
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RETIREMENT AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Wynn Macau, Limited (the "**Company**") to be held at the Grand Ballroom at Wynn Macau, Rua Cidade de Sintra, NAPE, Macau SAR on 17 May 2011 at 12 p.m. (noon) (the "**2011 Annual General Meeting**"), at which, among others, the proposals relating to general mandates to issue Shares and repurchase Shares of the Company will be considered, is set out on pages 12 to 15 of this circular.

The action to be taken by Shareholders is set out on page 5 of this circular. Whether or not you propose to attend the 2011 Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2011 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2011 Annual General Meeting in person should you so wish.

* For identification purposes only

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DEFINITIONS

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

| | |
|-------------------------------|---|
| “2011 Annual General Meeting” | the annual general meeting of the Company to be held at the Grand Ballroom at Wynn Macau, Rua Cidade de Sintra, NAPE, Macau SAR on 17 May 2011 at 12 p.m. (noon) |
| “Articles of Association” | the articles of association of the Company currently in force |
| “Company” | Wynn Macau, Limited, a company incorporated on 4 September 2009 as an exempted company with limited liability under the laws of the Cayman Islands |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Latest Practicable Date” | 6 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time) |
| “Notice of AGM” | the notice dated 12 April 2011 convening the 2011 Annual General Meeting as set out on pages 12 to 15 of this circular |
| “Ordinary Resolution 4” | the ordinary resolution numbered “4” in the Notice of AGM, in respect of the proposal to grant to the Directors the Repurchase Mandate |
| “Ordinary Resolution 5” | the ordinary resolution numbered “5” in the Notice of AGM, in respect of the proposal to grant to the Directors a general mandate to allot, issue and otherwise deal with additional Shares |
| “Ordinary Resolution 6” | the ordinary resolution numbered “6” in the Notice of AGM, in respect of the proposal to increase the amount of the general mandate referred in Ordinary Resolution 5 by the amount of Shares purchased by the Company pursuant to the Repurchase Mandate |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Hong Kong Stock Exchange |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |

DEFINITIONS

| | |
|-----------------------|--|
| “Share Option Scheme” | the share option scheme of the Company adopted conditionally on 16 September 2009 |
| “Share(s)” | ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) from time to time |
| “%” | percent |

LETTER FROM THE BOARD



Wynn Macau, Limited
永利澳門有限公司*

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

Executive Directors

Mr. Stephen A. Wynn
Mr. Ian Michael Coughlan
Ms. Linda Chen

Non-executive Directors

Mr. Kazuo Okada
Dr. Allan Zeman
Mr. Marc D. Schorr

Independent non-executive Directors

Mr. Nicholas Sallnow-Smith
Mr. Bruce Rockowitz
Mr. Jeffrey Kin-fung Lam

Registered Office

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

Headquarters in Macau

Rua Cidade de Sintra
NAPE, Macau

*Principal Place of Business
in Hong Kong*

Level 28, Three Pacific Place
1 Queen's Road East
Hong Kong

12 April 2011

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RETIREMENT AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval of the proposals to (i) grant general mandates to issue Shares and to repurchase Shares to the Directors and (ii) re-elect the retiring Directors, and to provide you with information in connection with such proposals. Your approval on such proposals will be sought at the 2011 Annual General Meeting. The Notice of AGM is set out on pages 12 to 15 of this circular.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

Ordinary Resolution 4 will be proposed at the 2011 Annual General Meeting to grant the Repurchase Mandate to the Directors, which will allow them to repurchase Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing Ordinary Resolution 4.

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

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

GENERAL MANDATE TO ISSUE SHARES

Ordinary Resolution 5 will be proposed at the 2011 Annual General Meeting to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing Ordinary Resolution 5.

In addition, subject to the approval of Ordinary Resolution 4 and Ordinary Resolution 6, the number of Shares repurchased by the Company pursuant to the Repurchase Mandate under Ordinary Resolution 4 will also be added to the 20% limit under the general mandate mentioned in Ordinary Resolution 5.

The purpose of the general mandate to issue Shares is to enable the Directors to issue additional Shares should the need arise. The 20% limit to the general mandate to issue additional Shares is imposed pursuant to the requirements of the Listing Rules. The Directors have no present intention to exercise the general mandate to issue additional Shares.

