
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sands China Ltd., you should at once hand this circular, together with the enclosed 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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SANDS CHINA LTD.

金沙中國有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1928)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF NEW DIRECTOR
AND
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED ADOPTION OF FORMAL CHINESE NAME
AND
PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Sands China Ltd. to be held at The Venetian Macao-Resort-Hotel, Sicily 2401 to 2502, Level 1, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macao on Friday, May 31, 2013 at 11:00 a.m. is set out on pages 17 to 24 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sandschinaltd.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch 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 soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

This circular is prepared in English and Chinese. In case of inconsistency, please refer to the English version as it shall prevail.

* For identification purposes only

March 22, 2013

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DEFINITIONS

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

“AGM Notice”	the Notice of Annual General Meeting set out on pages 17 to 24 of this circular;
“Annual General Meeting”	an annual general meeting of the Company to be held at The Venetian Macao-Resort-Hotel, Sicily 2401 to 2502, Level 1, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macao on Friday, May 31, 2013 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Sands China Ltd. 金沙中國有限公司*, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries and, in respect of the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	March 15, 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association;
“Memorandum of Association”	the memorandum of association of the Company currently in force;

* For identification purposes only

DEFINITIONS

“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules;
“LVS”	Las Vegas Sands Corp., a company incorporated in Nevada, U.S.A. in August 2004 and the common stock of which is listed on the New York Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	ordinary share(s) of US\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchase issued by the Securities and Futures Commission in Hong Kong; and
“US\$”	United States dollars, the lawful currency of the United States.

LETTER FROM THE BOARD

SANDS CHINA LTD.

金沙中國有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1928)

Executive Directors:

Edward Matthew Tracy
(President and Chief Executive Officer)
Toh Hup Hock
*(Chief Financial Officer and
Executive Vice President)*

Non-Executive Directors:

Sheldon Gary Adelson *(Chairman)*
Michael Alan Leven
(David Alec Andrew Fleming as his alternate)
Jeffrey Howard Schwartz
Irwin Abe Siegel
Lau Wong William

Independent Non-Executive Directors:

Iain Ferguson Bruce
Chiang Yun
David Muir Turnbull
Victor Patrick Hoog Antink

Registered Office:

Intertrust Corporate Services (Cayman) Limited
190 Elgin Avenue
George Town, Grand Cayman KY1-9005
Cayman Islands

Principal Place of Business in Hong Kong:

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

March 22, 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF NEW DIRECTOR
AND
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED ADOPTION OF FORMAL CHINESE NAME
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PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (a) the re-election of the retiring Directors and the election of a new Director; (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively; (c) the adoption of a formal Chinese name; and (d) the amending of the Memorandum and Articles of Association.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF NEW DIRECTOR

In accordance with Articles 106(1) and (2) of the Articles of Association, Mr. Toh Hup Hock, Mr. Michael Alan Leven, Mr. Jeffrey Howard Schwartz and Mr. David Muir Turnbull shall retire at the Annual General Meeting. In addition, Mr. Victor Patrick Hoog Antink who was appointed by the Board on December 7, 2012 shall hold office until the Annual General Meeting pursuant to Article 101(3) of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Following the recommendation from the Company's Nomination Committee, the Directors recommend to the Shareholders that Mr. Steven Zygmunt Strasser be elected as an Independent Non-Executive Director at the Annual General Meeting in accordance with Article 101(2) of the Articles of Association. If approved by the Shareholders at the Annual General Meeting, Mr. Steven Zygmunt Strasser will serve as an Independent Non-Executive Director.

The Board believes that Mr. Strasser's business experience in the United States, Canada and Hong Kong will bring an additional perspective to the Board in respect of the Company's non-gaming operations (such as retail malls, hotel and convention businesses). In addition, both the Board and the Company's Nomination Committee consider that Mr. Strasser satisfies the independence criteria for an Independent Non-Executive Director as set out in Rule 3.13 of the Listing Rules.

Details of the retiring Directors offering themselves for re-election and Mr. Steven Zygmunt Strasser are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting of the Company held on June 1, 2012, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the AGM Notice (i.e. an aggregate nominal amount of Shares up to US\$8,055,805.38 (equivalent to 805,580,538 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the AGM Notice (i.e. an aggregate nominal amount of Shares up to US\$16,111,610.76 (equivalent to 1,611,161,076 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED ADOPTION OF FORMAL CHINESE NAME

The Directors propose formally to adopt the Chinese name “金沙中國有限公司” as the formal Chinese name of the Company (alongside the Company’s formal English name).

