
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 to be taken, you should consult your stockbroker or any other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares in Wynn Macau, Limited, you should at once hand this circular 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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MAJOR TRANSACTION

**CONSTRUCTION WORKS
FOR
THE COMPANY'S COTAI PROJECT**

* For identification purposes only.

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meanings set out below:

“Board”	: the board of Directors of the Company
“Company”	: Wynn Macau, Limited, a company incorporated in the Cayman Islands on 4 September 2009 as an exempted company with limited liability
“Construction Works”	: the construction of the Company’s Cotai project being undertaken by LCAL
“Cotai Construction Agreement”	: the supplemental agreement between WRM, Palo and LCAL dated 29 July 2013 concerning the construction of the Company’s Cotai project and confirming, among other things, the guaranteed maximum price for the Construction Works, and which supplements the agreement between the same parties dated 9 November 2012
“Cotai Land”	: the approximately 51 acres of land in the Cotai area of Macau, leased by Palo from the Macau Government for the purpose of the Group’s construction, development and operation of the Company’s Cotai project
“Cotai Land Concession Agreement”	: the agreement between WRM, Palo and the Macau Government dated 2 May 2012 governing the Group’s lease of the Cotai Land
“Director(s)”	: the director(s) of the Company
“FCIS”	: Fellow of The Institute of Chartered Secretaries and Administrators
“FCS”	: Fellow of The Hong Kong Institute of Chartered Secretaries
“Gaming Concession Agreement”	: the gaming concession contract for the operation of games of chance or other games in casinos in Macau entered into between WRM and the Macau Government on 24 June 2002
“Group”, “we”, “us” or “our”	: the Company and its subsidiaries, or any of them, and the businesses carried on by such subsidiaries, except where the context makes it clear that the reference is only to the Company itself and not to the Group
“HK\$”	: Hong Kong dollars, the lawful currency of Hong Kong. For the convenience of the reader, this circular contains currency conversions between United States dollars (US\$) to Hong Kong dollars (HK\$) at the rate of US\$1 = HK\$7.8

DEFINITIONS

“Hong Kong”	: the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	: 27 August 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“LCAL”	: Leighton Contractors (Asia) Limited, a company incorporated in Hong Kong
“Listing Rules”	: the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	: the Macau Special Administrative Region of the People’s Republic of China
“Macau Government”	: the government of the Macau Special Administrative Region of the People’s Republic of China
“Model Code”	: the Model Code for Securities Transactions by Directors of Listed Issuers, Appendix 10 to the Listing Rules
“MOP”	: Macau patacas, the lawful currency of Macau. For the convenience of the reader, this circular contains currency conversions between Macau patacas to Hong Kong dollars (HK\$) at the rate of MOP1.03 = HK\$1
“NAPE Land Concession Agreement”	: the agreement entered into between WRM and the Macau Government and published in the gazette of Macau on 4 August 2004 governing the Group’s lease of approximately 16 acres of land in downtown Macau’s inner harbor area where “Wynn Macau” and “Encore” are located
“Palo”	: Palo Real Estate Company Limited, a company incorporated in Macau with limited liability and a wholly-owned indirect subsidiary of the Company
“SFO”	: The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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) of the Company
“Stock Exchange”	: The Stock Exchange of Hong Kong Limited
“Transaction”	: the transaction contemplated under the Cotai Construction Agreement

DEFINITIONS

“US\$”	:	United States dollars, the lawful currency of the United States of America
“WRM”	:	Wynn Resorts (Macau) S.A., a company incorporated in Macau with limited liability and a wholly-owned indirect subsidiary of the Company
“Wynn Macau Credit Facilities”	:	the senior secured bank facility totaling US\$2.5 billion (approximately HK\$19.5 billion) equivalent consisting of US\$950 million (approximately HK\$7.4 billion) equivalent fully funded senior secured term loan facilities and a US\$1.55 billion (approximately HK\$12.1 billion) equivalent senior secured revolving credit facility