RETIREMENT AND RE-ELECTION OF DIRECTORS

Pursuant to Article 17.18 of the Company's Articles of Association, Ms. Linda Chen, Dr. Allan Zeman and Mr. Bruce Rockowitz will retire as Directors by rotation. Each of the retiring Directors, being eligible, will offer themselves for re-election. Particulars of the retiring Directors offering themselves for re-election at the 2011 Annual General Meeting are set out in Appendix II to this circular.

POLL VOTING AT THE 2011 ANNUAL GENERAL MEETING

All the resolutions set out in the Notice of AGM shall be decided by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 14.6 of the Articles of Association.

Pursuant to Article 15.1 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

An explanation of the detailed procedures of conducting a poll will be provided to the Shareholders at the 2011 Annual General Meeting.

LETTER FROM THE BOARD

An announcement on the poll vote results will be made by the Company after the 2011 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

The Notice of AGM is set out on pages 12 to 15 of this circular.

Enclosed with this circular is a form of proxy for use at the 2011 Annual General Meeting. Whether or not you intend to attend the 2011 Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the 2011 Annual General Meeting or any adjournment thereof. The return of a form of proxy will not preclude a Shareholder from attending and voting in person at the 2011 Annual General Meeting.

RECOMMENDATION

The Directors believe that the proposals mentioned in this circular, including the proposals to grant to the Directors the general mandate to issue Shares and the Repurchase Mandate, and to re-elect the retiring Directors, are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions to be proposed at the 2011 Annual General Meeting.

Yours faithfully
For and on behalf of the Board of
WYNN MACAU, LIMITED
Stephen A. Wynn
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 4 in respect of the approval of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,187,500,000 Shares. As at the same date, there were outstanding share options granted under the Company's Share Option Scheme to subscribe for 1,000,000 Shares.

Subject to the passing of Ordinary Resolution 4, as set out in the Notice of AGM, in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2011 Annual General Meeting, i.e. being 5,187,500,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 518,750,000 Shares, representing 10% of the aggregate nominal amount of Shares in issue as at the date of the 2011 Annual General Meeting.

REASONS FOR REPURCHASE OF SHARES

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and its Shareholders. The Directors consider that there might be a material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report for the year ended 31 December 2010) in the event that the Repurchase Mandate is exercised in full at the prevailing market value. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

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

INTENTION OF DIRECTORS AND CONNECTED PERSONS TO SELL SHARES

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

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

UNDERTAKING BY DIRECTORS

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated).

TAKEOVERS CODE

If, as a result of a purchase of securities of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in those Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, WM Cayman Holdings Limited I owned Shares representing approximately 72.29% of the issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholding of WM Cayman Holdings Limited I would be increased to approximately 80.32% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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

REPURCHASE OF SHARES IN PREVIOUS SIX MONTHS

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

SHARE PRICES

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

| | Shares Price (Per Share) | |
|--|-----------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| April 2010 | 12.72 | 11.12 |
| May 2010 | 12.82 | 10.54 |
| June 2010 | 14.52 | 12.16 |
| July 2010 | 13.84 | 12.02 |
| August 2010 | 14.36 | 13.00 |
| September 2010 | 14.50 | 12.98 |
| October 2010 | 17.90 | 13.36 |
| November 2010 | 17.96 | 15.02 |
| December 2010 | 18.10 | 15.50 |
| January 2011 | 22.30 | 17.78 |
| February 2011 | 21.80 | 17.90 |
| March 2011 | 22.20 | 19.44 |
| From 1 April 2011 to the Latest Practicable Date | 25.70 | 20.70 |

The following are the particulars of the retiring Directors subject to re-election at the 2011 Annual General Meeting:

