

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

SANDS CHINA LTD.

金沙中國有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1928)

CONTINUING CONNECTED TRANSACTIONS RENEWAL OF SHARED SERVICES AGREEMENT

This announcement is made pursuant to Rules 14A.35, 14A.36 and 14A.47 of the Listing Rules.

On December 21, 2011, the Company and LVS entered into the Renewal Agreement to renew the term of the Shared Services Agreement for a term of three years commencing on January 1, 2012 and ending on December 31, 2014.

As LVS is a controlling shareholder of the Company and hence a connected person of the Company under the Listing Rules, the transactions under the Shared Services Agreement (as renewed pursuant to the Renewal Agreement) constitute continuing connected transactions of the Company subject to Chapter 14A of the Listing Rules.

Each of the Design, Development and Construction Consultancy Services and the Joint International Marketing and Retail Leasing, Management and Marketing Services under the Shared Services Agreement (as renewed pursuant to the Renewal Agreement) is subject to the reporting, announcement and annual review requirements set out in Chapter 14A of the Listing Rules and the requirements of Rules 14A.35(1) and 14A.35(2) of the Listing Rules.

This announcement is made pursuant to Rules 14A.35, 14A.36 and 14A.47 of the Listing Rules.

As disclosed in the Prospectus and the Company's announcement dated November 10, 2010, the Company and LVS entered into the Shared Services Agreement in respect of the provision of certain products and services by the LVS Group to the Group or by the Group to the LVS Group for a term commencing on the date on which the shares in the Company were listed on the Main Board of the Stock Exchange (being November 30, 2009) and ending on December 31, 2011.

On December 21, 2011, the Company and LVS entered into the Renewal Agreement to renew the term of the Shared Services Agreement for a term of three years commencing on January 1, 2012 and ending on December 31, 2014.

As disclosed in the Prospectus, certain service arrangements with members of the LVS Group will be assimilated to the Shared Services Agreement by means of an implementation agreement. It is also envisaged that from time to time, and as required, an implementation agreement for a particular type of product or service will be entered into between the LVS Group and members of the Group under which the LVS Group provides the relevant products or services to the Group or vice versa. The term of any implementation agreement shall not exceed the current term of the Shared Services Agreement (as renewed pursuant to the Renewal Agreement).

As LVS is a controlling shareholder of the Company and hence a connected person of the Company under the Listing Rules, the transactions under the Shared Services Agreement (as renewed pursuant to the Renewal Agreement) constitute continuing connected transactions of the Company subject to Chapter 14A of the Listing Rules.

THE DESIGN, DEVELOPMENT AND CONSTRUCTION CONSULTANCY SERVICES

Under the Shared Services Agreement (as renewed pursuant to the Renewal Agreement), the LVS Group agreed to provide to the Group services with respect to the design, development and construction of casino, casino hotel and integrated resort projects of the size and scope which the Group operates and plans to develop (the “**Design, Development and Construction Consultancy Services**”). The amounts payable by the Group to the LVS Group under the Shared Services Agreement for the Design, Development and Construction Consultancy Services are calculated on a cost basis.

Pursuant to the Renewal Agreement, the annual caps set for the Design, Development and Construction Consultancy Services to be provided by the LVS Group to the Group for each of the three years ending December 31, 2014 are US\$4.3 million, US\$4.7 million and US\$5.2 million respectively. The annual caps are determined by reference to the historical figures related to such services.

As, based on the annual caps, the relevant percentage ratios in relation to the Design, Development and Construction Consultancy Services are more than 0.1% but less than 5%, the Company is required to comply with the reporting, announcement and annual review requirements of Chapter 14A of the Listing Rules in respect of continuing connected transactions and with Rules 14A.35(1) and 14A.35(2) of the Listing Rules.

Under the Shared Services Agreement, the Group also agreed to provide to the LVS Group services with respect to the design, development and construction of casino, casino hotel and integrated resort projects of the size and scope which the LVS Group operates and plans to develop. As the relevant percentage ratios in relation to such services are less than 0.1%, the Company is exempt from the reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of such services.

