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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)

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

The nomination committee (the “**Nomination Committee**”) of Sands China Ltd. (the “**Company**”) was established pursuant to a resolution of the board of directors of the Company (the “**Board**”) on March 2, 2012. Set out below are the terms of reference (the “**Terms of Reference**”) of the Nomination Committee. The Terms of Reference are available for viewing in English and Chinese. If there is any inconsistency between the English and Chinese versions of the Terms of Reference, the English version shall prevail over the Chinese version.

#### **Purpose**

The primary purpose of the Nomination Committee of the Company is to make recommendations to the board of directors on the appointment or re-appointment of directors (the “**Directors**”) and succession planning for Directors, in particular the chairman (the “**Chairman**”) and the chief executive officer (the “**CEO**”).

The Nomination Committee should make available these terms of reference (“**TOR**”) explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

#### **Organization**

The members of the Nomination Committee shall be appointed by the Board and a majority of the members of the Nomination Committee shall be independent non-executive Directors. Members of the Nomination Committee may be removed at any time by action of the Board. The Nomination Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Nomination Committee shall elect a chairperson by a vote of the majority of the full Nomination Committee. The Nomination Committee must be chaired by the Chairman or an independent non-executive Directors.

#### **Meetings**

The Nomination Committee shall meet at least annually, or more or less frequently as circumstances require. Meetings may be held in person or by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and to the extent permitted by the Company's articles of association and applicable laws.

Minutes of the Nomination Committee meetings should be kept by the company secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of the Nomination Committee meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all Directors for their comment and records respectively, within a reasonable time after the meeting is held.

### **Authority and Responsibilities**

To fulfil its responsibilities, the Nomination Committee shall:

1. review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
3. assess the independence of independent non-executive directors.
4. make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the CEO.
5. prepare any report required by applicable rules and regulations or the Listing Rules, to be included in the annual report and accounts, half-year report and, if prepared for publication, quarterly reports.
6. review and reassess the adequacy of the TOR annually and recommend to the Board any changes deemed appropriate by the Nomination Committee.
7. review its own performance annually.

8. report regularly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
9. perform any other activities consistent with the TOR, the Company's articles of association, the Listing Rules and applicable law and regulation, as the Nomination Committee or the Board deems necessary or appropriate.

## **Resources**

The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice at the Company's expense if considered necessary.

The Nomination Committee shall have the sole authority to retain independent professional advisors or consultants to advise the Nomination Committee, and to terminate their appointment.

The Nomination Committee shall determine the extent of funding necessary for payment of (a) compensation to any independent professional advisors or consultants retained to advise the Nomination Committee and (b) ordinary administrative expenses of the Nomination Committee that are necessary or appropriate in carrying out its duties.

## **Amendments**

The Nomination Committee shall recommend any changes to the TOR which it considers necessary or appropriate to the Board for approval (pursuant to paragraph IV(6) above).

By order of the Board  
**SANDS CHINA LTD.**  
**David Alec Andrew Fleming**  
*Company Secretary*

Macao, March 29, 2012

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

*\* For identification purposes only*