemed, in Hong Kong dollars.

Therefore, a sale or purchase or other disposal of the Notes will not be subject to Hong Kong stamp duty. Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets). Interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Notes is derived from Hong Kong and is received by or accrues to a company carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a company, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business; or
- (iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance of Hong Kong (Chapter 112, the Laws of Hong Kong)) and arises through or from the carrying on by the financial institution of its business in Hong Kong.

Any capital gains from the sale of the Notes will not be subject to taxes in Hong Kong, except that Hong Kong profits tax may be chargeable in the case of owners of the Notes who carry on a trade, profession or business in Hong Kong and such gains form part of the revenue or profits of such trade, profession or business.

### **Certain United States Federal Income Tax Considerations**

The following discussion summarizes the anticipated U.S. federal income tax consequences of the ownership and disposition of the Notes. It applies only to U.S. Holders (as defined below) that acquire Notes pursuant to this offering (disregarding sales to bond houses, brokers or similar persons acting as underwriters,

placement agents or wholesalers) and hold such Notes as capital assets (generally, property held for investment purposes). This section does not apply to holders subject to special rules, including brokers, dealers in securities or currencies, traders in securities that elect to use a mark-to-market method of accounting for securities holdings, tax-exempt organizations, insurance companies, banks, thrifts and other financial institutions, U.S. expatriates, persons subject to the alternative minimum tax, persons that hold an interest in an entity that holds the Notes, persons that will own, or will have owned, directly, indirectly or constructively, 10% or more (by vote or value) of our equity, persons that hold the Notes as part of a hedging, integration, conversion or constructive sale transaction or a straddle, persons subject to the base erosion and anti-abuse tax, persons subject to special tax accounting rules as a result of any item of gross income with respect to the Notes being taken into account in an applicable financial statement and persons whose functional currency is not the U.S. dollar.

This discussion does not purport to be a complete analysis of all of the potential U.S. federal income tax considerations that may be relevant to U.S. Holders in light of their particular circumstances. Further, it does not address any aspect of non-U.S., state, local or estate or gift taxation or the 3.8% Medicare tax imposed on certain net investment income. Each prospective investor should consult its tax advisor as to the U.S. federal, state, local, non-U.S. and any other tax consequences of the purchase, ownership and disposition of the Notes. This discussion is based on the Internal Revenue Code of 1986, as amended (the “Code”), its legislative history, U.S. Treasury Regulations, rulings by the U.S. Internal Revenue Service (the “IRS”), and published court decisions, all as in effect as of the date hereof, and any of which may be repealed, revoked or modified (possibly with retroactive effect) so as to result in U.S. federal income tax consequences different from those discussed below.

A “U.S. Holder” is a beneficial owner of the Notes who, for U.S. federal income tax purposes, is a citizen or individual resident of the United States, a corporation (or other entity that is classified as a corporation) that is created or organized in or under the laws of the United States or any State thereof or the District of Columbia, an estate whose income is subject to U.S. federal income tax regardless of its source, or a trust (i) if a U.S. court can exercise primary supervision over the trust’s administration and one or more U.S. persons are authorized to control all substantial decisions of the trust, or (ii) that validly elects to be treated as a U.S. person for U.S. federal income tax purposes.

If a partnership or other pass-through entity holds the Notes, the U.S. federal income tax treatment of a partner, beneficiary, or other stakeholder will generally depend on the status of that person and the tax treatment of the pass-through entity. A partner, beneficiary, or other stakeholder in a pass-through entity holding the Notes should consult its tax advisor with regard to the U.S. federal income tax consequences of its investment in the Notes.

### *Payments of Interest*

Except as described below under “—Amortizable Bond Premium,” payments of interest on a Note (including the amount of taxes withheld (if any) on such payments and any Additional Amount paid with respect thereto) will be taxable to a U.S. Holder as ordinary income at the time such payments are received or accrued, depending on the U.S. Holder’s method of accounting for U.S. federal income tax purposes. Interest paid or accrued on the Notes will generally be treated as foreign source “passive category income,” or, in the case of certain U.S. Holders, “general category income,” for U.S. foreign tax credit purposes. The rules governing foreign tax credits are complex, and U.S. Holders should consult their tax advisors regarding the impact of a purchase of a Note on the availability of foreign tax credits in their particular circumstances.

### *Sale, Exchange and Redemption of the Notes*

A U.S. Holder generally will recognize gain or loss upon the sale, exchange, redemption or other taxable disposition of a Note in an amount equal to the difference, if any, between the amount realized upon the sale, exchange, redemption or other taxable disposition (reduced by any amounts attributable to accrued but unpaid interest, which will be taxable as described above under “—Payments of Interest”) and the U.S. Holder’s adjusted tax basis in the Note. A U.S. Holder’s initial tax basis in a Note will generally equal the amount that the U.S. Holder paid for the Note (excluding any amount attributable to pre-issuance accrued interest), increased by any market discount included in income by such U.S. Holder with respect to such Note and decreased by any bond premium previously amortized by such U.S. Holder with respect to such Note. Subject to the market discount rules discussed above, if applicable, any gain or loss that a U.S. Holder recognizes on a disposition of a Note will generally be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder has held the Note for more than one year on the date of disposition. Long-term capital gain recognized by non-corporate U.S. Holders (including individuals) is generally eligible for reduced rates of taxation. Such gain or loss will generally be treated as U.S. source income or loss for U.S. foreign tax credit purposes. A U.S. Holder’s ability to deduct capital losses may be limited.

### *Backup Withholding and Information Reporting*

Information returns will be filed with the IRS in connection with payments on the Notes and the proceeds from a sale or other disposition of the Notes. A U.S. Holder will be subject to U.S. backup withholding tax on these payments if the U.S. Holder fails to provide its taxpayer identification number to the paying agent and comply with certain certification procedures or does not otherwise establish an exemption from backup withholding. Backup withholding is not an additional tax. The amount of any backup withholding withheld from a payment to a U.S. Holder may be allowed as a credit against such U.S. Holder’s U.S. federal income tax liability and may entitle such U.S. Holder to a refund, provided that the required information is furnished to the IRS in a timely manner. U.S. Holders should consult their tax advisors regarding their qualification for an exemption from backup withholding and the procedures for obtaining such an exemption.

### *Required Disclosure with Respect to Foreign Financial Assets*

Certain U.S. Holders are required to report information relating to an interest in the Notes, subject to certain exceptions (including an exception for Notes held in accounts maintained by certain financial institutions), by attaching a completed IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax return for each year in which they hold an interest in the Notes. U.S. Holders are urged to consult their tax advisors regarding information reporting requirements relating to their ownership of the Notes, including potential significant penalties for non-compliance.



## PLAN OF DISTRIBUTION

Deutsche Bank AG, Singapore Branch is acting as representative of each of the Initial Purchasers named below. Subject to the terms and conditions set forth in a purchase agreement among us and the Initial Purchasers, we have agreed to sell to the Initial Purchasers, and each of the Initial Purchasers has agreed, severally and not jointly, to purchase from us, the principal amount of the Notes set forth opposite its name below.

<u>Initial Purchaser</u>	<u>Principal Amount of the Notes (US\$)</u>
Deutsche Bank AG, Singapore Branch .....	
BofA Securities, Inc. ....	
Scotia Capital (USA) Inc. ....	
SMBC Nikko Securities America, Inc. ....	
Abu Dhabi Commercial Bank PJSC .....	
Banco Nacional Ultramarino, S.A. ....	
Bank of China Limited, Macau Branch .....	
Bank of Communications Co., Ltd. Macau Branch .....	
BNP PARIBAS .....	
CBRE Capital Advisors, Inc. ....	
China CITIC Bank International Limited .....	
China Construction Bank Corporation Macau Branch .....	
DBS Bank Ltd. ....	
Industrial and Commercial Bank of China (Macau) Limited .....	
Luso International Banking Limited .....	
Oversea-Chinese Banking Corporation Limited .....	
Tai Fung Bank Limited .....	
United Overseas Bank Limited, Hong Kong Branch (incorporated in Singapore with limited liability) .....	
<b>Total</b> .....	

Subject to the terms and conditions set forth in the purchase agreement, the Initial Purchasers have agreed, severally and not jointly, to purchase all of the Notes sold under the purchase agreement if any of these Notes are purchased. If an Initial Purchaser defaults, the purchase agreement provides that the purchase commitments of the non-defaulting Initial Purchasers may be increased or the purchase agreement may be terminated.

We have agreed to indemnify the Initial Purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Initial Purchasers may be required to make in respect of those liabilities.

### Commissions and Discounts

The representative has advised us that the Initial Purchasers propose initially to offer the Notes at the issue price set forth on the cover page of this offering memorandum. After the initial offering, the offering price or any other term of the offering may be changed. Initial Purchasers may offer and sell the Notes through certain of their affiliates.

### Notes Are Not Being Registered

The Notes have not been registered under the Securities Act or any state securities laws. The Initial Purchasers propose to offer the Notes for resale in transactions not requiring registration under the Securities Act or applicable state securities laws, including sales pursuant to Rule 144A and Regulation S.

The Initial Purchasers will not offer or sell the Notes except to persons they reasonably believe to be qualified institutional buyers or pursuant to offers and sales to non-U.S. persons that occur outside of the United

States within the meaning of Regulation S. In addition, until 40 days following the commencement of this offering, an offer or sale of Notes within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act unless the dealer makes the offer or sale in compliance with Rule 144A or another exemption from registration under the Securities Act. Each purchaser of the Notes will be deemed to have made acknowledgments, representations and agreements as described under “Transfer Restrictions.”

**Listing**

The Company will seek a listing of the Notes on the Hong Kong Stock Exchange by way of debt issues to Professional Investors only and has received a confirmation of the eligibility of a listing of the Notes on the Hong Kong Stock Exchange. We have been advised by certain of the Initial Purchasers that they presently intend to make a market in the Notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. We cannot assure the liquidity of

the trading market for the Notes. If an active trading market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected. If the Notes are traded, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

## **Settlement**

We expect that delivery of the Notes will be made to investors on or about           , 2025, which will be the business day following the date of this offering memorandum (such settlement being referred to as “T+   ”). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in one business day, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes on the day of pricing or the next           business days will be required, by virtue of the fact that the Notes initially settle in T+   , to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement.

Purchasers of the Notes who wish to trade the Notes on the day of pricing or the next business day should consult their advisors.

## **No Sales of Similar Securities**

We have agreed that we will not, for a period of 60 days after the date of this offering memorandum, without first obtaining the prior written consent of Deutsche Bank AG, Singapore Branch directly or indirectly, issue, sell, offer to contract or grant any option to sell, pledge, transfer or otherwise dispose of, any of our debt securities or securities exchangeable for or convertible into our debt securities, except for the Notes sold to the Initial Purchasers pursuant to the purchase agreement.

## **Short Positions**

In connection with the offering, the Initial Purchasers may purchase and sell the Notes in the open market. These transactions may include short sales and purchases on the open market to cover positions created by short sales. Short sales involve the sale by the Initial Purchasers of a greater principal amount of Notes than they are required to purchase in the offering. The Initial Purchasers must close out any short position by purchasing Notes in the open market. A short position is more likely to be created if the Initial Purchasers are concerned that there may be downward pressure on the price of the Notes in the open market after pricing that could adversely affect investors who purchase in the offering.

Similar to other purchase transactions, the Initial Purchasers’ purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of the Notes or preventing or retarding a decline in the market price of the Notes. As a result, the price of the Notes may be higher than the price that might otherwise exist in the open market.

Neither we nor any of the Initial Purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither we nor any of the Initial Purchasers make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

## **Other Relationships**

Some of the Initial Purchasers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

Certain of the Initial Purchasers and their affiliates are agents, arrangers and/or lenders under the WM Cayman II Revolver and, accordingly, may receive a portion of the net proceeds of this offering through any repayment of borrowings under the WM Cayman II Revolver, only to the extent that the net proceeds of this offering is used to partially repay the WM Cayman II Revolver, and an affiliate of Deutsche Bank AG, Singapore Branch, is the trustee of the 2026 Notes, the 2027 Notes, the 2028 Notes, the 2029 Notes and the 2029 Convertible Bonds and will be the trustee of the Notes. See “Description of Other Material Indebtedness.”

Furthermore, in the ordinary course of their business activities, the Initial Purchasers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the Initial Purchasers or their affiliates that have a lending relationship with us routinely hedge or are likely to hedge their credit exposure to us consistent with their customary risk management policies. Typically, such Initial Purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such short positions could adversely affect future trading prices of the Notes offered hereby. The Initial Purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In connection with the offering of the Notes, each of the Initial Purchasers and their respective affiliates may act as an investor for its own account and may take up Notes in the offering and in that capacity may retain, purchase or sell for its own account the Notes and any other securities of the Company or related investments and may offer or sell such Notes, other securities or other investments otherwise than in connection with the offering. Accordingly, references herein to the Notes being offered should be read as including any offering of the Notes to the Initial Purchasers and their affiliates acting in such capacity. Such persons do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

**NOTICE TO CAPITAL MARKET INTERMEDIARIES AND PROSPECTIVE INVESTORS  
PURSUANT TO PARAGRAPH 21 OF THE HONG KONG SECURITIES AND FUTURES  
COMMISSION CODE OF CONDUCT—IMPORTANT NOTICE TO CMIS (INCLUDING PRIVATE  
BANKS)**

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Company, a CMI or its group companies would be considered under the SFC Code as having an Association with the Company, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Company or any CMI (including its group companies) and inform the Initial Purchases accordingly.

CMIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions set out elsewhere in this offering memorandum.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with

their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Company. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Notes.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Initial Purchases in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the Notes, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Initial Purchase(s) (if any) to categorize it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected).

Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to: [Wagon.DB@list.db.com](mailto:Wagon.DB@list.db.com).

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Initial Purchases may be asked

to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Initial Purchase with such evidence within the timeline requested.

## **Selling Restrictions**

### ***General***

No action has been or will be taken by us or the Initial Purchasers that would permit a public offering of the Notes, or the possession, circulation or distribution of this offering memorandum or any other material relating to the Notes or this offering, in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this offering memorandum nor such other material may be distributed or published, in or from any jurisdiction except in compliance with any applicable rules and regulations of such jurisdiction.

### ***United Kingdom***

Each Initial Purchaser has agreed that:

- it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) received by it in connection with the issue or sale of the Notes in circumstances in which Section 21(1) of FSMA does not apply to us; and
- it has complied with and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

### ***PRIIPs Regulation Prohibition of Sales to EEA Retail Investors***

Each Initial Purchase has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the European Economic Area. For the purposes of this provision: the expression “retail investor” means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.

### ***PRIIPs Regulation Prohibition of Sales to UK Retail Investors***

Each Initial Purchase has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the United Kingdom. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA.

### ***Hong Kong***

No Notes will be offered or sold in Hong Kong, by means of any document, other than (i) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong (the

“SFO”) and any rules made thereunder, or (ii) in circumstances that do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (the “CO”) of the laws of Hong Kong or that do not constitute an offer or invitation to the public within the meaning of the CO or the SFO. No invitation, advertisement or document relating to the Notes which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) has been or will be issued, whether in Hong Kong or elsewhere, other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors,” as defined under the SFO and any rule made thereunder.

### ***Macau***

The Notes may not be offered, sold or delivered to members of the public in Macau.

### ***Cayman Islands***

The Notes may not be offered or sold in the Cayman Islands.

### ***Canada***

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the Initial Purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this Offering.

### ***Singapore***

Each Initial Purchaser acknowledges that the offering memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Initial Purchaser represents and agrees that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, the offering memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “SFA”)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with Section 275 of the SFA.



## TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers are advised to consult legal counsel prior to making any offer, sale, resale, pledge or other transfer of the Notes offered hereby.

We have not registered the Notes under the Securities Act, and the Notes may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person except to (i) “qualified institutional buyers” in reliance on Rule 144A under the Securities Act and (ii) non-US person persons in offshore transactions in reliance on Regulation S under the Securities Act. Terms used above and otherwise in this section of the offering memorandum have the meanings given to them by Regulation S and Rule 144A under the Securities Act.

Each purchaser of Notes will be deemed to have represented and agreed as follows:

- (1) You understand and acknowledge that the Notes have not been registered under the Securities Act or any other applicable securities laws and that the Notes are being offered for resale in transactions not requiring registration under the Securities Act or any other securities laws, including sales pursuant to Rule 144A under the Securities Act, and, unless so registered, may not be offered, sold or otherwise transferred except in compliance with the registration requirements of the Securities Act or any other applicable securities laws, pursuant to an exemption therefrom, or in a transaction not subject thereto, and in each case in compliance with the conditions for transfer set forth in paragraph (3) below.

You are not our “affiliate” (as defined in Rule 144 under the Securities Act), you are not acting on our behalf and you are either:

- (a) a qualified institutional buyer and are aware that any sale of these Notes to you will be made in reliance on Rule 144A and such acquisition will be for your own account or for the account of another qualified institutional buyer; or
  - (b) not a “U.S. person” as defined in Regulation S under the Securities Act or purchasing for the account or benefit of a U.S. person (other than a distributor) and you are purchasing the Notes in an offshore transaction in accordance with Regulation S.
- (2) You acknowledge that none of us, the Initial Purchasers or any person representing us or the Initial Purchasers has made any representation to you with respect to us or the offer or sale of any of the Notes, other than the information contained in this offering memorandum, which offering memorandum has been delivered to you and upon which you are relying in making your investment decision with respect to the Notes. You acknowledge that the Initial Purchasers make no representation or warranty as to the accuracy or completeness of this offering memorandum. You have had access to such financial and other information concerning us and the Notes, including an opportunity to ask questions of, and request information from, us and the Initial Purchasers.
- (3) You are purchasing these Notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case for investment, and not with a view to, or for offer or sale in connection with, any distribution thereof in violation of the Securities Act, subject to any requirement of law that the disposition of your property or the property of such investor account or accounts be at all times within your or their control and subject to your or their ability to resell such Notes pursuant to Rule 144A, Regulation S or any other available exemption from registration available under the Securities Act. You agree on your own behalf and on behalf of any investor account for which you are purchasing the Notes, and each subsequent holder of these Notes by its acceptance thereof will agree, to offer, sell or otherwise transfer such Notes prior to the date which is one year after the later of the date of the original issue of these Notes and the last date on which we or any of our

affiliates were the owner of such Notes (or any predecessor thereto) or (y) such later date, if any, as may be required by applicable law (the “Resale Restriction Termination Date”) only:

- (a) to us;
- (b) pursuant to a registration statement which has been declared effective under the Securities Act;
- (c) for so long as the Notes are eligible for resale pursuant to Rule 144A, to a person you reasonably believe is a qualified institutional buyer that purchases for its own account or for the account of another qualified institutional buyer to whom you give notice that the transfer is being made in reliance on Rule 144A;
- (d) pursuant to offers and sales to non-U.S. persons occurring outside the United States within the meaning of Regulation S under the Securities Act; or
- (e) pursuant to any other available exemption from the registration requirements of the Securities Act; subject in each of the foregoing cases to any requirement of law that the disposition of the seller’s property or the property of an investor account or accounts be within the seller or account’s control, and in compliance with any applicable state securities laws.

The foregoing restrictions on resale will not apply subsequent to the Resale Restriction Termination Date. You acknowledge that we, the trustee and the registrar reserve the right prior to any offer, sale or other transfer of the Notes offered hereby pursuant to clause (d) above prior to the end of the 40-day distribution compliance period within the meaning of Regulation S under the Securities Act or pursuant to clause (e) above prior to the Resale Restriction Termination Date of the Notes to require the delivery of an opinion of counsel, certifications and/or other information satisfactory to us, the trustee and the registrar.

Each purchaser acknowledges that each Note offered hereby will contain a legend substantially in the following form:

“THIS NOTE HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) AND, ACCORDINGLY, MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT AS SET FORTH IN THE FOLLOWING SENTENCE. BY ITS ACQUISITION HEREOF OR OF A BENEFICIAL INTEREST HEREIN, THE HOLDER (1) REPRESENTS THAT (A) IT IS A “QUALIFIED INSTITUTIONAL BUYER” (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) (A “QIB”) OR (B) IT IS NOT A U.S. PERSON, IS NOT ACQUIRING THIS NOTE FOR THE ACCOUNT OR BENEFIT OF A U.S. PERSON AND IS ACQUIRING THIS NOTE IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH REGULATION S UNDER THE SECURITIES ACT, (2) AGREES THAT IT WILL NOT, PRIOR TO THE DATE [IN THE CASE OF RULE 144A NOTES: ON WHICH THE ISSUER INSTRUCTS THE TRUSTEE THAT THIS RESTRICTIVE LEGEND SHALL BE DEEMED REMOVED (WHICH INSTRUCTION IS EXPECTED TO BE GIVEN ON OR ABOUT THE ONE-YEAR ANNIVERSARY OF THE ISSUANCE OF THIS NOTE)] [IN THE CASE OF REGULATION S NOTES: 40 DAYS AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF AND THE LAST DATE ON WHICH THE ISSUER OR ANY AFFILIATE OF THE ISSUER WAS THE OWNER OF THIS NOTE (OR ANY PREDECESSOR OF SUCH NOTE)] RESELL OR OTHERWISE TRANSFER THIS NOTE EXCEPT (A) TO THE ISSUER OR ANY SUBSIDIARY THEREOF, (B) TO A PERSON WHOM THE HOLDER REASONABLY BELIEVES IS A QIB PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QIB IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT, (C) OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH RULE 904 UNDER THE SECURITIES ACT, (D) PURSUANT TO THE EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (E) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND, IN EACH CASE, IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS, AND (3) AGREES THAT IT WILL DELIVER TO EACH PERSON TO WHOM THIS NOTE OR AN INTEREST HEREIN IS

TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. IN CONNECTION WITH ANY TRANSFER OF THIS NOTE OR ANY INTEREST HEREIN WITHIN THE TIME PERIOD REFERRED TO ABOVE, THE HOLDER MUST CHECK THE APPROPRIATE BOX SET FORTH ON THE REVERSE HEREOF RELATING TO THE MANNER OF SUCH TRANSFER AND SUBMIT THIS CERTIFICATE TO THE TRUSTEE. AS USED HEREIN, THE TERMS “OFFSHORE TRANSACTION,” “UNITED STATES” AND “U.S. PERSON” HAVE THE MEANINGS GIVEN TO THEM BY RULE 902 OF REGULATION S UNDER THE SECURITIES ACT. THE INDENTURE CONTAINS A PROVISION REQUIRING THE TRUSTEE TO REFUSE TO REGISTER ANY TRANSFER OF THIS NOTE IN VIOLATION OF THE FOREGOING RESTRICTIONS.”

If you purchase Notes, you will also be deemed to acknowledge that the foregoing restrictions apply to holders of beneficial interests in these Notes as well as to holders of these Notes.

- (4) You acknowledge that the registrar will not be required to accept for registration of transfer any Notes acquired by you, except upon presentation of evidence satisfactory to us and the registrar that the restrictions set forth herein have been complied with.
- (5) You acknowledge that:
  - (a) we, the Initial Purchasers and others will rely upon the truth and accuracy of your acknowledgements, representations and agreements set forth herein and you agree that, if any of your acknowledgements, representations or agreements herein cease to be accurate and complete, you will notify us and the Initial Purchasers promptly in writing; and
  - (b) if you are acquiring any Notes as fiduciary or agent for one or more investor accounts, you represent with respect to each such account that:
    - (i) you have sole investment discretion; and
    - (ii) you have full power to make the foregoing acknowledgements, representations and agreements.
- (6) You agree that you will give to each person to whom you transfer these Notes notice of any restrictions on the transfer of the Notes.
- (7) If you are a purchaser in a sale that occurs outside the United States within the meaning of Regulation S under the Securities Act, you acknowledge that until the expiration of the “distribution compliance period” (as defined below), you shall not make any offer or sale of these Notes to a U.S. person or for the account or benefit of a U.S. person within the meaning of Rule 902 under the Securities Act except pursuant to Rule 144A to a QIB taking delivery thereof in the form of a beneficial interest in a Rule 144A Global Note. The “distribution compliance period” means the 40-day period following the issue date for the Notes.
- (8) You understand that no action has been taken in any jurisdiction (including the United States) by us or the Initial Purchasers that would permit a public offering of the Notes or the possession, circulation or distribution of this offering memorandum or any other material relating to us or the Notes in any jurisdiction where action for that purpose is required. Consequently, any transfer of the Notes will be subject to the selling restrictions set forth under “Plan of Distribution.”

The Notes offered hereby may not be sold or transferred to, and you as a purchaser, by your purchase of the Notes shall be deemed to have represented and covenanted that you are not acquiring the Notes for or on behalf of, and will not transfer the Notes to, any pension or welfare plan (as defined in Section 3 of the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”)), or any entity whose assets include assets of such a plan pursuant to 29 C.F.R. Section 2510-101 or otherwise (each, a “Plan Entity”) except that such a purchase for or on behalf of a pension or welfare plan shall be permitted:

- (1) to the extent such purchase is made by or on behalf of a bank collective investment fund maintained by the purchaser in which no Plan Entity (together with any other plans maintained by the same employer

- or employee organization) has an interest in excess of 10% of the total assets in such collective investment fund and the conditions of Section III of Prohibited Transaction Class Exemption 91-38 issued by the U.S. Department of Labor are satisfied;
- (2) to the extent such purchase is made by or on behalf of an insurance company pooled separate account maintained by the purchaser in which, at any time while the Notes are outstanding, no Plan Entity (together with any other plans maintained by the same employer or employee organization) has an interest in excess of 10% of the total of all assets in such pooled separate account and the conditions of Section III of Prohibited Transaction Class Exemption 90—1 issued by the U.S. Department of Labor are satisfied;
  - (3) to the extent such purchase is made on behalf of a Plan Entity by:
    - (a) an investment advisor registered under the U.S. Investment Advisers Act of 1940, as amended, that had as of the last day of its most recent fiscal year total client assets under its management and control in excess of US\$85.0 million and had shareholders' or partners' equity in excess of US\$1,000,000, as shown in its most recent balance sheet prepared in accordance with generally accepted accounting principles;
    - (b) a bank as defined in Section 202(a)(2) of the U.S. Investment Advisers Act of 1940, as amended, with equity capital in excess of US\$1.0 million as of the last day of its most recent fiscal year; or
    - (c) an insurance company that is qualified under the laws of more than one state to manage, acquire or dispose of any assets of a Plan Entity, which insurance company has as of the last day of its most recent fiscal year, net worth in excess of US\$1.0 million and which is subject to supervision and examination by a state authority having supervision over insurance companies and, in any case, such investment advisor, bank or insurance company is an independent fiduciary and is otherwise a qualified professional asset manager, as such terms are used in Prohibited Transaction Class Exemption 84-14 issued by the U.S. Department of Labor, and the assets of that Plan Entity when combined with the assets or other plans established or maintained by the same employer (or affiliate thereof) or employee organization and managed by such investment advisor, bank or insurance company, do not represent more than 20% of the total client assets managed by such investment advisor, bank or insurance company, and the conditions of Part 1 of such exemption are otherwise satisfied;
  - (4) to the extent such purchase is made with funds from an insurance company general account, the conditions of Sections I and IV of Prohibited Transactions Class Exemption 95-60 issued by the U.S. Department of Labor are satisfied;
  - (5) to the extent such plan is a governmental plan (as defined in Section 3 of ERISA) which is not subject to the provisions of Title I of ERISA or Section 4975 of the Internal Revenue Code;
  - (6) to the extent an in-house asset manager makes such purchase on behalf of a Plan Entity and the conditions of Part I of Prohibited Transactions Class Exemption 96-23 issued by the U.S. Department of Labor are satisfied; or
  - (7) to the extent such purchase is made for or on behalf of a plan as to which any other statutory, regulatory, administrative or other exemption from the prohibited transaction rules set forth in Section 406 of ERISA and Section 4975 of the Code applies.

## **LEGAL MATTERS**

We are being represented by Kirkland & Ellis with respect to certain matters of United States federal, New York, English and Hong Kong laws. Certain legal matters with respect to legal matters of United States federal and New York laws in connection with this offering will be passed upon for the Initial Purchasers by White & Case. Certain legal matters as to Cayman Islands law will be passed upon for us by Maples and Calder (Hong Kong) LLP. Certain legal matters as to Macau law will be passed upon for us by Lektou Advogados e Notários.

## **INDEPENDENT ACCOUNTANTS**

Our audited consolidated financial statements as of and for the fiscal years ended December 31, 2022, 2023 and 2024 included in this offering memorandum have been audited by Ernst & Young, independent accountants.

The offices of Ernst & Young are located at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

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## Independent Auditor's Report



Ernst & Young  
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**To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)**

### OPINION

We have audited the consolidated financial statements of Wynn Macau, Limited (the "Company") and its subsidiaries (the "Group") set out on pages 132 to 225, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in *the Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed key audit matter
<b><i>Provision for expected credit losses</i></b>	
Referring to note 2.5 to the Group's consolidated financial statements for significant accounting judgements and estimates, the Group uses a provision matrix to calculate the expected credit losses ("ECLs") for trade receivables. The provision matrix is calibrated to adjust the historical credit loss experience with known customer information and forward-looking information. Management's assessment of the correlation between historical observed default rates, forecast economic conditions and the ECLs can provide significant changes in the estimate between periods. Further disclosures on the ECLs of the Group's trade receivables are set out in note 13 to the consolidated financial statements.	<p>We evaluated and tested the design and operating effectiveness of the controls over the accounting process of provision for ECLs of trade receivables.</p> <p>We evaluated management's assumptions and judgements by comparing the Group's provisioning rates against historical collection data.</p> <p>We considered the support related to the original issuance of casino credits and/or their subsequent settlements when performing analysis of receivables' aging buckets and write-offs as a percentage of gross trade receivables.</p> <p>We corroborated management's representations with the source data for specific provisions made for certain trade receivables, performed ratio analysis on the Group's provision for ECLs; and re-calculated the provision for ECLs using management's model and considered the adequacy of the provision.</p> <p>We assessed the Group's provisioning policy applied, which included assessing whether the calculation was made in accordance with IFRS 9.</p> <p>We assessed the time value of money considered in the ECLs impairment model and tested the mathematical accuracy of the calculations.</p> <p>We assessed the adequacy of the Group's disclosures regarding the provision for ECLs of trade receivables.</p>

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit and Risk Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Risk Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We also provide the Audit and Risk Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit and Risk Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Samuel Yuen Ka Cheong.

**Ernst & Young**

Certified Public Accountants  
Hong Kong

21 March 2024

## Financial Statements

### Consolidated Statement of Profit or Loss and Other Comprehensive Income

		For the year ended 31 December	
		2023	2022
		HK\$	HK\$
		(in thousands, except for per Share amounts)	
	Notes		
<b>Operating revenues</b>			
Casino		19,111,112	3,695,226
Rooms		2,435,090	514,650
Food and beverage		1,350,778	476,468
Retail and other		1,371,162	957,596
		<b>24,268,142</b>	<b>5,643,940</b>
<b>Operating costs and expenses</b>			
Gaming taxes and premiums		10,057,523	2,160,816
Staff costs	3.1	4,191,294	3,836,799
Other operating expenses	3.2	3,761,468	1,957,873
Depreciation and amortization	3.3	2,374,100	2,308,197
Property charges and other	3.4	181,338	268,700
		<b>20,565,723</b>	<b>10,532,385</b>
<b>Operating profit/(loss)</b>		<b>3,702,419</b>	<b>(4,888,445)</b>
Finance revenues	3.5	571,267	81,511
Finance costs	3.6	(3,335,189)	(2,563,024)
Net foreign currency differences		(90,131)	43,115
Change in derivative fair value		388,763	—
Loss on debt financing transaction		(22,767)	—
		<b>(2,488,057)</b>	<b>(2,438,398)</b>
<b>Profit/(loss) before tax</b>		<b>1,214,362</b>	<b>(7,326,843)</b>
Income tax expense	4	42,706	12,427
<b>Net profit/(loss) attributable to owners of the Company</b>		<b>1,171,656</b>	<b>(7,339,270)</b>



## Financial Statements

### Consolidated Statement of Profit or Loss and Other Comprehensive Income

		For the year ended	
		31 December	
		2023	2022
		HK\$	HK\$
		(in thousands, except for per	
	Notes	Share amounts)	
Other comprehensive income/(loss)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Currency translation reserve		1,879	(7,714)
Other comprehensive income/(loss) for the year		1,879	(7,714)
Total comprehensive income/(loss) attributable to owners of the Company		1,173,535	(7,346,984)
Basic earnings/(loss) per Share	6	0.22	(1.41)
Diluted earnings/(loss) per Share	6	0.19	(1.41)

## Financial Statements

### Consolidated Statement of Financial Position

		As at 31 December	
		2023	2022
		HK\$	HK\$
	Notes	(in thousands)	
<b>Non-current assets</b>			
Property and equipment and construction in progress	8	23,022,887	24,352,933
Right-of-use assets	9	1,221,395	1,328,842
Goodwill and intangible asset, net	10	1,869,886	398,345
Deposits for acquisition of property and equipment		13,548	3,846
Other non-current assets	11	641,559	711,243
Restricted cash and cash equivalents	16	688,184	979,229
<b>Total non-current assets</b>		<b>27,457,459</b>	<b>27,774,438</b>
<b>Current assets</b>			
Inventories	12	286,194	280,332
Trade and other receivables	13	1,037,260	393,210
Prepayments and other current assets	14	142,850	84,211
Investments	15	5,454,660	—
Amounts due from related companies	28	150,436	123,329
Restricted cash and cash equivalents	16	35	517
Cash and cash equivalents	17	10,300,159	7,422,901
<b>Total current assets</b>		<b>17,371,594</b>	<b>8,304,500</b>
<b>Current liabilities</b>			
Accounts payable	18	456,526	400,524
Interest-bearing borrowings	19	4,675,511	—
Lease liabilities		33,966	42,043
Construction payables and accruals		282,073	142,548
Other payables and accruals	21	5,140,781	3,854,441
Amounts due to related companies	28	113,092	242,831
Income tax payables		42,706	6,350
Other current liabilities		200,957	65,520
<b>Total current liabilities</b>		<b>10,945,612</b>	<b>4,754,257</b>
<b>Net current assets</b>		<b>6,425,982</b>	<b>3,550,243</b>
<b>Total assets less current liabilities</b>		<b>33,883,441</b>	<b>31,324,681</b>

## Financial Statements

### Consolidated Statement of Financial Position

		As at 31 December	
		2023	2022
		HK\$	HK\$
	Notes	(in thousands)	
<b>Non-current liabilities</b>			
Interest-bearing borrowings	19	48,004,103	48,228,497
Lease liabilities		118,493	126,428
Construction retentions payable		6,779	1,775
Other long-term liabilities		1,565,497	120,242
<b>Total non-current liabilities</b>		<b>49,694,872</b>	<b>48,476,942</b>
<b>Net liabilities</b>		<b>(15,811,431)</b>	<b>(17,152,261)</b>
<b>Equity</b>			
<b>Deficiency in assets attributable to owners of the Company</b>			
Issued capital	22	5,241	5,235
Share premium account	23	536,800	494,633
Shares held for employee ownership schemes	22	(23)	(22)
Deficit	23	(16,353,449)	(17,652,107)
<b>Total deficiency in assets</b>		<b>(15,811,431)</b>	<b>(17,152,261)</b>

Approved and authorized for issue by the Board on 21 March 2024.