The proposed adoption of the formal Chinese name of the Company is subject to (a) the passing of a special resolution by the Shareholders at the Annual General Meeting; and (b) the registration of the formal Chinese name of the Company by the Registrar of Companies of the Cayman Islands. Assuming all the aforesaid conditions are fulfilled, the adoption of the formal Chinese name of the Company shall take effect from the date of the Annual General Meeting (or in the event the Annual General Meeting is adjourned, from the date of the adjourned Annual General Meeting). The Company will carry out all necessary filing procedures with the Registrar of Companies of the Cayman Islands and also notify the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

The proposed adoption of the formal Chinese name of the Company will not affect any rights of the Shareholders. The existing share certificates of the Company in issue bearing the present name of the Company will, after the proposed adoption of the formal Chinese name becomes effective, continue to be evidence of title to such Shares and the existing share certificates of the Company in issue will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates for new certificates bearing the formal Chinese name of the Company.

The stock short names for trading in the Shares on the Stock Exchange, namely “SANDS CHINA LTD” in English and “金沙中國有限公司” in Chinese, will remain unchanged.

A further announcement will be made by the Company upon completion of the registration of the formal Chinese name of the Company by the Registrar of Companies of the Cayman Islands.

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Directors propose that certain amendments to the Memorandum and Articles of Association be made to be consolidated through the adoption of a new amended and restated memorandum and articles of association of the Company which will replace the existing Memorandum and Articles of Association in their entirety. The proposed amendments to the Memorandum and Articles of Association will be subject to the passing of a special resolution by the Shareholders at the Annual General Meeting. As stated in the Company’s announcement dated March 15, 2013, the purpose of such amendments is to modernize certain provisions in the existing Memorandum and Articles of Association and to align them with the current Corporate Governance Code under the Listing Rules. A summary of the principal changes are set out below:

- (a) updating the current registered office of the Company;
- (b) removing the annual time limit for closure of the register of members of the Company;
- (c) providing the Company with certain flexibility to amend the date, time or location of a general meeting if it is impracticable or unreasonable to hold the general meeting on or at its original date, time or location;

LETTER FROM THE BOARD

- (d) simplifying the process for appointing a chairman of a general meeting and of a meeting of the Board;
- (e) reducing the waiting period for satisfying the quorum requirement of a general meeting from half an hour to 5 minutes (or such longer period as the chairman of the meeting may decide);
- (f) providing the Company with certain flexibility in relation to adjourned general meeting;
- (g) clarifying the procedures for amending resolutions proposed at general meetings;
- (h) enabling the Company to make any necessary arrangements to ensure that general meetings are conducted in a proper and orderly manner; and
- (i) clarifying that the Independent Non-Executive Directors of the Company shall comprise at least one-third of the Board.

Details of the proposed amendments to the Memorandum and Articles of Association are set out in item 9 of the AGM Notice. The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules. The legal advisers to the Company as to Cayman Islands laws have confirmed that the proposed amendments comply with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

The Memorandum and Articles of Association (not including the proposed amendments set out in the AGM Notice) is available for inspection by the Shareholders at the websites of the Stock Exchange and the Company.

Shareholders are advised that the proposed amendments to the Memorandum and Articles of Association are available only in English and the Chinese translation of the proposed amendments provided in the AGM Notice is for reference only. In case of inconsistency, please refer to the English version as it shall prevail.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Pursuant to the Listing Rules (except for procedural and administrative matters) and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement of the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sandschinaltd.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch 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 soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, election of Mr. Steven Zygmunt Strasser as an Independent Non-Executive Director, granting of the Share Repurchase Mandate and Issuance Mandate, adoption of formal Chinese name and amending of the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Sands China Ltd.
Sheldon Gary Adelson
Chairman