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:

Stephen A. Wynn (*Chairman*)
Ian Michael Coughlan
Linda Chen

Registered Office:

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

Non-Executive Directors:

Allan Zeman
Matthew O. Maddox

Headquarters in Macau:

Rua Cidade de Sintra
NAPE, Macau SAR

Independent Non-executive Directors:

Nicholas Sallnow-Smith
Bruce Rockowitz
Jeffrey Kin-fung Lam

Principal Place of Business in Hong Kong:

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

30 August 2013

To the Shareholders

Dear Sir or Madam

MAJOR TRANSACTION

CONSTRUCTION WORKS FOR THE COMPANY'S COTAI PROJECT

INTRODUCTION

Reference is made to the Company's announcement made on 30 July 2013 concerning the Cotai Construction Agreement entered into between WRM, Palo and LCAL for the Construction Works for the Company's Cotai project for a guaranteed maximum price of HK\$20,007,640,731.

The purpose of this circular is to provide you with, among other things, (i) further information about the Construction Works for the Company's Cotai project; (ii) financial and other information of the Group; and (iii) other information as required under the Listing Rules.

* For identification purposes only.

LETTER FROM THE BOARD

PRINCIPAL TERMS OF THE COTAI CONSTRUCTION AGREEMENT

The principal terms of the Cotai Construction Agreement are as follows:

Date	:	29 July 2013 (date of supplemental agreement confirming, among other things, the guaranteed maximum price of the Construction Works)
Parties	:	(1) WRM (2) Palo (3) LCAL
Subject	:	The construction of the Company's Cotai project.
Expected timing of completion of the Construction Works	:	In the first half of 2016.
Guaranteed maximum price	:	HK\$20,007,640,731
On-demand bond	:	WRM and Palo will receive an on-demand bond for 5% of the value of the Construction Works, in addition to the parent company guarantee already received from LCAL's parent company, Leighton Holdings Limited, covering the obligations of LCAL under the Cotai Construction Agreement. The on-demand bond will be provided by financial institution, surety or insurance company as additional security to WRM and Palo, and will entitle WRM and Palo to make draws up to the full amount of the bond upon a written certification by WRM and Palo to the issuer of the bond that LCAL has failed to perform any of its obligations under the Cotai Construction Agreement.

Scope of Construction

Pursuant to the Cotai Construction Agreement, we have agreed to engage LCAL with respect to the construction of an integrated luxury resort on the Cotai Land. The resort will include a casino, luxury hotel and other facilities and attractions including a spa, restaurants, retail stores, a convention and business center and public attractions. The scope of the Construction Works provides for a gross floor area of approximately 500,000 square meters and includes a single hotel tower with approximately 1,700 rooms above a two story podium. Detailed design plans will continue to be developed and finalized during the course of construction. Under the Cotai Construction Agreement, LCAL is responsible for construction, project management, substructure, structural, design and architectural works, facades, exterior finishes, certain interior finishes, mechanical, electrical and plumbing installations, external landscaping work, underground drainage and utilities service works. LCAL must complete the Construction Works in accordance with the detailed terms of the Cotai Construction Agreement in good faith and by furnishing its best skill and judgment. LCAL has also made undertakings and representations and provided warranties and covenants in favor of WRM and Palo.

The Company's Cotai project is currently expected to cost approximately HK\$31 billion, which is within the range of expected costs reported in the Company's 2012 annual report. The additional costs of the Company's Cotai project reflected in the above expected cost that are not within the scope of the Cotai Construction Agreement will not be undertaken by LCAL and will be borne by the Group. These additional costs include, but are not limited to, pre-opening costs, the purchase of the Group's supplies and equipment, land lease payments for the Cotai Land, capitalized interest and certain fit-out costs of the Company's Cotai project. The Group currently anticipates opening the resort in the first half of 2016.

LETTER FROM THE BOARD

Payment Terms and Funding

The guaranteed maximum price was derived after arm's length negotiations between the Group and LCAL with reference to factors such as the expected scope and complexity of the Construction Works, the estimated cost of materials and labor and the market price for carrying out comparable work.

