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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)

NOTICE OF ANNUAL GENERAL MEETING

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
- (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).”

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)”

- (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.”

(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.”

- (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 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.”

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.

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Edward Matthew Tracy
Toh Hup Hock

Non-Executive Directors:

Sheldon Gary Adelson
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

* *For identification purposes only*