(1) MS. LINDA CHEN

Ms. Linda Chen, aged 44, has been an executive Director and the Chief Operating Officer of the Company since 16 September 2009 and Chief Operating Officer of Wynn Resorts (Macau) S.A. (“**WRM**”) since June 2002. In these roles, she is responsible for the marketing and strategic development of WRM. Ms. Chen is also a director of Wynn Resorts, Limited and President of Wynn International Marketing, Ltd. (“**WIML**”). In these positions, she is responsible for the setup of international marketing operations of Wynn Resorts, Limited. Prior to joining the Group, Ms. Chen was Executive Vice President — International Marketing at MGM Mirage, a role she held from June 2000 until May 2002, and was responsible for the international marketing operations for MGM Grand, Bellagio and The Mirage. Prior to this position, Ms. Chen served as the Executive Vice President of International Marketing for Bellagio and was involved with its opening in 1998. She was also involved in the opening of the MGM Grand in 1993 and The Mirage in 1989. Ms. Chen is also a member of the Nanjing Committee of the Chinese People’s Political Consultative Conference (Macau). Ms. Chen holds a Bachelor of Science Degree in Hotel Administration from Cornell University in 1989 and completed the Stanford Graduate School of Business Executive Development Program in 1997.

Save as disclosed, Ms. Chen has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Ms. Chen has a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the terms of Ms. Chen’s service agreement, Ms. Chen is entitled to a fixed salary of HK\$100 per annum and a discretionary year-end bonus of an amount to be determined by the Company’s remuneration committee.

Save as disclosed, Ms. Chen has no other relationship with any Director, senior management or substantial or controlling Shareholders (each as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Chen held (i) vested and unvested stock options relating to an aggregate of 470,000 shares; and (ii) 200,000 non-vested shares in the common stock of Wynn Resorts, Limited (the Company’s controlling shareholder (as defined in the Listing Rules)). In addition, 10,000 shares in the common stock of Wynn Resorts, Limited are held by Ms. Chen personally.

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

(2) DR. ALLAN ZEMAN, GBS, JP

Dr. Allan Zeman, GBS, JP, aged 62, has been a Director of the Company since its inception and a non-executive Director of the Company since 16 September 2009 and is the Vice Chairman of the Company. He is also a non-executive director of Wynn Resorts, Limited, a position he has held since October 2002. 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 also Chairman of Ocean Park, a major theme park in Hong Kong.

Dr. Zeman is Vice Patron of the Hong Kong Community Chest and serves as a director of the “Star” Ferry Company, Limited. Dr. Zeman also serves as an independent non-executive director of Pacific Century Premium Developments Limited, Sino Land Company Limited and Tsim Sha Tsui Properties Limited, all of which are listed on the Hong Kong Stock Exchange. Dr. Zeman is an independent non-executive director of The Link Management Limited, a subsidiary of the Hong Kong Stock Exchange listed Link Real Estate Investment Trust.

Dr. Zeman is a member of the Food Business Task Force for Business Facilitation Advisory Committee, the Committee on the Commission on Strategic Development, the Vocational Training Council, the West Kowloon Cultural District Authority (“WKCD”), the Consultation Panel of the WKCD, WKCD Development Committee, WKCD Investment Committee, and WKCD Performing Arts Committee (of which Dr. Zeman is the Chairman). In 2001, Dr. Zeman joined the Richard Ivey School of Business’ Asian Advisory Board.

In 2001, Dr. Zeman was appointed a Justice of the Peace, and was awarded the Gold Bauhinia Star in 2004.

Save as disclosed, Dr. Zeman has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Dr. Zeman has a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the terms of Dr. Zeman’s appointment letter, Dr. Zeman is entitled to a fixed salary of HK\$500,000 per annum. As a member of the Company’s audit committee, Dr. Zeman is entitled to an annual payment of HK\$75,000. In addition, as a member of the Company’s nomination and corporate governance committee, Dr. Zeman is also entitled to an annual payment of HK\$50,000.

Save as disclosed, Dr. Zeman has no other relationship with any Director, senior management or substantial or controlling Shareholders (each as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Zeman held (i) vested and unvested stock options relating to an aggregate of 35,000 shares; and (ii) 7,500 non-vested shares in the common stock of Wynn Resorts, Limited. In addition, pursuant to the Company’s Share Option Scheme, Dr. Zeman held vested and unvested share options relating to an aggregate of 250,000 Shares.