Under the Cotai Construction Agreement, the Group will make monthly progress payments against approved invoices. The payments are anticipated to be made from internal resources and existing credit facilities of the Group.

The Group will retain 5% from each progress payment as retention money. The retained funds will be released to LCAL in two installments in the following manner:

- Upon the project reaching substantial completion, 50% of the retention money will be released on the next regularly scheduled payment date following substantial completion; and
- the remaining 50% of the retention money will be released on the first anniversary of the date of substantial completion, or upon the expiration of the defects liability period for the construction works, whichever is later.

LCAL may apply to the Group for an advance payment of up to HK\$100 million after two months from the indicated commencement date of the relevant construction works. Early completion bonus payments for early achievement of substantial completion and interim milestones are already factored into the guaranteed maximum price, and will be made to LCAL only if certain conditions are satisfied under the Cotai Construction Agreement.

The Group is entitled to liquidated damages for delays if LCAL fails to achieve any of the interim milestones and/or substantial completion within the applicable prescribed times. The aggregate liability for failure to achieve any and all of the interim milestones and/or substantial completion will not exceed US\$200 million (approximately HK\$1,560 million).

REASONS FOR AND BENEFITS OF THE COTAI CONSTRUCTION AGREEMENT

LCAL was selected through a competitive process that included comparisons of, among other factors, design and construction capabilities, cost of work and contractor fees, contingencies, preliminaries, scheduling and ability to execute in accordance with the Group's proposed timetable for the construction of the Company's Cotai project.

After due care and consideration of the relevant factors, the Directors believe that it is in the best interests of the Company to engage LCAL for the Construction Works. The terms and conditions of the Cotai Construction Agreement were negotiated among the parties involved on an arm's-length basis. The Board (including the independent non-executive Directors) considers that the terms and conditions of the Cotai Construction Agreement, including the payment terms, are on normal commercial terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole. The Board believes that the development and construction of the Company's Cotai project will facilitate the growth of the Group's business.

None of the Directors has any material interest in the Cotai Construction Agreement. Accordingly, none of them was required to abstain from voting on the board resolutions for considering and approving the Transaction.

LETTER FROM THE BOARD

INFORMATION ABOUT THE COMPANY AND LCAL

The Company, through WRM, develops, owns and operates destination casino resorts in Macau. WRM holds one of the six concessions or subconcessions authorizing it to own and operate casinos in Macau, and currently owns and operates “Wynn Macau” and “Encore”.

LCAL provides engineering and construction services and has extensive experience in a diverse range of large-scale construction projects in both public and private sectors, including commercial and residential developments and five-star luxury casinos and hotels. LCAL acted as the main contractor for the “Wynn Macau” and “Encore” construction projects. To the best of each Director’s knowledge, information and belief having made all reasonable enquiries, LCAL and its respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios calculated under the Listing Rules in respect of the Cotai Construction Agreement based on the guaranteed maximum price exceeds 25% but is less than 100%, the Transaction constitutes a major transaction of the Company and is subject to the notification, publication and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

As no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for approving the Transaction, and as the Company has obtained written approval of the Transaction from WM Cayman Holdings Limited I in lieu of convening a general meeting, as permitted by Rule 14.44 of the Listing Rules, the shareholders’ approval requirement is deemed fulfilled and the Company is not required to convene a general meeting for approving Transaction. WM Cayman Holdings Limited I owns an aggregate of 3,750,000,000 Shares, representing approximately 72.3% of the total issued Shares and voting rights of the Company as at the date of this circular.

RECOMMENDATION OF THE BOARD

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Cotai Construction Agreement, including the payment terms, were negotiated on an arm’s length basis and are on normal commercial terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Board would have recommended the Shareholders to vote in favor of resolutions approving the Transaction if a general meeting was required to be convened to fulfill the shareholders’ approval requirements under Chapter 14 of the Listing Rules. As disclosed above, WM Cayman Holdings Limited I has provided the Company with written approval of Transaction in lieu of convening a general meeting.

