

SANDS CHINA LTD.

金沙中國有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1928)

VOLUNTARY ANNOUNCEMENT

ENTRY INTO AN AMENDMENT AND RESTATEMENT AGREEMENT

Sands China Ltd. (the “**Company**”) is pleased to announce that on March 25, 2014, Venetian Macau Limited (“**VML**”), an indirect subsidiary of the Company, VML US Finance LLC (“**VUF**” or the “**Borrower**”), an indirect, wholly-owned subsidiary of VML, and certain of VML’s other subsidiaries (together with VML, the “**Guarantors**”) entered into an Amendment and Restatement Agreement (the “**Amendment Agreement**”) with the Lenders party thereto and Bank of China Limited, Macau Branch (“**BOC**”), as Administrative Agent and Collateral Agent. Through the form of the Amended and Restated Credit Agreement attached thereto, the Amendment Agreement amends and restates the Credit Agreement, dated as of September 21, 2011 (the “**Existing Credit Agreement**”), among VML, VUF, as borrower, various lenders party thereto, Goldman Sachs (Asia) L.L.C., Goldman Sachs Lending Partners LLC, Bank of America, N.A., BOC, Barclays Capital, BNP Paribas Hong Kong Branch, Citigroup Global Markets Asia Limited, Citibank, N.A., Hong Kong Branch, Commerzbank AG, Crédit Agricole Corporate and Investment Bank, Credit Suisse Securities (USA) LLC, Credit Suisse AG, Singapore Branch, Industrial and Commercial Bank of China (Macau) Limited, ING Capital L.L.C., ING Bank N.V., Singapore Branch, Sumitomo Mitsui Banking Corporation, UBS Securities LLC and United Overseas Bank Limited, as global coordinators, co-syndication agents and bookrunners, BOC, as Administrative Agent, and Banco Nacional Ultramarino, S.A., DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited, The Bank of Nova Scotia and Wing Lung Bank, Ltd., Macau Branch, as lead arrangers (the Existing Credit Agreement, as so amended and restated, the “**Restated Credit Agreement**”). Upon satisfaction of the conditions therein and according to its terms, the Amendment Agreement became effective on March 31, 2014 (the “**Restatement Date**”).

Pursuant to the Amendment Agreement, effective as of the Restatement Date, each consenting lender holding term loans under the Existing Credit Agreement extended the maturity of its term loans to March 31, 2020, and the consenting lenders holding revolving commitments under the Existing Credit Agreement, together with certain new revolving lenders, provided new revolving loan commitments equal to the dollar equivalent of up to US\$2,000,000,000 in the aggregate. On the Restatement Date, a portion of the proceeds of the new revolving loans was used to repay the US\$ equivalent of US\$819,549,373.22 of the term loans held by non-consenting lenders. As a result of this re-payment the balance of the non-extended initial term loans was reduced to zero. The balance of the extended initial term loans was US\$2,386,828,592.94 as of the Restatement Date. From and after the Restatement Date, the proceeds of the new revolving loans may be used (i) to fund the ongoing development of the VOL Casino Hotel Resort Project, (ii) to fund the development on Parcel 3 and (iii) for working capital and other general corporate purposes of the Borrower and the Guarantors, including to make any investment or payment not specifically prohibited by the terms of the loan documents and to pay certain transaction costs.

Borrowings for all loans bear interest at either, at the Borrower's option, (i) an adjusted Eurodollar or HIBOR rate plus a credit spread or (ii) an alternative base rate plus a credit spread, which credit spread in each case is determined based on the consolidated leverage ratio as set forth in the pricing grids in the Restated Credit Agreement. The credit spread for extended initial term loans and revolving loans ranges from 0.250% to 1.125% per annum for loans accruing interest at a base rate, and from 1.250% to 2.125% per annum for loans accruing interest at an adjusted Eurodollar or HIBOR rate. The credit spread for non-extended initial term loans ranges from 0.50% to 1.25% per annum for loans accruing interest at a base rate, and from 1.50% to 2.25% per annum for loans accruing interest at an adjusted Eurodollar or HIBOR rate. On the Restatement Date, (i) the credit spread for extended initial term loans and revolving loans was 0.375% per annum for loans accruing interest at a base rate, and was 1.375% per annum for loans accruing interest at an adjusted Eurodollar or HIBOR rate, and (ii) the credit spread for non-extended initial term loans was 0.50% per annum for loans accruing interest at a base rate, and was 1.50% per annum for loans accruing interest at an adjusted Eurodollar or HIBOR rate.

Among other amendments provided for by the Restated Credit Agreement, the consolidated capital expenditures covenant has been eliminated and the maximum consolidated leverage ratio has been modified. The consolidated leverage ratio, as modified, requires the Borrower to maintain a maximum ratio of consolidated total debt to consolidated adjusted EBITDA of not more than 4.50 to 1.0 for the first through sixth fiscal quarters following the Restatement Date, 4.00 to 1.0 for the seventh through twelfth fiscal quarters following the Restatement Date and 3.50 to 1.0 for the thirteenth fiscal quarter following the Restatement Date and thereafter.

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

Macao, March 31, 2014

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
Steven Zygmunt Strasser

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