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

(1) *Mr. Toh Hup Hock*

Mr. Toh Hup Hock, aged 47, is our Chief Financial Officer, Executive Vice President and Executive Director. Mr. Toh is currently also a director of some of our PRC, Cayman Islands, Macao and Hong Kong subsidiaries. Mr. Toh joined our Group in April 2007 and served as Senior Vice President, Finance until November 2009. Mr. Toh had a 15-year career with General Electric Company (“GE”) prior to joining our Group. During his tenure at GE, Mr. Toh held a number of Chief Financial Officer and similar positions in Asia, including GE Lighting Asia, GE Consumer Products Asia, GE Consumer & Industrial Asia and GE Plastics Greater China. Mr. Toh holds a Bachelor of Science in Accounting from Murdoch University and a Masters in Business Administration from the University of Queensland. Mr. Toh is a full member of FCPA Australia. Mr. Toh was appointed Executive Director on June 30, 2010.

Mr. Toh is appointed as an Executive Director of the Company without any specific term on June 30, 2010. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association.

Save as disclosed, Mr. Toh does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Toh had interest of 828,000 shares or underlying shares in the Company and 60,000 underlying shares in LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Toh does not receive any director fees as an Executive Director of the Company. As Executive Vice President and Chief Financial Officer of the Company, Mr. Toh receives emoluments of US\$715,464 per annum, plus a discretionary bonus of up to 75% of his annual salary, in accordance with the service contract entered into between Mr. Toh and the Company, which can be terminated by either party by giving six (6) month’s written notice. The emoluments of Mr. Toh are determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the Company’s remuneration policy and are subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Toh has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save for the information disclosed above, there is no information of Mr. Toh that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Toh that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

(2) *Mr. Michael Alan Leven*

Mr. Michael Alan Leven, aged 75, is a Non-Executive Director and the Chairman of the Sands China Capital Expenditure Committee. Mr. Leven was our Acting Chief Executive Officer from July 23, 2010 until July 27, 2011, a Special Advisor to the Board from October 14, 2009 until July 27, 2010 and an Executive Director of the Company from July 27, 2010 until July 27, 2011. Mr. Leven is the President and Chief Operating Officer of LVS, a company listed on the Stock Exchange of New York and its wholly-owned subsidiary, Las Vegas Sands, LLC, having been appointed on April 1, 2009. Mr. Leven has been a member of LVS's board of directors since August 2004. Prior to joining LVS, Mr. Leven served as the Chief Executive Officer of the Georgia Aquarium since September 2008. From January 2006 through September 2008, Mr. Leven was the Vice Chairman of the Marcus Foundation, Inc., a non-profit foundation. Until July 2006, Mr. Leven was the Chairman, Chief Executive Officer and President of U.S. Franchise Systems, Inc., the company he founded in 1995 that developed and franchised the Microtel Inns & Suites and Hawthorn Suites hotel brands. He was previously the President and Chief Operating Officer of Holiday Inn Worldwide, President of Days Inn of America, and President of Americana Hotels. Mr. Leven was re-designated as a Non-Executive Director on July 27, 2011.

Mr. Leven was appointed as an Executive Director of the Company for an initial term of 3 years commencing from July 27, 2010. Mr. Leven is re-designated as a Non-Executive Director of the Company for a term of 2 years commencing from July 27, 2011. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association.

Save as disclosed, Mr. Leven does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Leven does not have any interest in the shares or underlying shares of the Company but had interest of 2,034,577 shares or underlying shares in LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Leven does not receive any director fees as a Non-Executive Director and Chairman of the Sands China Capital Expenditure Committee of the Company. However, Mr. Leven received emoluments (inclusive of share-based compensation) from LVS, US\$0.6 million of which was in respect of his services to the Group.

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

Save for the information disclosed above, there is no information of Mr. Leven that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Leven that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

(3) *Mr. Jeffrey Howard Schwartz*

Mr. Jeffrey Howard Schwartz, aged 53, is a Non-Executive Director, a member of the Remuneration Committee and a member of the Sands China Capital Expenditure Committee. Mr. Schwartz has been a director of LVS since March 2009. He is Deputy Chairman of the Board, the Chairman of the Executive Committee, co-founder and director (appointed on October 18, 2010) of Global Logistic Properties Holding Limited listed on the main board of the Singapore Exchange Securities Trading Limited on October 18, 2010, which controls the largest platform of logistics facilities in Asia. Mr. Schwartz was the Chief Executive Officer and director of ProLogis, listed on the NYSE, from January 2005 through November 2008, and served as the Chairman of the Board from May 2007 through November 2008. Mr. Schwartz also served as director and Chairman of ProLogis European Properties, a company listed on both the EuroNext and Luxembourg exchanges. Mr. Schwartz was President of International Operations of ProLogis from March 2003 to December 2004, and was Asia President and Chief Operating Officer from March 2002 to December 2004. He had been associated with ProLogis in varying capacities since 1994. Mr. Schwartz was appointed Non-Executive Director on October 14, 2009.