GENERAL

Your attention is drawn to the additional information set out in Appendix I (Financial Information of the Group) and Appendix II (General Information) to this circular.

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

1. AUDITED FINANCIAL STATEMENTS OF THE GROUP

The financial statements of the Group for the three years ended 31 December 2010, 31 December 2011 and 31 December 2012 are set out in the annual reports of the Company published on 11 April 2011, 23 April 2012 and 23 April 2013, respectively, available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.wynnmacaulimited.com>).

The following are the links to the respective annual reports of the Company on the website of the Stock Exchange and the pages on which the audited consolidated financial statements of the Group for each of the relevant periods can be found:

Year ended 31 December 2012 (pages 76 to 169):

http://media.corporate-ir.net/media_files/IROL/23/231614/E101_2012.pdf

Year ended 31 December 2011 (pages 73 to 160):

http://media.corporate-ir.net/media_files/IROL/23/231614/E101.pdf

Year ended 31 December 2010 (pages 67 to 145):

http://media.corporate-ir.net/media_files/irol/23/231614/20110411/E101.pdf

2. STATEMENT OF INDEBTEDNESS

As at the Latest Practicable Date, the Group had outstanding borrowings of approximately HK\$7.4 billion, which were comprised entirely of term loan borrowings under the Wynn Macau Credit Facilities. The Group has not yet drawn on the revolving loan portion of the Wynn Macau Credit Facilities and has approximately HK\$12.1 billion of borrowing available thereunder.

Borrowings under the Wynn Macau Credit Facilities are guaranteed by Palo and by certain subsidiaries of the Company that own equity interest in WRM, and are secured by substantially all of the assets of WRM, the equity interests in WRM and substantially all of the assets of Palo.

WRM has provided bank guarantees totaling approximately MOP325.4 million (approximately HK\$315.9 million) to certain parties, of which approximately MOP310.4 million (approximately HK\$301.3 million) was provided in favor of the Macau Government as required under the Gaming Concession Agreement, the NAPE Land Concession Agreement and the Cotai Land Concession Agreement with the Macau Government and approximately MOP15.0 million (approximately HK\$14.6 million) was provided in favor of certain vendors. The guarantee provided to the Macau Government under the Gaming Concession Agreement is secured by a second priority security interest in the same collateral package securing the Wynn Macau Credit Facilities.

Save as otherwise disclosed in this circular and apart from any intra-group liabilities, the Group did not, as at the Latest Practicable Date, have any debt securities issued and outstanding, or authorized or otherwise created but unissued, other borrowings or indebtedness in the nature of borrowing of the Group including overdrafts and liabilities under acceptances (other than normal trade bills) or other similar indebtedness, acceptance credits or hire purchase commitments, debentures, mortgages, charges, guarantees or other material contingent liabilities.

The Directors have confirmed that there has been no material adverse change in the indebtedness and contingent liabilities of the Group since the Latest Practicable Date.

3. WORKING CAPITAL

After taking into account the Group's internal resources, the Directors (including the independent non-executive Directors) are of the opinion that the Group, in the absence of unforeseen circumstances, will have sufficient working capital for the next twelve months following the date of this circular.

4. FINANCIAL EFFECT OF ENTERING INTO THE COTAI CONSTRUCTION AGREEMENT ON THE GROUP

The payments under the Cotai Construction Agreement are anticipated to be made from internal resources and existing credit facilities of the Group. Accordingly, the Construction Works for the Cotai project will increase the Group's fixed assets and liabilities and may increase the debt-to-equity ratio, while it will decrease the current assets. The total cash outflow of the Company in the next 12 months in respect of the Construction Works is approximately HK\$3.8 billion. The Company does not expect the Construction Works for the Cotai project to have any material negative impact on its earnings, cash flow position or its business operations.