**Craig S. Billings**  
Director

**Linda Chen**  
Director

## Financial Statements

### Consolidated Statement of Changes in Equity

		Attributable to owners of the Company								
		Issued Capital HK\$	Share Premium Account HK\$ (Note 23)	Shares Held for Employee Ownership Schemes HK\$	Share Option Reserve* HK\$	Other Reserves** HK\$	Statutory Reserve* HK\$ (Note 23)	Accumulated Losses* HK\$	Currency Translation Reserve* HK\$	Total Deficiency in Assets HK\$
Notes		(in thousands)								
As at 1 January 2022		5,206	393,901	(31,785)	966,097	554,740	48,568	(11,975,193)	15,867	(10,022,599)
Net loss for the year		—	—	—	—	—	—	(7,339,270)	—	(7,339,270)
Change in currency translation reserve		—	—	—	—	—	—	—	(7,714)	(7,714)
Total comprehensive loss attributable to the owners of Company		—	—	—	—	—	—	(7,339,270)	(7,714)	(7,346,984)
Share-based payments	24	—	—	—	217,188	—	—	—	—	217,188
Transfer of share option reserve upon expiry of share options		—	—	—	(1,831)	—	—	1,831	—	—
Transfer to share premium upon vesting of awards under an employee ownership scheme		—	100,732	31,792	(132,524)	—	—	—	—	—
Shares issued for an employee ownership scheme	22	29	—	(29)	—	—	—	—	—	—
Returned dividend from forfeited awards under an employee ownership scheme		—	—	—	—	—	—	134	—	134
As at 31 December 2022 and 1 January 2023		5,235	494,633	(22)	1,048,930	554,740	48,568	(19,312,498)	8,153	(17,152,261)
Net profit for the year		—	—	—	—	—	—	1,171,656	—	1,171,656
Change in currency translation reserve		—	—	—	—	—	—	—	1,879	1,879
Total comprehensive income attributable to the owners of Company		—	—	—	—	—	—	1,171,656	1,879	1,173,535
Transfer to statutory reserve		—	—	—	—	—	1,165,024	(1,165,024)	—	—
Share-based payments	24	—	—	—	167,283	—	—	—	—	167,283
Transfer of share option reserve upon expiry of share options		—	—	—	(4,828)	—	—	4,828	—	—
Transfer to share premium upon vesting of awards under an employee ownership scheme		—	42,167	5	(42,172)	—	—	—	—	—
Shares issued for the employee ownership schemes	22	6	—	(6)	—	—	—	—	—	—
Returned dividend from forfeited awards under an employee ownership scheme		—	—	—	—	—	—	12	—	12
As at 31 December 2023		5,241	536,800	(23)	1,169,213	554,740	1,213,592	(19,301,026)	10,032	(15,811,431)

\* These reserve accounts comprised the consolidated deficit of HK\$16.35 billion and HK\$17.65 billion in the consolidated statement of financial position as at 31 December 2023 and 2022, respectively.

# “Other reserves” as at 1 January 2022, 1 January 2023 and 31 December 2023 was composed of HK\$194.3 million in issued capital of WRM and HK\$360.4 million of issued capital of Wynn Resorts International, Ltd.

## Financial Statements

### Consolidated Statement of Cash Flows

		For the year ended 31 December	
		2023	2022
		HK\$	HK\$
		(in thousands)	
Notes			
<b>Operating activities</b>			
	Profit/(loss) before tax	1,214,362	(7,326,843)
	Adjustments to reconcile profit/(loss) before tax to net cash flows from operating activities:		
	Depreciation and amortization	2,374,100	2,308,197
3.3	Property charges and other	181,338	268,700
3.4	Reversal of provision for credit losses, net	(64,310)	(58,855)
3.2	Expense of share-based payments	162,466	208,394
3.1	Finance revenues	(571,267)	(81,511)
3.5	Finance costs	3,335,189	2,563,024
3.6	Loss on debt financing transaction	22,767	—
	Change in derivative fair value	(388,763)	—
	Net foreign currency differences	90,131	(43,115)
Working capital adjustments:			
	(Increase)/decrease in inventories	(5,862)	15,833
	(Increase)/decrease in trade and other receivables	(476,694)	164,749
	(Increase)/decrease in prepayments and other assets	(62,891)	14,379
	Increase in accounts payable	55,851	7,506
	Increase/(decrease) in other payables, accruals and other liabilities	1,114,929	(394,533)
	(Decrease)/increase in net amounts due to related companies	(162,636)	252,607
	Income taxes paid	(6,350)	(18,504)
<b>Net cash flows generated from/(used in) operating activities</b>		<b>6,812,360</b>	<b>(2,119,972)</b>
<b>Investing activities</b>			
	Decrease/(increase) in restricted cash and cash equivalents	291,046	(970,763)
	Purchases of property and equipment and other assets, net of construction payables and accruals and construction retentions payable	(714,296)	(348,680)
	Proceeds from sale of property and equipment	2,359	242
	Payment of contract premium and related cost	—	(46,814)
	Purchase of investments	(5,422,433)	—
	Interest received	434,145	80,464
<b>Net cash flows used in investing activities</b>		<b>(5,409,179)</b>	<b>(1,285,551)</b>
<b>Financing activities</b>			
	Decrease in restricted cash and cash equivalents	481	3,390
	Proceeds from borrowings	4,707,553	1,659,701
	Payments of debt financing costs	(109,894)	(25,808)
	Payments of the principal component of lease liabilities	(39,720)	(43,285)
	Payments of the interest component of lease liabilities	(8,394)	(8,382)
	Payments of financial liability associated with an intangible asset	(157,755)	—
	Interest paid	(2,905,712)	(2,442,835)
	Dividends paid	(293)	(3,201)
<b>Net cash flows generated from/(used in) financing activities</b>		<b>1,486,266</b>	<b>(860,420)</b>
Net increase/(decrease) in cash and cash equivalents		2,889,447	(4,265,943)
Cash and cash equivalents as at 1 January		7,422,901	11,664,100
Effect of foreign exchange rate changes, net		(12,189)	24,744
<b>Cash and cash equivalents as at 31 December</b>		<b>10,300,159</b>	<b>7,422,901</b>
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## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 1. CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 4 September 2009. The Company's Shares were listed on the Main Board of the Hong Kong Stock Exchange on 9 October 2009. The Company's registered office address is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.

The Group owns and operates hotel and casino resorts in Macau, namely Wynn Palace and Wynn Macau. WRM has been conducting gaming activities in our casinos in Macau under concession contracts signed with the Macau government, since 27 June 2002. On 23 June 2022, WRM and the Macau government entered into a Concession Extension Agreement, pursuant to which the expiration date of WRM's gaming concession was extended from 26 June 2022 to 31 December 2022. On 16 December 2022, WRM entered into a definitive Gaming Concession Contract with the Macau government, pursuant to which WRM was granted a 10-year gaming concession commencing on 1 January 2023 and expiring on 31 December 2032, to operate games of chance at Wynn Palace and Wynn Macau.

The Group is a party to land concessions for approximately 51 acres of land in the Cotai area of Macau (the "Cotai Land") where Wynn Palace is located and approximately 16 acres of land on the Macau peninsula where Wynn Macau is located for terms of 25 years from May 2012 and August 2004, respectively.

WM Cayman Holdings Limited I owns approximately 72% of the Shares of the Company and approximately 28% of the Shares of the Company is owned by public shareholders. The ultimate parent company of Wynn Macau, Limited is Wynn Resorts, Limited, a publicly-traded company incorporated in the United States of America.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

##### Information about subsidiaries

The following is a list of subsidiaries of the Company as at 31 December 2023:

Name	Place of Incorporation/ Operation	Principal Activities	Nominal Value of Issued Share/ Registered Capital	Interest Held
WM Cayman Holdings Limited II	Cayman Islands	Investment holding	Ordinary shares — US\$1	100%
Wynn Resorts International, Ltd.	Isle of Man	Investment holding	Ordinary shares — GBP2	100%
Wynn Resorts (Macau) Holdings, Ltd.	Isle of Man	Investment holding	Ordinary shares — Class A shares: GBP343 — Class B shares: GBP657	100%
Wynn Resorts (Macau), Limited	Hong Kong	Investment holding	Ordinary shares — HK\$100	100%
Wynn Resorts (Macau) S.A.	Macau	Operator of hotel casino and related gaming businesses	Share capital — MOP5,000,000,000	100%**
Palo Real Estate Company Limited	Macau	Development, design and preconstruction activities	Share capital — MOP1,000,000	100%
WML Finance I Limited	Cayman Islands	Entity facilitates lending within the Group	Ordinary shares — US\$1	100%
WML Corp. Ltd.	Cayman Islands	Investment holding	Ordinary shares — US\$1	100%*
Sierra International Management and Services Limited	Macau	Technical consultancy and administrative activities, management and support services	Quota capital — MOP100,000	100%



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

##### Information about subsidiaries (continued)

- \* Shares directly held by the Company
- \*\* 15% of the shares are held by a Macau-resident investor which entitle the holder to 15% of the voting rights and social rights and the rights to maximum dividend or payment upon dissolution of one MOP. The remaining 85% of the shares held by the Group are entitled to 85% of the voting rights and 100% of the profit participation or economic interest.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

The Company has consolidated certain operating entities within the Group without any legal interests. Due to the implementation of the employee ownership schemes of the Group, the Company has set up structured entities, Trusts. In addition, WRM has set up a charitable foundation in Macau, Wynn Care Foundation, which is a structured entity of the Group. Particulars of the structured entities are as follows:

Structured Entities	Principal Activities
Trusts	Administering and holding the Company's Shares acquired for the employee ownership schemes, which are set up for the benefits of eligible participants of the schemes
Charitable foundation	Conducting charitable activities for the benefit of Macau and the PRC

#### 2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements also comply with the accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance relating to the preparation of financial statements. They have been prepared on a going concern basis and a historical cost basis, except for WML convertible bond conversion option derivative as disclosed in note 20 that has been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

As at 31 December 2023, the Group had a deficiency in assets of HK\$15.81 billion, however, the Group had total cash and cash equivalents, excluding restricted cash, of HK\$10.30 billion, and investments of HK\$5.45 billion, and had access to approximately HK\$3.91 billion of available borrowing capacity from the WRL Revolving Loan Facility. Given the Group's liquidity position as at 31 December 2023, the Group believes it will be able to support continuing operations.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.1 BASIS OF PREPARATION (CONTINUED)

##### **Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

The subsidiaries are fully consolidated from the date on which control is transferred to the Group, and will continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

On 15 May 2014, the Board of Directors approved an employee ownership scheme under which shares may be awarded to employees of the Group in accordance with the related terms and conditions. On 25 May 2023, the employee ownership scheme was terminated upon the Company's adoption of a new employee ownership scheme. Pursuant to the rules of the respective employee ownership schemes, the Group has set up trusts for the purpose of administering the employee ownership schemes and holding the awarded shares before they vest.

In August 2020, WRM set up a charitable foundation, "Wynn Care Foundation". Through Wynn Care Foundation, the Group continues to broaden its efforts in pursuing positive social impact and supporting charitable development within Macau and the PRC. As the Group has control over the Trusts and the foundation, the Directors of the Company consider that it is appropriate to consolidate these structured entities.

All intra-group balances, equity, income, expenses and cash flows relating to transactions between group companies are eliminated in full on consolidation. Unrealized gains and losses resulting from transactions between group companies are eliminated, except where unrealized losses provide evidence of an impairment of the asset transferred.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognized in the consolidated statement of profit or loss and other comprehensive income as a gain on bargain purchase.

Goodwill arising on acquisition is recognized in the consolidated statement of financial position as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each cash-generating unit ("CGU") of the Group, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU or the group of CGUs to which the goodwill relates. Where the recoverable amount of the CGU or the group of CGUs is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU or a group of CGUs and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

### Intangible assets other than goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Intangible assets other than goodwill** (continued)

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of profit or loss and other comprehensive income.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income.

Other than goodwill, the Group's intangible asset consists of the right to operate games of chance at Wynn Palace and Wynn Macau under the Gaming Concession Contract, further details of which are given in note 10.

##### **Foreign currencies**

The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognized in the consolidated statement of profit or loss and other comprehensive income. Non-monetary items that are measured in terms of historical cost in foreign currencies are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values were measured. The gain or loss arising on translation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognized in other comprehensive income and accumulated in the currency translation reserve.

### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Related parties** (continued)

- (b) the party is an entity where any of the following conditions applies: (continued)
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

##### **Property and equipment and construction in progress**

Property and equipment, other than construction in progress, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after items of property and equipment have been put into operation, such as repair and maintenance costs, are recognized in the consolidated statement of profit or loss and other comprehensive income in the period in which they are incurred. When significant parts of property and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the asset if the recognition criteria for a provision are met.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Property and equipment and construction in progress (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The estimated useful lives used are as follows:

Buildings and improvements	10 to 45 years
Furniture, fixtures and equipment	3 to 5 years
Leasehold improvements (shorter of remaining lease period and estimated useful life)	1 to 5 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognized.

Residual values, useful lives and methods of depreciation are reviewed at least at each financial year end and adjusted prospectively, if appropriate.

Construction in progress represents assets under development or construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalized borrowing costs on related borrowed funds during the period of construction.

Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets. The capitalization of such borrowing costs ceases when the assets are substantially ready for their intended use. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalized. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or a CGU's fair value less costs of disposal and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or a CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using pre-tax discount rates that reflect current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculations on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses are recognized in the consolidated statement of profit or loss and other comprehensive income in those expense categories consistent with the function of the impaired assets.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of profit or loss and other comprehensive income unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income ("OCI") and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

The Group determines the classification of its financial assets on initial recognition and, it shall reclassify the affected financial assets when, only when the Group changes its business model for managing financial assets.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognized on the trade date, that is, the date that the Group commits to purchase or sell the asset.

#### *Subsequent measurement of financial assets at amortized cost*

The Group measures financial assets at amortized cost if both of the following conditions are met:

- i. The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- ii. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets consist of trade and other receivables, investments, deposits, amounts due from related companies, cash and cash equivalents and restricted cash and cash equivalents that are subsequently measured at amortized cost using the effective interest rate ("EIR") method less any allowances for impairments. Gains and losses are recognized in the consolidated statement of profit or loss and other comprehensive income when the financial assets at amortized cost are derecognized, modified or impaired, as well as through the amortization process.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### Impairment of financial assets

##### *Financial assets at amortized cost*

The Group recognizes an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The carrying amount of the asset is reduced through use of an allowance account and the loss is recognized in the consolidated statement of profit or loss and other comprehensive income.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience from customers, adjusted for forward-looking factors specific to the debtors and the economic environment.

In certain cases, the Group may also consider a financial asset to be in default and a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the transaction. Impaired debts are written off when they are assessed as uncollectible.

##### Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out, weighted average or specific identification methods as appropriate. Net realizable value is based on estimated selling prices less estimated costs to be incurred on completion and disposal.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows comprise cash at banks and on hand and short term deposits with an original maturity of generally three months or less, which are subject to an insignificant risk of changes in value and are not restricted as to use.

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, other payables, amounts due to related companies, lease liabilities, interest-bearing borrowings, construction payables, construction retentions payable and other current and long-term liabilities. Except for WML convertible bond conversion option derivative as disclosed in note 20 that are subsequently measured at fair value, all other financial liabilities are subsequently measured at amortized cost, using the EIR method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### *Interest-bearing borrowings, excluding derivative components of convertible bonds*

After initial recognition, interest-bearing borrowings, excluding derivative components of convertible bonds are subsequently measured at amortized cost, using the EIR method. Gains and losses are recognized in the consolidated statement of profit or loss and other comprehensive income when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of profit or loss and other comprehensive income.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Financial liabilities** (continued)

##### **Convertible bonds**

If the conversion option or any other embedded feature of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss.

On initial recognition, the derivative component of the convertible bonds is measured at fair value. Any excess of proceeds over the amount initially recognized as the derivative component is recognized as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognized. The portion of the transaction costs relating to the liability component is recognized initially as part of the liability. The portion relating to the derivative component is recognized immediately in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

The derivative component is subsequently recorded at fair value at the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income. Both the liability and derivative components are recorded within interest-bearing borrowings within the consolidated statement of financial position.

##### **Derecognition of financial assets and liabilities**

##### **Financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay cash flow receipts in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### **Derecognition of financial assets and liabilities (continued)**

#### ***Financial assets*** (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### ***Financial liabilities***

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of profit or loss and other comprehensive income.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit or loss and other comprehensive income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the consolidated statement of profit or loss and other comprehensive income.

### Pensions and other post-employment benefits

The Group operates a defined contribution retirement benefit scheme (the "Retirement Benefit Scheme"). The Retirement Benefit Scheme allows eligible employees to contribute 5% of their base salary to the Retirement Benefit Scheme and the Group matches the contributions with an equal amount. The Group's matching contributions vest to the employees at 10% per year with full vesting in ten years. On 1 July 2019, the Group offered the option for the eligible Macau resident employees to join the non-mandatory central provident fund (the "CPF") system. Eligible Macau resident employees joining the Group from 1 July 2019 onwards have the option of enrolling in the CPF system while the Group's existing Macau resident employees who are currently members of the Retirement Benefit Scheme will be provided with the option of joining the CPF system or staying within the existing Retirement Benefit Scheme, which will continue to be in effect in parallel. The CPF system allows eligible employees to contribute 5% or more of their base salary to the CPF while the Group matches with a 5% of such salary as employer's contribution to the CPF. Same as the Retirement Benefit Scheme, the Group's matching contributions under the CPF system vest at 10% per year with full vesting in ten years. The assets of both Retirement Benefit Scheme and the CPF are held separately from those of the Group in independently administered funds, and overseen by the Macau government. Forfeitures of unvested contributions are used to reduce the Group's liability for its contributions payable. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the Retirement Benefit Scheme and the CPF.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### **Share-based payments**

Employees (including senior executives and directors) of the Group receive remuneration in the form of share-based payments; whereby, employees render services as consideration for equity instruments in the form of common shares or options to purchase common shares of the ultimate parent company, Wynn Resorts, and beginning in September 2009, the Company.

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured as the difference between the fair value of the share-based payment transactions and the fair value of any identifiable goods or services received at the grant date. This is then capitalized or expensed as appropriate.

### **Equity-settled transactions**

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined by using an appropriate pricing model, further details of which are given in note 24.

The cost of equity-settled transactions is recognized in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss and other comprehensive income for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in staff costs.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Share-based payments** (continued)

##### **Equity-settled transactions** (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognized. When awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payment or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled awards are treated equally.

The dilutive effect of outstanding options and non-vested shares are reflected as additional share dilution in the computation of diluted earnings per share.

As disclosed in note 22 to the financial statements, the Group has set up the Trusts for the employee ownership schemes, where the Trusts purchase Shares issued by the Group and the consideration paid by the Company, including any directly attributable incremental costs, is presented as "Shares held for employee ownership schemes" and deducted from the Group's equity.

##### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Leases (continued)

#### **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group has elected to combine lease and associated non-lease components as a single lease component in its determination of lease payments, except for certain asset classes that have a significant non-lease component. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### a) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the Group's accounting policy for impairment of non-financial assets in this section.

#### b) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Leases** (continued)

##### **Group as a lessee** (continued)

##### b) Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term.

##### **Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss and other comprehensive income due to its operating nature. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

##### **Revenue recognition**

##### **Revenue from contracts with customers**

The Group's revenue from contracts with customers consist of casino wagers; providing services of rooms, food and beverage; and sales of retail and other goods.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Revenue recognition (continued)

#### *Revenue from contracts with customers* (continued)

Gross casino revenues are measured by the aggregate net difference between gaming wins and losses. The Group applies a practical expedient by accounting for its casino wagering transactions on a portfolio basis versus an individual basis as all wagers have similar characteristics. Commissions rebated to customers either directly or indirectly through gaming promoters and other cash incentives earned by customers are recorded as a reduction of casino revenues. In addition to the wager, casino transactions typically include performance obligations related to complimentary goods or services provided to incentivize future gaming or in exchange for points earned under the Group's loyalty programs.

For casino transactions that include complimentary goods or services provided by the Group to incentivize future gaming, the Group allocates the standalone selling price of each good or service to the appropriate revenue type based on the good or service provided. Costs of complimentary goods or services that are provided under the Group's control and discretion and supplied by third parties are recorded as other operating expenses.

Under the Group's loyalty program, customers earn points based on their level of table games and slots play, which can be redeemed for free play, gifts and complimentary goods or services provided by the Group. For casino transactions that include points earned under the Group's loyalty programs, the Group defers a portion of the revenue by recording the estimated standalone selling price of the earned points that are expected to be redeemed as a liability. Upon redemption of the points for Group-owned goods or services, the standalone selling price of each good or service is allocated to the appropriate revenue type based on the good or service provided. Upon the redemption of the points with third parties, the redemption amount is deducted from the liability and paid directly to the third party.

After allocating amounts to the complimentary goods or services provided and to the points earned under the Group's loyalty programs, the residual amount is recorded as casino revenue.

The transaction price for rooms, food and beverage, retail and other transactions is based on the net amounts collected from other customers for similar goods and services provided and is recorded as revenue when the goods are provided or services are performed. Advance deposits on rooms are performance obligations that are recorded as customer deposits until services are provided to the customer. Revenues from contracts with multiple goods or services are allocated to each good or service based on its relative standalone selling price.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Revenue recognition** (continued)

##### ***Revenue from other sources***

Retail and other revenue primarily includes rental income. The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leases within note 2.2.

Finance revenue is accrued on a time-proportion basis by reference to the principal outstanding and at the applicable interest rates.

##### **Taxes**

##### ***Current income tax***

Current income tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

##### ***Deferred income tax***

Deferred income tax is provided using the liability method on temporary differences at the end of the reporting period between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Taxes (continued)

#### *Deferred income tax* (continued)

Deferred income tax assets are recognized for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are only recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilized, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred income tax assets are recognized only to the extent it is probable the temporary differences will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### **Gaming taxes**

According to the Gaming Concession Contract granted by the Macau government and the relevant legislation, the Group is required to pay a 35% gaming tax on gross gaming win. The Group is also required to pay an additional 5% (2022: 4% under the Concession Agreement) of gross gaming win as public development and social related contributions. These expenses are reported as "gaming taxes and premiums" in the consolidated statement of profit or loss and other comprehensive income.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### Fine art

The Group's fine art is stated at cost less any impairment losses. Any fine art impairment is assessed based on the CGU to which it belongs. No impairment has been recognized for the years ended 31 December 2023 and 2022.

Fine art is derecognized upon disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognized.

##### Dividends

Dividends are recognized as a liability when they are approved by the shareholders in a general meeting.

Interim/special dividends are simultaneously proposed and declared because the Company's memorandum and articles of association grant the Directors the authority to declare interim/special dividends. Consequently, interim/special dividends are recognized immediately as a liability when they are proposed and declared.

##### Statutory reserve

In accordance with the provisions of the Macau Commercial Code, WRM and Palo incorporated in Macau are required to transfer a minimum of 10% of their annual net profit to a legal reserve until that reserve equals 25% of their issued capital. These reserves are not distributable to shareholders.

#### 2.3 IMPACT OF REVISED IFRSs

The Group has adopted the following revised standards for the first-time for the current year's financial statements:

Amendments to IFRS 1 and IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 1	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>

The adoption of these revised standards did not have a material impact on the consolidated financial statements of the Group.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.4 ISSUED BUT NOT YET EFFECTIVE IFRSs

The Group has not applied the following revised standards, that have been issued but are not yet effective, in these financial statements.

Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments") <sup>1,2</sup>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments") <sup>1</sup>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>1</sup>
Amendments to IAS 21	<i>Lack of Exchangeability</i> <sup>3</sup>

1 Effective for annual periods beginning on or after 1 January 2024

2 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024

3 Effective for annual periods beginning on or after 1 January 2025

Except for the amendments to IAS 1 mentioned below, the revised standards are not expected to have a significant impact on the Group's consolidated financial statements.

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa.

As at 31 December 2023, the Group had outstanding convertible bonds with a carrying amount of HK\$4.32 billion and a maturity date of 7 March 2029 (note 19), which were classified as non-current. Under the above amendments, the convertible bonds would be classified as current since the conversion options were not classified as equity and are exercisable at any time on or after 17 April 2023 at the bondholders' option.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates may result in outcomes that may require a material adjustment to the carrying amount of the asset or liability affected in the future. Key sources of estimation uncertainty and critical judgments in applying the Group's accounting policies, which have a significant effect on the consolidated financial statements are set out below.

##### Useful lives of property and equipment

The useful lives of assets are based on management's estimations. Management considers the impact of changes in technology, customer service requirements, availability of capital funding and the required return on assets and equity to determine the optimum useful life expectation for each of the individual categories of property and equipment. The estimations of residual values of assets are also based on management's judgments as to whether the assets will be sold or used to the end of their useful lives and what their condition will be like at that time. Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. Management's periodic reviews on the estimations made could result in changes in depreciable lives and, therefore, depreciation expense in future periods.

##### Impairment of non-financial assets

Management is required to make judgments concerning the cause, timing and amount of impairments. In the identification of impairment indicators, management considers the impact of changes in current competitive conditions, cost of capital, availability of funding, technological obsolescence, discontinuance of services and other circumstances that could indicate that an impairment exists. The Group applies the impairment assessments to its separate CGUs. This requires management to make significant judgments concerning the existence of impairment indicators, identification of separate CGUs' remaining useful lives of assets and estimates of projected cash flows and fair values less costs of disposal. For non-financial assets other than goodwill, management's judgments are also required when assessing whether a previously recognized impairment loss should be reversed. Where impairment indicators exist, the determination of the recoverable amount of a CGU requires management to make assumptions to determine the fair value less costs of disposal and value-in-use. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

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## 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

### **Impairment of non-financial assets (continued)**

Key assumptions on which management has based its determinations of fair values less costs of disposal include the existence of binding sale agreements, and for the determination of values in use include projected revenues, gross margins, and average revenue per asset component, capital expenditures, expected customer base and market share. Management is also required to choose suitable discount rates in order to calculate the present values of those cash flows. Changes in key assumptions on which the recoverable amounts of assets are based could significantly affect the Group's financial condition and results of operations.

### **Provision for ECLs of trade receivables**

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days outstanding for groupings of customers that have shared credit risk characteristics.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with known customer information and forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the gaming sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 13.

### **Determining the lease term of contracts with renewal and termination options — Group as a lessee**

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

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For the year ended 31 December 2023

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

##### **Leases — Estimating the incremental borrowing rate**

The interest rate implicit in the lease is not readily determinable, therefore, the Group uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates.

##### **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. For management purposes, during the year ended 31 December 2023, the Group reviewed Wynn Palace and Wynn Macau as two reportable segments.

##### **Fair value estimation — Black-Scholes pricing model**

The Group uses the Black-Scholes pricing model to value Wynn Resorts, Limited's and Wynn Macau, Limited's grants of options. The Black-Scholes pricing model uses assumptions of expected volatility, risk-free interest rates, the expected terms of options granted, and expected rates of dividends. Changes in these assumptions could materially affect the estimated fair values. Expected volatility is based on implied and historical factors related to Wynn Resorts, Limited's and Wynn Macau, Limited's common stock. Expected term represents the weighted average time between the option's grant date and its exercise date. The risk-free interest rate used is equal to the U.S. Treasury yield curve and the Hong Kong Exchange Fund Bills for the WRL Omnibus Plan and Wynn Macau, Limited's share option schemes, respectively, at the time of grant for the period equal to the expected term.

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For the year ended 31 December 2023

## 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

### Fair value estimation — WML convertible bond conversion option derivative

The Group used a binomial lattice model in order to estimate the fair value of the embedded derivative in the WML Convertible Bonds. Inherent in a binomial options pricing model are unobservable (level 3) inputs and assumptions related to expected share-price volatility, risk-free interest rate, expected term, and dividend yield. The Group estimates the volatility of shares of WML common stock based on historical volatility that matches the expected remaining term to maturity of the WML Convertible Bonds. The risk-free interest rate is based on the Hong Kong and United States benchmark yield curves on the valuation date for a maturity similar to the expected remaining term of the WML Convertible Bonds. The expected life of the WML Convertible Bonds is assumed to be equivalent to their remaining term to maturity. The dividend yield is based on the historical WML dividend rate over the last several years. The output of the lattice model can be highly sensitive to fluctuations in its inputs.

### Income taxes

Income taxes represent the sum of income taxes currently payable and any deferred taxes. The calculation of deferred income taxes and any associated tax reserve is subject to a significant amount of judgment. The Group's income tax returns may be examined by governmental authorities. Accordingly, the Group reviews any potentially unfavorable tax outcome and, when an unfavorable outcome is identified as probable and can be reasonably estimated, a tax reserve is established.

## 3. OTHER REVENUES AND EXPENSES

### 3.1 Staff costs

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Wages and salaries	3,547,517	3,247,447
Expense of share-based payments	162,466	208,394
Retirement plan contributions	128,121	132,733
Employee relations and training	13,615	14,097
Social security costs	9,089	8,880
Other costs and benefits	330,486	225,248
	<b>4,191,294</b>	<b>3,836,799</b>



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For the year ended 31 December 2023

### 3. OTHER REVENUES AND EXPENSES (CONTINUED)

#### 3.2 Other operating expenses

	For the year ended	
	31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
License fees	770,104	197,543
Cost of sales	573,845	244,787
Advertising and promotions	491,257	217,759
Repairs and maintenance	353,706	323,046
Utilities and fuel	327,176	290,537
Operating supplies and equipment	322,673	171,169
Contracted services	291,503	138,586
Corporate support services and other	119,420	71,092
Other support services	53,473	41,257
Auditor's remuneration	10,439	9,446
Short-term leases expenses	4,646	864
Reversal of provision for credit losses, net	(64,310)	(58,855)
Other expenses	507,536	310,642
	3,761,468	1,957,873

#### 3.3 Depreciation and amortization

	For the year ended	
	31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Depreciation of property and equipment	2,079,829	2,118,234
Amortization of Macau gaming concession	163,504	46,814
Depreciation of right-of-use assets	130,767	143,149
	2,374,100	2,308,197

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### Notes to Financial Statements

For the year ended 31 December 2023

### 3. OTHER REVENUES AND EXPENSES (CONTINUED)

#### 3.4 Property charges and other

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Loss on disposals and abandonment of assets, net	103,714	186,865
Provision for litigation and others	77,624	81,835
	<b>181,338</b>	<b>268,700</b>

#### 3.5 Finance revenues

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Interest income from cash at banks and investments	571,267	81,511

#### 3.6 Finance costs

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Interest expense	3,105,293	2,440,593
Amortization of debt financing costs, debt discount and premiums, net	221,530	104,747
Interest expense on lease liabilities	8,366	8,783
Bank fees for unused facilities	—	8,901
	<b>3,335,189</b>	<b>2,563,024</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 4. INCOME TAX EXPENSE

The major components of the income tax expense for the years ended 31 December 2023 and 2022 were:

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Income tax expense:		
Current — overseas	42,706	12,427

No provision for Hong Kong profits tax for the year ended 31 December 2023 has been made as there was no assessable profit generated in Hong Kong (2022: nil). Taxation for overseas jurisdictions is charged at the appropriate prevailing rates ruling in the respective jurisdictions and the maximum rate is 12% (2022: 12%).

The tax position for the years ended 31 December 2023 and 2022 reconciles to profit/(loss) before tax as follows:

	For the year ended 31 December			
	2023		2022	
	HK\$	%	HK\$	%
	(in thousands, except for percentages)			
Profit/(loss) before tax	1,214,362		(7,326,843)	
Tax at the applicable income tax rate	145,723	12.0	(879,221)	12.0
Other taxable items	387,146	31.9	—	—
Gaming loss not deductible	—	—	294,030	(4.0)
Profits exempt from Complementary tax	(604,851)	(49.8)	—	—
Utilisation of previously unrecognized tax losses	(219,922)	(18.1)	—	—
Macau dividend tax	42,706	3.5	12,427	(0.2)
Deferred tax not recognized	50,937	4.2	298,131	(4.1)
Others	240,967	19.8	287,060	(3.9)
Effective tax expense for the year	42,706	3.5	12,427	(0.2)

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For the year ended 31 December 2023

#### 4. INCOME TAX EXPENSE (CONTINUED)

The Group incurred Macau tax losses of approximately HK\$258.4 million, HK\$2.34 billion and HK\$1.84 billion during the tax years ended 31 December 2023, 2022 and 2021, respectively. These tax losses will expire in 2026, 2025 and 2024, respectively. As at 31 December 2023, the Group's deferred tax assets relating to the share-based payment plan, property and equipment, tax loss carryforwards and others amounting to HK\$1.22 billion (2022: HK\$1.37 billion) were not recognized as the Group determined it was not probable that future taxable profits will be available against which the deferred tax assets could be utilized.

In April 2020, WRM received an exemption from Macau's 12% Complementary Tax on casino gaming profits (the "Tax Holiday") from 1 January 2021 to 26 June 2022. In September 2022, WRM received an exemption from 27 June 2022 through 31 December 2022, the date the Concession Extension Agreement expired. In January 2024, WRM received an exemption from 1 January 2023 through 31 December 2027. The Group's non-gaming profits remain subject to Macau's 12% Complementary Tax and its casino winnings remain subject to the Macau special gaming tax and other levies in accordance with its concession agreement.