Mr. Schwartz is appointed as a Non-Executive Director of the Company for a term of 3 years commencing from October 14, 2012. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association.

Save as disclosed, Mr. Schwartz does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Schwartz does not have any interest in the shares or underlying shares of the Company but had interest of 118,490 shares or underlying shares in LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Schwartz received director fees amounting to US\$75,000 for the year ended December 31, 2012 as a Non-Executive Director of the Company. Mr. Schwartz does not receive any director fees as a member of the Remuneration Committee and a member of the Sands China Capital Expenditure Committee of the Company. The emoluments of Mr. Schwartz are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company and any subsequent revision approved by the Board.

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

Save for the information disclosed above, there is no information of Mr. Schwartz that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Schwartz that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

(4) *Mr. David Muir Turnbull*

Mr. David Muir Turnbull, aged 57, is an Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of the Nomination Committee. Mr. Turnbull graduated from Cambridge University in 1976 with a Bachelor of Arts degree with honors in Economics and subsequently obtained a Master of Arts degree. He joined the Swire Group upon graduation and held a variety of senior management positions during his 30 years with the group. Mr. Turnbull also held a number of positions in companies listed on the Stock Exchange including Chairman of Swire Pacific Ltd. and Cathay Pacific Airways Ltd. from January 2005 until January 2006; Chairman of Hong Kong Aircraft Engineering Company Ltd. from March 1995 until August 2006; Non-Executive Director of The Hongkong and Shanghai Banking Corporation from January 2005 until December 2005; Non-Executive Director of Air China Ltd. from May 2005 until December 2005; and Non-Executive Director of Hysan Development Co. Ltd. from May 2005 until January 2006. In July 2008, Mr. Turnbull was appointed as the Executive Chairman of Pacific Basin Shipping Limited, listed on the Stock Exchange and has served an Independent Non-Executive Director since May 2006. In July 2006, he was appointed as an Independent Non-Executive Director of Green Dragon Gas Limited, listed on the Alternative Investment Market, a sub-market of the London Stock Exchange (“London AIM”). In November 2008, he was appointed as the Chairman of Seabury Aviation and Aerospace Asia (Hong Kong) Ltd, a subsidiary of Seabury Group LLC. In February, 2011, he was appointed as a Non-Executive Director of Greka Drilling Limited, listed on London AIM. Mr. Turnbull was appointed Independent Non-Executive Director on October 14, 2009

Mr. Turnbull is appointed as an Independent Non-Executive Director of the Company for a term of 3 years commencing from October 14, 2012. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association.

Save as disclosed, Mr. Turnbull does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Turnbull does not have any interest in the shares or underlying shares of the Company or LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Turnbull received director fees amounting to US\$100,000 for the year ended December 31, 2012 as an Independent Non-Executive Director and Chairman of the Remuneration Committee of the Company. Mr. Turnbull does not receive any director fees as a member of the Nomination Committee of the Company. The emoluments of Mr. Turnbull are determined by the Board with reference to his duties and responsibilities with the Company and the Company’s remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company and any subsequent revision approved by the Board.