5. FINANCIAL AND OPERATIONAL PROSPECTS OF THE GROUP

As disclosed in the Company's 2012 annual report, the net profit attributable to owners of the Company increased by 8.8%, from approximately HK\$5.9 billion in 2011 to approximately HK\$6.4 billion in 2012. Based on the financial information set out in the Company's announcements made on 26 April 2013 and 29 July 2013, the net profit attributable to owners of the Company increased by 10.8%, from US\$429.9 million (approximately HK\$3.4 billion) for the six months ended 30 June 2012 to US\$476.4 million (approximately HK\$3.7 billion) for the six months ended 30 June 2013. This increase was mainly due to greater revenues overall from our casino and non-casino operations.

The Directors consider that on completion, the Company's Cotai project will generate additional sources of income for the Group and further diversify the Group's business through its presence in the Cotai area of Macau, will enhance the Group's overall competitiveness and improve its business and financial performance.

The risks and uncertainties affecting our results of operations and financial condition include, but are not limited to, competition in the casino/hotel and resorts industries, our Company's dependence on existing management, levels of travel, leisure and casino spending, general economic conditions, and changes in certain laws or regulations, including gaming laws. Additional information concerning potential factors that could affect our Company's performance are included in our published interim and annual reports.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors and Chief Executive in the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of each Director and of the chief executive of the Company (being Mr. Stephen A. Wynn) in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director or chief executive is taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange; or (d) were disclosed according to the knowledge of the Directors were as follows:

(i) Interests in the Company

Name of Director	Personal Interest	Family Interest	Corporate Interest	Other Interest	Total Number of Shares	Approximate Percentage of Shareholding
Allan Zeman	740,000 (Long Position) (Note 1)	—	—	—	740,000 (Long Position) (Note 1)	—
Nicholas Sallnow-Smith	—	10,000 (Long Position) (Note 2)	—	—	10,000 (Long Position) (Note 2)	0.00%
	740,000 (Long Position) (Note 2)	—	—	—	740,000 (Long Position) (Note 2)	—
Bruce Rockowitz	50,000 (Long Position) (Note 3)	—	—	—	50,000 (Long Position) (Note 3)	0.00%
	690,000 (Long Position) (Note 3)	—	—	—	690,000 (Long Position) (Note 3)	—
Jeffrey Kin-fung Lam	740,000 (Long Position) (Note 4)	—	—	—	740,000 (Long Position) (Note 4)	—

Notes:

- (1) Pursuant to the Company's share option scheme, share options for 740,000 Shares have been granted to Dr. Allan Zeman, of which share options for 228,000 Shares have vested as at the Latest Practicable Date.

- (2) Mr. Nicholas Sallnow-Smith's spouse, Ms. Lora Sallnow-Smith, was interested in 10,000 Shares. Mr. Nicholas Sallnow-Smith was deemed to be interested in the 10,000 Shares held by his spouse under the SFO. Pursuant to the Company's share option scheme, share options for 740,000 Shares have been granted to Mr. Nicholas Sallnow-Smith, of which share options for 228,000 Shares have vested as at the Latest Practicable Date.
- (3) Mr. Bruce Rockowitz holds (i) 50,000 Shares in his personal capacity; and (ii) share options for 690,000 Shares under the Company's share option scheme, of which share options for 178,000 Shares have vested as at the Latest Practicable Date.
- (4) Pursuant to the Company's share option scheme, share options for 740,000 Shares have been granted to Mr. Jeffrey Kin-fung Lam, of which share options for 228,000 Shares have vested as at the Latest Practicable Date.