In March 2021, WRM renewed the WRM Shareholder Dividend Tax Agreement with the Macau Special Administrative Region that provided for a payment of MOP12.8 million (approximately HK\$12.4 million) for year 2021 and MOP6.3 million (approximately HK\$6.1 million) for the period ended 26 June 2022, to the Macau Special Administrative Region in lieu of Complementary Tax on dividend distributions to its shareholders from gaming profits. In March 2023, WRM renewed the agreement for a payment of MOP6.5 million (approximately HK\$6.3 million) for the period from 27 June 2022 through 31 December 2022. In February 2024, WRM renewed the agreement from 1 January 2023 through 31 December 2025. The payment was MOP44.0 million (approximately HK\$42.7 million) for the year ended 31 December 2023.

The Group is exempted from income tax in the Isle of Man and the Cayman Islands. The Group's subsidiaries file income tax returns in Macau and various foreign jurisdictions as required by law. The Group's income tax returns are subject to examination by tax authorities in the locations where it operates. The Group's 2019 to 2022 Macau Complementary Tax returns remain subject to examination by the Financial Services Bureau of the Macau Special Administrative Region (the "Financial Services Bureau"). In January 2022, the Financial Services Bureau issued final tax assessments for WRM for the years 2017 and 2018, while no additional tax was due, adjustments were made to WRM's tax loss carryforwards. In October 2022, Palo received final tax assessments from the Financial Services Bureau for the years 2019 and 2020, while no additional tax was due, adjustments were made to Palo's tax loss carryforwards.

Quarterly, the Group undertakes reviews for any potentially unfavorable tax outcomes and when an unfavorable outcome is identified as being probable and can be reasonably estimated, the Group then establishes a tax reserve for such possible unfavorable outcome. Estimating potential tax outcomes for any uncertain tax issues is highly judgmental and may not be indicative of the ultimate settlement with the tax authorities.

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For the year ended 31 December 2023

#### 4. INCOME TAX EXPENSE (CONTINUED)

The Group considered whether it has any uncertain tax positions and concluded that it is not probable that the tax authorities will accept certain tax positions taken by the Group. As at 31 December 2023, the Group had unrecognized tax losses of HK\$4.44 billion (2022: HK\$6.56 billion) and the Group believes that these unrecognized tax losses are adequate to offset any adjustments that might be proposed by the Macau tax authority. The Group believes that it has adequately provided reasonable reserves for prudent and foreseeable outcomes related to uncertain tax matters.

#### 5. DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.075 per Share in respect of the year ended 31 December 2023 (2022: nil), which is subject to Shareholders' approval at the forthcoming annual general meeting of the Company.

#### 6. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings/(loss) per Share for the year ended 31 December 2023 is based on the consolidated net profit/(loss) attributable to owners of the Company and on the weighted average number of Shares in issue of 5,215,985,872 during the year (2022: 5,197,500,541), excluding Shares issued, purchased and reserved for the Company's employee ownership schemes. No Shares (2022: nil) were purchased and reserved and 5,276,000 Shares (2022: 29,300,000) were issued and reserved for the Company's employee ownership schemes during the year. 3,746,630 awarded Shares vested under the Company's employee ownership schemes during the year (2022: 18,604,189).

The calculation of diluted earnings per Share for the year ended 31 December 2023 is based on the consolidated net profit attributable to owners of the Company, adjusted down by HK\$105.1 million for the potential dilutive impact assuming that the conversion of the WML Convertible Bonds occurred as of the date of their issuance under the if-converted method, and on a weighted average number of Shares of 5,605,651,998, including the weighted average number of Shares in issue of 5,215,985,872 during the year plus the weighted average number of potential Shares of 389,666,126 arising from the deemed conversion of the WML Convertible Bonds, deemed exercise of share options and deemed vesting of awards under the Company's employee ownership schemes. No adjustment had been made to the basic loss per Share amount presented for the year ended 31 December 2022 in respect of a dilution as the impact of the share options and vesting of awards had an anti-dilutive effect on the basic loss per Share amount presented.

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For the year ended 31 December 2023

#### 7. SEGMENT INFORMATION

The Group's principal operating activities occur in Macau, which is the sole geographic area in which the Group is domiciled. The Group reviews the results of operations for each of its operating segments. Wynn Palace, which opened on 22 August 2016, is managed as an operating segment and a reportable segment. Wynn Macau and Encore at Wynn Macau are managed as a single integrated resort and are aggregated as one operating segment, which is also a reportable segment ("Wynn Macau"). The Group identifies each integrated resort as a reportable segment considering operations within each integrated resort have similar economic characteristics, type of customers, types of services and products, the regulatory environment of the operations and the Group's organizational and management reporting structure. Other Macau primarily represents cash and cash equivalents and investments held by the Company.

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
<b>Wynn Palace:</b>		
Casino	11,516,374	2,000,956
Rooms	1,579,610	313,667
Food and beverage	818,493	278,207
Retail and other	854,943	616,631
<b>Wynn Macau:</b>		
Casino	7,594,738	1,694,270
Rooms	855,480	200,983
Food and beverage	532,285	198,261
Retail and other	516,219	340,965
<b>Total operating revenues</b>	<b>24,268,142</b>	<b>5,643,940</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 7. SEGMENT INFORMATION (CONTINUED)

		For the year ended 31 December	
		2023	2022
		HK\$	HK\$
	Notes	(in thousands)	
<b>Adjusted EBITDA</b>			
Wynn Palace		4,311,754	(872,587)
Wynn Macau		2,309,271	(1,075,893)
		6,621,025	(1,948,480)
<b>Other operating costs and expenses</b>			
Depreciation and amortization	3.3	2,374,100	2,308,197
Pre-opening costs		729	—
Property charges and other	3.4	181,338	268,700
Share-based payments	3.1	162,466	208,394
Wynn Macau, Limited corporate expenses		199,973	154,674
<b>Operating profit/(loss)</b>		3,702,419	(4,888,445)
<b>Non-operating income and expenses</b>			
Finance revenues	3.5	571,267	81,511
Finance costs	3.6	(3,335,189)	(2,563,024)
Net foreign currency differences		(90,131)	43,115
Change in derivative fair value		388,763	—
Loss on debt financing transaction		(22,767)	—
<b>Profit/(loss) before tax</b>		1,214,362	(7,326,843)
Income tax expense	4	42,706	12,427
<b>Net profit/(loss) attributable to owners of the Company</b>		1,171,656	(7,339,270)



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For the year ended 31 December 2023

#### 7. SEGMENT INFORMATION (CONTINUED)

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
<b>Capital expenditures</b>		
Wynn Palace	561,727	209,112
Wynn Macau	152,569	139,568
<b>Total</b>	<b>714,296</b>	<b>348,680</b>

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
<b>Total assets</b>		
Wynn Palace	22,921,478	22,426,429
Wynn Macau	14,993,381	11,574,967
Other Macau	6,914,194	2,077,542
<b>Total</b>	<b>44,829,053</b>	<b>36,078,938</b>

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
<b>Non-current assets</b>		
Macau	27,457,407	27,774,386
Foreign countries	52	52
<b>Total</b>	<b>27,457,459</b>	<b>27,774,438</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 8. PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS

A summary of the property and equipment and construction in progress is set forth below.

	Buildings and Improvements HK\$	Furniture, Fixtures and Equipment HK\$	Leasehold Improvements HK\$ (in thousands)	Construction in Progress HK\$	Total Property and Equipment and Construction in Progress HK\$
<b>Cost:</b>					
As at 1 January 2022	40,024,823	6,201,339	26,605	582,418	46,835,185
Additions	33,635	32,068	—	248,142	313,845
Transfers	248,009	56,393	(140)	(304,262)	—
Adjustment to project costs	(117,081)	1,707	—	(13)	(115,387)
Abandonments/disposals	(103,545)	(367,841)	(6,363)	(164,861)	(642,610)
<b>As at 31 December 2022 and 1 January 2023</b>	<b>40,085,841</b>	<b>5,923,666</b>	<b>20,102</b>	<b>361,424</b>	<b>46,391,033</b>
Additions	53,149	96,060	—	704,922	854,131
Transfers	433,854	122,650	780	(557,284)	—
Adjustment to project costs	(643)	—	—	31	(612)
Abandonments/disposals	(59,768)	(82,867)	(8,155)	(73,778)	(224,568)
<b>As at 31 December 2023</b>	<b>40,512,433</b>	<b>6,059,509</b>	<b>12,727</b>	<b>435,315</b>	<b>47,019,984</b>
<b>Depreciation:</b>					
As at 1 January 2022	14,599,463	5,723,885	25,682	—	20,349,030
Depreciation charged for the year	1,899,442	218,009	783	—	2,118,234
Abandonments/disposals	(60,335)	(362,466)	(6,363)	—	(429,164)
<b>As at 31 December 2022 and 1 January 2023</b>	<b>16,438,570</b>	<b>5,579,428</b>	<b>20,102</b>	<b>—</b>	<b>22,038,100</b>
Depreciation charged for the year	1,895,540	184,175	114	—	2,079,829
Abandonments/disposals	(30,459)	(82,219)	(8,154)	—	(120,832)
<b>As at 31 December 2023</b>	<b>18,303,651</b>	<b>5,681,384</b>	<b>12,062</b>	<b>—</b>	<b>23,997,097</b>
<b>Net carrying amount:</b>					
<b>As at 31 December 2023</b>	<b>22,208,782</b>	<b>378,125</b>	<b>665</b>	<b>435,315</b>	<b>23,022,887</b>
As at 31 December 2022	23,647,271	344,238	—	361,424	24,352,933
As at 1 January 2022	25,425,360	477,454	923	582,418	26,486,155

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#### 8. PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS (CONTINUED)

##### Macau Operations Property Transfer Agreements

In December 2022, in accordance with the requirements of the Macau gaming law, WRM and Palo, entered into agreements (collectively, the “Property Transfer Agreements”) with the Macau government, pursuant to which WRM and Palo transferred the casino areas and gaming equipment of the Group’s Macau Operations to the Macau government without compensation on 31 December 2022, and the Macau government agreed to transfer such casino areas and gaming equipment back to WRM as of 1 January 2023, for its use in the operation of games of chance at Wynn Macau and Wynn Palace as permitted under the Gaming Concession Contract through 31 December 2032. In exchange for the use of such assets, WRM has agreed to make annual payments to the Macau government calculated based on: (i) MOP750 (approximately HK\$728) per square meter of the casino areas for the first year in March 2023, as adjusted annually in accordance with the average price index in Macau pursuant to the Macau gaming law for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (approximately HK\$2,427) per square meter of the casino areas for the fourth year in March 2026, as adjusted annually for the remaining years payable in March each year in accordance with the average price index in Macau pursuant to the Macau gaming law. As the Group expects to continue to operate the casino areas and gaming equipment at its Macau Operations in the same manner as under the previous concession, obtain substantially all of the economic benefits, and bear all of the risks arising from the use of these assets, and believes it will be awarded a new concession upon the expiration of the Gaming Concession Contract, the Group will continue to recognize the casino areas and gaming equipment as property and equipment over their remaining estimated useful lives. Pursuant to the Gaming Concession Contract, WRM will revert to the Macau government the casino areas and gaming equipment, without compensation and free of encumbrance upon the rescission or termination of the gaming concession on 31 December 2032.

#### 9. RIGHT-OF-USE ASSETS

##### (a) Lessee arrangements

The Group has entered into leases primarily for warehouse facilities, certain office and other equipment. These leases typically contain renewal or continuation clauses.

In addition to the leases described above, the Group has the leasing rights for approximately 51 acres of the Cotai Land where Wynn Palace is located and approximately 16 acres of land on the Macau peninsula where Wynn Macau is located. Both pieces of leased land are under land concession contracts each with terms of 25 years from May 2012 and August 2004, respectively. Land concessions in Macau are generally renewable for additional periods, subject to applicable legislation.

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#### 9. RIGHT-OF-USE ASSETS (CONTINUED)

##### (a) Lessee arrangements (continued)

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

	Land HK\$	Buildings HK\$	Fixtures and Equipment HK\$ (in thousands)	Vehicles HK\$	Total Right-of-use Assets HK\$
As at 1 January 2022	1,401,101	51,095	33,478	9,458	1,495,132
Additions	—	15,525	—	—	15,525
Modifications	(23,038)	(8,760)	(2,051)	—	(33,849)
Depreciation of right-of-use assets	(103,888)	(30,302)	(9,787)	(3,989)	(147,966)
As at 31 December 2022 and 1 January 2023	1,274,175	27,558	21,640	5,469	1,328,842
Additions	—	41,683	4,119	—	45,802
Modifications	(19,585)	—	—	—	(19,585)
Depreciation of right-of-use assets	(102,253)	(17,704)	(9,718)	(3,989)	(133,664)
As at 31 December 2023	1,152,337	51,537	16,041	1,480	1,221,395

##### (b) Lessor arrangements

The Group has entered into leases for space with many high-end retailers which represent approximately 102,000 and 63,000 square feet of space at Wynn Palace and Wynn Macau, respectively. The lease arrangements generally include minimum base rent and contingent rental clauses based on a percentage of net sales. Generally, the terms of the leases range between three and five years. The Group records revenue on a straight-line basis over the term of the lease, and recognizes revenue for contingent rentals when the contingency has been resolved.

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For the year ended 31 December 2023

#### 9. RIGHT-OF-USE ASSETS (CONTINUED)

##### (b) Lessor arrangements (continued)

The following table sets out the minimum and contingent rental income for the year:

	For the year ended 31 December	
	2023 HK\$	2022 HK\$
	(in thousands)	
Minimum rental income	645,350	638,668
Contingent rental income	501,545	275,304
	<b>1,146,895</b>	<b>913,972</b>

Future minimum rents to be received as at 31 December 2023 and 2022 were as follows:

	As at 31 December	
	2023 HK\$	2022 HK\$
	(in thousands)	
Within one year	676,328	631,347
After one year but within two years	580,485	577,708
After two years but within three years	334,507	489,222
After three years but within four years	205,488	244,321
After four years but within five years	90,829	115,522
After five years	11,818	37,145
	<b>1,899,455</b>	<b>2,095,265</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 10. GOODWILL AND INTANGIBLE ASSET, NET

	Notes	As at 31 December	
		2023	2022
		HK\$	HK\$
		(in thousands)	
<b>Macau gaming concession:</b>			
Cost		1,635,045	—
Less: accumulated amortization		(163,504)	—
	(a)	1,471,541	—
<b>Goodwill</b>	(b)	398,345	398,345
<b>Total goodwill and intangible asset, net</b>		<b>1,869,886</b>	<b>398,345</b>

Notes:

**(a) Macau gaming concession**

In December 2022, WRM entered into the Gaming Concession Contract with the Macau government, pursuant to which WRM was granted a 10-year gaming concession commencing on 1 January 2023 and expiring on 31 December 2032, to operate games of chance at Wynn Palace and Wynn Macau. Under the terms of the Gaming Concession Contract, WRM is required to pay the Macau government an annual gaming premium consisting of a fixed and a variable portion. The fixed portion of the premium is composed of an annual amount equal to MOP30.0 million (approximately HK\$29.1 million). The variable portion is composed of an annual amount equal to MOP300,000 (approximately HK\$291,000) per gaming table located in special gaming halls reserved exclusively to particular games or players, MOP150,000 (approximately HK\$146,000) per gaming table that is not reserved exclusively to particular games or players, and MOP1,000 (approximately HK\$971) per gaming machine, including slot machines, operated by WRM. The amount of the variable portion of the premium cannot be less than the amount that would result from the permanent operation of 500 gaming tables and 1,000 gaming machines.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 10. GOODWILL AND INTANGIBLE ASSET, NET (CONTINUED)

Notes (continued):

**(a) Macau gaming concession (continued)**

In December 2022, in accordance with the requirements of the Macau gaming law, WRM and Palo entered into the Property Transfer Agreements. Under the Property Transfer Agreements, WRM has agreed to make annual payments to the Macau government calculated based on: (i) MOP750 (approximately HK\$728) per square meter of the casino areas for the first year in March 2023, as adjusted annually in accordance with the average price index in Macau pursuant to the Macau gaming law for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (approximately HK\$2,427) per square meter of the casino areas for the fourth year in March 2026, as adjusted annually for the remaining years payable in March each year in accordance with the average price index in Macau pursuant to the Macau gaming law.

On 1 January 2023, the Group recognized an intangible asset and financial liability of MOP1.68 billion (approximately HK\$1.64 billion), representing the right to operate games of chance at Wynn Palace and Wynn Macau and the unconditional obligation to make payments under the Gaming Concession Contract. This intangible asset comprises the contractually obligated annual payments of fixed and variable premiums, as well as fees associated with the above-described Property Transfer Agreements. The contractually obligated annual variable premium payments associated with the intangible asset was determined using the total number of gaming tables and gaming machines that WRM is currently approved to operate by the Macau government. In the accompanying consolidated statement of financial position, the non-current portion of the financial liability is included in "Other long-term liabilities" and the current portion is included in "Other current liabilities." The intangible asset is being amortized on a straight-line basis over the 10-year term of the Gaming Concession Contract.

**(b) Goodwill**

In September 2004, the Group acquired all of the 17.5% indirect ownership interests in WRM held by third parties, in exchange for 1,333,333 shares of Wynn Resorts, Limited's common stock. As a result of the acquisition, WRM became an indirectly wholly-owned subsidiary of the Group.

In accordance with the Group's accounting policy for the acquisition of non-controlling interests, the assets and liabilities of WRM were not restated to reflect their fair values at the date of the acquisition. The difference between the purchase price and the non-controlling interests' share of the assets and liabilities reflected within the consolidated statement of financial position of HK\$398.3 million at the date of the acquisition was recorded as goodwill.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 10. GOODWILL AND INTANGIBLE ASSET, NET (CONTINUED)

Notes (continued):

##### (b) Goodwill (continued)

The recoverable amount of a CGU has been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% that is determined based on past performance and expectations for market development. The weighted average growth rate used is consistent with the forecasts used in the industry. The discount rate applied to the cash flow projections is 8.46% (2022: 9.60%). The discount rate used is pre-tax and reflects specific risks relating to the Group.

During the year ended 31 December 2023, there was no impairment of goodwill with indefinite useful lives (2022: nil).

#### 11. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following as at 31 December 2023 and 2022:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Fine art	386,468	386,468
Deposits and others	132,228	205,393
China, glass, silverware and others	121,843	118,362
Memberships	1,020	1,020
	<b>641,559</b>	<b>711,243</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 12. INVENTORIES

Inventories consisted of the following as at 31 December 2023 and 2022:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Operating supplies	195,179	185,962
Food and beverage	86,914	90,176
Retail merchandise	4,101	4,194
	<b>286,194</b>	<b>280,332</b>

#### 13. TRADE AND OTHER RECEIVABLES

Trade and other receivables consisted of the following as at 31 December 2023 and 2022:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Casino	713,955	459,480
Retail leases	94,933	73,275
Hotel	8,289	11,896
Trade receivables	817,177	544,651
Other receivables	287,439	192,373
Less: allowance for credit losses	(67,356)	(343,814)
Total trade and other receivables, net	<b>1,037,260</b>	<b>393,210</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 13. TRADE AND OTHER RECEIVABLES (CONTINUED)

An aged analysis of trade receivables is as follows:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Within 30 days	269,812	62,789
31 to 90 days	269,725	72,490
91 to 365 days	229,162	46,940
Over 365 days	48,478	362,432
Trade receivables	817,177	544,651
Other receivables	287,439	192,373
Less: allowance for credit losses	(67,356)	(343,814)
Total trade and other receivables, net	1,037,260	393,210

The trade and other receivables are generally repayable within 14 days. Movements in the provision for impairment of receivables of the Group, which were collectively impaired, are as follows:

	HK\$
	(in thousands)
As at 1 January 2022	500,208
Reversal for the year, net	(58,855)
Amounts written off, net	(97,539)
As at 31 December 2022 and 1 January 2023	343,814
Reversal for the year, net	(64,310)
Amounts written off, net	(212,148)
As at 31 December 2023	67,356

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 13. TRADE AND OTHER RECEIVABLES (CONTINUED)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Within 30 days HK\$	31 to 90 days HK\$	91 to 365 days HK\$	Over 365 days HK\$	Total HK\$
	(in thousands, except for percentages)				
<b>As at 31 December 2023</b>					
Gross trade receivables	269,812	269,725	229,162	48,478	817,177
Provision for impairment	(5,783)	(11,486)	(24,627)	(25,460)	(67,356)
Expected credit loss rate	2.1%	4.3%	10.7%	52.5%	8.2%
<b>As at 31 December 2022</b>					
Gross trade receivables	62,789	72,490	46,940	362,432	544,651
Provision for impairment	(1,154)	(1,753)	(7,585)	(333,322)	(343,814)
Expected credit loss rate	1.8%	2.4%	16.2%	92.0%	63.1%

#### 14. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets consisted of the following as at 31 December 2023 and 2022:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$</b>	HK\$
	(in thousands)	
Prepayments	91,903	58,179
Deposits	50,947	26,032
	<b>142,850</b>	<b>84,211</b>

None of the above assets are either past due or impaired. The financial assets included in the above balances relate to deposits for which there have been no recent history of defaults.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 15. INVESTMENTS

As at 31 December 2023, the Group's investments include financial assets of US\$550.0 million (approximately HK\$4.30 billion) in the form of interest-bearing fixed deposits (2022: nil) and debt securities of US\$147.9 million (approximately HK\$1.15 billion) in the form of United States treasury bills (2022: nil). For details of fair value disclosure, see note 29.

As at 31 December 2023, the Group evaluated whether the unrealized losses of the debt securities are attributable to credit losses or other factors. The Group considers the severity of the decline in value, creditworthiness of the issuer and other relevant factors. For the year ended 31 December 2023, the Group recorded no allowance for credit losses related to its investments (2022: nil).

#### 16. RESTRICTED CASH AND CASH EQUIVALENTS

As at 31 December 2023, the Group had restricted cash and cash equivalents of MOP700.0 million (approximately HK\$679.6 million) (2022: HK\$970.9 million) held in the form of a first demand bank guarantee in favor of the Macau government to support WRM's legal and contractual obligations under the Gaming Concession Contract and approximately HK\$35,000 (2022: approximately HK\$517,000) reserved at the Trusts to fund the WML employee ownership schemes, respectively. The remaining balance of HK\$8.6 million (2022: HK\$8.4 million) represents deposits placed with banks for certain bank guarantees provided for operational purpose.

#### 17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of the following as at 31 December 2023 and 2022:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Cash at banks and short-term deposits	9,299,220	7,032,139
Cash on hand	1,000,939	390,762
	<b>10,300,159</b>	<b>7,422,901</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 17. CASH AND CASH EQUIVALENTS (CONTINUED)

The cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
HK\$	5,834,580	570,201
US\$	4,319,550	738,375
MOP	116,106	6,112,371
Japanese Yen	19,390	11
Other	10,533	1,943
	<b>10,300,159</b>	<b>7,422,901</b>

Cash deposited at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months generally, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

#### 18. ACCOUNTS PAYABLE

During 2023 and 2022, the Group normally received credit terms of 30 days. An aged analysis of accounts payable as at 31 December 2023 and 2022, based on the invoice dates, is as follows:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Within 30 days	323,666	158,964
31 to 60 days	69,304	134,869
61 to 90 days	11,337	52,278
Over 90 days	52,219	54,413
	<b>456,526</b>	<b>400,524</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS

		As at 31 December	
		2023	2022
		HK\$	HK\$
	Notes	(in thousands)	
Bank loans	(a)	11,704,915	11,699,029
Senior notes	(b)	36,733,922	36,645,398
Convertible bonds	(c)	4,689,437	—
		53,128,274	48,344,427
WML Convertible Bond Conversion			
Option Derivative	(c)	576,359	—
Unamortized debt financing costs, debt discount and premiums, net		(1,025,019)	(115,930)
Total interest-bearing borrowings		52,679,614	48,228,497



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

The borrowings are repayable as follows:

	Notes	As at 31 December	
		2023 HK\$	2022 HK\$
		(in thousands)	
<b>Bank loans:</b>	(a)		
In the second year		11,704,915	—
In the third to fifth years, inclusive		—	11,699,029
		11,704,915	11,699,029
<b>Senior notes:</b>	(b)		
In the next twelve months		4,689,437	—
In the second year		—	4,678,136
In the third to fifth years, inclusive		24,228,757	13,644,563
After the fifth year		7,815,728	18,322,699
		36,733,922	36,645,398
Unamortized debt financing costs and premiums, net		(79,434)	(115,930)
		36,654,488	36,529,468
<b>Convertible bonds:</b>	(c)		
After the fifth year		4,689,437	—
WML Convertible Bond Conversion Option			
Derivative	20	576,359	—
Unamortized debt financing costs and debt discount		(945,585)	—
		4,320,211	—

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

##### Notes:

##### (a) Bank loans

##### ***WM Cayman II Revolver, unsecured***

On 16 September 2021, WM Cayman II, an indirect wholly owned subsidiary of WML, as borrower and WML as guarantor, entered into a facility agreement with, among others, Bank of China Limited, Macau Branch as agent and a syndicate of lenders, pursuant to which the lenders will make available in an aggregate amount of HK\$11.70 billion equivalent revolving unsecured credit facility consisting of a U.S. dollar tranche in an amount of US\$312.5 million (approximately HK\$2.44 billion) and a Hong Kong dollar tranche in an amount of HK\$9.26 billion to WM Cayman II. WM Cayman II has the ability to upsize the total WM Cayman II Revolver by an additional US\$1.00 billion (approximately HK\$7.82 billion) under the facility agreement and related agreements upon the satisfaction of various conditions.

Due to the global phase out of LIBOR, on 27 June 2023, WM Cayman II, as borrower, and WML, as guarantor, entered into an amended and restated facility agreement with Bank of China Limited, Macau Branch, as agent for the syndicate of lenders. Pursuant to the amended and restated facility agreement, the base rate applicable to loans denominated in United States dollars made pursuant to the WM Cayman II Revolver transitioned from LIBOR to Term SOFR, plus a credit adjustment spread of 0.10% (subject to a minimum floor of 0.00%), plus a margin of 1.875% to 2.875% per annum based on WM Cayman II's leverage ratio on a consolidated basis. The new Term SOFR base rate became effective on 4 July 2023. The loans denominated in Hong Kong dollars under the WM Cayman II Revolver bear interest at HIBOR plus a margin of 1.875% to 2.875% per annum based on WM Cayman II's leverage ratio on consolidated basis. The final maturity of all outstanding loans under the revolving facility remains unchanged at 16 September 2025.

The amended and restated facility agreement also reflected the prior agreement of the lenders under the WM Cayman II Revolver to waive certain financial covenants therein in respect of the relevant periods ending on the following applicable test dates: (a) 30 June 2022; (b) 30 September 2022; (c) 31 December 2022; and (d) 31 March 2023; and to provide for a floor on the interest rate margin of 2.625% per annum through 30 June 2023. WML, as guarantor, may be subject to certain restrictions on payments of dividends or distributions to its shareholders, unless certain financial criteria have been satisfied.

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### Notes to Financial Statements

For the year ended 31 December 2023

## 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(a) **Bank loans (continued)**

**WM Cayman II Revolver, unsecured (continued)**

The facility agreement contains representations, warranties, covenants and events of default customary for similar financings, including, but not limited to, restrictions on indebtedness to be incurred by WM Cayman II or its group members and restrictions on creating security over the assets of WM Cayman II or by its group members. The facility agreement also requires WM Cayman II to maintain a certain leverage ratio and interest coverage ratio from time to time as provided under the facility agreement. The facility agreement also contains certain events of default (some of which are subject to grace and remedy periods and materiality qualifiers). It is a property mandatory prepayment event under the facility agreement if there is a loss of gaming operation or gaming concession by the Group. Customary fees and expenses were paid by WM Cayman II in connection with the facility agreement and related agreements. It is a mandatory prepayment event under the facility agreement if Wynn Resorts, Limited ceases to legally and beneficially own and control, directly or indirectly, more than 50% of the outstanding share capital of WM Cayman II through the Company measured by voting power. As at 31 December 2023, the WM Cayman II Revolver was fully drawn.

As at 31 December 2023, there was no non-compliance with covenants contained in the WM Cayman II Revolver, and accordingly the outstanding balance was classified as non-current liabilities.

(b) **Senior notes**

**WML Senior Notes, unsecured**

On 20 September 2017, the Company issued 4.875% senior notes due 2024 with an aggregate principal amount of US\$600.0 million (approximately HK\$4.69 billion) (the "WML 2024 Notes") and 5.500% senior notes due 2027 with an aggregate principal amount of US\$750.0 million (approximately HK\$5.86 billion) (the "WML 2027 Notes"). Interest on the WML 2024 Notes and WML 2027 Notes is payable semi-annually in arrears on 1 April and 1 October of each year, beginning on 1 April 2018. The WML 2024 Notes and WML 2027 Notes mature on 1 October 2024 and 1 October 2027, respectively. The Company used the net proceeds from the WML 2024 Notes and WML 2027 Notes and cash on hand to repurchase and redeem the WML 2021 Notes.

On 17 December 2019, the Company issued 5.125% senior notes due 2029 with an aggregate principal amount of US\$1.00 billion (approximately HK\$7.82 billion) (the "WML 2029 Notes"). Interest on the WML 2029 Notes is payable semi-annually in arrears on 15 June and 15 December of each year, beginning on 15 June 2020. The WML 2029 Notes mature on 15 December 2029. The Company used the net proceeds from the WML 2029 Notes to facilitate the repayment of a portion of the Wynn Macau Credit Facilities and for general corporate purposes.

During 2020, the Company issued US\$1.00 billion (approximately HK\$7.82 billion) of 5.500% senior notes due 2026 (the "WML 2026 Notes") and US\$1.35 billion (approximately HK\$10.55 billion) of 5.625% senior notes due 2028 (the "WML 2028 Notes"). Interest on the WML 2026 Notes is payable semi-annually in arrears on 15 January and 15 July of each year, beginning on 15 January 2021. Interest on the WML 2028 Notes is payable semi-annually in arrears on 26 February and 26 August of each year, beginning on 26 February 2021. The WML 2026 Notes and WML 2028 Notes mature on 15 January 2026 and 26 August 2028, respectively. The Company used net proceeds of the WML 2026 Notes and WML 2028 Notes to facilitate repayments of the Wynn Macau Credit Facilities and for general corporate purposes.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(b) **Senior notes** (continued)

**WML Senior Notes, unsecured** (continued)

The WML Senior Notes are WML's general unsecured obligations; rank pari passu in right of payment with all of WML's existing and future senior unsecured indebtedness; rank senior to all of WML's future subordinated indebtedness, if any; are effectively subordinated to all of WML's future secured indebtedness, if any, to the extent of the value of the assets securing such indebtedness; and are structurally subordinated to all existing and future obligations of WML's subsidiaries, including the WM Cayman II Revolver. The WML Senior Notes are listed on the Hong Kong Stock Exchange.

The WML Senior Notes indentures contain covenants limiting WML's (and certain of its subsidiaries') ability to, among other things: merge or consolidate with or into another company; and transfer or sell all or substantially all of its properties or assets. The WML Senior Notes indentures also contain customary events of default. In the case of an event of default arising from certain events of bankruptcy or insolvency, all WML Senior Notes then outstanding will become due and payable immediately without further action or notice.

Upon the occurrence of (1) any event after which none of the Company or any of its subsidiaries have such licenses, concessions, subconcessions or other permits or authorizations as necessary to conduct gaming activities in substantially the same manner and scope as it does on the date on which each of the WML Senior Notes were issued, for a period of ten consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties, or results of operations of WML and its subsidiaries, taken as a whole, or (2) the termination, rescission, revocation or modification of any such licenses, concessions, subconcessions or other permits or authorizations which has had a material adverse effect on the financial condition, business, properties, or results of operations of the Company and its subsidiaries, taken as a whole, each holder of the WML Senior Notes will have the right to require the Company to repurchase all or any part of such holder's WML Senior Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest.

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### Notes to Financial Statements

For the year ended 31 December 2023

## 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(b) **Senior notes** (continued)

**WML Senior Notes, unsecured** (continued)

If the Company undergoes certain Changes of Control (as defined in the WML Senior Notes indentures), it must offer to repurchase the WML Senior Notes at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. Under the indentures governing the WML 2024 Notes and WML 2027 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to the Company's former Chairman and Chief Executive Officer or a related party of the Company's former Chairman and Chief Executive Officer, the consummation of any transaction that results in any party other than the Company's former Chairman and Chief Executive Officer and his related parties becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of WRL, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors. Under the indentures governing the WML 2026 Notes, WML 2028 Notes and WML 2029 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to WRL or any affiliate of WRL, the consummation of any transaction that results in any party other than WRL or any affiliate of WRL becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of the Company, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors.

As at 31 December 2023, there was no non-compliance with covenants contained in the WML Senior Notes indentures, and accordingly the outstanding balances under WML 2026 Notes, WML 2027 Notes, WML 2028 Notes and WML 2029 Notes were classified as non-current liabilities.

(c) **Convertible bonds**

**WML Convertible Bonds, unsecured**

On 7 March 2023, WML completed an offering (the "Offering") of US\$600.0 million (approximately HK\$4.69 billion) 4.50% convertible bonds due 2029 (the "WML Convertible Bonds"). The WML Convertible Bonds are governed by a trust deed dated 7 March 2023 (the "Convertible Bonds Trust Deed"), between WML and DB Trustees (Hong Kong) Limited, as trustee. WML, DB Trustees (Hong Kong) Limited, as trustee, and Deutsche Bank Trust Company Americas entered into an agency agreement, appointing Deutsche Bank Trust Company Americas as the principal paying agent, principal conversion agent, transfer agent and registrar in relation to the WML Convertible Bonds. The net proceeds from the Offering, after deduction of commissions and other related expenses, were US\$585.9 million (approximately HK\$4.60 billion). WML intends to use the net proceeds for general corporate purposes.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(c) **Convertible bonds** (continued)

**WML Convertible Bonds, unsecured** (continued)

The WML Convertible Bonds bear interest on their outstanding principal amount from and including 7 March 2023 at the rate of 4.50% per annum, payable semi-annually in arrears on 7 March and 7 September of each year. At any time on or after 17 April 2023, the WML Convertible Bonds are convertible at the option of the holders thereof into fully paid ordinary shares of WML, each with a nominal value of HK\$0.001 per Share, at the initial conversion price of approximately HK\$10.24 per Share, subject to and upon compliance with the terms and conditions of the WML Convertible Bonds (the “Terms and Conditions,” and such right, the “Conversion Right”). The conversion price is at the fixed exchange rate of HK\$7.8497 per US\$1.00, subject to standard adjustments for certain dilutive events as described in the Terms and Conditions. WML has the option upon conversion by a bondholder to pay an amount of cash equivalent described in the Terms and Conditions in order to satisfy such Conversion Right in whole or in part.