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

(3) MR. BRUCE ROCKOWITZ

Mr. Bruce Rockowitz, aged 52, has been an independent non-executive Director of the Company since 16 September 2009. Mr. Rockowitz is also the President of Li & Fung (Trading) Ltd, the principal operating subsidiary of Li & Fung Limited, a company listed on the Hong Kong Stock Exchange. Mr. Rockowitz has been an executive director of Li & Fung Limited since 2001 and was the co-founder and Chief Executive Officer of Colby International Limited, a large Hong Kong buying agent, prior to the sale of Colby International Limited to Li & Fung Limited in 2000. He is a member of the Advisory Board for the Wharton School's Jay H Baker Retailing Initiative, 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, New York, United States. In December 2008, Mr. Rockowitz was ranked first by Institutional Investor for Asia's Best CEOs in the consumer category. In the years 2010 and 2011, he was ranked as one of the world's 30 best CEOs by Barron's. In addition to his position at Li & Fung, Mr. Rockowitz is the non-executive Chairman of The Pure Group, a lifestyle, fitness and yoga group operating in Hong Kong, Singapore and Taiwan and soon to be opening in mainland China. As non-executive Chairman of The Pure Group, Mr. Rockowitz provides strategic vision and direction to the senior management of The Pure Group.

Save as disclosed, Mr. Rockowitz has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Rockowitz has a service agreement with the Company for an initial period of two years from 11 September 2009 and continuing thereafter until termination subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under the terms of Mr. Rockowitz's appointment letter, Mr. Rockowitz is entitled to a fixed salary of HK\$500,000 per annum. As a member of the Company's audit committee, Mr. Rockowitz is entitled to an annual payment of HK\$75,000. In addition, as a member of the Company's remuneration committee, Mr. Rockowitz is also entitled to an annual payment of HK\$50,000.

Save as disclosed, Mr. Rockowitz has no other relationship with any Director, senior management or substantial or controlling Shareholders (each as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, pursuant to the Company's Share Option Scheme, Mr. Rockowitz held vested and unvested share options relating to an aggregate of 250,000 Shares.

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

NOTICE OF ANNUAL GENERAL MEETING



Wynn Macau, Limited
永利澳門有限公司*

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**2011 Annual General Meeting**”) of Wynn Macau, Limited (the “**Company**”) will be held at the Grand Ballroom at Wynn Macau, Rua Cidade de Sintra, NAPE, Macau SAR on Tuesday, 17 May 2011 at 12 p.m. (noon) for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2010.
2. To note the retirement of the directors retiring by rotation, to re-elect directors and to authorize the board of directors of the Company to fix the respective directors’ remuneration. The directors of the Company retiring by rotation and proposed to be re-elected are:
 - (a) Ms. Linda Chen, an executive director of the Company;
 - (b) Dr. Allan Zeman, a non-executive director of the Company; and
 - (c) Mr. Bruce Rockowitz, an independent non-executive director of the Company.
3. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration.

SPECIAL BUSINESS

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

Share repurchase mandate

4. “**THAT:**
 - (a) a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange

NOTICE OF ANNUAL GENERAL MEETING

of Hong Kong Limited for this purpose, provided that the total nominal amount of shares of the Company which may be purchased pursuant to this mandate shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly;

- (b) for the purposes of this resolution:

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

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

Share issue mandate

5. “**THAT:**

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares and to make an offer or agreement or grant an option (including but not limited to warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and/or options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted and issued in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any subscription or conversion rights attaching to any warrants which may be allotted and issued by the Company or any securities which are convertible into shares of the Company from time to time;
 - (iii) pursuant to the exercise of any options which may be granted under a share option scheme of the Company;
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required under Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board
Wynn Macau, Limited
Stephen A. Wynn
Chairman

Hong Kong, 12 April 2011

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the 2011 Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the 2011 Annual General Meeting is entitled to appoint more than one proxy to attend and vote on behalf of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the 2011 Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the Company’s annual report in respect of the year ended 31 December 2010.

As at the date of this announcement, the board of directors of the Company comprises Stephen A. Wynn, Ian Michael Coughlan and Linda Chen (as executive directors); Kazuo Okada, Allan Zeman and Marc D. Schorr (as non-executive directors); and Nicholas Sallnow-Smith, Bruce Rockowitz and Jeffrey Kin-fung Lam (as independent non-executive directors).

* For identification purposes only