(ii) *Interests in associated corporations — Wynn Resorts, Limited*

<u>Name of Director</u>	<u>Personal Interest</u>	<u>Family Interest</u>	<u>Corporate Interest</u>	<u>Other Interest</u>	<u>Total Number of Shares</u>	<u>Approximate Percentage of Shareholding</u>
Stephen A. Wynn	10,026,708 (Long Position) (Note 1)	5,000 (Long Position) (Note 1)	—	—	10,031,708 (Long Position) (Note 1)	9.92%
Ian Michael Coughlan	10,000 (Long Position) (Note 2)	—	—	—	10,000 (Long Position) (Note 2)	0.01%
	50,000 (Long Position) (Note 2)	—	—	—	50,000 (Long Position) (Note 2)	—
Linda Chen	154,600 (Long Position) (Note 3)	—	—	—	154,600 (Long Position) (Note 3)	0.15%
	385,000 (Long Position) (Note 3)	—	—	—	385,000 (Long Position) (Note 3)	—
Matthew O. Maddox	97,755 (Long Position) (Note 4)	—	—	—	97,755 (Long Position) (Note 4)	0.10%
	355,000 (Long Position) (Note 4)	—	—	—	355,000 (Long Position) (Note 4)	—
Allan Zeman	720 (Long Position) (Note 5)	—	—	—	720 (Long Position) (Note 5)	—

Notes:

- (1) Mr. Stephen A. Wynn holds 10,026,708 shares in the common stock of Wynn Resorts, Limited. Mr. Stephen A. Wynn's spouse was interested in 5,000 shares in the common stock of Wynn Resorts, Limited. Mr. Stephen A. Wynn has disclaimed his interest in these shares held by his spouse but was deemed to be interested in them under the SFO.
- (2) Pursuant to the 2002 Stock Incentive Plan of Wynn Resorts, Limited (the "Stock Plan"), Mr. Ian Michael Coughlan holds (i) 10,000 shares in the common stock of Wynn Resorts, Limited; and (ii) 50,000 stock options in the common stock of Wynn Resorts, Limited, of which share options for 20,000 shares have vested as at the Latest Practicable Date.

- (3) Pursuant to the Stock Plan, Ms. Linda Chen held (i) 54,600 shares in the common stock of Wynn Resorts, Limited; (ii) 100,000 non-vested shares in the common stock of Wynn Resorts, Limited; and (iii) 385,000 stock options in the common stock of Wynn Resorts, Limited, of which share options for 30,000 shares have vested as at the Latest Practicable Date.
- (4) Pursuant to the Stock Plan, Mr. Matthew O. Maddox held (i) 47,755 shares in the common stock of Wynn Resorts, Limited; (ii) 50,000 non-vested shares in the common stock of Wynn Resorts, Limited; and (iii) 355,000 unvested stock options in the common stock of Wynn Resorts, Limited as at the Latest Practicable Date.
- (5) Pursuant to the Stock Plan, Dr. Allan Zeman held 720 vested stock options in the common stock of Wynn Resorts, Limited as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company was interested, or was deemed to be interested, in the long and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director or chief executive is taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange; or (d) were disclosed to the knowledge of the Directors.

(b) Substantial Shareholders' interest in the Company

As at the Latest Practicable Date, so far as is known to any Director or the chief executive of the Company, the persons who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or as otherwise notified to the Company were as follows:

<u>Name</u>	<u>Capacity/ Nature of Interest</u>	<u>Number of Shares</u>	<u>Percentage of the issued Share capital of the Company</u>
WM Cayman Holdings Limited I (<i>Note 1</i>)	Beneficial interest	3,750,000,000 (Long Position)	72.29%
Wynn Group Asia, Inc. (<i>Note 1</i>)	Interest of a controlled corporation	3,750,000,000 (Long Position)	72.29%
Wynn Resorts, Limited (<i>Note 1</i>)	Interest of a controlled corporation	3,750,000,000 (Long Position)	72.29%
The Capital Group Companies, Inc. (<i>Note 2</i>)	Interest of a controlled corporation	265,152,800 (Long Position)	5.11%

Notes:

- (1) WM Cayman Holdings Limited I is a wholly owned subsidiary of Wynn Group Asia, Inc., which in turn is wholly owned by Wynn Resorts, Limited. Therefore Wynn Group Asia, Inc. and Wynn Resorts, Limited were deemed or taken to be interested in 3,750,000,000 shares which are beneficially owned by WM Cayman Holdings Limited I.
- (2) The Capital Group Companies, Inc. was deemed interested in 265,152,800 Shares, comprised of the Shares held by two wholly-owned subsidiaries, namely Capital Research and Management Company and Capital Group International, Inc. (which were deemed interested in the Company through the Shares held by Capital Guardian Trust Company, Capital International, Inc., Capital International Limited and Capital International Sarl, each a wholly-owned subsidiary of Capital Group International, Inc.).