Holders of the WML Convertible Bonds have the option to require WML to redeem all or some only of such holder’s WML Convertible Bonds (i) on 7 March 2027 at their principal amount together with interest accrued but unpaid to, but excluding, the date fixed for redemption; or (ii) on the Relevant Event Redemption Date (as defined in the Terms and Conditions) at their principal amount together with interest accrued but unpaid to, but excluding, such date, following the occurrence of (a) when the Shares cease to be listed or admitted to trading or are suspended from trading for a period equal to or exceeding 10 consecutive trading days on the Hong Kong Stock Exchange, or if applicable, the alternative stock exchange, (b) when there is a Change of Control (as defined in the Terms and Conditions), or (c) when less than 25% of WML’s total number of issued Shares are held by the public (as interpreted under Rule 8.24 of the Listing Rules on the Hong Kong Stock Exchange).

The WML Convertible Bonds may also be redeemed at the option of WML under certain circumstances specified in the Terms and Conditions, in whole, but not in part, at any time after 7 March 2027, but prior to 7 March 2029, upon giving notice to the bondholders in accordance with the Terms and Conditions. The WML Convertible Bonds constitute direct, unsubordinated, unconditional and, subject to the Terms and Conditions, unsecured obligations of WML and rank *pari passu* and without any preference or priority among themselves. The Shares to be issued upon exercise of Conversion Right will be fully-paid and will in all respects rank *pari passu* with the fully-paid Shares in issue on the relevant registration date set forth in the Terms and Conditions.

The Convertible Bonds Trust Deed contains covenants limiting WML’s and all of its subsidiaries’ ability to, among other things, create, permit to subsist or arise or have outstanding any mortgage, charge, pledge, lien or other encumbrance or certain security interest; consolidate or merge with or into another company; and sell, assign, transfer, convey or otherwise dispose of all or substantially all of its and its subsidiaries’ properties or assets, with certain exceptions. The Convertible Bonds Trust Deed also contains customary events of default.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(c) **Convertible bonds** (continued)

**WML Convertible Bonds, unsecured** (continued)

The Company determined that the conversion feature contained within the WML Convertible Bonds is required to be bifurcated from the debt host contract and accounted for as a free-standing derivative (the "WML Convertible Bond Conversion Option Derivative"). In accordance with applicable accounting standards, the WML Convertible Bond Conversion Option Derivative will be reported at fair value at the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income. For more information, see "Note 20 — WML Convertible Bond Conversion Option Derivative". As a result, the Company recognized a debt discount of US\$123.5 million (approximately HK\$968.8 million) within non-current interest-bearing borrowings, representing the estimated fair value of the holders' conversion option upon completion of the Offering. The debt discount will be amortized to interest expense over the term of the WML Convertible Bonds using the effective interest method. As of 31 December 2023, the estimated fair value of the WML Convertible Bond Conversion Option Derivative was a liability of US\$73.7 million (approximately HK\$576.4 million), recorded within non-current interest-bearing borrowings within the accompanying consolidated statement of financial position.

As at 31 December 2023, there was no non-compliance with covenants contained in the Terms and Conditions of the WML Convertible Bonds, and accordingly the outstanding balance was classified as non-current liabilities.

(d) **WRL Revolving Loan Facility, unsecured**

On 14 June 2022, the Company entered into a loan agreement with WRL, which was amended by way of an amendment letter dated 30 December 2022, pursuant to which WRL agreed to make available an unsecured revolving loan facility in an amount of up to US\$500.0 million (approximately HK\$3.91 billion).

The current term of the WRL Revolving Loan Facility is twenty-four months after the date of the original loan agreement dated 14 June 2022 and the current interest rate of the loan is 9% per annum on funded amounts or any other rate (to take into account any prevailing market conditions and other applicable factors) as agreed between the Company and WRL from time to time. As at 31 December 2023, the WRL Revolving Loan Facility remained undrawn with US\$500.0 million (approximately HK\$3.91 billion) available.

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For the year ended 31 December 2023

#### 20. WML CONVERTIBLE BOND CONVERSION OPTION DERIVATIVE

The Company determined that the conversion feature contained within the WML Convertible Bonds is required to be bifurcated from the debt host contract and accounted for as a free-standing derivative. In accordance with applicable accounting standards, the WML Convertible Bond Conversion Option Derivative will be reported at fair value at the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

The following table sets forth the inputs to the lattice models that were used to value the embedded derivative:

	As at 31 December 2023	As at 2 March 2023 (Pricing date)
WML stock price (HK\$)	6.43	8.08
Estimated volatility	34.0%	26.0%
Risk-free interest rate	3.3%	4.2%
Expected term (years)	5.2	6.0
Dividend yield	0.0%	0.0%

In connection with the completion of the Offering on 7 March 2023, the Company recognized a debt discount and a corresponding liability for the embedded derivative, based on an estimated fair value of US\$123.5 million (approximately HK\$968.8 million). The debt discount will be amortized to interest expense over the term of the WML Convertible Bonds using the effective interest method. As of 31 December 2023, the estimated fair value of the embedded derivative was a liability of US\$73.7 million (approximately HK\$576.4 million), recorded within non-current interest-bearing borrowings within the accompanying consolidated statement of financial position. In connection with the change in fair value, the Company recorded a gain of US\$49.7 million (approximately HK\$388.8 million) within change in derivative fair value in the accompanying consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023.



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For the year ended 31 December 2023

#### 21. OTHER PAYABLES AND ACCRUALS

Other payables and accruals consisted of the following:

	As at 31 December		As at 1 January
	2023	2022	2022
	HK\$	HK\$	HK\$
	(in thousands)		
<b>Current:</b>			
Customer deposits <sup>(1)</sup>	2,059,377	2,014,671	1,948,882
Gaming taxes and premiums payable	1,051,427	233,251	472,740
Outstanding chip liabilities <sup>(2)</sup>	523,923	263,336	293,690
Loyalty program and related liabilities <sup>(3)</sup>	89,614	113,834	96,063
Donation payable	—	—	81,872
Other gaming-related liabilities <sup>(4)</sup>	7,487	2,487	5,300
Others	1,408,953	1,226,862	1,386,928
<b>Total</b>	<b>5,140,781</b>	<b>3,854,441</b>	<b>4,285,475</b>

In providing goods and services to its customers, there is often a timing difference between the Group receiving cash and the Group recording revenue for providing services or holding events. The Group's primary liabilities associated with customer contracts are customer deposits, outstanding chip liabilities, loyalty program and related liabilities and other gaming-related liabilities.

- (1) Customer deposits include casino front money deposits and advance room and other deposits. Casino front money deposits represent funds deposited by customers before gaming play occurs. Such amounts may be recognized as revenue or will be redeemed for cash in the future. The advance room and other deposits represent cash received in advance for goods and services to be provided in the future. These amounts will be recognized as revenue when the goods and services are provided. Decreases in this balance generally represent the recognition of revenue and increases in the balance represent additional deposits made by customers. The deposits are expected to be primarily recognized as revenue within one year.
- (2) Outstanding chips generally represent amounts owed to gaming promoters and customers for chips in their possession. The amounts may be recognized as revenue or will be redeemed for cash in the future.
- (3) Loyalty program and related liabilities represent the deferral of revenue until the loyalty points or other complimentary are redeemed. The amounts are expected to be recognized as revenue within one year from being earned by customers.
- (4) Other gaming-related liabilities generally represent unpaid wagers primarily in the form of unredeemed slot tickets.

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For the year ended 31 December 2023

#### 22. ISSUED CAPITAL AND SHARES HELD FOR EMPLOYEE OWNERSHIP SCHEMES

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Authorized:		
20,000,000,000 Shares of HK\$0.001 each	20,000	20,000
Issued and fully paid:		
5,240,707,600 (2022: 5,235,431,600) Shares of HK\$0.001 each	5,241	5,235

As at 31 December 2023, the total number of issued Shares included 23,415,288 Shares (2022: 21,885,918) issued and held under the Company's employee ownership schemes (note 24).

During the year ended 31 December 2023 and 2022, nil Shares were acquired by the Trusts.

#### 23. SHARE PREMIUM ACCOUNT AND RESERVES

The Group's share premium account mainly includes the amounts transferred from the share option reserve upon vesting of share awards under an employee ownership scheme. It also includes the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the Group Reorganization prior to the Listing of the Company's Shares, over the nominal value of the Company's Shares issued in exchange with adjustments arising from the Group Reorganization.

The amount of the Group's deficit and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 136 of the financial statements.

In accordance with the provisions of the Macau Commercial Code, WRM and Palo incorporated in Macau are required to transfer a minimum of 10% of their annual net profit to a legal reserve until that reserve equals 25% of their issued capital. These legal reserves are not distributable to the shareholders.

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For the year ended 31 December 2023

#### 24. SHARE-BASED PAYMENT PLAN

##### The Company's share option schemes

The Company adopted a share option scheme on 16 September 2009 until it was terminated upon the Company's adoption of another share option scheme on 30 May 2019 for a period of 10 years ("2019 Share Option Scheme"). The 2019 Share Option Scheme was terminated upon the Company's adoption of a new share option scheme on 25 May 2023 for a period of 10 years ("2023 Share Option Scheme"). The 2023 Share Option Scheme allows for the grant of share options to purchase shares of the Company to eligible directors and employees of the Company, its subsidiaries, and related entities, and service providers of the Company and its subsidiaries. The options granted under the share option schemes do not give immediate ownership of the underlying Shares as they require payment of an exercise price which must be higher than the then prevailing market price of the Shares on the date of the options granted. The total number of Shares which may be issued in respect of all awards and options granted and to be granted under the 2023 Share Option Scheme and other share schemes of the Company will not exceed 523,843,160 Shares. Subsequent to 31 December 2023 and up to the date of approval of these financial statements, no share options were granted under the 2023 Share Option Scheme.

The Company has not granted and will not grant any further options under the 2019 Share Option Scheme upon its termination. The outstanding options granted under the 2019 Share Option Scheme will remain in full force and effective pursuant to the 2019 Share Option Scheme.

The following share options were outstanding under the Company's share option schemes during the year:

	Number of options	Weighted average exercise price (HK\$)	Weighted average exercise term (Years)
Outstanding as at 1 January 2022	28,523,400	14.58	7.7
Granted during the year	4,784,000	4.71	9.7
Lapsed during the year	(304,000)	19.04	—
Outstanding as at 31 December 2022 and 1 January 2023	33,003,400	13.10	7.2
Granted during the year	5,017,000	5.94	9.9
Lapsed during the year	(800,000)	24.87	—
<b>Outstanding as at 31 December 2023</b>	<b>37,220,400</b>	<b>11.89</b>	<b>6.8</b>
<b>Options exercisable as at 31 December 2023</b>	<b>19,288,200</b>	<b>15.32</b>	<b>5.5</b>
Options exercisable as at 31 December 2022	14,549,600	17.05	5.5

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

##### The Company's share option schemes (continued)

The fair value of the share options granted during the year was estimated at HK\$1.94 per option (2022: HK\$2.05 per option) based on the Black-Scholes pricing model. The following table lists the assumptions used in estimating the fair value of the share options on the date of grant.

	2023	2022
Expected dividend yield	5.7%	1.3%
Expected stock price volatility	53.8%	45.7%
Risk-free interest rate	3.6%	3.2%
Expected average life of options (years)	6.5	6.5
Share price on the date of grant (HK\$ per Share)	5.94	4.70
Exercise price (HK\$ per Share)	5.94	4.71

Changes in subjective assumptions could materially affect the fair value estimate.

##### The Company's employee ownership schemes

On 30 June 2014, the Company adopted an employee ownership scheme ("2014 Employee Ownership Scheme") until it was terminated upon the Company's adoption of a new employee ownership scheme on 25 May 2023 ("2023 Employee Ownership Scheme"). The 2023 Employee Ownership Scheme allows for the grant of non-vested shares of the Company to eligible directors and employees of the Company, its subsidiaries, and related entities, and service providers of the Company and its subsidiaries.

The fair value of the awarded non-vested Shares was calculated based on the market prices of the Company's Shares at the respective grant dates. The total number of Shares which may be issued in respect of all awards and options granted and to be granted under the 2023 Employee Ownership Scheme and other share schemes of the Company will not exceed 523,843,160 Shares.

The Company has not granted and will not grant any further awards under the 2014 Employee Ownership Scheme upon its termination. The outstanding award shares granted under the 2014 Employee Ownership Scheme will remain in full force and effective pursuant to the 2014 Employee Ownership Scheme.

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For the year ended 31 December 2023

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

The Company's employee ownership schemes (continued)

	Number of Shares	Weighted Average Grant Date Fair Value (HK\$)
Non-vested as at 1 January 2022	10,024,737	16.09
Granted during the year	32,260,744	4.84
Vested during the year	(18,604,189)	7.12
Forfeited during the year	(3,362,846)	10.57
Non-vested as at 31 December 2022 and 1 January 2023	20,318,446	7.35
Granted during the year	6,908,870	8.47
Vested during the year	(3,746,630)	11.26
Forfeited during the year	(1,148,880)	8.33
<b>Non-vested as at 31 December 2023</b>	<b>22,331,806</b>	<b>6.99</b>

During the year ended 31 December 2023, no immediate vested Shares were awarded (2022: nil) to Eligible Participants under the 2014 Employee Ownership Scheme and 2023 Employee Ownership Scheme.

Subsequent to 31 December 2023 and up to the date of approval of these financial statements, the Company awarded 346,000 non-vested Shares to Eligible Participants under the 2023 Employee Ownership Scheme.

#### WRL Omnibus Plan

On 16 May 2014, Wynn Resorts, Limited adopted the Wynn Resorts, Limited 2014 omnibus incentive plan (the "WRL Omnibus Plan") after approval from its stockholders, which was adopted for a period of 10 years. The WRL Omnibus Plan allows for the grant of stock options, restricted stock, restricted stock units, stock appreciation rights, performance awards and other share-based awards to eligible participants. WRL reserved 4,409,390 shares of its common stock for issuance under the WRL Omnibus Plan. On 25 June 2020, the Wynn Resorts' shareholders approved an amendment to the WRL Omnibus Plan that increases the shares authorized for issuance by 1,500,000 shares, for an aggregate number of shares authorized for issuance to 5,909,390 shares. As at the date of approval of these financial statements, Wynn Resorts had an aggregate of 1,134,435 shares of its common stock available for grant as share-based awards under the WRL Omnibus Plan.

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For the year ended 31 December 2023

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

##### WRL Omnibus Plan (continued)

##### *Non-vested shares for the Group*

A summary of the status of the WRL Omnibus Plan's non-vested shares as at 31 December 2023 and 2022 and the changes during the years then ended as it relates to the Group is set out below:

	Number of Shares	Weighted Average Grant Date Fair Value (HK\$)
Non-vested as at 1 January 2022	180,171	895.13
Granted during the year	104,132	543.15
Vested during the year	(143,804)	783.85
Forfeited during the year	(23,998)	812.32
Transferred during the year	(2,228)	891.86
<b>Non-vested as at 31 December 2022 and 1 January 2023</b>	<b>114,273</b>	<b>731.68</b>
Granted during the year	119,241	837.01
Vested during the year	(160,232)	791.63
Forfeited during the year	—	—
Transferred during the year	7,307	844.74
<b>Non-vested as at 31 December 2023</b>	<b>80,589</b>	<b>781.08</b>

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For the year ended 31 December 2023

#### 25. PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT PLANS

The Group recorded an expense for matching contributions of approximately HK\$128.1 million for the year ended 31 December 2023 (2022: HK\$132.7 million). Forfeited unvested contributions totaling HK\$17.2 million (2022: HK\$19.1 million) were utilized during the year, leaving HK\$1.9 million (2022: HK\$ 1.7 million) available as at 31 December 2023 to reduce the contributions in the future. As at 31 December 2023, contributions of approximately HK\$24.1 million (2022: HK\$25.0 million) due had not been paid. The amounts were paid subsequent to the end of the reporting period.

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

##### Directors' and chief executive's emoluments

Directors' and chief executive's emoluments for the years ended 31 December 2023 and 2022 disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c), and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

	For the year ended	
	31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Share-based payments	123,960	111,719
Discretionary bonus	30,293	29,612
Salaries	28,745	20,012
Fees	5,375	5,375
Contributions to retirement plan	117	689
Other	4,301	3,791
Total emoluments	192,791	171,198

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Directors' and chief executive's emoluments (continued)

	Fees HK\$	Salaries HK\$	Discretionary Bonus HK\$	Share-based Payments HK\$ (in thousands)	Contributions to Retirement Plan HK\$	Other HK\$	Total HK\$
<b>2023</b>							
<b>Executive Directors:</b>							
Craig S. Billings <sup>(1)</sup>	—	—	—	—	—	—	—
Linda Chen	—	13,331	16,311	87,679	1	2,703	120,025
Frederic Jean-Luc Luvisutto <sup>(2)</sup>	—	9,320	13,982	19,807	2	1,240	44,351
<b>Non-executive Directors:</b>							
Ms. Ellen F. Whittemore <sup>(3)</sup>	—	—	—	—	—	—	—
Ms. Julie M. Cameron- Doe <sup>(4)</sup>	—	—	—	—	—	—	—
Ian Michael Coughlan <sup>(5)</sup>	—	6,094	—	2,368	114	358	8,934
<b>Independent non-executive Directors:</b>							
Lam Kin Fung Jeffrey	1,050	—	—	2,206	—	—	3,256
Bruce Rockowitz	1,075	—	—	2,206	—	—	3,281
Nicholas Sallnow-Smith	1,325	—	—	2,206	—	—	3,531
Allan Zeman	1,075	—	—	5,301	—	—	6,376
Leah Dawn Xiaowei Ye	850	—	—	2,187	—	—	3,037
	5,375	28,745	30,293	123,960	117	4,301	192,791
<b>2022</b>							
<b>Executive Directors:</b>							
Craig S. Billings <sup>(1)</sup>	—	—	—	—	—	—	—
Linda Chen	—	4,437	9,417	41,793	1	878	56,526
Frederic Jean-Luc Luvisutto <sup>(2)</sup>	—	6,445	9,321	14,050	2	1,187	31,005
Ian Michael Coughlan <sup>(5)</sup>	—	9,130	10,874	36,567	686	1,726	58,983
<b>Non-executive Director:</b>							
Matthew O. Maddox <sup>(6)</sup>	—	—	—	—	—	—	—
<b>Independent non-executive Directors:</b>							
Lam Kin Fung Jeffrey	1,050	—	—	2,908	—	—	3,958
Bruce Rockowitz	1,075	—	—	2,908	—	—	3,983
Nicholas Sallnow-Smith	1,325	—	—	2,908	—	—	4,233
Allan Zeman	1,075	—	—	7,795	—	—	8,870
Leah Dawn Xiaowei Ye	850	—	—	2,790	—	—	3,640
	5,375	20,012	29,612	111,719	689	3,791	171,198



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#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Directors' and chief executive's emoluments (continued)

Notes:

- (1) In addition to the directors' emoluments disclosed in the above tables, the emolument for Mr. Craig S. Billings was charged to the Group, through the corporate allocation agreement, amounting to HK\$41.9 million for the year ended 31 December 2023 (2022: HK\$23.0 million). Mr. Craig S. Billings was re-designated from a non-executive Director to an executive Director and was appointed as Chief Executive Officer of the Company, with effect from 1 February 2022.
- (2) Mr. Frederic Jean-Luc Luvisutto was appointed as an executive Director, with effect from 11 August 2022.
- (3) Ms. Ellen F. Whittemore was appointed as a non-executive Director, with effect from 1 January 2023. In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Ellen F. Whittemore was charged to the Group, through the corporate allocation agreement, amounting to HK\$4.4 million for the year ended 31 December 2023.
- (4) Ms. Julie M. Cameron-Doe was appointed as a non-executive Director, with effect from 26 May 2023. In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Julie M. Cameron-Doe was charged to the Group, through the corporate allocation agreement, amounting to HK\$11.0 million for the year ended 31 December 2023.
- (5) Mr. Ian Michael Coughlan was re-designated from an executive Director to a non-executive Director, with effect from 1 March 2023, and his appointment as a non-executive Director ended on 25 May 2023. Mr. Ian Michael Coughlan served as an advisor to the Company through the end of 2023.
- (6) Mr. Matthew O. Maddox was re-designated from an executive Director to a non-executive Director and resigned as Chief Executive Officer of the Company, with effect from 1 February 2022. Mr. Matthew O. Maddox's appointment as a non-executive Director of the Company ended on 31 December 2022. In addition to the directors' emoluments disclosed in the above tables, no emolument for Mr. Matthew O. Maddox was charged to the Group, through the corporate allocation agreement for the year ended 31 December 2022.

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#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Five highest paid individuals' emoluments

During the year ended 31 December 2023, the five individuals whose emoluments were the highest in the Group included two (2022: three) Directors whose emoluments were reflected in the analysis presented above. Details of the emoluments payable to the remaining three (2022: two) highest paid individuals for each of the years ended 31 December 2023 and 2022 were as follows:

	For the year ended 31 December	
	2023 HK\$	2022 HK\$
	(in thousands)	
Share-based payments	17,242	6,534
Discretionary bonus	12,802	5,111
Salaries and other benefits	12,273	6,474
Contributions to retirement plan	400	344
<b>Total emoluments</b>	<b>42,717</b>	<b>18,463</b>

The emoluments were within the following bands:

	For the year ended 31 December	
	2023 Number of Individuals	2022 Number of Individuals
HK\$4,000,001 to HK\$4,500,000	—	1
HK\$9,000,001 to HK\$9,500,000	1	—
HK\$10,500,001 to HK\$11,000,000	1	—
HK\$14,000,001 to HK\$14,500,000	—	1
HK\$22,000,001 to HK\$22,500,000	1	—
<b>Total</b>	<b>3</b>	<b>2</b>

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#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Five highest paid individuals' emoluments (continued)

The emoluments of certain individuals have been apportioned on a basis that is considered to be reasonable estimates of the utilization of services provided or the benefits received by the Group. The apportioned emoluments of these individuals are included in the expense allocations charged by Wynn Resorts, Limited and the Group's fellow subsidiaries for the years ended 31 December 2023 and 2022 (See note 28 "Related Party Disclosures").

During the year, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director of any member of the Group or in connection with the management of the affairs of any members of the Group. None of the Directors waived any emoluments during the years.

#### 27. COMMITMENTS AND CONTINGENCIES

##### Capital commitments

As at 31 December 2023 and 2022, the Group had the following capital commitments under construction contracts, construction-related consulting and other agreements and purchase orders which have not been provided for in the Group's consolidated statement of financial position:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Contracted, but not provided for	486,850	123,047

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For the year ended 31 December 2023

#### 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

##### Macau gaming concession

WRM committed to make certain non-gaming and gaming investments in the amount of MOP17.73 billion (approximately HK\$17.21 billion) over the course of the ten-year term of the Gaming Concession Contract. MOP16.50 billion (approximately HK\$16.02 billion) of the committed investment will be used for non-gaming capital projects and event programming in connection with, among others, attraction of foreign tourists, conventions and exhibitions, entertainment performances, sports events, culture and art, health and wellness, themed amusement, gastronomy, community tourism and maritime tourism. WRM agreed, as part of its commitment for its Gaming Concession Contract, to increase its investment in non-gaming projects (original commitment of MOP16.50 billion (approximately HK\$16.02 billion)) by 20% once market-wide gross gaming revenues reached MOP180.00 billion (approximately HK\$174.76 billion) in any one year (the "Trigger Event"). As market wide gross gaming revenue exceeded MOP180.00 billion (approximately HK\$174.76 billion) in 2023, the Trigger Event occurred at the end of 2023 and each gaming concessionaire is now required to increase its original committed investment amount in non-gaming projects by 20%. WRM will comply with its further investment commitment by investing MOP3.30 billion (approximately HK\$3.20 billion) over the course of the remaining 9 years of the Gaming Concession Contract in non-gaming capital projects. The scope, nature and timing of the additional investment in non-gaming capital projects will be mutually agreed between WRM and the Macau government in due course and according to the terms of the Gaming Concession Contract.

Additionally, WRM committed to make the following payments throughout the term of the Gaming Concession Contract:

- (i) Special gaming premium — WRM is obligated to pay a special annual gaming premium if the average of the gross gaming revenues of WRM's gaming tables and gaming machines is lower than a certain minimum amount determined by the Macau government. A minimum average annual gross gaming revenue of MOP7.0 million (approximately HK\$6.8 million) per gaming table and MOP300,000 (approximately HK\$291,000) per gaming machine has been set by Macau government. If WRM fails to reach such minimum gross gaming revenue, WRM will be required to pay a special premium equal to the difference between the special gaming tax calculated based on the actual gross gaming revenue and that of such minimum gross gaming revenue;

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For the year ended 31 December 2023

## 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

### Macau gaming concession (continued)

- (ii) Special levies, totaling 5% of gross gaming revenues. The Macau government may reduce the special levies payable by WRM (1) based on WRM's contribution to the attraction of tourists who enter Macau for tourism and business purposes and hold travel documents issued by countries or regions other than the People's Republic of China; (2) if WRM's operations are adversely affected by abnormal, unpredictable or force majeure circumstances associated with the prevailing economic conditions of Macau; or (3) factors as determined by the Chief Executive of Macau; and

- (iii) Special gaming tax assessed at the rate of 35% of gross gaming revenues.

Under the Gaming Concession Contract, WRM provided a first demand bank guarantee of MOP1.00 billion (approximately HK\$970.9 million) in favor of the Macau government to support WRM's legal and contractual obligations, from 1 January 2023 until one hundred and eighty days after the term of the Gaming Concession Contract expires or the rescission of the concession.

### Other service commitments

The Group has entered into various agreements for operations and maintenance of hotel and other facilities for both Wynn Palace and Wynn Macau. The Group has also entered into agreements for providing shuttle-bus services for customers and for employees commuting to and from work. Under these agreements, the Group was obligated to make the following future payments as at 31 December 2023 and 2022:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Within one year	265,261	303,730
After one year but not more than five years	200,953	238,780
After five years	—	462
	<b>466,214</b>	<b>542,972</b>

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

##### **Other service commitments** (continued)

As at 31 December 2023, the Group was committed to purchases of operating supplies totaling HK\$123.0 million (2022: HK\$82.8 million).

As at 31 December 2023, in addition to the bank guarantee issued for the Macau gaming concession as described above, banks granted guarantees for the Group for other purposes totaling HK\$26.1 million (2022: HK\$37.4 million).

##### **Employment agreements**

The Group has entered into employment agreements with several executive officers, other members of management and certain key employees. These agreements generally have three-year terms and typically indicate a base salary and often contain provisions for a discretionary bonus. Certain executives are also entitled to a separation payment if terminated without "cause" or upon voluntary termination of employment for "good reason" following a "change of control" (as these terms are defined in the employment contracts).

##### **Litigation**

The Group did not have any material litigation outstanding as at 31 December 2023. The litigation matter set out below is disclosed on a voluntary basis and, as with all litigations, no assurances can be provided as to the outcome thereof.

##### ***Macau litigation related to Dore***

WRM has been named as a defendant in lawsuits filed in the Macau Court of First Instance by individuals who claim to be investors in or persons with credit in accounts maintained by Dore Entertainment Company Limited ("Dore"), an independent, Macau registered and licensed company that operated a gaming promoter business at Wynn Macau. In connection with the alleged theft, embezzlement, fraud and/or other crime(s) perpetrated by a former employee of Dore (the "Dore Incident"), the plaintiffs of the lawsuits allege that Dore failed to honor withdrawal of funds deposited with Dore as investments or gaming deposits that allegedly resulted in certain losses for these individuals. The principal allegations common to the lawsuits are that WRM, as a gaming concessionaire, should be held responsible for Dore's conduct on the basis that WRM was responsible for the supervision of Dore's activities at Wynn Macau that resulted in the purported losses.

We believe these cases are without merit and unfounded and intend to vigorously defend against the remaining claims pleaded against us in these lawsuits. The Group has made estimates for potential litigation costs based upon its assessment of the likely outcome and has recorded provisions for such amounts in the accompanying consolidated financial statements. No assurances can be provided as to the outcome of the pending Dore cases and actual results may differ from these estimates.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 28. RELATED PARTY DISCLOSURES

As at 31 December 2023 and 2022, the outstanding balances between the Group and the related companies were as follows:

Name of related Companies	Relation to the Company	As at 31 December	
		2023 HK\$	2022 HK\$
		(in thousands)	
Due from related companies — current			
WIML	Subsidiary of Wynn Resorts	147,585	121,151
Palo Manpower Hong Kong Limited	Subsidiary of Wynn Resorts	431	363
Palo Hong Kong Limited	Subsidiary of Wynn Resorts	429	361
Harthor Hospitality Services HK Limited	Subsidiary of Wynn Resorts	353	254
SAC Hospitality Services HK Limited	Subsidiary of Wynn Resorts	351	252
Lumini Hospitality Services HK Limited	Subsidiary of Wynn Resorts	351	252
Wynn Manpower Limited	Subsidiary of Wynn Resorts	335	316
Wynn MA, LLC	Subsidiary of Wynn Resorts	325	313
Harthor Hospitality Services Limited	Subsidiary of Wynn Resorts	58	38
SAC Hospitality Services Limited	Subsidiary of Wynn Resorts	31	13
Lumini Hospitality Services Limited	Subsidiary of Wynn Resorts	31	13
Lunimi Hospitality Services HK Limited	Subsidiary of Wynn Resorts	29	—
Miluni Hospitality Services HK Limited	Subsidiary of Wynn Resorts	29	—
Minilu Hospitality Services HK Limited	Subsidiary of Wynn Resorts	29	—
Lunimi Hospitality Services Limited	Subsidiary of Wynn Resorts	22	—
Miluni Hospitality Services Limited	Subsidiary of Wynn Resorts	22	—
Minilu Hospitality Services Limited	Subsidiary of Wynn Resorts	22	—
Wynn Resorts Hotel Marketing and Sales (Asia), LLC	Subsidiary of Wynn Resorts	3	3
		150,436	123,329

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

As at 31 December 2023 and 2022, the outstanding balances between the Group and the related companies were as follows (continued):

Name of related Companies	Relation to the Company	As at 31 December	
		2023	2022
		HK\$	HK\$
		(in thousands)	
Due to related companies — current			
Wynn Resorts	Ultimate parent company	91,932	211,664
Wynn Las Vegas	Subsidiary of Wynn Resorts	10,824	25,073
Wynn Design & Development	Subsidiary of Wynn Resorts	7,854	4,504
Worldwide Wynn	Subsidiary of Wynn Resorts	1,660	1,134
Palo Marketing Services Limited	Subsidiary of Wynn Resorts	431	456
Las Vegas Jet	Subsidiary of Wynn Resorts	391	—
		113,092	242,831

The amounts disclosed in the above table are unsecured, interest-free and repayable on demand.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

The Group had the following material related party and connected transactions with related companies during the year:

			For the year ended 31 December	
Name of related Companies	Relation to the Company	Primary nature of transactions	2023 HK\$	2022 HK\$
			(in thousands)	
Wynn Resorts	Ultimate parent company	Intellectual property license fees (i)	770,104	197,543
Wynn Resorts	Ultimate parent company	Corporate support services (ii)	119,891	71,092
Wynn Resorts	Ultimate parent company	Share-based payment expenses	94,459	84,325
Wynn Las Vegas	Subsidiary of Wynn Resorts	Compliance services (iii)	23,000	—
Las Vegas Jet	Subsidiary of Wynn Resorts	Airplane usage charges (ii)	4,395	—
WIML	Subsidiary of Wynn Resorts	International marketing expenses (iv)	51,551	39,708
Worldwide Wynn	Subsidiary of Wynn Resorts	Staff secondment payroll charges (v)	40,373	32,509
Wynn Design & Development	Subsidiary of Wynn Resorts	Design/development payroll (vi)	45,686	10,705

Except for the share-based payment expenses incurred with Wynn Resorts, all of the above transactions are noted as continuing connected transactions.

Notes:

(i) **Intellectual property license fees**

The license fees payable to Wynn Resorts equals the greater of (1) 3% of the gross monthly revenues of the intellectual property, and (2) US\$1.5 million (approximately HK\$11.7 million) per month.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

Notes (continued):

(ii) **Corporate support services**

The annual fees for the services provided by Wynn Resorts are based on an allocation of the actual proportion of Wynn Resorts' annual corporate departments' costs (including salaries and benefits for such employees during the period in which such services are rendered) and overhead expense related to the provision of such services. In any event, the annual fees charged by Wynn Resorts shall not exceed 50% of the aggregate annual corporate departments' costs and overhead expense incurred by Wynn Resorts during any financial year.

Wynn Resorts allows the Company and its employees to use aircraft assets owned by Wynn Resorts and its subsidiaries (other than the Group) at hourly rates set by Las Vegas Jet, a subsidiary of Wynn Resorts.

(iii) **Compliance services**

WRL Group provides compliance-related services to assist the Group in compliance with the obligations under the Gaming Concession Contract. A service fee is charged at the costs incurred by WRL Group to the Group for the services provided.

(iv) **International marketing expenses**

These administrative, promotional and marketing services are provided through branch offices located in various cities around the world under the direction and supervision provided by WIML. For the services provided under this arrangement, WIML charges a service fee equal to the total costs it incurs in rendering the services plus 5%.

(v) **Staff secondment payroll charges**

Worldwide Wynn, a subsidiary of Wynn Resorts, is responsible for supplying management personnel to WRM for pre-determined lengths of time through secondment arrangements. Worldwide Wynn is compensated for these services of the seconded employees during the period of secondment to WRM with a service fee equal to its aggregate costs plus 5%.