JOINT INTERNATIONAL MARKETING AND RETAIL LEASING, MANAGEMENT AND MARKETING SERVICES

Under the Shared Services Agreement (as renewed pursuant to the Renewal Agreement), the LVS Group agreed to provide to the Group joint international marketing services targeting VIP players and premium players who wish to patronize our Group's properties in addition to those of the LVS Group, and retail leasing, management and marketing services relating to the retail malls owned or operated by the Group (including hotel, convention, exhibition, meetings and entertainment sales and marketing services) (the "**Joint International Marketing and Retail Leasing, Management and Marketing Services**"). The amounts payable by the Group under the Shared Services Agreement for the Joint International Marketing and Retail Leasing, Management and Marketing Services are calculated on a cost basis.

Pursuant to the Renewal Agreement, the annual caps set for the Joint International Marketing and Retail Leasing, Management and Marketing Services to be provided by the LVS Group to the Group for each of the three years ending December 31, 2014 are US\$19.5 million, US\$21.5 million and US\$23.7 million respectively. The annual caps are determined by reference to the historical figures related to such services.

As, based on the annual caps, the relevant percentage ratios in relation to the Joint International Marketing and Retail Leasing, Management and Marketing Services are more than 0.1% but less than 5%, the Company is required to comply with the reporting, announcement and annual review requirements of Chapter 14A of the Listing Rules in respect of continuing connected transactions and with Rules 14A.35(1) and 14A.35(2) of the Listing Rules.

Under the Shared Services Agreement, the Group also agreed to provide to the LVS Group services with respect to joint international marketing services targeting VIP players and premium players who wish to patronize the LVS Group's properties in addition to those of our Group, and retail leasing, management and marketing services relating to the retail malls owned or operated by the LVS Group (including hotel, convention, exhibition, meetings and entertainment sales and marketing services). As the relevant percentage ratios in relation to such services are less than 0.1%, the Company is exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of such services.

REASONS FOR THE TRANSACTION AND THE VIEWS OF THE DIRECTORS

The Shared Services Agreement regulates the relationship of the Group and the LVS Group with respect to the provision of the shared services between the Group and the LVS Group. The current term of the Shared Services Agreement will expire on December 31, 2011. The reason for entering into the Renewal Agreement is to renew the term of the Shared Services Agreement for a period of three years ending on December 31, 2014 and to expand the scope of the services in line with the growth of the Company's separate business units.

The Directors (including all of the independent non-executive Directors) are of the view that the terms of the Renewal Agreement are on normal commercial terms, in the usual and ordinary course of business of the Group and fair and reasonable and in the interest of the shareholders of the Company as a whole. As each of Mr. Sheldon Gary Adelson, Mr. Michael Alan Leven, Mr. Jeffrey Howard Schwartz and Mr. Irwin Abe Siegel are directors of LVS, they have each abstained from voting on the relevant Directors' resolutions approving the Renewal Agreement.

PRINCIPAL ACTIVITIES OF THE COMPANY

The principal activity of the Company is investment holding and the principal activities of our subsidiaries are the development and operation of integrated resorts in Macao, which contain not only gaming areas but also meeting space, convention and exhibition halls, retail and dining areas and entertainment venues.

PRINCIPAL ACTIVITIES OF LVS

LVS is a controlling shareholder of the Company. It is the leading global developer of destination properties (integrated resorts) that feature premium accommodations, world-class gaming and entertainment, convention and exhibition facilities, celebrity chef restaurants, and other amenities.

DEFINITIONS

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

“Board”	means the board of Directors of the Company.
“Company”	means Sands China Ltd., a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange.
“connected person”	has the meaning given to it under the Listing Rules.
“controlling shareholder”	has the meaning given to it under the Listing Rules.
“Directors”	means the directors of the Company.
“Group”	means the Company and its subsidiaries.
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange.
“LVS”	means Las Vegas Sands Corp., a company incorporated in Nevada, the United States of America in August 2004 and the common stock of which is listed on the New York Stock Exchange.

“LVS Group”	means LVS and its subsidiaries (excluding the Group).
“Prospectus”	means the prospectus of the Company dated November 16, 2009.
“Renewal Agreement”	means the renewal agreement entered into between the Company and LVS dated December 21, 2011.
“Shared Services Agreement”	means the shared services agreement entered into between the Company and LVS dated November 8, 2009 in respect of the provision of certain products and services by the LVS Group to the Group or the Group to the LVS Group (as amended on November 9, 2010).
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited.
“US\$”	means United States dollars, the lawful currency of the United States of America.

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

Macao, December 21, 2011

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*