Save as disclosed above, the Company had not been notified of any other corporation or person who, as at the Latest Practicable Date, had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

3. LITIGATION

As at the Latest Practicable Date, so far as is known to the Directors, no member of the Group was engaged in any litigation or claims of material importance and no litigation or claims of material importance were known to the Directors to be pending or threatened against any member of the Group. Some of the Group's affiliates are involved in litigation, details of which can be found in the Company's announcement dated 11 August 2013 concerning the unaudited results of the first half of fiscal 2013 of our controlling Shareholder, Wynn Resorts, Limited.

4. DIRECTORS' INTERESTS IN CONTRACTS AND COMPETING BUSINESSES

To the knowledge of the Board:

- (a) there was no contract of significance or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date in which any Director was materially interested and which was significant to the business of the Group;
- (b) none of the Directors had any interest in any business in Macau which competes or may compete with the Group's business as at the Latest Practicable Date; and
- (c) none of the Directors had any interest, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2012, being the date to which latest published audited consolidated financial statements of the Group were made up.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position or prospects of the Group since 31 December 2012, being the date to which latest published audited consolidated financial statements of the Group were made up.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Group referred to in Rule 13.68 of the Listing Rules.

7. MATERIAL CONTRACTS

The following contracts, which are contracts that are or may be outside the ordinary course of business, have been entered into by members of the Group within the two years preceding the Latest Practicable Date and which are or may be material:

- (a) the Cotai Land Concession Agreement dated 2 May 2012 between the Macau Government as first grantor, Palo as second grantor and WRM as third grantor in respect of the lease of the Cotai Land from the Macau Government by Palo for an initial term of 25 years. The total land premium payable for the Cotai Land under this agreement is approximately MOP1,547.4 million (approximately HK\$1,502.4 million) and a further rent payment during the development of the Cotai Land of approximately MOP6.2 million (approximately HK\$6.0 million) per year and approximately MOP8.6 million (approximately HK\$8.4 million) per year in rent once development is completed; and
- (b) the Cotai Construction Agreement.

Save as disclosed above, no other material contract (being contracts not entered into in the ordinary course of business) has been entered into by the Group within the two years immediately preceding the Latest Practicable Date.

8. GENERAL

- (a) The registered office of the Company is situated at P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.
- (b) The head office of the Company in Macau is situated at Rua Cidade de Sintra, NAPE, Macau SAR.
- (c) The principal place of business of the Company in Hong Kong is situated at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong.
- (d) The external auditors of the Company are Ernst & Young (Certified Public Accountants).
- (e) The company secretary of the Company is Ho Wing Tsz Wendy, *FCIS, FCS*.
- (f) The principal share registrar and transfer office of the Company in the Cayman Islands is Appleby Trust (Cayman) Limited, situated at Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands.
- (g) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited, situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (h) The English text of this circular prevails over the Chinese text in case of inconsistency.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the offices of Skadden, Arps, Slate, Meagher & Flom, 42/F, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong during normal business hours on any weekday other than public holidays from the date of this circular up to and including 12 September 2013:

- (a) the memorandum and articles of association of the Company;
- (b) the material contracts referred to in the section headed "Material Contracts" of this Appendix;
- (c) the annual reports of the Company, which includes the audited consolidated financial statements of the Group, for the three years ended 31 December 2010, 31 December 2011 and 31 December 2012; and
- (d) this circular.