(vi) **Design/development payroll**

Wynn Design & Development provides design and development services to the Group in connection with the construction and renovation works at Wynn Palace, Wynn Macau and Encore. A service fee is charged at the costs incurred by Wynn Design & Development to the Group for the services provided.

The above transactions were carried out on terms mutually agreed between the Group and the related companies. There were no significant charges from the Group to the related companies during the years ended 31 December 2023 and 2022. In the opinion of the Directors, the related party transactions were conducted in the ordinary and usual course of the Group's business.

All such outstanding balances between the Group and the related companies are deemed to be trade in nature.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

##### Home purchase

In 2022, Ms. Linda Chen, who is a director of the Company, exercised an option to purchase a home provided by the Group for her use for no consideration, as provided by the terms of her employment agreement. Based on a third-party appraisal as of the date of option exercise, the estimated fair value of the home is HK\$50.0 million. The home purchase closed during the third quarter of 2022.

##### Compensation of senior/key management personnel of the Group

	For the year ended 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
Share-based payments	125,061	99,588
Salaries, bonuses, allowances and benefits in kind	85,709	67,879
Retirement benefits	530	1,162
Total compensation paid to senior/ key management personnel	211,300	168,629

Further details of Directors' emoluments are included in note 26 to the financial statements.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 29. FAIR VALUE OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, investments, trade and other receivables, deposits, balances with related companies, accounts payable, construction payables, the current portion of restricted cash and cash equivalents as well as the current portion of financial liabilities included in other payables and accruals and other liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of interest-bearing borrowings and the financial liability associated with an intangible asset have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risks and remaining maturities. The fair value of the lease liabilities is calculated by discounting the expected future cash flows using the Group's incremental borrowing rate. The non-current portion of other financial liabilities included in other liabilities and construction retentions payable as well as the non-current portion of restricted cash and cash equivalents were not discounted as the discounting factors were considered by management to be insignificant.

#### 30. CHANGES IN FINANCIAL LIABILITIES ARISING FROM FINANCING ACTIVITIES

	As at 1 January 2023 HK\$	Cash flows HK\$	Foreign exchange movement HK\$	Changes in fair values HK\$	Other HK\$	As at 31 December 2023 HK\$
	(in thousands)					
Interest-bearing borrowings	48,228,497	4,597,659	72,593	(388,763)	169,628	52,679,614
Lease liabilities	168,471	(48,114)	—	—	32,102	152,459
Interest payable	566,935	(2,905,712)	1,111	—	2,970,641	632,975
Financial liability associated with an intangible asset	—	(157,755)	—	—	1,762,693	1,604,938
Dividends payable	305	(293)	—	—	(12)	—
Total liabilities from financing activities	48,964,208	1,485,785	73,704	(388,763)	4,935,052	55,069,986

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### Notes to Financial Statements

For the year ended 31 December 2023

### 30. CHANGES IN FINANCIAL LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	As at 1 January 2022 HK\$	Cash flows HK\$	Foreign exchange movement HK\$ (in thousands)	Change in fair values HK\$	Other HK\$	As at 31 December 2022 HK\$
Interest-bearing borrowings	46,537,145	1,659,701	(7,644)	—	39,295	48,228,497
Lease liabilities	214,682	(51,667)	—	—	5,456	168,471
Interest payable	563,405	(2,442,835)	(1,215)	—	2,447,580	566,935
Dividends payable	3,639	(3,201)	—	—	(133)	305
Total liabilities from financing activities	47,318,871	(838,002)	(8,859)	—	2,492,198	48,964,208

The “Other” column primarily includes interest expenses incurred during the year, the effect of amortization of debt financing costs, debt discount and premiums, loss on debt financing transaction, additions and modifications of lease liabilities, addition of financial liability associated with an intangible asset and movement in dividends payable during the year.

### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial liabilities comprise interest-bearing borrowings, lease liabilities, construction payables, construction retentions payable, accounts payable, amounts due to related companies, other payables and other liabilities. The main purpose of these financial liabilities is to finance the Group’s construction activities and its operations. The Group has various financial assets such as trade receivables and cash and cash equivalents, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Interest rate risk

The Group's primary exposure is changes in market interest rates associated with its bank loans that bear interest based on variable rates. The Group attempts by managing the mix of long-term fixed rate borrowings and variable rate borrowings, supplemented by hedging activities as believed by us to be appropriate. These risk management strategies may not always have the desired effect, and interest rate fluctuations could have a negative impact on the results of operations.

As at 31 December 2023, all of the interest-bearing bank loans were variable rate borrowings based on Term SOFR plus a credit adjustment spread or HIBOR, in each case, plus a margin (2022: LIBOR or HIBOR plus a margin). Based on borrowings as at 31 December 2023, an assumed 100-basis-point change in the variable rates would cause the annual interest expenses, without adjusting for any amounts to be capitalized, to change by HK\$117.0 million (2022: HK\$117.0 million).

##### Foreign currency risk

The financial statements of foreign operations are translated into Hong Kong dollars, the Company's and the Group's presentation currency, for incorporation into the consolidated financial statements. Some of the Group's activities were denominated in currencies other than the functional currencies of the entities making the activities (primarily US\$). The Hong Kong dollar is linked to the U.S. dollar and the exchange rate between these two currencies has remained relatively stable over the past several years. However, the exchange linkages of the Hong Kong dollar and the Macau pataca, and the Hong Kong dollar and the U.S. dollar, are subject to potential changes due to, among other things, changes in governmental policies and international economic and political developments.

As at 31 December 2023 and 2022, the Group had certain assets and liabilities that were denominated in currencies (primarily US\$) other than Hong Kong dollar. Based on the financial position as at 31 December 2023, an assumed 1% increase or decrease in the value of the Hong Kong dollar against the U.S. dollar would cause the Group to recognize a gain or loss of HK\$356.2 million (2022: HK\$390.6 million).

##### Credit risk

Credit risk arises from financial assets of the Group, which comprise trade and other receivables, deposits, amounts due from related companies, investments, cash and cash equivalents and restricted cash and cash equivalents. The Group's exposure to credit risk arises from the potential default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Exposure at the reporting dates is outlined under each applicable note. The Group does not hold any credit derivatives or collateral to offset its credit exposure.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### **Credit risk (continued)**

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of casino accounts receivable.

The Group issues credit in the form of markers to approved casino customers following investigations of creditworthiness. The Group maintains strict controls over the issuance of markers and aggressively pursues collection from those customers who fail to pay their marker balances on a timely basis. These collection efforts may include the mailing of statements and delinquency notices, personal contacts, the use of outside collection agencies, and litigation. Markers are generally legally enforceable instruments in Macau, however, markers are not legally enforceable instruments in some other countries. The collectability of markers given to foreign customers is affected by a number of factors including changes in currency exchange rates and economic conditions in the customers' home countries.

In assessing the allowance for credit losses, the Group applies a simplified approach to measure credit risk. The simplified approach requires the recognition of a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for current and forward-looking factors specific to the debtors and the economic environment.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in note 13 to the financial statements.

##### **Liquidity risk**

The Group measures and monitors its liquidity structure based on the overall assets, liabilities and debt in conjunction with its expected cash flows to ensure the capability to meet any unexpected and material cash requirements in the ordinary course of business. In addition, the Group's bank facilities' governing documents contain affirmative and negative covenants that require the maintenance of certain financial ratios.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Liquidity risk (continued)

As at 31 December 2023, the estimated fair value for level 2 of the Group's outstanding debt instruments was HK\$50.97 billion (as at 31 December 2022: HK\$43.41 billion). Other than the WML Convertible Bond Conversion Option Derivative as disclosed in note 20, the Group did not hold any assets or liabilities measured at fair value for levels 1 and 3 during the years ended 31 December 2023 and 2022. Level 1 fair values are those measured using quoted prices (unadjusted) in active markets for identical financial instruments, level 2 fair values are those measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data and level 3 fair values are those measured using valuation techniques in which any significant input is not based on observable market data.

The table below analyzes the Group's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date as at 31 December 2023 and 2022. The amounts disclosed are based on the contractual undiscounted cash flows of financial liabilities that include principal and interest payments. The maturities are calculated assuming the effect of interest rates with respect to variable rate financial liabilities remains constant as at the respective year ends and there are no changes in the aggregate principal amount of financial liabilities other than repayments at scheduled maturities as reflected in the table below.



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### Notes to Financial Statements

For the year ended 31 December 2023

### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Liquidity risk (continued)

	Interest rates	Within one year or on demand HK\$	Between one and two years HK\$	Between two and five years HK\$	Over five years HK\$	Total HK\$
		(in thousands)				
As at 31 December 2023						
Interest-bearing borrowings	4.50%–7.33%	7,729,313	14,260,570	28,703,750	13,011,233	63,704,866
Lease liabilities	2.60%–8.10%	43,983	34,053	57,999	66,011	202,046
Construction payables and accruals and construction retentions payable		282,073	6,779	—	—	288,852
Accounts payable		456,526	—	—	—	456,526
Amounts due to related companies		113,092	—	—	—	113,092
Other payables		2,620,547	—	—	—	2,620,547
Other liabilities		189,646	174,398	958,864	1,147,231	2,470,139
As at 31 December 2022						
Interest-bearing borrowings	4.88%–7.26%	2,829,020	7,498,842	30,528,591	19,713,974	60,570,427
Lease liabilities	2.30%–7.40%	49,668	31,199	46,516	83,900	211,283
Construction payables and accruals and construction retentions payable		142,548	1,775	—	—	144,323
Accounts payable		400,524	—	—	—	400,524
Amounts due to related companies		242,831	—	—	—	242,831
Other payables		2,323,420	—	—	—	2,323,420
Other liabilities		41,660	21,405	94,969	2,860	160,894

“Other payables” mainly comprised customer deposits, outstanding chip liabilities, and other miscellaneous payables, excluding tax liabilities. “Other liabilities” mainly comprised financial liability associated with an intangible asset and tenant deposits.

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### Notes to Financial Statements

For the year ended 31 December 2023

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it as economic conditions change, i.e., interest rates and equity markets. To maintain a strong capital structure and in response to changes in economic conditions, the Group may modify debt instruments to obtain additional debt financing, and may adjust dividend payments to shareholders as conditions require.

The gearing ratio is a key indicator of the Group's capital structure. The gearing ratio is net debt divided by total capital deficiency plus net debt.

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands, except for percentages)	
Interest-bearing borrowings	52,679,614	48,228,497
Accounts payable	456,526	400,524
Construction payables and accruals and construction retentions payable	288,852	144,323
Other payables and accruals	5,140,781	3,854,441
Amounts due to related companies	113,092	242,831
Other liabilities	1,766,454	185,762
Lease liabilities	152,459	168,471
Less: cash and cash equivalents	(10,300,159)	(7,422,901)
restricted cash and cash equivalents investments	(688,219)	(979,746)
	(5,454,660)	—
<b>Net debt</b>	<b>44,154,740</b>	<b>44,822,202</b>
Deficiency in assets	(15,811,431)	(17,152,261)
<b>Total capital deficiency</b>	<b>(15,811,431)</b>	<b>(17,152,261)</b>
<b>Capital and net debt</b>	<b>28,343,309</b>	<b>27,669,941</b>
<b>Gearing ratio</b>	<b>155.8%</b>	<b>162.0%</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company is set forth below:

	As at 31 December	
	2023	2022
	HK\$	HK\$
	(in thousands)	
<b>Non-current assets</b>		
Financial assets	17,585,388	17,543,010
Investment in a subsidiary	12,647,674	12,611,569
Contribution to Trusts	58	234
<b>Total non-current assets</b>	<b>30,233,120</b>	<b>30,154,813</b>
<b>Current assets</b>		
Prepayments	1,260	1,330
Investments	5,454,660	—
Amounts due from related companies	14,497,157	17,127,648
Other receivables	4,258,304	2,795,814
Cash and cash equivalents	603,206	686,081
<b>Total current assets</b>	<b>24,814,587</b>	<b>20,610,873</b>
<b>Current liabilities</b>		
Interest-bearing borrowings	4,675,511	—
Other payables and accruals	645,975	578,744
Amounts due to related companies	163,345	4,916
<b>Total current liabilities</b>	<b>5,484,831</b>	<b>583,660</b>
<b>Net current assets</b>	<b>19,329,756</b>	<b>20,027,213</b>
<b>Total assets less current liabilities</b>	<b>49,562,876</b>	<b>50,182,026</b>
<b>Non-current liabilities</b>		
Interest-bearing borrowings	36,299,188	36,529,468
<b>Total non-current liabilities</b>	<b>36,299,188</b>	<b>36,529,468</b>
<b>Net assets</b>	<b>13,263,688</b>	<b>13,652,558</b>
<b>Equity</b>		
Issued capital	5,241	5,235
Share premium account <sup>#</sup>	13,097,995	13,055,828
Reserves	160,452	591,495
<b>Total equity</b>	<b>13,263,688</b>	<b>13,652,558</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

#

	As at 31 December 2023 HK\$ (in thousands)	2022 HK\$
The Company's share premium account	13,097,995	13,055,828
Adjustment arising from the Group Reorganization	(12,561,195)	(12,561,195)
Consolidated share premium account	536,800	494,633

Information about the statement of changes in equity of the Company is set forth below:

	Issued Capital HK\$	Share Premium Account HK\$	Share Option Reserve HK\$ (in thousands)	Retained Earnings/ (Accumulated Loss) HK\$	Total Equity HK\$
<b>As at 1 January 2022</b>	5,206	12,955,096	206,015	1,205,554	14,371,871
Net loss and other comprehensive loss for the year	—	—	—	(815,674)	(815,674)
Total comprehensive loss for the year	—	—	—	(815,674)	(815,674)
Share-based payments	—	—	127,990	—	127,990
Transfer of share option reserve upon expiry of share options	—	—	(1,831)	1,831	—
Transfer to share premium upon vesting of awards under an employee ownership scheme	—	100,732	(132,524)	—	(31,792)
Shares issued for an employee ownership scheme	29	—	—	—	29
Returned dividend from forfeited awards under an employee ownership scheme	—	—	—	134	134
<b>As at 31 December 2022 and 1 January 2023</b>	5,235	13,055,828	199,650	391,845	13,652,558
Net loss and other comprehensive loss for the year	—	—	—	(457,650)	(457,650)
Total comprehensive loss for the year	—	—	—	(457,650)	(457,650)
Share-based payments	—	—	68,767	—	68,767
Transfer of share option reserve upon expiry of share options	—	—	(4,828)	4,828	—
Transfer to share premium upon vesting of awards under an employee ownership scheme	—	42,167	(42,172)	—	(5)
Shares issued for the employee ownership schemes	6	—	—	—	6
Returned dividend from forfeited awards under an employee ownership scheme	—	—	—	12	12
<b>As at 31 December 2023</b>	5,241	13,097,995	221,417	(60,965)	13,263,688

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2023

#### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

The Company's reserves available for distribution represent the share premium account, share option reserve and accumulated losses/retained earnings. Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and, provided that immediately following the distribution of a dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. Accordingly, the Company's reserves available for distribution to shareholders as at 31 December 2023 amounted to approximately HK\$13.26 billion (2022: HK\$13.65 billion).

#### 33. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified in order to conform with the current year's presentation.

## Independent Auditor's Report



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**To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)**

### OPINION

We have audited the consolidated financial statements of Wynn Macau, Limited (the "Company") and its subsidiaries (the "Group") set out on pages 130 to 221, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed key audit matter
<b><i>Provision for expected credit losses</i></b>	
Referring to note 2.5 to the Group's consolidated financial statements for significant accounting judgements and estimates, the Group uses a provision matrix to calculate the expected credit losses ("ECLs") for trade receivables. The provision matrix is calibrated to adjust the historical credit loss experience with known customer information and forward-looking information. Management's assessment of the correlation between historical observed default rates, forecast economic conditions and the ECLs can provide significant changes in the estimate between periods. Further disclosures on the ECLs of the Group's trade receivables are set out in note 13 to the consolidated financial statements.	<p>We evaluated and tested the design and operating effectiveness of the controls over the accounting process of provision for ECLs of trade receivables.</p> <p>We evaluated management's assumptions and judgements by comparing the Group's provisioning rates against historical collection data.</p> <p>We considered the support related to the original issuance of casino credits and/or their subsequent settlements when performing analysis of receivables' aging buckets and write-offs as a percentage of gross trade receivables.</p> <p>We corroborated management's representations with the source data for specific provisions made for certain trade receivables, performed ratio analysis on the Group's provision for ECLs; and re-calculated the provision for ECLs using management's model and considered the adequacy of the provision.</p> <p>We assessed the Group's provisioning policy applied, which included assessing whether the calculation was made in accordance with IFRS 9.</p> <p>We assessed the time value of money considered in the ECLs impairment model and tested the mathematical accuracy of the calculations.</p> <p>We assessed the adequacy of the Group's disclosures regarding the provision for ECLs of trade receivables.</p>



## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit and Risk Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Risk Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Independent Auditor's Report



To the shareholders of Wynn Macau, Limited  
(Incorporated in the Cayman Islands with limited liability)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We also provide the Audit and Risk Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit and Risk Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Samuel Yuen Ka Cheong.

**Ernst & Young**

Certified Public Accountants  
Hong Kong

27 March 2025

## Financial Statements

### Consolidated Statement of Profit or Loss and Other Comprehensive Income

		For the year ended 31 December	
		2024	2023
		HK\$	HK\$
		(in thousands, except for per Share amounts)	
	Notes		
<b>Operating revenues</b>			
Casino		23,617,908	19,111,112
Rooms		2,369,215	2,435,090
Food and beverage		1,609,043	1,350,778
Retail and other		1,144,255	1,371,162
		<b>28,740,421</b>	<b>24,268,142</b>
<b>Operating costs and expenses</b>			
Gaming taxes and premiums		12,217,417	10,057,523
Staff costs	3.1	4,279,904	4,191,294
Other operating expenses	3.2	4,385,121	3,761,468
Depreciation and amortization	3.3	2,370,166	2,374,100
Property charges and other	3.4	158,891	181,338
		<b>23,411,499</b>	<b>20,565,723</b>
<b>Operating profit</b>		<b>5,328,922</b>	<b>3,702,419</b>
Finance revenues	3.5	568,061	571,267
Finance costs	3.6	(3,190,059)	(3,335,189)
Net foreign currency differences		226,616	(90,131)
Change in derivative fair value		316,518	388,763
Loss on debt financing transaction		—	(22,767)
		<b>(2,078,864)</b>	<b>(2,488,057)</b>
<b>Profit before tax</b>		<b>3,250,058</b>	<b>1,214,362</b>
Income tax expense	4	51,880	42,706
<b>Net profit attributable to owners of the Company</b>		<b>3,198,178</b>	<b>1,171,656</b>

## Financial Statements

### Consolidated Statement of Profit or Loss and Other Comprehensive Income

		For the year ended	
		31 December	
		2024	2023
		HK\$	HK\$
		(in thousands, except for per	
	Notes	Share amounts)	
Other comprehensive income			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Currency translation reserve		—	1,879
Other comprehensive income for the year		—	1,879
Total comprehensive income attributable to owners of the Company		3,198,178	1,173,535
Basic earnings per Share	6	0.61	0.22
Diluted earnings per Share	6	0.57	0.19

## Financial Statements

### Consolidated Statement of Financial Position

		As at 31 December	
		2024	2023
		HK\$	HK\$
			(restated)
	Notes	(in thousands)	
<b>Non-current assets</b>			
Property and equipment and construction in progress	8	22,219,297	23,022,887
Right-of-use assets	9	1,112,256	1,221,395
Goodwill and intangible asset, net	10	1,706,382	1,869,886
Deposits for acquisition of property and equipment		22,268	13,548
Other non-current assets	11	722,095	641,559
Restricted cash and cash equivalents	16	690,777	688,184
<b>Total non-current assets</b>		<b>26,473,075</b>	<b>27,457,459</b>
<b>Current assets</b>			
Inventories	12	302,186	286,194
Trade and other receivables	13	846,272	1,037,260
Prepayments and other current assets	14	133,872	142,850
Investments	15	—	5,454,660
Amounts due from related companies	28	141,072	150,436
Restricted cash and cash equivalents	16	1,681	35
Cash and cash equivalents	17	11,333,372	10,300,159
<b>Total current assets</b>		<b>12,758,455</b>	<b>17,371,594</b>
<b>Current liabilities</b>			
Accounts payable	18	409,983	456,526
Interest-bearing borrowings	19	4,115,892	8,995,722
Lease liabilities		26,270	33,966
Construction payables and accruals		435,949	282,073
Other payables and accruals	21	4,809,118	5,140,781
Amounts due to related companies	28	87,375	113,092
Income tax payables		52,115	42,706
Other current liabilities		210,625	200,957
<b>Total current liabilities</b>		<b>10,147,327</b>	<b>15,265,823</b>
<b>Net current assets</b>		<b>2,611,128</b>	<b>2,105,771</b>
<b>Total assets less current liabilities</b>		<b>29,084,203</b>	<b>29,563,230</b>

## Financial Statements

### Consolidated Statement of Financial Position

		As at 31 December	
		2024	2023
		HK\$	HK\$
			(restated)
	Notes	(in thousands)	
<b>Non-current liabilities</b>			
Interest-bearing borrowings	19	40,722,655	43,683,892
Lease liabilities		112,331	118,493
Construction retentions payable		9,782	6,779
Other long-term liabilities		1,529,732	1,565,497
<b>Total non-current liabilities</b>		<b>42,374,500</b>	<b>45,374,661</b>
<b>Net liabilities</b>		<b>(13,290,297)</b>	<b>(15,811,431)</b>
<b>Equity</b>			
<b>Deficiency in assets attributable to owners of the Company</b>			
Issued capital	22	5,249	5,241
Share premium account	23	581,210	536,800
Shares held for employee ownership schemes	22	(27)	(23)
Deficit	23	(13,876,729)	(16,353,449)
<b>Total deficiency in assets</b>		<b>(13,290,297)</b>	<b>(15,811,431)</b>

Approved and authorized for issue by the Board on 27 March 2025.

**Craig S. Billings**  
Director

**Linda Chen**  
Director



## Financial Statements

### Consolidated Statement of Changes in Equity

		Attributable to Owners of the Company								
		Issued Capital HK\$	Share Premium Account HK\$ (Note 23)	Shares Held for Employee Ownership Scheme HK\$	Share Option Reserve* HK\$	Other Reserves*# HK\$	Statutory Reserve* HK\$ (Note 23)	Accumulated Losses* HK\$	Currency Translation Reserve* HK\$	Total Deficiency in Assets HK\$
Notes		(in thousands)								
As at 1 January 2023		5,235	494,633	(22)	1,048,930	554,740	48,568	(19,312,498)	8,153	(17,152,261)
Net profit for the year		—	—	—	—	—	—	1,171,656	—	1,171,656
Changes in currency translation reserve		—	—	—	—	—	—	—	1,879	1,879
Total comprehensive income attributable to the owners of the Company		—	—	—	—	—	—	1,171,656	1,879	1,173,535
Transfer to statutory reserve		—	—	—	—	—	1,165,024	(1,165,024)	—	—
Share-based payments	24	—	—	—	167,283	—	—	—	—	167,283
Transfer of share option reserve upon expiry of share options		—	—	—	(4,828)	—	—	4,828	—	—
Transfer to share premium upon vesting of awards under the employee ownership scheme		—	42,167	5	(42,172)	—	—	—	—	—
Shares issued for the employee ownership scheme	22	6	—	(6)	—	—	—	—	—	—
Returned dividend from forfeited awards under the employee ownership scheme		—	—	—	—	—	—	12	—	12
As at 31 December 2023 and 1 January 2024		5,241	536,800	(23)	1,169,213	554,740	1,213,592	(19,301,026)	10,032	(15,811,431)
Net profit for the year		—	—	—	—	—	—	3,198,178	—	3,198,178
Total comprehensive income attributable to the owners of the Company		—	—	—	—	—	—	3,198,178	—	3,198,178
Share-based payments	24	—	—	—	109,959	—	—	—	—	109,959
Transfer of share option reserve upon expiry of share options		—	—	—	(4,679)	—	—	4,679	—	—
Transfer to share premium upon vesting of awards under the employee ownership schemes		—	44,410	4	(44,414)	—	—	—	—	—
Shares issued for the employee ownership scheme	22	8	—	(8)	—	—	—	—	—	—
Dividends declared		—	—	—	—	—	—	(787,353)	—	(787,353)
Returned dividend from forfeited awards under the employee ownership schemes		—	—	—	—	—	—	350	—	350
As at 31 December 2024		5,249	581,210	(27)	1,230,079	554,740	1,213,592	(16,885,172)	10,032	(13,290,297)

\* These reserve accounts comprised the consolidated deficit of HK\$13.88 billion and HK\$16.35 billion in the consolidated statement of financial position as at 31 December 2024 and 2023, respectively.

# “Other reserves” as at 1 January 2023, 1 January 2024 and 31 December 2024 was composed of HK\$194.3 million in issued capital of WRM and HK\$360.4 million of issued capital of Wynn Resorts International, Ltd.

## Financial Statements

### Consolidated Statement of Cash Flows

		For the year ended 31 December	
		2024	2023
		HK\$	HK\$
		(in thousands)	
Notes			
<b>Operating activities</b>			
	Profit before tax	3,250,058	1,214,362
	Adjustments to reconcile profit before tax to net cash flows from operating activities:		
3.3	Depreciation and amortization	2,370,166	2,374,100
3.4	Property charges and other	158,891	181,338
3.2	Provision/(reversal of provision) for credit losses, net	42,785	(64,310)
3.1	Expense of share-based payments	105,759	162,466
3.5	Finance revenues	(568,061)	(571,267)
3.6	Finance costs	3,190,059	3,335,189
	Loss on debt financing transaction	—	22,767
	Change in derivative fair value	(316,518)	(388,763)
	Net foreign currency differences	(226,616)	90,131
	Working capital adjustments:		
	Increase in inventories	(15,992)	(5,862)
	Decrease/(increase) in trade and other receivables	33,786	(476,694)
	Decrease/(increase) in prepayments and other assets	9,536	(62,891)
	(Decrease)/increase in accounts payable	(45,112)	55,851
	(Decrease)/increase in other payables, accruals and other liabilities	(251,466)	1,114,929
	Decrease in net amounts due to related companies	(867)	(162,636)
	Income taxes paid	(42,471)	(6,350)
<b>Net cash flows generated from operating activities</b>		<b>7,693,937</b>	<b>6,812,360</b>
<b>Investing activities</b>			
	(Increase)/decrease in restricted cash and cash equivalents	(320)	291,046
	Purchases of property and equipment and other assets, net of construction payables and accruals and construction retentions payable	(1,305,963)	(714,296)
	Proceeds from sale of property and equipment	2,056	2,359
	Purchase of investments	—	(5,422,433)
	Proceeds from maturity of investments	5,468,370	—
	Interest received	665,706	434,145
<b>Net cash flows generated from/(used in) investing activities</b>		<b>4,829,849</b>	<b>(5,409,179)</b>
<b>Financing activities</b>			
	(Increase)/decrease in restricted cash and cash equivalents	(3,919)	481
	Proceeds from borrowings	—	4,707,553
	Repayments of borrowings	(7,413,201)	—
	Payments of debt financing costs	(149,853)	(109,894)
	Payments of the principal component of lease liabilities	(33,897)	(39,720)
	Payments of the interest component of lease liabilities	(9,916)	(8,394)
	Payments of financial liability associated with an intangible asset	(168,111)	(157,755)
	Interest paid	(2,860,906)	(2,905,712)
	Dividends paid	(783,401)	(293)
<b>Net cash flows (used in)/generated from financing activities</b>		<b>(11,423,204)</b>	<b>1,486,266</b>
Net increase in cash and cash equivalents		1,100,582	2,889,447
Cash and cash equivalents as at 1 January		10,300,159	7,422,901
Effect of foreign exchange rate changes, net		(67,369)	(12,189)
<b>Cash and cash equivalents as at 31 December</b>		<b>11,333,372</b>	<b>10,300,159</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 1. CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 4 September 2009. The Company's Shares were listed on the Main Board of the Hong Kong Stock Exchange on 9 October 2009. The Company's registered office address is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.

The Group owns and operates hotel and casino resorts in Macau, namely Wynn Palace and Wynn Macau. WRM has been conducting gaming activities in our casinos in Macau under concession contracts signed with the Macau government. On 16 December 2022, WRM entered into a definitive Gaming Concession Contract with the Macau government, pursuant to which WRM was granted a 10-year gaming concession commenced on 1 January 2023 and expires on 31 December 2032, to operate games of chance at Wynn Palace and Wynn Macau.

The Group is a party to land concessions for approximately 51 acres of land in the Cotai area of Macau (the "Cotai Land") where Wynn Palace is located and approximately 16 acres of land on the Macau peninsula where Wynn Macau is located for terms of 25 years from May 2012 and August 2004, respectively.

WM Cayman Holdings Limited I owns approximately 72% of the Shares of the Company and approximately 28% of the Shares of the Company is owned by public shareholders. The ultimate parent company of Wynn Macau, Limited is Wynn Resorts, Limited, a publicly-traded company incorporated in the United States of America.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

##### Information about subsidiaries

The following is a list of subsidiaries of the Company as at 31 December 2024:

Name	Place of Incorporation/ Operation	Principal Activities	Nominal Value of Issued Share/ Registered Capital	Interest Held
WM Cayman Holdings Limited II	Cayman Islands	Investment holding	Ordinary shares — US\$1	100%
Wynn Resorts International, Ltd.	Isle of Man	Investment holding	Ordinary shares — GBP2	100%
Wynn Resorts (Macau) Holdings, Ltd.	Isle of Man	Investment holding	Ordinary shares — Class A shares: GBP343 — Class B shares: GBP657	100%
Wynn Resorts (Macau), Limited	Hong Kong	Investment holding	Ordinary shares — HK\$100	100%
Wynn Resorts (Macau) S.A.	Macau	Operator of hotel casino and related gaming businesses	Share capital — MOP5,000,000,000	100%**
Palo Real Estate Company Limited	Macau	Development, design and preconstruction activities	Share capital — MOP1,000,000	100%
WML Finance I Limited	Cayman Islands	Entity facilitates lending within the Group	Ordinary shares — US\$1	100%
WML Corp. Ltd.	Cayman Islands	Investment holding	Ordinary shares — US\$1	100%*
Sierra International Management and Services Limited	Macau	Technical consultancy and administrative activities, management and support services	Quota capital — MOP100,000	100%

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 1. CORPORATE AND GROUP INFORMATION (CONTINUED)

##### Information about subsidiaries (continued)

- \* Shares directly held by the Company
- \*\* 15% of the shares are held by a Macau-resident investor which entitle the holder to 15% of the voting rights and social rights and the rights to maximum dividend or payment upon dissolution of one MOP. The remaining 85% of the shares held by the Group are entitled to 85% of the voting rights and 100% of the profit participation or economic interest.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

The Company has consolidated certain operating entities within the Group without any legal interests. Due to the implementation of the employee ownership schemes of the Group, the Company has set up structured entities, Trusts. In addition, WRM has set up a charitable foundation in Macau, Wynn Care Foundation, which is a structured entity of the Group. Particulars of the structured entities are as follows:

Structured Entities	Principal Activities
Trusts	Administering and holding the Company's Shares acquired for the employee ownership schemes, which are set up for the benefits of eligible participants of the schemes
Charitable foundation	Conducting charitable activities for the benefit of Macau and mainland China

#### 2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). These financial statements also comply with the accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance relating to the preparation of financial statements. They have been prepared on a going concern basis and a historical cost basis, except for WML convertible bond conversion option derivative as disclosed in note 20 that has been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

As at 31 December 2024, the Group had a deficiency in assets of HK\$13.29 billion. However, the Group had total cash and cash equivalents, excluding restricted cash, of HK\$11.33 billion and had access to approximately HK\$2.75 billion of available borrowing capacity from the WM Cayman II Revolver. Given the Group's liquidity position as at 31 December 2024, the Group believes it will be able to support its continuing operations.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.1 BASIS OF PREPARATION (CONTINUED)

##### **Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

The subsidiaries are fully consolidated from the date on which control is transferred to the Group, and will continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

On 15 May 2014, the Board of Directors approved an employee ownership scheme under which shares may be awarded to employees of the Group in accordance with the related terms and conditions. On 25 May 2023, the employee ownership scheme was terminated upon the Company's adoption of a new employee ownership scheme. Pursuant to the rules of the respective employee ownership schemes, the Group has set up trusts for the purpose of administering the employee ownership schemes and holding the awarded shares before they vest.

In August 2020, WRM set up a charitable foundation, "Wynn Care Foundation". Through Wynn Care Foundation, the Group continues to broaden its efforts in pursuing positive social impact and supporting charitable development within Macau and mainland China. As the Group has control over the Trusts and the foundation, the Directors of the Company consider that it is appropriate to consolidate these structured entities.

All intra-group balances, equity, income, expenses and cash flows relating to transactions between group companies are eliminated in full on consolidation. Unrealized gains and losses resulting from transactions between group companies are eliminated, except where unrealized losses provide evidence of an impairment of the asset transferred.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognized in the consolidated statement of profit or loss and other comprehensive income as a gain on bargain purchase.

Goodwill arising on acquisition is recognized in the consolidated statement of financial position as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each cash-generating unit ("CGU") of the Group, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU or the group of CGUs to which the goodwill relates. Where the recoverable amount of the CGU or the group of CGUs is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU or a group of CGUs and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

### Intangible assets other than goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Intangible assets other than goodwill** (continued)

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of profit or loss and other comprehensive income.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income.

Other than goodwill, the Group's intangible asset consists of the right to operate games of chance at Wynn Palace and Wynn Macau under the Gaming Concession Contract, further details of which are given in note 10.

##### **Foreign currencies**

The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognized in the consolidated statement of profit or loss and other comprehensive income. Non-monetary items that are measured in terms of historical cost in foreign currencies are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values were measured. The gain or loss arising on translation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognized in other comprehensive income and accumulated in the currency translation reserve.

### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Related parties** (continued)

- (b) the party is an entity where any of the following conditions applies: (continued)
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

##### **Property and equipment and construction in progress**

Property and equipment, other than construction in progress, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after items of property and equipment have been put into operation, such as repair and maintenance costs, are recognized in the consolidated statement of profit or loss and other comprehensive income in the period in which they are incurred. When significant parts of property and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the asset if the recognition criteria for a provision are met.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Property and equipment and construction in progress (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The estimated useful lives used are as follows:

Buildings and improvements	10 to 45 years
Furniture, fixtures and equipment	3 to 5 years
Leasehold improvements (shorter of remaining lease period and estimated useful life)	1 to 5 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognized.

Residual values, useful lives and methods of depreciation are reviewed at least at each financial year end and adjusted prospectively, if appropriate.

Construction in progress represents assets under development or construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalized borrowing costs on related borrowed funds during the period of construction.

Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets. The capitalization of such borrowing costs ceases when the assets are substantially ready for their intended use. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalized. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or a CGU's fair value less costs of disposal and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or a CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using pre-tax discount rates that reflect current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculations on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses are recognized in the consolidated statement of profit or loss and other comprehensive income in those expense categories consistent with the function of the impaired assets.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of profit or loss and other comprehensive income unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income ("OCI") and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

The Group determines the classification of its financial assets on initial recognition and, it shall reclassify the affected financial assets when, only when the Group changes its business model for managing financial assets.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognized on the trade date, that is, the date that the Group commits to purchase or sell the asset.

#### *Subsequent measurement of financial assets at amortized cost*

The Group measures financial assets at amortized cost if both of the following conditions are met:

- i. The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- ii. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets consist of trade and other receivables, investments, deposits, amounts due from related companies, cash and cash equivalents and restricted cash and cash equivalents that are subsequently measured at amortized cost using the effective interest rate ("EIR") method less any allowances for impairments. Gains and losses are recognized in the consolidated statement of profit or loss and other comprehensive income when the financial assets at amortized cost are derecognized, modified or impaired, as well as through the amortization process.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### Impairment of financial assets

###### *Financial assets at amortized cost*

The Group recognizes an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The carrying amount of the asset is reduced through use of an allowance account and the loss is recognized in the consolidated statement of profit or loss and other comprehensive income.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience from customers, adjusted for forward-looking factors specific to the debtors and the economic environment.

In certain cases, the Group may also consider a financial asset to be in default and a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the transaction. Impaired debts are written off when they are assessed as uncollectible.

##### Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out, weighted average or specific identification methods as appropriate. Net realizable value is based on estimated selling prices less estimated costs to be incurred on completion and disposal.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Cash and cash equivalents**

Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows comprise cash at banks and on hand and short term deposits with an original maturity of generally three months or less, which are subject to an insignificant risk of changes in value and are not restricted as to use.

##### **Financial liabilities**

###### ***Initial recognition and measurement and presentation***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, other payables, amounts due to related companies, lease liabilities, interest-bearing borrowings, construction payables, construction retentions payable and other current and long-term liabilities. Except for WML convertible bond conversion option derivative as disclosed in note 20 that are subsequently measured at fair value, all other financial liabilities are subsequently measured at amortized cost, using the EIR method unless the effect of discounting would be immaterial, in which case they are stated at cost.

###### ***Interest-bearing borrowings, excluding derivative components of convertible bonds***

After initial recognition, interest-bearing borrowings, excluding derivative components of convertible bonds are subsequently measured at amortized cost, using the EIR method. Gains and losses are recognized in the consolidated statement of profit or loss and other comprehensive income when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of profit or loss and other comprehensive income.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Financial liabilities (continued)

#### **Convertible bonds**

If the conversion option or any other embedded feature of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss.

On initial recognition, the derivative component of the convertible bonds is measured at fair value. Any excess of proceeds over the amount initially recognized as the derivative component is recognized as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognized. The portion of the transaction costs relating to the liability component is recognized initially as part of the liability. The portion relating to the derivative component is recognized immediately in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

The derivative component is subsequently recorded at fair value at the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income. Both the liability and derivative components are recorded within interest-bearing borrowings within the consolidated statement of financial position.

### Derecognition of financial assets and liabilities

#### **Financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay cash flow receipts in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### **Derecognition of financial assets and liabilities (continued)**

#### ***Financial assets*** (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### ***Financial liabilities***

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of profit or loss and other comprehensive income.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit or loss and other comprehensive income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the consolidated statement of profit or loss and other comprehensive income.

### Pensions and other post-employment benefits

The Group operates a defined contribution retirement benefit scheme (the "Retirement Benefit Scheme"). The Retirement Benefit Scheme allows eligible employees to contribute 5% of their base salary to the Retirement Benefit Scheme and the Group matches the contributions with an equal amount. The Group's matching contributions vest to the employees at 10% per year with full vesting in ten years. On 1 July 2019, the Group offered the option for the eligible Macau resident employees to join the non-mandatory central provident fund (the "CPF") system. Eligible Macau resident employees joining the Group from 1 July 2019 onwards have the option of enrolling in the CPF system while the Group's existing Macau resident employees who are currently members of the Retirement Benefit Scheme will be provided with the option of joining the CPF system or staying within the existing Retirement Benefit Scheme, which will continue to be in effect in parallel. The CPF system allows eligible employees to contribute 5% or more of their base salary to the CPF while the Group matches with a 5% of such salary as employer's contribution to the CPF. Same as the Retirement Benefit Scheme, the Group's matching contributions under the CPF system vest at 10% per year with full vesting in ten years. The assets of both Retirement Benefit Scheme and the CPF are held separately from those of the Group in independently administered funds, and overseen by the Macau government. Forfeitures of unvested contributions are used to reduce the Group's liability for its contributions payable. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the Retirement Benefit Scheme and the CPF.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### **Share-based payments**

Employees (including senior executives and directors) of the Group receive remuneration in the form of share-based payments; whereby, employees render services as consideration for equity instruments in the form of common shares or options to purchase common shares of the ultimate parent company, Wynn Resorts, and beginning in September 2009, the Company.

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured as the difference between the fair value of the share-based payment transactions and the fair value of any identifiable goods or services received at the grant date. This is then capitalized or expensed as appropriate.

### **Equity-settled transactions**

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined by using an appropriate pricing model, further details of which are given in note 24.

The cost of equity-settled transactions is recognized in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss and other comprehensive income for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in staff costs.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Share-based payments** (continued)

##### **Equity-settled transactions** (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognized. When awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payment or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled awards are treated equally.

The dilutive effect of outstanding options and non-vested shares are reflected as additional share dilution in the computation of diluted earnings per share.

As disclosed in note 22 to the financial statements, the Group has set up the Trusts for the employee ownership schemes, where the Trusts purchase Shares issued by the Group and the consideration paid by the Company, including any directly attributable incremental costs, is presented as "Shares held for employee ownership schemes" and deducted from the Group's equity.

##### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Leases (continued)

#### **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group has elected to combine lease and associated non-lease components as a single lease component in its determination of lease payments, except for certain asset classes that have a significant non-lease component. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### a) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the Group's accounting policy for impairment of non-financial assets in this section.

#### b) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### Leases (continued)

##### **Group as a lessee** (continued)

##### b) Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term.

##### **Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss and other comprehensive income due to its operating nature. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

##### **Revenue recognition**

##### **Revenue from contracts with customers**

The Group's revenue from contracts with customers consist of casino wagers; providing services of rooms, food and beverage; and sales of retail and other goods.

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### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Revenue recognition (continued)

#### *Revenue from contracts with customers* (continued)

Gross casino revenues are measured by the aggregate net difference between gaming wins and losses. The Group applies a practical expedient by accounting for its casino wagering transactions on a portfolio basis versus an individual basis as all wagers have similar characteristics. Commissions rebated to customers either directly or indirectly through gaming promoters and other cash incentives earned by customers are recorded as a reduction of casino revenues. In addition to the wager, casino transactions typically include performance obligations related to complimentary goods or services provided to incentivize future gaming or in exchange for points earned under the Group's loyalty programs.

For casino transactions that include complimentary goods or services provided by the Group to incentivize future gaming, the Group allocates the standalone selling price of each good or service to the appropriate revenue type based on the good or service provided. Costs of complimentary goods or services that are provided under the Group's control and discretion and supplied by third parties are recorded as other operating expenses.

Under the Group's loyalty program, customers earn points based on their level of table games and slots play, which can be redeemed for free play, gifts and complimentary goods or services provided by the Group. For casino transactions that include points earned under the Group's loyalty programs, the Group defers a portion of the revenue by recording the estimated standalone selling price of the earned points that are expected to be redeemed as a liability. Upon redemption of the points for Group-owned goods or services, the standalone selling price of each good or service is allocated to the appropriate revenue type based on the good or service provided. Upon the redemption of the points with third parties, the redemption amount is deducted from the liability and paid directly to the third party.

After allocating amounts to the complimentary goods or services provided and to the points earned under the Group's loyalty programs, the residual amount is recorded as casino revenue.

The transaction price for rooms, food and beverage, retail and other transactions is based on the net amounts collected from other customers for similar goods and services provided and is recorded as revenue when the goods are provided or services are performed. Advance deposits on rooms are performance obligations that are recorded as customer deposits until services are provided to the customer. Revenues from contracts with multiple goods or services are allocated to each good or service based on its relative standalone selling price.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### **Revenue recognition** (continued)

##### ***Revenue from other sources***

Retail and other revenue primarily includes rental income. The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leases within note 2.2.

Finance revenue is accrued on a time-proportion basis by reference to the principal outstanding and at the applicable interest rates.

##### **Taxes**

##### ***Current income tax***

Current income tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

##### ***Deferred income tax***

Deferred income tax is provided using the liability method on temporary differences at the end of the reporting period between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### Taxes (continued)

#### **Deferred income tax** (continued)

Deferred income tax assets are recognized for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are only recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilized, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred income tax assets are recognized only to the extent it is probable the temporary differences will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### **Gaming taxes**

According to the Gaming Concession Contract granted by the Macau government and the relevant legislation, the Group is required to pay a 35% gaming tax on gross gaming win. The Group is also required to pay an additional 5% of gross gaming win as public development and social related contributions. These expenses are reported as "gaming taxes and premiums" in the consolidated statement of profit or loss and other comprehensive income.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

##### Fine art

The Group's fine art is stated at cost less any impairment losses. Any fine art impairment is assessed based on the CGU to which it belongs. No impairment has been recognized for the years ended 31 December 2024 and 2023.

Fine art is derecognized upon disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognized.

##### Dividends

Dividends are recognized as a liability when they are approved by the shareholders in a general meeting.

Interim/special dividends are simultaneously proposed and declared because the Company's memorandum and articles of association grant the Directors the authority to declare interim/special dividends. Consequently, interim/special dividends are recognized immediately as a liability when they are proposed and declared.

##### Statutory reserve

Macau incorporated companies are required to set aside a minimum of 10% to 25% of the entity's profit after tax to the legal reserve until the balance of the legal reserve reaches a level equivalent to 25% to 50% of the entity's share capital in accordance with the provisions of the Macau Commercial Code. These reserves are not distributable to shareholders/quotaholders.

#### 2.3 IMPACT OF REVISED IFRS ACCOUNTING STANDARDS

The Group has adopted the following revised standards for the first-time for the current year's financial statements:

Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.3 IMPACT OF REVISED IFRS ACCOUNTING STANDARDS (CONTINUED)

The nature and impact of the revised IFRS Accounting Standards are described below:

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify (a) what is meant by a right to defer settlement; (b) that a right to defer must exist at the end of the reporting period; (c) that classification is unaffected by the likelihood that an entity will exercise its deferral right and (d) that only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification. In addition, a requirement has been introduced whereby an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is subject to the entity complying with covenants within twelve months after the reporting period.

Upon adoption of amendments to IAS 1, the outstanding convertible bonds with a carrying amount of HK\$4.12 billion as at 31 December 2024 and a maturity date of 7 March 2029 (note 19) are now classified as current since the conversion options were not classified as equity and are exercisable at any time on or after 17 April 2023 at the bondholders' option. The consolidated statement of financial position as at 31 December 2023 was restated, resulting in an increase in current portion of interest-bearing borrowings amounting to HK\$4.32 billion and a corresponding decrease in non-current portion of interest-bearing borrowings. A third statement of financial position (1 January 2023) was not presented and restated because the WML Convertible Bonds were issued on 7 March 2023. Refer to note 19 for disclosure of information about the covenants of the Group's loan arrangements.

There is no impact on the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows and basic and diluted earnings per Share for the years ended 31 December 2024 and 2023.

Except for the amendments to IAS 1, the adoption of the revised standards did not have a material impact on the consolidated financial statements of the Group.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.4 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and revised standards, that have been issued but are not yet effective, in these financial statements.

Amendments to IAS 21 <sup>1</sup>	<i>Lack of Exchangeability</i>
Amendments to IFRS 9 and IFRS 7 <sup>2</sup>	<i>Amendments to the Classification and Measurement of Financial Instruments</i>
Amendments to IFRS 10, IFRS 9, IFRS 1, IAS 7, IFRS 7 <sup>2</sup>	<i>Annual Improvements to IFRS Accounting Standards — Volume 11</i>
IFRS 18 <sup>3</sup>	<i>Presentation and Disclosure in Financial Statements</i>

1 Effective for annual periods beginning on or after 1 January 2025

2 Effective for annual periods beginning on or after 1 January 2026

3 Effective for annual periods beginning on or after 1 January 2027

Except for the adoption of IFRS 18 mentioned below, the new and revised standards are not expected to have a significant impact on the Group's consolidated financial statements.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation and disclosures to the financial statements.

As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 Statement of Cash Flows, IAS 33 Earnings per Share and IAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently assessing the impact of IFRS 18 on the presentation and disclosure of the Group's consolidated financial statements.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates may result in outcomes that may require a material adjustment to the carrying amount of the asset or liability affected in the future. Key sources of estimation uncertainty and critical judgments in applying the Group's accounting policies, which have a significant effect on the consolidated financial statements are set out below.

##### Useful lives of property and equipment

The useful lives of assets are based on management's estimations. Management considers the impact of changes in technology, customer service requirements, availability of capital funding and the required return on assets and equity to determine the optimum useful life expectation for each of the individual categories of property and equipment. The estimations of residual values of assets are also based on management's judgments as to whether the assets will be sold or used to the end of their useful lives and what their condition will be like at that time. Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. Management's periodic reviews on the estimations made could result in changes in depreciable lives and, therefore, depreciation expense in future periods.

##### Impairment of non-financial assets

Management is required to make judgments concerning the cause, timing and amount of impairments. In the identification of impairment indicators, management considers the impact of changes in current competitive conditions, cost of capital, availability of funding, technological obsolescence, discontinuance of services and other circumstances that could indicate that an impairment exists. The Group applies the impairment assessments to its separate CGUs. This requires management to make significant judgments concerning the existence of impairment indicators, identification of separate CGUs' remaining useful lives of assets and estimates of projected cash flows and fair values less costs of disposal. For non-financial assets other than goodwill, management's judgments are also required when assessing whether a previously recognized impairment loss should be reversed. Where impairment indicators exist, the determination of the recoverable amount of a CGU requires management to make assumptions to determine the fair value less costs of disposal and value-in-use. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

##### **Impairment of non-financial assets (continued)**

Key assumptions on which management has based its determinations of fair values less costs of disposal include the existence of binding sale agreements, and for the determination of values in use include projected revenues, gross margins, and average revenue per asset component, capital expenditures, expected customer base and market share. Management is also required to choose suitable discount rates in order to calculate the present values of those cash flows. Changes in key assumptions on which the recoverable amounts of assets are based could significantly affect the Group's financial condition and results of operations.

##### **Provision for ECLs of trade receivables**

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days outstanding for groupings of customers that have shared credit risk characteristics.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with known customer information and forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the gaming sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 13.

##### **Determining the lease term of contracts with renewal and termination options — Group as a lessee**

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

##### **Leases — Estimating the incremental borrowing rate**

The interest rate implicit in the lease is not readily determinable, therefore, the Group uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates.

##### **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. For management purposes, during the year ended 31 December 2024, the Group reviewed Wynn Palace and Wynn Macau as two reportable segments.

##### **Fair value estimation — Black-Scholes pricing model**

The Group uses the Black-Scholes pricing model to value Wynn Resorts, Limited's and Wynn Macau, Limited's grants of options. The Black-Scholes pricing model uses assumptions of expected volatility, risk-free interest rates, the expected terms of options granted, and expected rates of dividends. Changes in these assumptions could materially affect the estimated fair values. Expected volatility is based on implied and historical factors related to Wynn Resorts, Limited's and Wynn Macau, Limited's common stock. Expected term represents the weighted average time between the option's grant date and its exercise date. The risk-free interest rate used is equal to the U.S. Treasury yield curve and the Hong Kong Exchange Fund Bills for the WRL Omnibus Plan and Wynn Macau, Limited's share option schemes, respectively, at the time of grant for the period equal to the expected term.



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### Notes to Financial Statements

For the year ended 31 December 2024

#### 2.5 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

##### Fair value estimation — WML convertible bond conversion option derivative

The Group used a binomial lattice model in order to estimate the fair value of the embedded derivative in the WML Convertible Bonds. Inherent in a binomial options pricing model are unobservable (level 3) inputs and assumptions related to expected share-price volatility, risk-free interest rate, expected term, and dividend yield. The Group estimates the volatility of shares of WML common stock based on historical volatility that matches the expected remaining term to maturity of the WML Convertible Bonds. The risk-free interest rate is based on the Hong Kong and United States benchmark yield curves on the valuation date for a maturity similar to the expected remaining term of the WML Convertible Bonds. The expected life of the WML Convertible Bonds is assumed to be equivalent to their remaining term to maturity. The dividend yield is based on the historical WML dividend rate over the last several years. The output of the lattice model can be highly sensitive to fluctuations in its inputs.

##### Income taxes

Income taxes represent the sum of income taxes currently payable and any deferred taxes. The calculation of deferred income taxes and any associated tax reserve is subject to a significant amount of judgment. The Group's income tax returns may be examined by governmental authorities. Accordingly, the Group reviews any potentially unfavorable tax outcome and, when an unfavorable outcome is identified as probable and can be reasonably estimated, a tax reserve is established.

#### 3. OTHER REVENUES AND EXPENSES

##### 3.1 Staff costs

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Wages and salaries	3,638,096	3,547,517
Retirement plan contributions	134,302	128,121
Expense of share-based payments	105,759	162,466
Employee relations and training	11,565	13,615
Social security costs	7,320	9,089
Other costs and benefits	382,862	330,486
	<b>4,279,904</b>	<b>4,191,294</b>

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### Notes to Financial Statements

For the year ended 31 December 2024

### 3. OTHER REVENUES AND EXPENSES (CONTINUED)

#### 3.2 Other operating expenses

	For the year ended	
	31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
License fees	908,923	770,104
Advertising and promotions	751,218	491,257
Cost of sales	626,285	573,845
Repairs and maintenance	371,747	353,706
Operating supplies and equipment	365,393	322,673
Utilities and fuel	326,783	327,176
Contracted services	279,722	291,503
Corporate support services and other	105,734	142,420
Other support services	69,290	53,473
Provision/(reversal of provision) for credit losses, net	42,785	(64,310)
Short-term leases expenses	10,745	4,646
Auditor's remuneration	8,746	10,439
Other expenses	517,750	484,536
	<b>4,385,121</b>	<b>3,761,468</b>

#### 3.3 Depreciation and amortization

	For the year ended	
	31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Depreciation of property and equipment	2,079,050	2,079,829
Amortization of Macau gaming concession	163,504	163,504
Depreciation of right-of-use assets	127,612	130,767
	<b>2,370,166</b>	<b>2,374,100</b>

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### Notes to Financial Statements

For the year ended 31 December 2024

### 3. OTHER REVENUES AND EXPENSES (CONTINUED)

#### 3.4 Property charges and other

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Loss on disposals and abandonment of assets, net	160,812	103,714
Provision for litigation and others	(1,921)	77,624
	<b>158,891</b>	<b>181,338</b>

#### 3.5 Finance revenues

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Interest income from cash at banks and investments	568,061	571,267

#### 3.6 Finance costs

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Interest expense	2,915,840	3,105,293
Amortization of debt financing costs, debt discount and premiums, net	250,415	221,530
Bank fees for unused facilities	13,679	—
Interest expense on lease liabilities	10,125	8,366
	<b>3,190,059</b>	<b>3,335,189</b>

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 4. INCOME TAX EXPENSE

The major components of the income tax expense for the years ended 31 December 2024 and 2023 were:

	For the year ended 31 December	
	2024 HK\$	2023 HK\$
	(in thousands)	
Income tax expense:		
Current — overseas	51,880	42,706

No provision for Hong Kong profits tax for the year ended 31 December 2024 has been made as there was no assessable profit generated in Hong Kong (2023: nil). Taxation for overseas jurisdictions is charged at the appropriate prevailing rates ruling in the respective jurisdictions and the maximum rate is 12% (2023: 12%). As at 31 December 2024, the Group's entities are operating in jurisdictions which the Pillar Two legislation has not been enacted or substantially enacted. The Group will disclose known or reasonably estimable information that helps users of financial statements to understand the Group's exposure to Pillar Two income taxes in the Group's consolidated financial statements in which the Pillar Two legislation has been enacted or substantially enacted and will disclose separately current tax expense/income related to Pillar Two income taxes when it is in effect.

The tax position for the years ended 31 December 2024 and 2023 reconciles to profit before tax as follows:

	For the year ended 31 December			
	2024		2023	
	HK\$	%	HK\$	%
	(in thousands, except for percentages)			
Profits before tax	3,250,058		1,214,362	
Tax at the applicable income tax rate	390,007	12.0	145,723	12.0
Other taxable items	515,303	15.9	387,146	31.9
Profits exempt from Complementary tax	(832,815)	(25.6)	(604,851)	(49.8)
Utilization of previously unrecognized tax losses	(326,811)	(10.1)	(219,922)	(18.1)
Macau dividend tax	51,880	1.6	42,706	3.5
Deferred tax not recognized	45,402	1.4	50,937	4.2
Others	208,914	6.4	240,967	19.8
Effective tax expense for the year	51,880	1.6	42,706	3.5

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 4. INCOME TAX EXPENSE (CONTINUED)

The Group has Macau tax losses of approximately HK\$237.2 million, HK\$257.0 million and HK\$864.2 million relating to the tax years ended 31 December 2024, 2023 and 2022, respectively. These tax losses will expire in 2027, 2026 and 2025, respectively. As at 31 December 2024, the Group's deferred tax assets relating to the share-based payment plan, property and equipment, tax loss carryforwards and others amounting to HK\$884.0 million (2023: HK\$1.22 billion) were not recognized as the Group determined it was not probable that future taxable profits will be available against which the deferred tax assets could be utilized.

In January 2024, WRM received an exemption from Macau's 12% Complementary Tax on casino gaming profits (the "Tax Holiday") from 1 January 2023 to 31 December 2027. The Group's non-gaming profits remain subject to the Macau's 12% Complementary Tax and its casino winnings remain subject to the Macau special gaming tax and other levies in accordance with its concession agreement.

In February 2024, WRM renewed the WRM Shareholder Dividend Tax Agreement with the Macau Special Administrative Region for the period from 1 January 2023 through 31 December 2025 that provides for a payment to the Macau Special Administrative Region in lieu of Complementary Tax on dividend distributions to its shareholders from gaming profits. The tax expense was MOP53.4 million (approximately HK\$51.8 million) for the year ended 31 December 2024 (2023: HK\$42.7 million).

The Group is exempted from income tax in the Isle of Man and the Cayman Islands. The Group's subsidiaries file income tax returns in Macau and various foreign jurisdictions as required by law. The Group's income tax returns are subject to examination by tax authorities in the locations where it operates. The Group's 2020 to 2023 Macau Complementary Tax returns remain subject to examination by the Financial Services Bureau of the Macau Special Administrative Region (the "Financial Services Bureau").

Quarterly, the Group undertakes reviews for any potentially unfavorable tax outcomes and when an unfavorable outcome is identified as being probable and can be reasonably estimated, the Group then establishes a tax reserve for such possible unfavorable outcome. Estimating potential tax outcomes for any uncertain tax issues is highly judgmental and may not be indicative of the ultimate settlement with the tax authorities.

The Group considered whether it has any uncertain tax positions and concluded that it is not probable that the tax authorities will accept certain tax positions taken by the Group. As at 31 December 2024, the Group had unrecognized tax losses of HK\$1.36 billion (2023: HK\$4.44 billion) and the Group believes that these unrecognized tax losses are adequate to offset any adjustments that might be proposed by the Macau tax authority. The Group believes that it has adequately provided reasonable reserves for prudent and foreseeable outcomes related to uncertain tax matters.

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For the year ended 31 December 2024

#### 5. DIVIDENDS

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
2023 final dividend of HK\$0.075 per Share declared (2022: nil)	393,667	—
2024 Interim dividend of HK\$0.075 per Share declared (2023: nil)	393,686	—
	787,353	—

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 (2023: HK\$0.075 per Share), which is subject to Shareholders' approval at the forthcoming annual general meeting of the Company.

#### 6. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per Share for the year ended 31 December 2024 is based on the consolidated net profit attributable to owners of the Company and on the weighted average number of Shares outstanding of 5,221,324,109 during the year (2023: 5,215,985,872).

The calculation of diluted earnings per Share for the year ended 31 December 2024 is based on the consolidated net profit attributable to owners of the Company, adjusted up by HK\$41.9 million for the potential dilutive impact assuming that the conversion of the WML Convertible Bonds occurred as of the beginning of the reporting period under the if-converted method, and on a weighted average number of Shares of 5,696,228,670, including the weighted average number of Shares outstanding of 5,221,324,109 during the year plus the weighted average number of potential Shares of 474,904,561 arising from the deemed conversion of the WML Convertible Bonds, deemed exercise of share options and deemed vesting of awards under the Company's employee ownership schemes.

The calculation of diluted earnings per Share for the year ended 31 December 2023 is based on the consolidated net profit attributable to owners of the Company, adjusted down by HK\$105.1 million for the potential dilutive impact assuming that the conversion of the WML Convertible Bonds occurred as of the date of their issuance under the if-converted method, and on the weighted average number of Shares of 5,605,651,998, including the weighted average number of Shares outstanding of 5,215,985,872 during the year plus the weighted average number of potential Shares of 389,666,126 arising from the deemed conversion of the WML Convertible Bonds, deemed exercise of share options and deemed vesting of awards under the Company's employee ownership schemes.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 7. SEGMENT INFORMATION

The Group's principal operating activities occur in Macau, which is the sole geographic area in which the Group is domiciled. The Group reviews the results of operations for each of its operating segments. Wynn Palace, which opened on 22 August 2016, is managed as an operating segment and a reportable segment. Wynn Macau and Encore at Wynn Macau are managed as a single integrated resort and are aggregated as one operating segment, which is also a reportable segment ("Wynn Macau"). The Group identifies each integrated resort as a reportable segment considering operations within each integrated resort have similar economic characteristics, type of customers, types of services and products, the regulatory environment of the operations and the Group's organizational and management reporting structure. Other Macau primarily represents cash and cash equivalents and investments held by the Company.

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
<b>Wynn Palace:</b>		
Casino	14,014,993	11,516,374
Rooms	1,583,893	1,579,610
Food and beverage	978,668	818,493
Retail and other	731,508	854,943
<b>Wynn Macau:</b>		
Casino	9,602,915	7,594,738
Rooms	785,322	855,480
Food and beverage	630,375	532,285
Retail and other	412,747	516,219
<b>Total operating revenues</b>	<b>28,740,421</b>	<b>24,268,142</b>

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For the year ended 31 December 2024

#### 7. SEGMENT INFORMATION (CONTINUED)

		For the year ended 31 December	
		2024	2023
		HK\$	HK\$
		(in thousands)	
	Notes		
<b>Adjusted EBITDA</b>			
Wynn Palace		5,148,874	4,311,754
Wynn Macau		3,061,263	2,309,271
		<b>8,210,137</b>	<b>6,621,025</b>
<b>Other operating costs and expenses</b>			
Depreciation and amortization	3.3	2,370,166	2,374,100
Pre-opening costs		5,506	729
Property charges and other	3.4	158,891	181,338
Share-based payments	3.1	105,759	162,466
Wynn Macau, Limited corporate expenses		240,893	199,973
<b>Operating profit</b>		<b>5,328,922</b>	<b>3,702,419</b>
<b>Non-operating income and expenses</b>			
Finance revenues	3.5	568,061	571,267
Finance costs	3.6	(3,190,059)	(3,335,189)
Net foreign currency differences		226,616	(90,131)
Change in derivative fair value		316,518	388,763
Loss on debt financing transaction		—	(22,767)
<b>Profit before tax</b>		<b>3,250,058</b>	<b>1,214,362</b>
Income tax expense	4	51,880	42,706
<b>Net profit attributable to owners of the Company</b>		<b>3,198,178</b>	<b>1,171,656</b>



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For the year ended 31 December 2024

#### 7. SEGMENT INFORMATION (CONTINUED)

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
<b>Capital expenditures</b>		
Wynn Palace	862,163	561,727
Wynn Macau	443,314	152,569
Other Macau	486	—
<b>Total</b>	<b>1,305,963</b>	<b>714,296</b>

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
<b>Total assets</b>		
Wynn Palace	21,796,542	22,921,478
Wynn Macau	11,402,478	14,993,381
Other Macau	6,032,510	6,914,194
<b>Total</b>	<b>39,231,530</b>	<b>44,829,053</b>

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
<b>Non-current assets</b>		
Macau	26,470,750	27,457,407
Foreign countries	2,325	52
<b>Total</b>	<b>26,473,075</b>	<b>27,457,459</b>

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For the year ended 31 December 2024

#### 8. PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS

A summary of the property and equipment and construction in progress is set forth below.

	Buildings and Improvements HK\$	Furniture, Fixtures and Equipment HK\$	Leasehold Improvements HK\$ (in thousands)	Construction in Progress HK\$	Total Property and Equipment and Construction in Progress HK\$
<b>Cost:</b>					
As at 1 January 2023	40,085,841	5,923,666	20,102	361,424	46,391,033
Additions	53,149	96,060	—	704,922	854,131
Transfers	433,854	122,650	780	(557,284)	—
Adjustment to project costs	(643)	—	—	31	(612)
Abandonments/disposals	(59,768)	(82,867)	(8,155)	(73,778)	(224,568)
<b>As at 31 December 2023 and 1 January 2024</b>	<b>40,512,433</b>	<b>6,059,509</b>	<b>12,727</b>	<b>435,315</b>	<b>47,019,984</b>
Additions	44,064	216,240	—	1,260,805	1,521,109
Transfers	390,597	250,723	—	(641,320)	—
Adjustment to project costs	(82,385)	8	—	—	(82,377)
Abandonments/disposals	(273,300)	(219,679)	—	(37,664)	(530,643)
<b>As at 31 December 2024</b>	<b>40,591,409</b>	<b>6,306,801</b>	<b>12,727</b>	<b>1,017,136</b>	<b>47,928,073</b>
<b>Depreciation:</b>					
As at 1 January 2023	16,438,570	5,579,428	20,102	—	22,038,100
Depreciation charged for the year	1,895,540	184,175	114	—	2,079,829
Abandonments/disposals	(30,459)	(82,219)	(8,154)	—	(120,832)
<b>As at 31 December 2023 and 1 January 2024</b>	<b>18,303,651</b>	<b>5,681,384</b>	<b>12,062</b>	<b>—</b>	<b>23,997,097</b>
Depreciation charged for the year	1,889,083	189,522	445	—	2,079,050
Abandonments/disposals	(148,907)	(218,464)	—	—	(367,371)
<b>As at 31 December 2024</b>	<b>20,043,827</b>	<b>5,652,442</b>	<b>12,507</b>	<b>—</b>	<b>25,708,776</b>
<b>Net carrying amount:</b>					
<b>As at 31 December 2024</b>	<b>20,547,582</b>	<b>654,359</b>	<b>220</b>	<b>1,017,136</b>	<b>22,219,297</b>
<b>As at 31 December 2023</b>	<b>22,208,782</b>	<b>378,125</b>	<b>665</b>	<b>435,315</b>	<b>23,022,887</b>
<b>As at 1 January 2023</b>	<b>23,647,271</b>	<b>344,238</b>	<b>—</b>	<b>361,424</b>	<b>24,352,933</b>

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 8. PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS (CONTINUED)

##### Macau Operations Property Transfer Agreements

In December 2022, in accordance with the requirements of the Macau gaming law, WRM and Palo entered into agreements (collectively, the "Property Transfer Agreements") with the Macau government, pursuant to which WRM and Palo transferred the casino areas and gaming equipment of the Group to the Macau government without compensation on 31 December 2022, and the Macau government agreed to transfer such casino areas and gaming equipment back to WRM as of 1 January 2023, for its use in the operation of games of chance at Wynn Macau and Wynn Palace as permitted under the Gaming Concession Contract through 31 December 2032. In exchange for the use of such assets, WRM has agreed to make annual payments to the Macau government calculated based on: (i) MOP750 (approximately HK\$728) per square meter of the casino areas for the first year in March 2023, subject to adjustment in each year based on the average price index in Macau for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (approximately HK\$2,427) per square meter of the casino areas for the fourth year in March 2026, subject to adjustment annually based on the average price index in Macau for each of the remaining years of the term of the Gaming Concession Contract through 31 December 2032. As the Group expects to continue to operate the casino areas and gaming equipment in the same manner as under the previous concession, obtain substantially all of the economic benefits, and bear all of the risks arising from the use of these assets, and believes it will be awarded a new concession upon the expiration of the Gaming Concession Contract, the Group will continue to recognize the casino areas and gaming equipment as property and equipment over their remaining estimated useful lives. Pursuant to the Gaming Concession Contract, WRM will revert to the Macau government the casino areas and gaming equipment, without compensation and free of encumbrance upon the rescission or termination of the gaming concession on 31 December 2032.

#### 9. RIGHT-OF-USE ASSETS

##### (a) Lessee arrangements

The Group has entered into leases primarily for warehouse facilities, certain office equipment and others. These leases typically contain renewal or continuation clauses.

In addition to the leases described above, the Group has the leasing rights for approximately 51 acres of the Cotai Land where Wynn Palace is located and approximately 16 acres of land on the Macau peninsula where Wynn Macau is located. Both pieces of leased land are under land concession contracts each with terms of 25 years from May 2012 and August 2004, respectively. Land concessions in Macau are generally renewable for additional periods, subject to applicable legislation.