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

Save for the information disclosed above, there is no information of Mr. Turnbull that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Turnbull that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

(5) *Mr. Victor Patrick Hoog Antink*

Mr. Victor Patrick Hoog Antink, aged 59, is an Independent Non-Executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Sands China Capital Expenditure Committee. Mr. Hoog Antink is currently the Chairman of South Bank Corporation, and the Chairman of Property Industry Foundation. Mr. Hoog Antink retired as a Chief Executive Officer of DEXUS Property Group in March 2012, a company listed on the Australian Stock Exchange (ASX: DXS), which specializes in owning, managing and developing world class office, industrial and retail properties with total assets under management of approximately 14 billion Australian dollars as at December 31, 2011. Prior to joining DEXUS Property Group in 2003, Mr. Hoog Antink was the Director of Funds Management of Westfield Holdings Limited in Sydney. Mr. Hoog Antink has also held positions with Greenprint Foundation as a Director, Property Council of Australia as National President, Shopping Centre Council of Australia as Director, McIntosh Securities Limited, Sydney as a Director in Corporate and Property, Allco Finance Group Limited, Sydney as a Director in Property Finance, Chase Corporation Limited, Sydney as a Property Director, and Hill Samuel Limited (now Macquarie Bank), Sydney as Associate Director. Mr. Hoog Antink holds a Bachelor of Commerce from the University of Queensland and a Master of Business Administration from Harvard Business School. He is a Fellow of the Australian Institute of Company Directors, a Fellow of the Institute of Chartered Accountants, Australia, a Fellow of the Australian Property Institute and a Fellow of the Royal Institute of Chartered Surveyors. Mr. Hoog Antink was appointed Independent Non-Executive Director on December 7, 2012.

Mr. Hoog Antink is appointed as an Independent Non-Executive Director of the Company for an initial term of 3 years commencing from December 7, 2012. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association.

Save as disclosed, Mr. Hoog Antink does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Hoog Antink does not have any interest in the shares or underlying share of the Company or in LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Hoog Antink received director fees amounting to US\$5,000 for the year ended December 31, 2012 as an Independent Non-Executive Director of the Company. Mr. Hoog Antink does not receive any director fees as a member of the Audit Committee, a member of the Remuneration Committee and a member of the Sands China Capital Expenditure Committee of the Company. The emoluments of Mr. Hoog Antink are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hoog Antink has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save for the information disclosed above, there is no information of Mr. Hoog Antink that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hoog Antink that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO
BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of Mr. Steven Zygmunt Strasser:

Mr. Steven Zygmunt Strasser

Mr. Steven Zygmunt Strasser, aged 64, has spent the past 27 years heading energy companies in the United States of America and in Asia.

Mr. Strasser was, until June 2012, (i) the chairman, director and chief executive officer of Power Efficiency Corporation, a start up clean-tech company in the United States and (ii) the chairman, director and chief executive officer of Power Efficiency Asia Ltd.

In 2001 Mr. Strasser also founded and became the chief executive officer of Summit Energy Ventures LLC, a “clean-tech” venture capital fund.

Mr. Strasser holds a Bachelor of Arts in Political Science and Economics and a Bachelor of Civil Law from McGill University and a Juris Doctor degree from the University of Washington. He also pursued post-graduate studies in international law at the University of Aix-en-Provence.

Mr. Strasser does not currently hold any position within the Group.

If approved by the Shareholders, Mr. Strasser will be appointed as an Independent Non-Executive Director of the Company for an initial term of three years commencing from the date of the Annual General Meeting. If elected, he will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Listing Rules and the Articles of Association.

Save as disclosed, Mr. Strasser does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Strasser does not have any interest in the shares or underlying shares of the Company or LVS (as associated corporation of the Company) within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Strasser will receive director fees amounting to US\$75,000 per annum as an Independent Non-Executive Director. The emoluments of Mr. Strasser are determined by the Board with reference to his duties and responsibilities with the Company and the Company’s remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments will be covered by the letter of appointment to be issued by the Company and any subsequent revision approved by the Board.

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

Save for the information disclosed above, there is no information of Mr. Strasser that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Strasser that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,055,805,381 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 8,055,805,381 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to US\$8,055,805.38 (equivalent to 805,580,538 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2012) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month & Year	Highest HK\$	Lowest HK\$
March 2012	32.55	27.10
April 2012	33.05	28.70
May 2012	31.15	25.10
June 2012	27.00	22.55
July 2012	24.90	20.65
August 2012	28.70	22.25
September 2012	29.90	26.05
October 2012	30.40	26.35
November 2012	33.95	28.80
December 2012	34.95	30.35
January 2013	39.35	33.95
February 2013	39.95	34.90
March 2013 (<i>up to the Latest Practicable Date</i>)	37.60	35.20

