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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 ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

The environmental, social and governance (“**ESG**”) committee (the “**ESG Committee**”) of Sands China Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) was established pursuant to a resolution of the board of directors of the Company (the “**Board**”) on April 16, 2021. Set out below are the terms of reference (the “**TOR**”) of the ESG Committee. The TOR are available for viewing in English and Chinese. In case of 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 ESG Committee of the Company is to assist the Board in fulfilling its oversight responsibilities with respect to the Group’s ESG issues, strategy and reporting.

2. Organization

- 2.1 The ESG Committee shall consist of a minimum of three directors of the Company (the “**Members**”), at least one of whom shall be an independent non-executive director of the Company. The Members shall be appointed by the Board. Members may be removed at any time by action of the Board. The ESG Committee’s chairman shall be designated by the Board or, if it does not do so, the Members shall elect a chairman by a vote of the majority of the full ESG Committee.

3. Meetings

- 3.1 The ESG Committee shall meet as required upon such notice as the Committee may decide for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit.
- 3.2 The quorum necessary for the transaction of the business of the ESG Committee shall be two Members.

- 3.3 Questions arising at any ESG 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 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 ESG Committee which that member is unable to attend personally.
- 3.5 Reasonable notice should be given for all ESG Committee meetings.
- 3.6 The agenda and accompanying papers should be sent to all Members in a timely manner and at least 3 days before the date of the ESG Committee meeting (or other agreed period).
- 3.7 A resolution in writing signed by all Members or their alternates shall be as valid and effectual as if it had been passed at an ESG 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) including by Electronic Signature (as defined in the Company's articles of association).
- 3.8 Full minutes of the ESG Committee meetings should be kept by the company secretary of the Company. Draft and final versions of the minutes of the ESG Committee meetings should be sent to all Members for their comment and records, within a reasonable time after the meeting.

4. Authority and Responsibilities

4.1 To fulfil its responsibilities, the ESG Committee shall:

- (1) Monitor and oversee:
 - (a) the Group's ESG strategy and approach, including the principles, standards and processes used to evaluate, prioritise and manage material ESG-related issues and any key performance indicators;
 - (b) the Group's ESG reporting; and
 - (c) the implementation of the Group's ESG-related policies and initiatives.
- (2) Review the Group's environmental and social performance, including to investigate any ESG related matters of the Group and to seek any information it requires from any officer or employee of the Group or external consultant for such purposes (whereas such persons shall be directed by the Board to co-operate with any request made by the ESG Committee).
- (3) Review and recommend to the Board the annual ESG report.

- (4) Prepare any report required by applicable rules and regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”), to be published separately or included in the annual report, half-year report and, if prepared for publication, quarterly reports.
- (5) Review and reassess the adequacy of these TOR of the ESG Committee annually and recommend to the Board any changes deemed appropriate by the ESG Committee.
- (6) Review its own performance annually.
- (7) Review and 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).
- (8) Perform any other activities consistent with the TOR, the Company’s articles of association, the Listing Rules and applicable laws and regulations, as the ESG Committee or the Board deems necessary or appropriate.

5. Resources

- 5.1 The ESG 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.
- 5.2 The ESG Committee shall have the sole authority to retain independent professional advisors or consultants to advise the ESG Committee, and to terminate their appointment.
- 5.3 The ESG Committee shall determine the extent of funding necessary for payment of (a) compensation to any independent professional advisors or consultants retained to advise the ESG Committee and (b) ordinary administrative expenses of the ESG Committee that are necessary or appropriate in carrying out its duties.
- 5.4 The ESG Committee may request any officer or employee of the Group or external consultant to attend a meeting of the ESG Committee.

6. Amendments

6.1 The ESG Committee shall recommend any changes to the TOR which it considers necessary or appropriate to the Board for approval (pursuant to paragraph 4.1(5) above).

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

Macao, April 16, 2021

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

Executive Directors:

Robert Glen Goldstein

Wong Ying Wai

Chum Kwan Lock, Grant

Non-Executive Director:

Charles Daniel Forman

Independent Non-Executive Directors:

Chiang Yun

Victor Patrick Hoog Antink

Steven Zygmunt Strasser

Kenneth Patrick Chung

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