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For the year ended 31 December 2024

#### 9. RIGHT-OF-USE ASSETS (CONTINUED)

##### (a) Lessee arrangements (continued)

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

	Land HK\$	Buildings HK\$	Fixtures and Equipment HK\$ (in thousands)	Vehicles HK\$	Total Right-of-use Assets HK\$
<b>As at 1 January 2023</b>	1,274,175	27,558	21,640	5,469	1,328,842
Additions	—	41,683	4,119	—	45,802
Modifications	(19,585)	—	—	—	(19,585)
Depreciation of right-of-use assets	(102,253)	(17,704)	(9,718)	(3,989)	(133,664)
<b>As at 31 December 2023 and 1 January 2024</b>	1,152,337	51,537	16,041	1,480	1,221,395
Additions	—	23,597	2,351	—	25,948
Modifications	—	(5,499)	(5)	—	(5,504)
Depreciation of right-of-use assets	(101,689)	(15,499)	(10,915)	(1,480)	(129,583)
<b>As at 31 December 2024</b>	1,050,648	54,136	7,472	—	1,112,256

##### (b) Lessor arrangements

The Group has entered into leases for space with many high-end retailers which represent approximately 102,000 and 63,000 square feet of space at Wynn Palace and Wynn Macau, respectively. The lease arrangements generally include minimum base rent and contingent rental clauses based on a percentage of net sales. Generally, the terms of the leases range between three and five years. The Group records revenue on a straight-line basis over the term of the lease, and recognizes revenue for contingent rentals when the contingency has been resolved.

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For the year ended 31 December 2024

#### 9. RIGHT-OF-USE ASSETS (CONTINUED)

##### (b) Lessor arrangements (continued)

The following table sets out the minimum and contingent rental income for the year:

	For the year ended 31 December	
	2024 HK\$	2023 HK\$
	(in thousands)	
Minimum rental income	666,581	645,350
Contingent rental income	254,870	501,545
	<b>921,451</b>	<b>1,146,895</b>

Future minimum rents to be received as at 31 December 2024 and 2023 were as follows:

	As at 31 December	
	2024 HK\$	2023 HK\$
	(in thousands)	
Within one year	621,286	676,328
After one year but within two years	403,947	580,485
After two years but within three years	278,831	334,507
After three years but within four years	163,701	205,488
After four years but within five years	53,723	90,829
After five years	3,293	11,818
	<b>1,524,781</b>	<b>1,899,455</b>

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For the year ended 31 December 2024

#### 10. GOODWILL AND INTANGIBLE ASSET, NET

		As at 31 December	
		2024	2023
		HK\$	HK\$
	Notes	(in thousands)	
<b>Macau gaming concession:</b>			
Cost		1,635,045	1,635,045
Less: accumulated amortization		(327,008)	(163,504)
	(a)	1,308,037	1,471,541
<b>Goodwill</b>	(b)	398,345	398,345
<b>Total goodwill and intangible asset, net</b>		<b>1,706,382</b>	<b>1,869,886</b>

Notes:

**(a) Macau gaming concession**

In December 2022, WRM entered into the Gaming Concession Contract with the Macau government, pursuant to which WRM was granted a 10-year gaming concession commencing on 1 January 2023 and expiring on 31 December 2032, to operate games of chance at Wynn Palace and Wynn Macau. Under the terms of the Gaming Concession Contract, WRM is required to pay the Macau government an annual gaming premium consisting of a fixed and a variable portion. The fixed portion of the premium is composed of an annual amount equal to MOP30.0 million (approximately HK\$29.1 million). The variable portion is composed of an annual amount equal to MOP300,000 (approximately HK\$291,000) per gaming table located in special gaming halls reserved exclusively to particular games or players, MOP150,000 (approximately HK\$146,000) per gaming table that is not reserved exclusively to particular games or players, and MOP1,000 (approximately HK\$971) per gaming machine, including slot machines, operated by WRM. The amount of the variable portion of the premium cannot be less than the amount that would result from the permanent operation of 500 gaming tables and 1,000 gaming machines.

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For the year ended 31 December 2024

#### 10. GOODWILL AND INTANGIBLE ASSET, NET (CONTINUED)

Notes (continued):

**(a) Macau gaming concession (continued)**

On 1 January 2023, the Group recognized an intangible asset and financial liability of MOP1.68 billion (approximately HK\$1.64 billion), representing the right to operate games of chance at Wynn Palace and Wynn Macau and the unconditional obligation to make payments under the Gaming Concession Contract. This intangible asset comprises the contractually obligated annual payments of fixed and variable premiums, as well as fees associated with the Property Transfer Agreements (as described in note 8 — “Property And Equipment And Construction In Progress”). The contractually obligated annual variable premium payments associated with the intangible asset were determined using the total number of gaming tables and gaming machines that WRM is currently approved to operate by the Macau government. In the accompanying consolidated statement of financial position, the non-current portion of the financial liability is included in “Other long-term liabilities” and the current portion is included in “Other current liabilities.” The intangible asset is being amortized on a straight-line basis over the 10-year term of the Gaming Concession Contract.

**(b) Goodwill**

In September 2004, the Group acquired all of the 17.5% indirect ownership interests in WRM held by third parties, in exchange for 1,333,333 shares of Wynn Resorts, Limited’s common stock. As a result of the acquisition, WRM became an indirectly wholly-owned subsidiary of the Group.

In accordance with the Group’s accounting policy for the acquisition of non-controlling interests, the assets and liabilities of WRM were not restated to reflect their fair values at the date of the acquisition. The difference between the purchase price and the non-controlling interests’ share of the assets and liabilities reflected within the consolidated statement of financial position of HK\$398.3 million at the date of the acquisition was recorded as goodwill.

The recoverable amount of a CGU has been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% that is determined based on past performance and expectations for market development. The weighted average growth rate used is consistent with the forecasts used in the industry. The discount rate applied to the cash flow projections is 7.63% (2023: 8.46%). The discount rate used is pre-tax and reflects specific risks relating to the Group.

During the year ended 31 December 2024, there was no impairment of goodwill with indefinite useful lives (2023: nil).

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 11. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Fine art	386,468	386,468
Deposits and others	213,258	132,228
China, glass, silverware and others	121,349	121,843
Memberships	1,020	1,020
	<b>722,095</b>	<b>641,559</b>

#### 12. INVENTORIES

Inventories consisted of the following as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Operating supplies	207,167	195,179
Food and beverage	89,315	86,914
Retail merchandise	5,704	4,101
	<b>302,186</b>	<b>286,194</b>



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For the year ended 31 December 2024

#### 13. TRADE AND OTHER RECEIVABLES

Trade and other receivables consisted of the following as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Casino	741,149	713,955
Retail leases	59,630	94,933
Hotel	11,646	8,289
Trade receivables	812,425	817,177
Other receivables	132,927	287,439
Less: allowance for credit losses	(99,080)	(67,356)
Total trade and other receivables, net	846,272	1,037,260

An aged analysis of trade receivables is as follows:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Within 30 days	157,380	269,812
31 to 90 days	224,704	269,725
91 to 365 days	292,950	229,162
Over 365 days	137,391	48,478
Trade receivables	812,425	817,177
Other receivables	132,927	287,439
Less: allowance for credit losses	(99,080)	(67,356)
Total trade and other receivables, net	846,272	1,037,260

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For the year ended 31 December 2024

#### 13. TRADE AND OTHER RECEIVABLES (CONTINUED)

The trade and other receivables are generally repayable within 14 days. Movements in the provision for impairment of receivables of the Group, which were collectively impaired, are as follows:

	HK\$ (in thousands)
As at 1 January 2023	343,814
Reversal for the year, net	(64,310)
Amounts written off, net	(212,148)
As at 31 December 2023 and 1 January 2024	67,356
Charge for the year, net	42,785
Amounts written off, net	(11,061)
<b>As at 31 December 2024</b>	<b>99,080</b>

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Within 30 days HK\$	31 to 90 days HK\$	91 to 365 days HK\$	Over 365 days HK\$	Total HK\$
	(in thousands, except for percentages)				
<b>As at 31 December 2024</b>					
Gross trade receivables	157,380	224,704	292,950	137,391	812,425
Provision for impairment	(3,416)	(9,846)	(33,933)	(51,885)	(99,080)
Expected credit loss rate	2.2%	4.4%	11.6%	37.8%	12.2%
<b>As at 31 December 2023</b>					
Gross trade receivables	269,812	269,725	229,162	48,478	817,177
Provision for impairment	(5,783)	(11,486)	(24,627)	(25,460)	(67,356)
Expected credit loss rate	2.1%	4.3%	10.7%	52.5%	8.2%

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 14. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets consisted of the following as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Prepayments	99,323	91,903
Deposits	34,549	50,947
	133,872	142,850

None of the above assets are either past due or impaired. The financial assets included in the above balances relate to deposits for which there have been no recent history of defaults.

#### 15. INVESTMENTS

The Company received proceeds of US\$550.0 million (approximately HK\$4.29 billion) upon the maturity of its investments in fixed deposits and US\$150.0 million (approximately HK\$1.18 billion) upon the maturity of its investments in debt securities during the year ended 31 December 2024. The Company held no short-term investments as of 31 December 2024. As at 31 December 2023, the Group's investments included financial assets of US\$550.0 million (approximately HK\$4.30 billion) in interest-bearing fixed deposits and debt securities of US\$147.9 million (approximately HK\$1.15 billion) in the form of United States treasury bills. For details of fair value disclosure, see note 29.

As of the end of the reporting period, the Group evaluates whether the unrealized losses on debt securities are attributable to credit losses or other factors. The Group considers the severity of the decline in value, the creditworthiness of the issuer and other relevant factors. During the years ended 31 December 2024 and 2023, the Group recorded no allowance for credit losses related to its investments.

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For the year ended 31 December 2024

#### 16. RESTRICTED CASH AND CASH EQUIVALENTS

As at 31 December 2024, the Group had restricted cash and cash equivalents of MOP700.0 million (approximately HK\$679.6 million) (2023: HK\$679.6 million) held in the form of a first demand bank guarantee in favor of the Macau government to support WRM's legal and contractual obligations under the Gaming Concession Contract and approximately HK\$4.0 million (2023: HK\$35,000) reserved at the Trusts to fund the WML employee ownership schemes, respectively. The remaining balance of HK\$8.9 million (2023: HK\$8.6 million) represents deposits placed with banks for certain bank guarantees provided for operational purpose.

#### 17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of the following as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Cash at banks and short-term deposits	10,453,953	9,299,220
Cash on hand	879,419	1,000,939
	<b>11,333,372</b>	<b>10,300,159</b>

The cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
US\$	7,137,695	4,319,550
HK\$	4,001,086	5,834,580
MOP	168,524	116,106
Japanese Yen	5,810	19,390
Other	20,257	10,533
	<b>11,333,372</b>	<b>10,300,159</b>

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#### 17. CASH AND CASH EQUIVALENTS (CONTINUED)

Cash deposited at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months generally, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

#### 18. ACCOUNTS PAYABLE

During 2024 and 2023, the Group normally received credit terms of 30 days. An aged analysis of accounts payable as at 31 December 2024 and 2023, based on the invoice dates, is as follows:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Within 30 days	260,743	323,666
31 to 60 days	56,093	69,304
61 to 90 days	18,028	11,337
Over 90 days	75,119	52,219
	<b>409,983</b>	<b>456,526</b>

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 19. INTEREST-BEARING BORROWINGS

		As at 31 December	
		2024	2023
		HK\$	HK\$
	Notes	(in thousands)	
Bank loans	(a)	8,941,565	11,704,915
Senior notes	(b)	31,826,747	36,733,922
Convertible bonds	(c)	4,657,573	4,689,437
		<b>45,425,885</b>	53,128,274
WML Convertible Bond Conversion Option Derivative	(c)	256,219	576,359
Unamortized debt financing costs, debt discount and premiums, net		(843,557)	(1,025,019)
<b>Total interest-bearing borrowings</b>		<b>44,838,547</b>	52,679,614

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

The borrowings are repayable as follows:

	Notes	As at 31 December	
		2024	2023
		HK\$	HK\$
		(in thousands)	
<b>Bank loans:</b>	(a)		
In the second year		—	11,704,915
In the third to fifth years, inclusive		8,941,565	—
		8,941,565	11,704,915
<b>Senior notes:</b>	(b)		
In the next twelve months		—	4,689,437
In the second year		7,762,621	—
In the third to fifth years, inclusive		24,064,126	24,228,757
After the fifth year		—	7,815,728
		31,826,747	36,733,922
Unamortized debt financing costs and premiums, net		(45,657)	(79,434)
		31,781,090	36,654,488
<b>Convertible bonds:</b>	(c)		
In the third to fifth years, inclusive		4,657,573	—
After the fifth year		—	4,689,437
WML Convertible Bond Conversion Option			
Derivative	20	256,219	576,359
Unamortized debt financing costs and debt discount		(797,900)	(945,585)
		4,115,892	4,320,211

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes:

(a) **Bank loans**

***WM Cayman II Revolver, unsecured***

On 16 September 2021, WM Cayman II, a wholly owned subsidiary of WML, as borrower and WML as guarantor, entered into a facility agreement with, among others, Bank of China Limited, Macau Branch as agent and a syndicate of lenders (the "Facility Agreement"), pursuant to which the lenders made available in an aggregate amount of HK\$11.69 billion equivalent revolving unsecured credit facility consisting of a U.S. dollar tranche in an amount of US\$312.5 million (approximately HK\$2.43 billion) and a Hong Kong dollar tranche in an amount of HK\$9.26 billion to WM Cayman II. WM Cayman II has the ability to upsize the total WM Cayman II Revolver by an additional US\$1.00 billion (approximately HK\$7.76 billion) under the facility agreement and related agreements upon the satisfaction of various conditions.

Pursuant to the Facility Agreement, as amended in May 2022 and as amended and restated in June 2023, the borrowings under the WM Cayman II Revolver bear interest at Term SOFR, plus a credit adjustment spread of 0.10% (with the sum of Term SOFR and such credit adjustment spread being subject to a minimum floor of 0.00%) or HIBOR, in each case, plus a margin of 1.875% to 2.875% per annum based on WM Cayman II's leverage ratio on a consolidated basis.

On 20 September 2024, WM Cayman II, as borrower and WML, as guarantor, entered into an amendment agreement (the "Second Amendment Agreement") to extend the maturity date of the outstanding loans from 16 September 2025 to 16 September 2028, or the immediately preceding business day if 16 September 2028 is not a business day. In connection with the Second Amendment Agreement, the Company recorded debt issuance costs of approximately HK\$150.0 million within the Consolidated Statement of Financial Position.

WML, as guarantor, may be subject to certain restrictions on payments of dividends or distributions to its shareholders, unless certain financial criteria have been satisfied. The facility agreement contains representations, warranties, covenants and events of default customary for similar financings, including, but not limited to, restrictions on indebtedness to be incurred by WM Cayman II or its group members and restrictions on creating security over the assets of WM Cayman II or by its group members. The facility agreement also requires WM Cayman II to maintain a certain leverage ratio and interest coverage ratio from time to time as provided under the facility agreement. The facility agreement also contains certain events of default (some of which are subject to grace and remedy periods and materiality qualifiers). It is a property mandatory prepayment event under the facility agreement if there is a loss of gaming operation or gaming concession by the Group. It is a mandatory prepayment event under the facility agreement if Wynn Resorts, Limited ceases to legally and beneficially own and control, directly or indirectly, more than 50% of the outstanding share capital of WM Cayman II measured by voting power. As at 31 December 2024, the Group had approximately HK\$2.75 billion in funding available under the WM Cayman II Revolver.

As at 31 December 2024, there was no non-compliance with covenants contained in the WM Cayman II Revolver, and accordingly the outstanding balance was classified as non-current liabilities.



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

##### (b) Senior notes

###### *WML Senior Notes, unsecured*

On 20 September 2017, the Company issued 4.875% senior notes due 2024 with an aggregate principal amount of US\$600.0 million (approximately HK\$4.66 billion) (the "WML 2024 Notes") and 5.500% senior notes due 2027 with an aggregate principal amount of US\$750.0 million (approximately HK\$5.82 billion) (the "WML 2027 Notes"). Interest on the WML 2024 Notes and the WML 2027 Notes is payable semi-annually in arrears on 1 April and 1 October of each year, beginning on 1 April 2018. The maturity dates of the WML 2024 Notes and the WML 2027 Notes are 1 October 2024 and 1 October 2027, respectively. The Company used the net proceeds from the WML 2024 Notes and the WML 2027 Notes and cash on hand to repurchase and redeem the WML 2021 Notes.

On 1 October 2024, WML repaid the US\$600.0 million (approximately HK\$4.66 billion) aggregate principal amount of the WML 2024 Notes on their stated maturity date.

On 17 December 2019, the Company issued 5.125% senior notes due 2029 with an aggregate principal amount of US\$1.00 billion (approximately HK\$7.76 billion) (the "WML 2029 Notes"). Interest on the WML 2029 Notes is payable semi-annually in arrears on 15 June and 15 December of each year, beginning on 15 June 2020. The WML 2029 Notes mature on 15 December 2029. The Company used the net proceeds from the WML 2029 Notes to facilitate the repayment of a portion of the Wynn Macau Credit Facilities and for general corporate purposes.

During 2020, the Company issued US\$1.00 billion (approximately HK\$7.76 billion) of 5.500% senior notes due 2026 (the "WML 2026 Notes") and US\$1.35 billion (approximately HK\$10.48 billion) of 5.625% senior notes due 2028 (the "WML 2028 Notes"). Interest on the WML 2026 Notes is payable semi-annually in arrears on 15 January and 15 July of each year, beginning on 15 January 2021. Interest on the WML 2028 Notes is payable semi-annually in arrears on 26 February and 26 August of each year, beginning on 26 February 2021. The WML 2026 Notes and the WML 2028 Notes mature on 15 January 2026 and 26 August 2028, respectively. The Company used net proceeds of the WML 2026 Notes and the WML 2028 Notes to facilitate repayments of the Wynn Macau Credit Facilities and for general corporate purposes.

The WML Senior Notes are WML's general unsecured obligations; rank pari passu in right of payment with all of WML's existing and future senior unsecured indebtedness; rank senior to all of WML's future subordinated indebtedness, if any; are effectively subordinated to all of WML's future secured indebtedness, if any, to the extent of the value of the assets securing such indebtedness; and are structurally subordinated to all existing and future obligations of WML's subsidiaries, including the WM Cayman II Revolver. The WML Senior Notes are listed on the Hong Kong Stock Exchange.

The WML Senior Notes indentures contain covenants limiting WML's (and certain of its subsidiaries') ability to, among other things: merge or consolidate with or into another company; and transfer or sell all or substantially all of its properties or assets. The WML Senior Notes indentures also contain customary events of default. In the case of an event of default arising from certain events of bankruptcy or insolvency, all WML Senior Notes then outstanding will become due and payable immediately without further action or notice.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(b) **Senior notes** (continued)

**WML Senior Notes, unsecured** (continued)

Upon the occurrence of (1) any event after which none of the Company or any of its subsidiaries have such licenses, concessions, subconcessions or other permits or authorizations as necessary to conduct gaming activities in substantially the same manner and scope as it does on the date on which each of the WML Senior Notes were issued, for a period of ten consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties, or results of operations of WML and its subsidiaries, taken as a whole, or (2) the termination, rescission, revocation or modification of any such licenses, concessions, subconcessions or other permits or authorizations which has had a material adverse effect on the financial condition, business, properties, or results of operations of the Company and its subsidiaries, taken as a whole, each holder of the WML Senior Notes will have the right to require the Company to repurchase all or any part of such holder's WML Senior Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest.

If the Company undergoes certain Changes of Control (as defined in the WML Senior Notes indentures), it must offer to repurchase the WML Senior Notes at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. Under the indentures governing the WML 2027 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to the Company's former Chairman and Chief Executive Officer or a related party of the Company's former Chairman and Chief Executive Officer, the consummation of any transaction that results in any party other than the Company's former Chairman and Chief Executive Officer and his related parties becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of WRL, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors. Under the indentures governing the WML 2026 Notes, the WML 2028 Notes and the WML 2029 Notes, the circumstances that will constitute a Change of Control include, among others, the sale, transfer, conveyance or other disposition of all or substantially all of the properties or assets of the Group to any person other than to WRL or any affiliate of WRL, the consummation of any transaction that results in any party other than WRL or any affiliate of WRL becoming the beneficial owner, directly or indirectly, of more than 50% of the outstanding voting stock of the Company, measured by voting power rather than number of equity interests, and a majority of the members of the Board not being continuing directors.

As at 31 December 2024, there was no non-compliance with covenants contained in the WML Senior Notes indentures, and accordingly the outstanding balances under the WML 2026 Notes, the WML 2027 Notes, the WML 2028 Notes and the WML 2029 Notes were classified as non-current liabilities.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

##### (c) Convertible bonds

###### **WML Convertible Bonds, unsecured**

On 7 March 2023, WML completed an offering (the "Offering") of US\$600.0 million (approximately HK\$4.66 billion) 4.50% convertible bonds due 2029 (the "WML Convertible Bonds"). The WML Convertible Bonds are governed by a trust deed dated 7 March 2023 (the "Convertible Bonds Trust Deed"), between WML and DB Trustees (Hong Kong) Limited, as trustee. WML, DB Trustees (Hong Kong) Limited, as trustee, and Deutsche Bank Trust Company Americas entered into an agency agreement, appointing Deutsche Bank Trust Company Americas as the principal paying agent, principal conversion agent, transfer agent and registrar in relation to the WML Convertible Bonds. The net proceeds from the Offering, after deduction of commissions and other related expenses, were US\$585.9 million (approximately HK\$4.60 billion). WML intends to use the net proceeds for general corporate purposes.

The WML Convertible Bonds bear interest on their outstanding principal amount from and including 7 March 2023 at the rate of 4.50% per annum, payable semi-annually in arrears on 7 March and 7 September of each year. The WML Convertible Bonds mature on 7 March 2029. At any time on or after 17 April 2023, the WML Convertible Bonds are convertible at the option of the holders thereof into fully paid ordinary shares of WML, each with a nominal value of HK\$0.001 per Share, at the initial conversion price of approximately HK\$10.24375 per Share, subject to and upon compliance with the terms and conditions of the WML Convertible Bonds (the "Terms and Conditions," and such right, the "Conversion Right"). The conversion price is at the fixed exchange rate of HK\$7.8497 per US\$1.00, subject to standard adjustments for certain dilutive events as described in the Terms and Conditions. With effect from 4 September 2024, the conversion price has been adjusted to approximately HK\$10.01212 per Share pursuant to the Terms and Conditions, according to the announcement issued by WML dated 3 September 2024. WML has the option upon conversion by a bondholder to pay an amount of cash equivalent described in the Terms and Conditions in order to satisfy such Conversion Right in whole or in part.

Holders of the WML Convertible Bonds have the option to require WML to redeem all or some only of such holder's WML Convertible Bonds (i) on 7 March 2027 at their principal amount together with interest accrued but unpaid to, but excluding, the date fixed for redemption; or (ii) on the Relevant Event Redemption Date (as defined in the Terms and Conditions) at their principal amount together with interest accrued but unpaid to, but excluding, such date, following the occurrence of (a) when the Shares cease to be listed or admitted to trading or are suspended from trading for a period equal to or exceeding 10 consecutive trading days on the Hong Kong Stock Exchange, or if applicable, the alternative stock exchange, (b) when there is a Change of Control (as defined in the Terms and Conditions), or (c) when less than 25% of WML's total number of issued Shares are held by the public (as interpreted under Rule 8.24 of the Listing Rules on the Hong Kong Stock Exchange).

The WML Convertible Bonds may also be redeemed at the option of WML under certain circumstances specified in the Terms and Conditions, in whole, but not in part, at any time after 7 March 2027, but prior to 7 March 2029, upon giving notice to the bondholders in accordance with the Terms and Conditions. The WML Convertible Bonds constitute direct, unsubordinated, unconditional and, subject to the Terms and Conditions, unsecured obligations of WML and rank *pari passu* and without any preference or priority among themselves. The Shares to be issued upon exercise of Conversion Right will be fully-paid and will in all respects rank *pari passu* with the fully-paid Shares in issue on the relevant registration date set forth in the Terms and Conditions.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

## 19. INTEREST-BEARING BORROWINGS (CONTINUED)

Notes (continued):

(c) **Convertible bonds** (continued)

**WML Convertible Bonds, unsecured** (continued)

The Convertible Bonds Trust Deed contains covenants limiting WML's and all of its subsidiaries' ability to, among other things, create, permit to subsist or arise or have outstanding any mortgage, charge, pledge, lien or other encumbrance or certain security interest; consolidate or merge with or into another company; and sell, assign, transfer, convey or otherwise dispose of all or substantially all of its and its subsidiaries' properties or assets, with certain exceptions. The Convertible Bonds Trust Deed also contains customary events of default.

The Company determined that the conversion feature contained within the WML Convertible Bonds is required to be bifurcated from the debt host contract and accounted for as a free-standing derivative (the "WML Convertible Bond Conversion Option Derivative") recorded in interest-bearing borrowings in the accompanying consolidated statement of financial position. As the conversion options are not classified as equity and are exercisable at any time on or after 17 April 2023 at the bondholders' option, the WML Convertible Bonds are classified as current interest-bearing borrowings. In accordance with applicable accounting standards, the WML Convertible Bond Conversion Option Derivative is reported at fair value at the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income. For more information, see "Note 20 — WML Convertible Bond Conversion Option Derivative".

(d) **WRL Revolving Loan Facility, unsecured**

On 14 June 2022, the Company entered into a loan agreement with WRL, which was amended by way of an amendment letter dated 30 December 2022, pursuant to which WRL agreed to make available an unsecured revolving loan facility in an amount of up to US\$500.0 million (approximately HK\$3.88 billion). The WRL Revolving Loan Facility expired on 14 June 2024. On the maturity date, there were no outstanding borrowings under the WRL Revolving Loan Facility.

## 20. WML CONVERTIBLE BOND CONVERSION OPTION DERIVATIVE

The Company determined that the conversion feature contained within the WML Convertible Bonds is not indexed to WML's equity and, as such, is required to be bifurcated from the debt host contract and accounted for as a free-standing derivative. In accordance with applicable accounting standards, the WML Convertible Bond Conversion Option Derivative will be reported at fair value as of the end of each reporting period, with changes recognized in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 20. WML CONVERTIBLE BOND CONVERSION OPTION DERIVATIVE (CONTINUED)

The following table sets forth the inputs to the lattice models that were used to value the WML Convertible Bond Conversion Option Derivatives:

	As at 31 December	
	2024	2023
WML stock price (HK\$)	5.39	6.43
Estimated volatility	31.2%	34.0%
Risk-free interest rate	3.6%	3.3%
Expected term (years)	4.2	5.2
Dividend yield <sup>(1)</sup>	0.0%	0.0%

(1) Dividend yield is assumed to be zero in the lattice models used to value the WML Convertible Bond Conversion Option Derivative, due to a dividend protection feature in the WML Convertible Bond agreement.

In connection with the completion of the Offering on 7 March 2023, the Company recognized a debt discount and a corresponding liability for the embedded derivative, based on an estimated fair value of US\$123.5 million (approximately HK\$968.8 million). The debt discount will be amortized to interest expense over the term of the WML Convertible Bonds using the effective interest method. As of 31 December 2024 and 2023, the estimated fair value of the embedded derivative was a liability of US\$33.0 million (approximately HK\$256.2 million) and US\$73.7 million (approximately HK\$576.4 million), recorded in current interest-bearing borrowings in the accompanying consolidated statement of financial position. In connection with the change in fair value, the Company recorded a gain of US\$40.7 million (approximately HK\$316.5 million) and US\$49.7 million (approximately HK\$388.8 million) within changes in derivative fair value in the accompanying consolidated statement of profit or loss and other comprehensive income for the years ended 31 December 2024 and 2023.

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 21. OTHER PAYABLES AND ACCRUALS

Other payables and accruals consisted of the following:

	As at 31 December 2024 HK\$	2023 HK\$	As at 1 January 2023 HK\$
	(in thousands)		
<b>Current:</b>			
Customer deposits <sup>(1)</sup>	1,986,325	2,059,377	2,014,671
Gaming taxes and premiums payable	1,029,944	1,051,427	233,251
Outstanding chip liabilities <sup>(2)</sup>	422,760	523,923	263,336
Loyalty program and related liabilities <sup>(3)</sup>	67,684	89,614	113,834
Other gaming-related liabilities <sup>(4)</sup>	5,156	7,487	2,487
Others	1,297,249	1,408,953	1,226,862
<b>Total</b>	<b>4,809,118</b>	<b>5,140,781</b>	<b>3,854,441</b>

In providing goods and services to its customers, there is often a timing difference between the Group receiving cash and the Group recording revenue for providing services or holding events. The Group's primary liabilities associated with customer contracts are customer deposits, outstanding chip liabilities, loyalty program and related liabilities and other gaming-related liabilities.

- (1) Customer deposits include casino front money deposits and advance room and other deposits. Casino front money deposits represent funds deposited by customers before gaming play occurs. Such amounts may be recognized as revenue or will be redeemed for cash in the future. The advance room and other deposits represent cash received in advance for goods and services to be provided in the future. These amounts will be recognized as revenue when the goods and services are provided. Decreases in this balance generally represent the recognition of revenue and increases in the balance represent additional deposits made by customers. The deposits are expected to be primarily recognized as revenue within one year.
- (2) Outstanding chips generally represent amounts owed to gaming promoters and customers for chips in their possession. The amounts may be recognized as revenue or will be redeemed for cash in the future.
- (3) Loyalty program and related liabilities represent the deferral of revenue until the loyalty points or other complimentary are redeemed. The amounts are expected to be recognized as revenue within one year from being earned by customers.
- (4) Other gaming-related liabilities generally represent unpaid wagers primarily in the form of unredeemed slot tickets.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 22. ISSUED CAPITAL AND SHARES HELD FOR EMPLOYEE OWNERSHIP SCHEMES

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Authorized:		
20,000,000,000 Shares of HK\$0.001 each	20,000	20,000
Issued and fully paid:		
5,249,377,600 (2023: 5,240,707,600) Shares of HK\$0.001 each	5,249	5,241

As at 31 December 2024, the total number of issued Shares included 26,597,681 Shares (2023: 23,415,288) issued and held under the Company's employee ownership schemes (note 24).

During the years ended 31 December 2024 and 2023, nil Shares were acquired by the Trusts.

#### 23. SHARE PREMIUM ACCOUNT AND RESERVES

The Group's share premium account mainly includes the amounts transferred from the share option reserve upon vesting of share awards under an employee ownership scheme. It also includes the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the Group Reorganization prior to the Listing of the Company's Shares, over the nominal value of the Company's Shares issued in exchange with adjustments arising from the Group Reorganization.

The amount of the Group's deficit and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 134 of the financial statements.

Macau incorporated companies are required to set aside a minimum of 10% to 25% of the entity's profit after tax to the legal reserve until the balance of the legal reserve reaches a level equivalent to 25% to 50% of the entity's share capital in accordance with the provisions of the Macau Commercial Code. These legal reserves are not distributable to the shareholders/quotaholders.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 24. SHARE-BASED PAYMENT PLAN

##### The Company's share option schemes

The Company adopted a share option scheme on 25 May 2023 for a period of 10 years ("2023 Share Option Scheme") to supersede its share option scheme in May 2019. The 2023 Share Option Scheme allows for the grant of share options to purchase shares of the Company to eligible directors and employees of the Company, its subsidiaries, and related entities, and service providers of the Company and its subsidiaries. The options granted under the share option schemes do not give immediate ownership of the underlying Shares as they require payment of an exercise price which shall not be less than the higher of (i) the closing price of the Shares on the date of grant; (ii) the average closing price of the Shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.001 per Share. The total number of Shares which may be issued in respect of all awards and options granted and to be granted under the 2023 Share Option Scheme and other share schemes of the Company will not exceed 523,843,160 Shares. Subsequent to 31 December 2024 and up to the date of approval of these financial statements, no share options were granted under the 2023 Share Option Scheme.

The Company has not granted and will not grant any further options under previous schemes upon its termination. The outstanding options granted under previous schemes will remain in full force and effective.

The following share options were outstanding under the Company's share option schemes during the year:

	Number of options	Weighted average exercise price HK\$	Weighted average exercise term (Years)
Outstanding as at 1 January 2023	33,003,400	13.10	7.2
Granted during the year	5,017,000	5.94	9.9
Lapsed during the year	(800,000)	24.87	—
Outstanding as at 31 December 2023 and 1 January 2024	37,220,400	11.89	6.8
Granted during the year	4,983,000	5.86	9.9
Lapsed during the year	(644,000)	31.05	—
<b>Outstanding as at 31 December 2024</b>	<b>41,559,400</b>	<b>10.87</b>	<b>6.4</b>
<b>Options exercisable as at 31 December 2024</b>	<b>24,287,400</b>	<b>13.59</b>	<b>5.2</b>
Options exercisable as at 31 December 2023	19,288,200	15.32	5.5



## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

##### The Company's share option schemes (continued)

The fair value of the share options granted during the year was estimated at HK\$1.95 per option (2023: HK\$1.94 per option) based on the Black-Scholes pricing model. The following table lists the assumptions used in estimating the fair value of the share options on the date of grant.

	2024 HK\$	2023 HK\$
Expected dividend yield	5.4%	5.7%
Expected stock price volatility	54.2%	53.8%
Risk-free interest rate	3.1%	3.6%
Expected average life of options (years)	6.5	6.5
Share price on the date of grant (HK\$ per Share)	5.83	5.94
Exercise price (HK\$ per Share)	5.86	5.94

Changes in subjective assumptions could materially affect the fair value estimate.

##### The Company's employee ownership schemes

The Company adopted an employee ownership scheme on 25 May 2023 ("2023 Employee Ownership Scheme") to supersede its employee ownership scheme adopted on 30 June 2014. The 2023 Employee Ownership Scheme allows for the grant of non-vested shares of the Company to eligible directors and employees of the Company, its subsidiaries, and related entities, and service providers of the Company and its subsidiaries.

The fair value of the awarded non-vested Shares was calculated based on the market prices of the Company's Shares at the respective grant dates. The total number of Shares which may be issued in respect of all awards and options granted and to be granted under the 2023 Employee Ownership Scheme and other share schemes of the Company will not exceed 523,843,160 Shares.