6. GENERAL

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

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Venetian Venture Development Intermediate II ("VVDI(II)") is a substantial Shareholder of the Company which is interested

in 5,657,814,885 Shares (representing 70.2% of the total issued share capital of the Company). VVDI(II) is a wholly-owned subsidiary of Sands IP Asset Management B.V. (“Sands IP”). Sands IP is a wholly-owned subsidiary of LVS Dutch Holding BV, which is in turn wholly-owned by LVS Dutch Finance CV. LVS Dutch Finance CV is a wholly-owned subsidiary of LVS (Nevada) International Holdings, Inc., which is in turn wholly-owned by Venetian Casino Resort, LLC. Venetian Casino Resort, LLC is a wholly-owned subsidiary of Las Vegas Sands, LLC, which is in turn wholly-owned by LVS. Mr. Sheldon Gary Adelson, his family members and trusts for the benefit of Mr. Adelson and/or his family members are interested in approximately 52% of the issued share capital of LVS. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of VVDI(II), Sands IP, LVS Dutch Holding BV, LVS Dutch Finance CV, LVS (Nevada) International Holdings, Inc., Venetian Casino Resort, LLC, Las Vegas Sands, LLC, LVS and Mr. Adelson would be increased to approximately 78% of the issued share capital of the Company (if VVDI(II) does not participate in such repurchase).

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

SANDS CHINA LTD.

金沙中國有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1928)

Notice is hereby given that an Annual General Meeting of Sands China Ltd. (the “Company”) will be held at The Venetian Macao-Resort-Hotel, Sicily 2401 to 2502, Level 1, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macao on Friday, May 31, 2013 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2012.
2. To declare a final dividend of HK\$0.66 per share for the year ended December 31, 2012.
3. To re-elect retiring directors, to elect Mr. Steven Zygmunt Strasser as an independent non-executive director and to authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to item 5(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in item 5(a) above shall not exceed 10% of the aggregate nominal amount 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; and
- (c) 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 the Articles of Association of the Company or any applicable laws to be held; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(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.”

6. **“THAT:**

- (a) subject to item 6(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in item 6(a) above shall authorize the directors of the Company to make or grant offers, agreements and 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 amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in item 6(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment 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,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of 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 by 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.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

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

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 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 resolution set out in item 5 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 passing of this resolution.”

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

8. “**THAT**:
 - (a) “金沙中國有限公司” be adopted as the formal Chinese name of the Company;
 - (b) the name of the Company be changed from “Sands China Ltd.” to “Sands China Ltd. 金沙中國有限公司”;
 - (c) the existing Memorandum and Articles of Association of the Company be amended to reflect the amended name of the Company as necessary; and
 - (d) the directors and the company secretary of the Company be authorised to submit all related filings with the relevant authorities in Hong Kong, the Cayman Islands and elsewhere.”

9. “**THAT** the Memorandum of Association of the Company be amended in the following manner:

Clause 2 of the Memorandum of Association of the Company shall be deleted in its entirety and replaced with the following:

- “2. The Registered Office of the Company will be situated at the offices of **Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands** or at such other location as the Directors may from time to time determine.”

THAT the Articles of Association of the Company be amended in the following manner:

- (a) The definition of “Independent Non-Executive Directors” under Article 1 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“**Independent Non-Executive Directors**” means the non-executive Directors who are considered to be independent in accordance with the Listing Rules;”

- (b) The following words in the fifth line of Article 63 of the Articles of Association of the Company shall be deleted in their entirety:

“which shall not exceed in any case 30 days in each year (unless extended by Ordinary Resolution of Members, in which case the Register may be closed for transfers for a maximum period of 60 days in any year)”

NOTICE OF ANNUAL GENERAL MEETING

- (c) The following new Article shall be added immediately after Article 68 and before Article 69 of the Articles of Association of the Company:

“68A. If the Directors consider that it is impracticable or unreasonable to hold a general meeting on the date or at the time or place stated in the notice calling the general meeting, they may move and/or postpone the general meeting. In such case, an announcement of the date, time and place of the rearranged meeting will be published in accordance with the Listing Rules or as the Directors may determine. Such announcement shall be treated as a notice of the business of the general meeting to all Shareholders and any other person entitled to receive notice of a general meeting provided that the time periods for calling a general meeting by notice under Article 69 are complied with. For the avoidance of doubt, the time periods for notices under Article 69 will not be deemed to have been restarted if the date of the rearranged meeting remains the same. The Directors must take reasonable steps to ensure that any Shareholder trying to attend the meeting at the original time and place is informed of the new arrangements. If a general meeting is rearranged in this way, proxy forms can be delivered as required by these Articles, until 48 hours before the time of the rearranged general meeting.”

