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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 “**TOR**”) of the Nomination Committee as revised and approved by the Board on October 18, 2018. The TOR are available for viewing in English and Chinese. If there is any inconsistency between the English version and Chinese version of the TOR, the English version shall prevail.

#### **1. Purpose**

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

#### **2. Organization**

- 2.1 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 must be chaired by the Chairman or an independent non-executive Director. The Nomination Committee's chairman shall be designated by the Board or, if it does not do so, the members of the Nomination Committee shall elect a chairman by a vote of the majority of the full Nomination Committee.

### **3. Meetings**

- 3.1 The Nomination Committee shall meet at least annually, or more or less frequently as circumstances require.
- 3.2 The quorum necessary for the transaction of the business of the Nomination Committee shall be two members of the Nomination Committee.
- 3.3 Questions arising at any Nomination Committee meetings shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.
- 3.4 Any member of the Nomination Committee may appoint any person to be his/her proxy to attend and vote on his/her behalf, in accordance with instructions given by that member, or in the absence of such instructions at the discretion of the proxy, at a meeting or meetings of the Nomination Committee which that member is unable to attend personally.
- 3.5 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days should be given of a regular Nomination Committee meeting. For all other Nomination Committee meetings, reasonable notice should be given.
- 3.6 The agenda and accompanying papers should be sent to all members of the Nomination Committee in a timely manner and at least 3 days before the date of the Nomination Committee meeting (or other agreed period).
- 3.7 A resolution in writing signed by all the members of the Nomination Committee or their alternates shall be as valid and effectual as if it had been passed at a Nomination Committee meeting duly called and constituted. When signed, a valid resolution may consist of several documents each signed by one or more of the member(s) of the Nomination Committee including by Electronic Signature (as defined in the Company's articles of association).
- 3.8 Full minutes of the Nomination Committee meetings should be kept by the company secretary of the Company. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

### **4. Authority and Responsibilities**

- 4.1 To fulfil its responsibilities, the Nomination Committee shall:
  - (1) review the structure, size and composition (including but not limited to the perspective, skills, knowledge, experience and diversity) 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, having due regard to the Company's board diversity policy (the "**Board Diversity Policy**") and the individuals' ability to contribute to the effectiveness of the Board in carrying out its responsibilities set out in the Company's articles of association, the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the "**Listing Rules**") and applicable law and regulation and the Company's Board of Directors Corporate Governance Guidelines (the "**CG Guidelines**") (in particular to those described in paragraph II(1)). The criteria for Board membership is set out in paragraph I(3) of the CG Guidelines.
- (3) 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.
- (4) assess the independence of independent non-executive Directors with reference to the factors set out in the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, assess his/her ability to devote sufficient time to Board matters.
- (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 the Nomination Policy (as defined in paragraph 5.1 below) and the Board Diversity Policy periodically.
- (8) review its own performance annually.
- (9) 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).
- (10) 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.

## 5. Nomination Policy

5.1 The provisions set out in the above paragraphs 4.1(1) to (3) are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the nomination policy of the Company (the "**Nomination Policy**").

## 6. Nomination Procedures

### 6.1 Appointment of Directors

- (1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the Nomination Policy, and the Board Diversity Policy, and assesses the independence of the proposed independent non-executive Director(s) as appropriate.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the Nomination Policy, the Board Diversity Policy and the CG Guidelines.
- (4) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will be subject to re-election by shareholders of the Company (the “**Shareholders**”) at the next annual general meeting after initial appointment in accordance with the Company’s articles of association.
- (5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as Director(s).

### 6.2 Re-appointment of Directors

- (1) The Nomination Committee considers each retiring Director, having due regard to the Nomination Policy, the Board Diversity Policy and the CG Guidelines, and assesses the independence of each retiring independent non-executive Director.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the Nomination Policy, the Board Diversity Policy and the CG Guidelines.
- (4) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Company’s articles of association.
- (5) The Shareholders approve the re-election of Directors at the annual general meeting.

- 6.3 The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of Directors.

## **7. Resources**

- 7.1 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.
- 7.2 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.
- 7.3 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.

## **8. Amendments**

- 8.1 The Nomination Committee shall recommend any changes to the TOR which it considers necessary or appropriate to the Board for approval (pursuant to paragraph 4.1(6) above).

By order of the Board  
**SANDS CHINA LTD.**  
**Dylan James Williams**  
*Company Secretary*

Macao, October 19, 2018

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

*Executive Directors:*

Sheldon Gary Adelson  
Wong Ying Wai

*Non-Executive Directors:*

Robert Glen Goldstein  
Charles Daniel Forman

*Independent Non-Executive Directors:*

Chiang Yun  
Victor Patrick Hoog Antink  
Steven Zygmunt Strasser  
Kenneth Patrick Chung