The Company has not granted and will not grant any further awards under the previous employee ownership scheme upon its termination. The outstanding award shares granted under the previous employee ownership scheme will remain in full force and effective.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

The Company's employee ownership schemes (continued)

	Number of Shares	Weighted Average Grant Date Fair Value (HK\$)
Non-vested as at 1 January 2023	20,318,446	7.35
Granted during the year	6,908,870	8.47
Vested during the year	(3,746,630)	11.26
Forfeited during the year	(1,148,880)	8.33
<b>Non-vested as at 31 December 2023 and 1 January 2024</b>	<b>22,331,806</b>	<b>6.99</b>
Granted during the year	8,976,970	7.02
Vested during the year	(5,487,607)	8.09
Forfeited during the year	(1,298,720)	7.35
<b>Non-vested as at 31 December 2024</b>	<b>24,522,449</b>	<b>6.74</b>

During the year ended 31 December 2024, no immediate vested Shares were awarded (2023: nil) to Eligible Participants under the 2023 Employee Ownership Scheme and the previous employee ownership scheme.

Subsequent to 31 December 2024 and up to the date of approval of these financial statements, the Company awarded 7,469,413 non-vested Shares to Eligible Participants under the 2023 Employee Ownership Scheme.

#### WRL Omnibus Plan

In January 2017, Wynn Resorts adopted the Second Amended and Restated 2014 Omnibus Incentive Plan (the "WRL Omnibus Plan") after approval from its stockholders, which was adopted for a period of 10 years. From time to time, Wynn Resorts reserves additional shares of its common stock for issuance under the WRL Omnibus Plan. The WRL Omnibus Plan allows for the grant of stock options, restricted stock, restricted stock units, stock appreciation rights, performance awards, and other share-based awards to eligible participants.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 24. SHARE-BASED PAYMENT PLAN (CONTINUED)

##### WRL Omnibus Plan (continued)

In May 2024, Wynn Resorts' shareholders approved an amendment to the WRL Omnibus Plan that increases the shares authorized for issuance by 2,000,000 shares, for an aggregate number of shares authorized for issuance to 7,909,390 shares.

##### Non-vested shares for the Group

A summary of the status of the WRL Omnibus Plan's non-vested shares as at 31 December 2024 and 2023 and the changes during the years then ended as it relates to the Group is set out below:

	Number of Shares	Weighted Average Grant Date Fair Value (HK\$)
Non-vested as at 1 January 2023	114,273	731.68
Granted during the year	119,241	837.01
Vested during the year	(160,232)	791.63
Forfeited during the year	—	—
Transferred during the year	7,307	844.74
<b>Non-vested as at 31 December 2023 and 1 January 2024</b>	<b>80,589</b>	<b>781.08</b>
Granted during the year	20,144	739.47
Vested during the year	(17,568)	706.73
Forfeited during the year	—	—
Transferred during the year	(3,954)	753.07
<b>Non-vested as at 31 December 2024</b>	<b>79,211</b>	<b>782.98</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 25. PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT PLANS

The Group recorded an expense for matching contributions of approximately HK\$134.3 million for the year ended 31 December 2024 (2023: HK\$128.1 million). Forfeited unvested contributions totaling HK\$13.7 million (2023: HK\$17.2 million) were utilized during the year, leaving HK\$1.8 million (2023: HK\$1.9 million) available as at 31 December 2024 to reduce the contributions in the future. As at 31 December 2024, contributions of approximately HK\$25.0 million (2023: HK\$24.1 million) due had not been paid. The amounts were paid subsequent to the end of the reporting period.

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

##### Directors' and chief executive's emoluments

Directors' and chief executive's emoluments for the years ended 31 December 2024 and 2023 disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c), and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

	For the year ended	
	31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Share-based payments	68,905	123,960
Discretionary bonus	23,982	30,293
Salaries	22,899	28,745
Fees	5,375	5,375
Contributions to retirement plan	274	117
Other	4,400	4,301
Total emoluments	125,835	192,791

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For the year ended 31 December 2024

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Directors' and chief executive's emoluments (continued)

	Fees HK\$	Salaries HK\$	Discretionary Bonus HK\$	Share-based Payments HK\$ (in thousands)	Contributions to Retirement Plan HK\$	Other HK\$	Total HK\$
<b>2024</b>							
<b>Executive Directors:</b>							
Craig S. Billings <sup>(1)</sup>	—	—	—	—	—	—	—
Linda Chen	—	13,592	12,913	36,645	1	2,658	65,809
Frederic Jean-Luc Luvisutto	—	9,307	11,069	20,157	273	1,742	42,548
<b>Non-executive Directors:</b>							
Ms. Ellen F. Whittemore <sup>(2)</sup>	—	—	—	—	—	—	—
Ms. Julie M. Cameron- Doe <sup>(3)</sup>	—	—	—	—	—	—	—
<b>Independent non-executive Directors:</b>							
Lam Kin Fung Jeffrey	1,050	—	—	1,996	—	—	3,046
Bruce Rockowitz	1,075	—	—	1,996	—	—	3,071
Nicholas Sallnow-Smith	1,325	—	—	1,996	—	—	3,321
Allan Zeman	1,075	—	—	4,099	—	—	5,174
Leah Dawn Xiaowei Ye	850	—	—	2,016	—	—	2,866
	5,375	22,899	23,982	68,905	274	4,400	125,835
<b>2023</b>							
<b>Executive Directors:</b>							
Craig S. Billings <sup>(1)</sup>	—	—	—	—	—	—	—
Linda Chen	—	13,331	16,311	87,679	1	2,703	120,025
Frederic Jean-Luc Luvisutto	—	9,320	13,982	19,807	2	1,240	44,351
<b>Non-executive Directors:</b>							
Ms. Ellen F. Whittemore <sup>(2)</sup>	—	—	—	—	—	—	—
Ms. Julie M. Cameron- Doe <sup>(3)</sup>	—	—	—	—	—	—	—
Ian Michael Coughlan <sup>(4)</sup>	—	6,094	—	2,368	114	358	8,934
<b>Independent non-executive Directors:</b>							
Lam Kin Fung Jeffrey	1,050	—	—	2,206	—	—	3,256
Bruce Rockowitz	1,075	—	—	2,206	—	—	3,281
Nicholas Sallnow-Smith	1,325	—	—	2,206	—	—	3,531
Allan Zeman	1,075	—	—	5,301	—	—	6,376
Leah Dawn Xiaowei Ye	850	—	—	2,187	—	—	3,037
	5,375	28,745	30,293	123,960	117	4,301	192,791

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For the year ended 31 December 2024

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Directors' and chief executive's emoluments (continued)

Notes:

- (1) In addition to the directors' emoluments disclosed in the above tables, the emolument for Mr. Craig S. Billings was charged to the Group, through the corporate allocation agreement, amounting to HK\$45.0 million for the year ended 31 December 2024 (2023: HK\$41.9 million).
- (2) Ms. Ellen F. Whittemore was appointed as a non-executive Director, with effect from 1 January 2023. In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Ellen F. Whittemore was charged to the Group, through the corporate allocation agreement, amounting to HK\$3.4 million for the year ended 31 December 2024 (2023: HK\$4.4 million).
- (3) Ms. Julie M. Cameron-Doe was appointed as a non-executive Director, with effect from 26 May 2023. In addition to the directors' emoluments disclosed in the above tables, the emolument for Ms. Julie M. Cameron-Doe was charged to the Group, through the corporate allocation agreement, amounting to HK\$10.2 million for the year ended 31 December 2024 (2023: HK\$11.0 million).
- (4) Mr. Ian Michael Coughlan was re-designated from an executive Director to a non-executive Director, with effect from 1 March 2023, and his appointment as a non-executive Director ended on 25 May 2023. Mr. Ian Michael Coughlan served as an advisor to the Company through the end of 2023.

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#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Five highest paid individuals' emoluments

During the year ended 31 December 2024, the five individuals whose emoluments were the highest in the Group included two (2023: two) Directors whose emoluments were reflected in the analysis presented above. Details of the emoluments payable to the remaining three (2023: three) highest paid individuals for each of the years ended 31 December 2024 and 2023 were as follows:

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Share-based payments	15,352	17,242
Discretionary bonus	9,961	12,802
Salaries and other benefits	13,483	12,273
Contributions to retirement plan	466	400
<b>Total emoluments</b>	<b>39,262</b>	<b>42,717</b>

The emoluments were within the following bands:

	For the year ended 31 December	
	2024	2023
	Number of Individuals	Number of Individuals
HK\$7,500,001 to HK\$8,000,000	1	—
HK\$9,000,001 to HK\$9,500,000	—	1
HK\$10,500,001 to HK\$11,000,000	1	1
HK\$20,500,001 to HK\$21,000,000	1	—
HK\$22,000,001 to HK\$22,500,000	—	1
	<b>3</b>	<b>3</b>

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For the year ended 31 December 2024

#### 26. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

##### Five highest paid individuals' emoluments (continued)

The emoluments of certain individuals have been apportioned on a basis that is considered to be reasonable estimates of the utilization of services provided or the benefits received by the Group. The apportioned emoluments of these individuals are included in the expense allocations charged by Wynn Resorts, Limited and the Group's fellow subsidiaries for the years ended 31 December 2024 and 2023 (See note 28 "Related Party Disclosures").

During the year, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director of any member of the Group or in connection with the management of the affairs of any members of the Group. None of the Directors waived any emoluments during the years.

#### 27. COMMITMENTS AND CONTINGENCIES

##### Capital commitments

As at 31 December 2024 and 2023, the Group had the following capital commitments under construction contracts, construction-related consulting and other agreements and purchase orders which have not been provided for in the Group's consolidated statement of financial position:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Contracted, but not provided for	543,777	486,850



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For the year ended 31 December 2024

#### 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

##### Macau gaming concession

In addition to the fixed and variable gaming premium and Property Transfer Agreement payment obligations as described in note 8 — “Property and equipment and construction in progress” and note 10 — “Goodwill and intangible asset, net”, WRM committed to make certain non-gaming and gaming investments in the amount of MOP21.03 billion (approximately HK\$20.42 billion) over the course of the ten-year term of the Gaming Concession Contract. MOP19.80 billion (approximately HK\$19.22 billion) of the committed investment will be used for non-gaming capital projects and event programming in connection with, among others, attraction of foreign tourists, conventions and exhibitions, entertainment performances, sports events, culture and art, health and wellness, themed amusement, gastronomy, community tourism and maritime tourism.

Additionally, WRM committed to make the following payments throughout the term of the Gaming Concession Contract:

- (i) Special gaming premium — WRM is obligated to pay a special annual gaming premium if the average of the gross gaming revenues of WRM’s gaming tables and gaming machines is lower than a certain minimum amount determined by the Macau government. A minimum average annual gross gaming revenue of MOP7.0 million (approximately HK\$6.8 million) per gaming table and MOP300,000 (approximately HK\$291,000) per gaming machine has been set by Macau government. If WRM fails to reach such minimum gross gaming revenue, WRM will be required to pay a special premium equal to the difference between the special gaming tax calculated based on the actual gross gaming revenue and that of such minimum gross gaming revenue. No special gaming premium was paid for the years ended 31 December 2024 and 2023;
- (ii) Special levies, totaling 5% of gross gaming revenues. The Macau government may reduce the special levies payable by WRM (1) based on WRM’s contribution to the attraction of tourists who enter Macau for tourism and business purposes and hold travel documents issued by countries or regions other than the People’s Republic of China; (2) if WRM’s operations are adversely affected by abnormal, unpredictable or force majeure circumstances associated with the prevailing economic conditions of Macau; or (3) factors as determined by the Chief Executive of Macau; and
- (iii) Special gaming tax assessed at the rate of 35% of gross gaming revenues.

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For the year ended 31 December 2024

#### 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

##### Macau gaming concession (continued)

Under the Gaming Concession Contract, WRM provided a first demand bank guarantee of MOP1.00 billion (approximately HK\$970.9 million) in favor of the Macau government to support WRM's legal and contractual obligations, from 1 January 2023 until one hundred and eighty days after the term of the Gaming Concession Contract expires or the rescission of the concession.

##### Other service commitments

The Group has entered into various agreements for operations and maintenance of hotel and other facilities for both Wynn Palace and Wynn Macau. Under these agreements, the Group was obligated to make the following future payments as at 31 December 2024 and 2023:

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Within one year	301,092	265,261
After one year but not more than five years	208,850	200,953
After five years	12,662	—
	<b>522,604</b>	<b>466,214</b>

As at 31 December 2024, the Group was committed to purchases of operating supplies totaling HK\$179.6 million (2023: HK\$123.0 million).

As at 31 December 2024, in addition to the bank guarantee issued for the Macau gaming concession as described above, banks granted guarantees for the Group for other purposes totaling HK\$24.4 million (2023: HK\$26.1 million).

##### Employment agreements

The Group has entered into employment agreements with several executive officers, other members of management and certain key employees. These agreements generally have three-year terms and typically indicate a base salary and often contain provisions for a discretionary bonus. Certain executives are also entitled to a separation payment if terminated without "cause" or upon voluntary termination of employment for "good reason" following a "change of control" (as these terms are defined in the employment contracts).

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For the year ended 31 December 2024

#### 27. COMMITMENTS AND CONTINGENCIES (CONTINUED)

##### Litigation

The Group did not have any material litigation outstanding as at 31 December 2024 (2023: none).

#### 28. RELATED PARTY DISCLOSURES

As at 31 December 2024 and 2023, the outstanding balances between the Group and the related companies were as follows:

Name of related companies	Relation to the Company	As at 31 December	
		2024 HK\$	2023 HK\$
		(in thousands)	
Due from related companies — current			
WIML	Subsidiary of Wynn Resorts	128,368	147,585
Wynn Las Vegas	Subsidiary of Wynn Resorts	7,456	—
Wynn Manpower Limited	Subsidiary of Wynn Resorts	766	335
Harthor Hospitality Services Limited	Subsidiary of Wynn Resorts	525	58
Palo Manpower Hong Kong Limited	Subsidiary of Wynn Resorts	512	431
Lunimi Hospitality Services Limited	Subsidiary of Wynn Resorts	512	22
Palo Hong Kong Limited	Subsidiary of Wynn Resorts	510	429
Harthor Hospitality Services HK Limited	Subsidiary of Wynn Resorts	428	353
SAC Hospitality Services HK Limited	Subsidiary of Wynn Resorts	426	351
Lumini Hospitality Services HK Limited	Subsidiary of Wynn Resorts	426	351
Wynn MA, LLC	Subsidiary of Wynn Resorts	365	325
Lumini Hospitality Services Limited	Subsidiary of Wynn Resorts	351	31
Lunimi Hospitality Services HK Limited	Subsidiary of Wynn Resorts	107	29
Miluni Hospitality Services HK Limited	Subsidiary of Wynn Resorts	107	29
Minilu Hospitality Services HK Limited	Subsidiary of Wynn Resorts	107	29
Minilu Hospitality Services Limited	Subsidiary of Wynn Resorts	47	22
SAC Hospitality Services Limited	Subsidiary of Wynn Resorts	31	31
Miluni Hospitality Services Limited	Subsidiary of Wynn Resorts	22	22
Wynn Resorts Hotel	Subsidiary of Wynn Resorts		
Marketing and Sales (Asia), LLC		3	3
Las Vegas Jet	Subsidiary of Wynn Resorts	3	—
		141,072	150,436

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#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

As at 31 December 2024 and 2023, the outstanding balances between the Group and the related companies were as follows (continued):

Name of related companies	Relation to the Company	As at 31 December	
		2024	2023
		HK\$	HK\$
		(in thousands)	
Due to related companies — current			
Wynn Resorts	Ultimate parent company	82,480	91,932
Wynn Design & Development	Subsidiary of Wynn Resorts	3,255	7,854
Worldwide Wynn	Subsidiary of Wynn Resorts	1,587	1,660
Palo Marketing Services Limited	Subsidiary of Wynn Resorts	53	431
Wynn Las Vegas	Subsidiary of Wynn Resorts	—	10,824
Las Vegas Jet	Subsidiary of Wynn Resorts	—	391
		87,375	113,092

The amounts disclosed in the above table are unsecured, interest-free and repayable on demand.

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#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

The Group had the following material related party and connected transactions with related companies during the year:

			For the year ended 31 December	
Name of related Companies	Relation to the Company	Primary nature of transactions	2024 HK\$	2023 HK\$
			(in thousands)	
Wynn Resorts	Ultimate parent company	Intellectual property license fees (i)	908,923	770,104
Wynn Resorts	Ultimate parent company	Corporate support services (ii)	100,472	119,891
Wynn Resorts	Ultimate parent company	Share-based payment expenses	39,772	94,459
Wynn Las Vegas	Subsidiary of Wynn Resorts	Compliance services (iii)	9,140	23,000
Las Vegas Jet	Subsidiary of Wynn Resorts	Airplane usage charges (ii)	1,306	4,395
WIML	Subsidiary of Wynn Resorts	International marketing expenses (iv)	67,051	51,551
Worldwide Wynn	Subsidiary of Wynn Resorts	Staff secondment payroll charges (v)	47,023	40,373
Wynn Design & Development	Subsidiary of Wynn Resorts	Design/development payroll (vi)	47,656	45,686

Except for the share-based payment expenses incurred with Wynn Resorts, all of the above transactions are noted as continuing connected transactions.

Notes:

(i) **Intellectual property license fees**

The license fees payable to Wynn Resorts equals the greater of (1) 3% of the gross monthly revenues of the intellectual property, and (2) US\$1.5 million (approximately HK\$11.7 million) per month.

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### Notes to Financial Statements

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## 28. RELATED PARTY DISCLOSURES (CONTINUED)

Notes (continued):

### (ii) Corporate support services

The annual fees for the services provided by Wynn Resorts are based on an allocation of the actual proportion of Wynn Resorts' annual corporate departments' costs (including salaries and benefits for such employees during the period in which such services are rendered) and overhead expense related to the provision of such services. In any event, the annual fees charged by Wynn Resorts shall not exceed 50% of the aggregate annual corporate departments' costs and overhead expense incurred by Wynn Resorts during any financial year.

Wynn Resorts allows the Company and its employees to use aircraft assets owned by Wynn Resorts and its subsidiaries (other than the Group) at hourly rates set by Las Vegas Jet, a subsidiary of Wynn Resorts.

### (iii) Compliance services

WRL Group provides compliance-related services to assist the Group in compliance with the obligations under the Gaming Concession Contract. A service fee is charged at the costs incurred by WRL Group to the Group for the services provided.

### (iv) International marketing expenses

These administrative, promotional and marketing services are provided through branch offices located in various cities around the world under the direction and supervision provided by WIML. For the services provided under this arrangement, WIML charges a service fee equal to the total costs it incurs in rendering the services plus 5%.

### (v) Staff secondment payroll charges

Worldwide Wynn, a subsidiary of Wynn Resorts, is responsible for supplying management personnel for pre-determined lengths of time through secondment arrangements. Worldwide Wynn is compensated for these services of the seconded employees during the period of secondment with a service fee equal to its aggregate costs plus 5%.

### (vi) Design/development payroll

Wynn Design & Development provides design and development services to the Group in connection with the construction and renovation works at Wynn Palace, Wynn Macau and Encore. A service fee is charged at the costs incurred by Wynn Design & Development to the Group for the services provided.

The above transactions were carried out on terms mutually agreed between the Group and the related companies. There were no significant charges from the Group to the related companies during the years ended 31 December 2024 and 2023. In the opinion of the Directors, the related party transactions were conducted in the ordinary and usual course of the Group's business.

All such outstanding balances between the Group and the related companies are deemed to be trade in nature.

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For the year ended 31 December 2024

#### 28. RELATED PARTY DISCLOSURES (CONTINUED)

##### Compensation of senior/key management personnel of the Group

	For the year ended 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands)	
Share-based payments	72,493	125,061
Salaries, bonuses, allowances and benefits in kind	78,403	85,709
Retirement benefits	867	530
Total compensation paid to senior/ key management personnel	151,763	211,300

Further details of Directors' emoluments are included in note 26 to the financial statements.

#### 29. FAIR VALUE OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, investments, trade and other receivables, deposits, balances with related companies, accounts payable, construction payables, the current portion of restricted cash and cash equivalents as well as the current portion of financial liabilities included in other payables and accruals and other liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the interest-bearing borrowings and the financial liability associated with an intangible asset have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risks and remaining maturities. The fair value of the lease liabilities is calculated by discounting the expected future cash flows using the Group's incremental borrowing rate. The non-current portion of other financial liabilities included in other liabilities and construction retentions payable as well as the non-current portion of restricted cash and cash equivalents were not discounted as the discounting factors were considered by management to be insignificant.

## For the year ended 31 December 2024

### 30. CHANGES IN FINANCIAL LIABILITIES ARISING FROM FINANCING ACTIVITIES

	As at 1 January 2024 HK\$	Cash flows HK\$	Foreign exchange movement HK\$	Changes in fair values HK\$	Other HK\$	As at 31 December 2024 HK\$
	(in thousands)					
Interest-bearing borrowings	52,679,614	(7,413,481)	(292,810)	(316,518)	181,742	44,838,547
Lease liabilities	152,459	(43,813)	—	—	29,955	138,601
Interest payable	632,975	(2,860,906)	(3,994)	—	2,796,431	564,506
Financial liability associated with an intangible asset	1,604,938	(168,111)	—	—	133,088	1,569,915
Dividends payable	—	(133)	—	—	3,736	3,603
Total liabilities from financing activities	55,069,986	(10,486,444)	(296,804)	(316,518)	3,144,952	47,115,172

	As at 1 January 2023 HK\$	Cash flows HK\$	Foreign exchange movement HK\$	Changes in fair values HK\$	Other HK\$	As at 31 December 2023 HK\$
			(in thousands)			
Interest-bearing borrowings	48,228,497	4,597,659	72,593	(388,763)	169,628	52,679,614
Lease liabilities	168,471	(48,114)	—	—	32,102	152,459
Interest payable	566,935	(2,905,712)	1,111	—	2,970,641	632,975
Financial liability associated with an intangible asset	—	(157,755)	—	—	1,762,693	1,604,938
Dividends payable	305	(293)	—	—	(12)	—
Total liabilities from financing activities	48,964,208	1,485,785	73,704	(388,763)	4,935,052	55,069,986



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For the year ended 31 December 2024

#### 30. CHANGES IN FINANCIAL LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

The “Other” column primarily includes interest expenses incurred during the year, the effect of amortization of debt financing costs, debt discount and premiums, loss on debt financing transaction, additions and modifications of lease liabilities, addition of financial liability associated with an intangible asset and movement in dividends payable during the year.

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial liabilities comprise interest-bearing borrowings, lease liabilities, construction payables, construction retentions payable, accounts payable, amounts due to related companies, other payables and other liabilities. The main purpose of these financial liabilities is to finance the Group’s construction activities and its operations. The Group has various financial assets such as trade receivables and cash and cash equivalents, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### Interest rate risk

The Group’s primary exposure is changes in market interest rates associated with its bank loans that bear interest based on variable rates. The Group attempts by managing the mix of long-term fixed rate borrowings and variable rate borrowings, supplemented by hedging activities as believed by us to be appropriate. These risk management strategies may not always have the desired effect, and interest rate fluctuations could have a negative impact on the results of operations.

As at 31 December 2024 and 2023, all of the interest-bearing bank loans were variable rate borrowings based on Term SOFR, plus a credit adjustment spread or HIBOR, in each case, plus a margin. Based on borrowings as at 31 December 2024, an assumed 100-basis-point change in the variable rates would cause the annual interest expenses, without adjusting for any amounts to be capitalized, to change by HK\$89.4 million (2023: HK\$117.0 million).

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### Notes to Financial Statements

For the year ended 31 December 2024

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Foreign currency risk

The financial statements of foreign operations are translated into Hong Kong dollars, the Company's and the Group's presentation currency, for incorporation into the consolidated financial statements. Some of the Group's activities were denominated in currencies other than the functional currencies of the entities making the activities (primarily US\$). The Hong Kong dollar is linked to the U.S. dollar and the exchange rate between these two currencies has remained relatively stable over the past several years. However, the exchange linkages of the Hong Kong dollar and the Macau pataca, and the Hong Kong dollar and the U.S. dollar, are subject to potential changes due to, among other things, changes in governmental policies and international economic and political developments.

As at 31 December 2024 and 2023, the Group had certain assets and liabilities that were denominated in currencies (primarily US\$) other than Hong Kong dollar. Based on the financial position as at 31 December 2024, an assumed 1% increase or decrease in the value of the Hong Kong dollar against the U.S. dollar would cause the Group to recognize a gain or loss of HK\$322.0 million (2023: HK\$356.2 million).

##### Credit risk

Credit risk arises from financial assets of the Group, which comprise trade and other receivables, deposits, amounts due from related companies, investments, cash and cash equivalents and restricted cash and cash equivalents. The Group's exposure to credit risk arises from the potential default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Exposure at the reporting dates is outlined under each applicable note. The Group does not hold any credit derivatives or collateral to offset its credit exposure.

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of casino accounts receivable.

The Group issues credit in the form of markers to approved casino customers following investigations of creditworthiness. The Group maintains strict controls over the issuance of markers and aggressively pursues collection from those customers who fail to pay their marker balances on a timely basis. These collection efforts may include the mailing of statements and delinquency notices, personal contacts, the use of outside collection agencies, and litigation. Markers are generally legally enforceable instruments in Macau, however, markers are not legally enforceable instruments in some other countries. The collectability of markers given to foreign customers is affected by a number of factors including changes in currency exchange rates and economic conditions in the customers' home countries.

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#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Credit risk (continued)

In assessing the allowance for credit losses, the Group applies a simplified approach to measure credit risk. The simplified approach requires the recognition of a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for current and forward-looking factors specific to the debtors and the economic environment.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in note 13 to the financial statements.

##### Liquidity risk

The Group measures and monitors its liquidity structure based on the overall assets, liabilities and debt in conjunction with its expected cash flows to ensure the capability to meet any unexpected and material cash requirements in the ordinary course of business. In addition, the Group's bank facilities' governing documents contain affirmative and negative covenants that require the maintenance of certain financial ratios.

As at 31 December 2024, the estimated fair value for level 2 of the Group's outstanding debt instruments was HK\$44.24 billion (2023: HK\$50.97 billion). Other than the WML Convertible Bond Conversion Option Derivative as disclosed in note 20, the Group did not hold any assets or liabilities measured at fair value for levels 1 and 3 during the years ended 31 December 2024 and 2023. Level 1 fair values are those measured using quoted prices (unadjusted) in active markets for identical financial instruments, level 2 fair values are those measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data and level 3 fair values are those measured using valuation techniques in which any significant input is not based on observable market data.

The table below analyzes the Group's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date as at 31 December 2024 and 2023. The amounts disclosed are based on the contractual undiscounted cash flows of financial liabilities that include principal and interest payments. The maturities are calculated assuming the effect of interest rates with respect to variable rate financial liabilities remains constant as at the respective year ends and there are no changes in the aggregate principal amount of financial liabilities other than repayments at scheduled maturities as reflected in the table below.

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### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Liquidity risk (continued)

	Interest rates	Within one year or on demand HK\$	Between one and two years HK\$	Between two and five years HK\$	Over five years HK\$	Total HK\$
		(in thousands)				
As at 31 December 2024						
Interest-bearing borrowings	4.50%–7.20%	2,542,047	10,090,347	41,902,409	—	54,534,803
Lease liabilities	5.00%–8.10%	35,232	29,861	60,279	56,117	181,489
Construction payables and accruals and construction retentions payable		435,949	—	9,782	—	445,731
Accounts payable		409,983	—	—	—	409,983
Amounts due to related companies		87,375	—	—	—	87,375
Other payables		2,451,493	—	—	—	2,451,493
Other liabilities		195,154	356,110	896,284	863,436	2,310,984
As at 31 December 2023						
Interest-bearing borrowings	4.50%–7.33%	7,729,313	14,260,570	28,703,750	13,011,233	63,704,866
Lease liabilities	2.60%–8.10%	43,983	34,053	57,999	66,011	202,046
Construction payables and accruals and construction retentions payable		282,073	6,779	—	—	288,852
Accounts payable		456,526	—	—	—	456,526
Amounts due to related companies		113,092	—	—	—	113,092
Other payables		2,620,547	—	—	—	2,620,547
Other liabilities		189,646	174,398	958,864	1,147,231	2,470,139

“Other payables” mainly comprised customer deposits, outstanding chip liabilities, and other miscellaneous payables, excluding tax liabilities. “Other liabilities” mainly comprised financial liability associated with an intangible asset and tenant deposits.

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it as economic conditions change, i.e., interest rates and equity markets. To maintain a strong capital structure and in response to changes in economic conditions, the Group may modify debt instruments to obtain additional debt financing, and may adjust dividend payments to shareholders as conditions require.

The gearing ratio is a key indicator of the Group's capital structure. The gearing ratio is net debt divided by total capital deficiency plus net debt.

	As at 31 December	
	2024	2023
	HK\$	HK\$
	(in thousands, except for percentages)	
Interest-bearing borrowings	44,838,547	52,679,614
Accounts payable	409,983	456,526
Construction payables and accruals and construction retentions payable	445,731	288,852
Other payables and accruals	4,809,118	5,140,781
Amounts due to related companies	87,375	113,092
Other liabilities	1,740,357	1,766,454
Lease liabilities	138,601	152,459
Less: cash and cash equivalents	(11,333,372)	(10,300,159)
restricted cash and cash equivalents	(692,458)	(688,219)
investments	—	(5,454,660)
<b>Net debt</b>	<b>40,443,882</b>	<b>44,154,740</b>
Deficiency in assets	(13,290,297)	(15,811,431)
<b>Total capital deficiency</b>	<b>(13,290,297)</b>	<b>(15,811,431)</b>
<b>Capital and net debt</b>	<b>27,153,585</b>	<b>28,343,309</b>
<b>Gearing ratio</b>	<b>148.9%</b>	<b>155.8%</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company is set forth below:

	As at 31 December	
	2024	2023
	HK\$	HK\$
		(restated)
	(in thousands)	
<b>Non-current assets</b>		
Financial assets	17,465,898	17,585,388
Investment in a subsidiary	12,684,871	12,647,674
Contribution to Trusts	378	58
<b>Total non-current assets</b>	<b>30,151,147</b>	<b>30,233,120</b>
<b>Current assets</b>		
Prepayments	2,204	1,260
Investments	—	5,454,660
Amounts due from related companies	7,876,108	14,497,157
Other receivables	5,115,930	4,258,304
Cash and cash equivalents	5,786,904	603,206
<b>Total current assets</b>	<b>18,781,146</b>	<b>24,814,587</b>
<b>Current liabilities</b>		
Interest-bearing borrowings	4,115,892	8,995,722
Other payables and accruals	583,573	645,975
Amounts due to related companies	360,321	163,345
<b>Total current liabilities</b>	<b>5,059,786</b>	<b>9,805,042</b>
<b>Net current assets</b>	<b>13,721,360</b>	<b>15,009,545</b>
<b>Total assets less current liabilities</b>	<b>43,872,507</b>	<b>45,242,665</b>
<b>Non-current liabilities</b>		
Interest-bearing borrowings	31,781,090	31,978,977
<b>Total non-current liabilities</b>	<b>31,781,090</b>	<b>31,978,977</b>
<b>Net assets</b>	<b>12,091,417</b>	<b>13,263,688</b>
<b>Equity</b>		
Issued capital	5,249	5,241
Share premium account <sup>#</sup>	13,142,405	13,097,995
Reserves	(1,056,237)	160,452
<b>Total equity</b>	<b>12,091,417</b>	<b>13,263,688</b>

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

#

	As at 31 December 2024 HK\$ (in thousands)	2023 HK\$
The Company's share premium account	13,142,405	13,097,995
Adjustment arising from the Group Reorganization	(12,561,195)	(12,561,195)
Consolidated share premium account	581,210	536,800

Information about the statement of changes in equity of the Company is set forth below:

	Issue Capital HK\$	Share Premium Account HK\$	Share Option Reserve HK\$ (in thousands)	Retained Earnings/ (Accumulated Loss) HK\$	Total Equity HK\$
<b>As at 1 January 2023</b>	5,235	13,055,828	199,650	391,845	13,652,558
Net loss and other comprehensive loss for the year	—	—	—	(457,650)	(457,650)
Total comprehensive loss for the year	—	—	—	(457,650)	(457,650)
Share-based payments	—	—	68,767	—	68,767
Transfer of share option reserve upon expiry of share options	—	—	(4,828)	4,828	—
Transfer to share premium upon vesting of awards under an employee ownership scheme	—	42,167	(42,172)	—	(5)
Shares issued for the employee ownership schemes	6	—	—	—	6
Returned dividend from forfeited awards under an employee ownership scheme	—	—	—	12	12
<b>As at 31 December 2023 and 1 January 2024</b>	5,241	13,097,995	221,417	(60,965)	13,263,688
Net loss and other comprehensive loss for the year	—	—	—	(452,002)	(452,002)
Total comprehensive loss for the year	—	—	—	(452,002)	(452,002)
Share-based payments	—	—	66,730	—	66,730
Transfer of share option reserve upon expiry of share options	—	—	(4,679)	4,679	—
Transfer to share premium upon vesting of awards under the employee ownership schemes	—	44,410	(44,414)	—	(4)
Shares issued for the employee ownership scheme	8	—	—	—	8
Dividends declared	—	—	—	(787,353)	(787,353)
Returned dividend from forfeited awards under the employee ownership schemes	—	—	—	350	350
<b>As at 31 December 2024</b>	5,249	13,142,405	239,054	(1,295,291)	12,091,417

## Financial Statements

### Notes to Financial Statements

For the year ended 31 December 2024

#### 32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

The Company's reserves available for distribution represent the share premium account, share option reserve and accumulated losses/retained earnings. Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and, provided that immediately following the distribution of a dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. Accordingly, the Company's reserves available for distribution to shareholders as at 31 December 2024 amounted to approximately HK\$12.09 billion (2023: HK\$13.26 billion).

#### 33. COMPARATIVE AMOUNTS

In addition to the impact of revised IFRS Accounting Standards as described in note 2.3, certain other comparative amounts have been reclassified to conform with the current year's presentation.



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