- (d) The following words shall be added to the end of Article 76 of the Articles of Association of the Company:

“If a quorum is not present and the chairman of the Board of Directors is not present, a chairman of the meeting can still be chosen or appointed by the Directors present in person and this will not be treated as part of the business of the meeting.”

- (e) Article 77 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“77. If within five minutes (or such other longer period as the chairman of the meeting may decide) from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within five minutes from the time appointed for the meeting, the Member or Members present and entitled to vote shall be a quorum. The chairman may, subject to Article 81, decide the date and time of such adjourned meeting.”

- (f) Article 80 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“80. If there is no such chairman, or if at any general meeting he is not present at the time appointed for holding the meeting or is unwilling to act as chairman of the general meeting, the alternate chairman will be the chairman of the meeting. If there is no such alternate chairman present at the general meeting, the Directors present in person shall choose a person, who may or may not be a Member, to be chairman of that meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (g) Article 81 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“81. The chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. The chairman of any general meeting can adjourn the meeting, before or after it has started, and whether or not a quorum is present, if he considers that: (a) there is not enough room for the number of Shareholders who wish to attend the meeting, (b) the behaviour of the people present prevents, or is likely to prevent, the business of the general meeting being carried out in an orderly way, or (c) an adjournment is necessary for any other reason, so that the business of the general meeting can be properly carried out. The chairman of the general meeting does not need the consent of the general meeting to adjourn it for any of these reasons to a time, date and place which he decides. He may also adjourn the meeting to a later time on the same day or indefinitely. If a general meeting is adjourned indefinitely, the Directors will fix the time, date and place of the adjourned meeting. When a meeting is adjourned for 14 days or more, at least 7 clear days’ notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.”

- (h) Article 82 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“82. Amendments can be proposed to any resolution under consideration at any general meeting:

- (1) in the case of a resolution duly proposed as a Special Resolution, if they are: (a) of a clerical nature; or (b) to correct some other obvious error; and
- (2) in the case of a resolution duly proposed as an Ordinary Resolution, if they are: (a) of a clerical nature; or (b) within the scope of the resolution,

provided that:

- (i) notice of the proposed amendments is delivered in writing to the head office at least two business days before the date of the meeting or adjourned meeting; or
- (ii) the chairman of the meeting decides that the amendment is appropriate for consideration by the meeting.

No other amendments can be proposed to a Special Resolution or an Ordinary Resolution.

If the chairman of a meeting, acting in good faith, rules that a proposed amendment to any resolution under consideration is out of order, any error in that ruling will not affect the validity of a vote on the original resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (i) The following new Article shall be added immediately after Article 82 and before Article 83 of the Articles of Association of the Company:

“82A. (1) The Directors may put in place arrangements, both before and during any general meeting, which they consider to be appropriate for the proper and orderly conduct of the general meeting and the safety of people attending it. This authority includes power to refuse entry to, or eject from general meetings, people who fail to comply with the arrangements.

(2) The chairman of a general meeting may take any action he considers appropriate for proper and orderly conduct at a general meeting. The chairman’s decision on matters of procedure or on matters that arise incidentally from the business of a general meeting is final. The chairman’s decision on whether a matter is procedural or incidental is also final.”

- (j) Article 83 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“83. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Any vote of Members at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.”

- (k) Article 95 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“95. The instrument appointing a proxy and (if required by the Board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of eleven months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within eleven months from such date. The Directors may, in their absolute discretion, accept an instrument of proxy which is sent electronically or by some other data transmission process, subject to any requirements that the Directors may from time to time impose. If the Directors decide to accept an instrument of proxy which is sent electronically or by some other data transmission process, any provision of these Articles on the execution of proxies shall not apply to such instrument of proxy, save that the date named in it as the date thereof shall be deemed to be date of its execution. An instrument of proxy sent electronically or by some other data transmission process shall be treated as delivered at the time of receipt at the Office (or at such other

NOTICE OF ANNUAL GENERAL MEETING

place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying documents). All references in these Articles to delivery of proxies shall include proxies sent electronically or by some other data transmission process. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

- (l) The word “three” in each of the fifth line of Article 101(1), the third line of Article 101(2) and the third line of Article 101(3) of the Articles of Association of the Company shall be deleted and replaced, in each case, with the words “one-third”.
- (m) Article 115(1)(v) of the Articles of Association of the Company shall be deleted in its entirety and Article 115(1)(vi) of the Articles of Association of the Company shall be renumbered to become Article 115(1)(v). Articles 115(2) and 115(3) of the Articles of Association of the Company shall be deleted in its entirety and Article 115(4) of the Articles of Association of the Company shall be renumbered to become Article 115(2).
- (n) Article 137 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“137. A resolution in writing (in one or more counterparts) signed by all the Directors or their alternates (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. When signed, a valid resolution may consist of several documents each signed by one or more of the Directors including by Electronic Signature.”
- (o) Article 138(b) of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“(b) without prejudice to paragraph (a) of this Article, if the Board of Directors ceases to include such number of Independent Non-Executive Directors as is equal to at least one-third of the Board of Directors, the continuing Director(s) shall continue to manage the business of the Company in all respects pursuant to Article 116 and to exercise all powers, discretions and duties of the Directors under these Articles, provided that the continuing Director(s) shall be required to use all reasonable endeavours to appoint or procure the appointment of at least such number of Independent Non-Executive Directors as shall result in at least one-third of the Board of Directors being Independent Non-Executive Directors in accordance with Article 101(1).”
- (p) Article 139 of the Articles of Association of the Company shall be deleted in its entirety and replaced with the following:

“139. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the meeting, the alternate chairman will be the chairman of the meeting. If there is no such alternate chairman, the Directors present in person may choose one of their number to be chairman of the meeting.”

NOTICE OF ANNUAL GENERAL MEETING

THAT the above amendments to the Memorandum and Articles of Association of the Company be consolidated through the adoption of a new amended and restated Memorandum and Articles of Association of the Company which reflect such amendments and the formal Chinese name and which replace the current Memorandum and Articles of Association of the Company in their entirety as produced to this meeting and signed by the Chairman of the meeting for the purpose of identification and that any Director or the company secretary of the Company be authorised to do all such things and acts to effect such amendments and to make relevant registrations and filings in accordance with the applicable laws, regulations and requirements.”

By Order of the Board
Sands China Ltd.
David Alec Andrew Fleming
Company Secretary

Macao, March 22, 2013

Notes:

1. Resolutions at the meeting will be taken by poll pursuant to the Company’s Articles of Association and 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 the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. 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 of attorney or authority, must be deposited at the Company’s branch 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 meeting or any adjournment thereof. Completion and 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. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, May 21, 2013 to Friday, May 31, 2013, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the above meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, May 20, 2013.
5. The Board of Directors has recommended the payment of a final dividend of HK\$0.66 per share for the year ended December 31, 2012 and, if such dividend is approved by the shareholders by passing resolution 2, it is expected to be paid on or about June 21, 2013, to those shareholders whose names appear on the Company’s Register of Members on June 7, 2013.
6. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed on Friday, June 7, 2013, on which no transfer of shares of the Company will be effected. In order to qualify for the final dividend, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, June 6, 2013.

This circular, in both English and Chinese versions (the “Circular”), is available on the Company’s website at <http://www.sandschinaltd.com> (the “Company Website”).

Shareholders who have chosen or have been deemed to consent to receive the corporate communications (as defined in the Listing Rules) of the Company via the Company Website and who for any reason have difficulty in receiving or gaining access to the Circular posted on the Company Website may obtain a printed copy of the Circular free of charge by sending a request to the Hong Kong Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by sending an email to the Company c/o Hong Kong Branch Share Registrar of the Company at sandschina.ecom@computershare.com.hk.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of the corporate communications by reasonable notice in writing to the Company c/o the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or using email at sandschina.ecom@computershare.com.hk.

Shareholders who have chosen to receive printed copies of the corporate communications in either English or Chinese will receive both English and Chinese versions of the Circular since both languages are bound together into one booklet.