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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)

CONTINUING CONNECTED TRANSACTIONS AMENDMENT OF SHARED SERVICES AGREEMENT

This announcement is made pursuant to Rule 14A.54 of the Listing Rules.

Reference is made to the Company's announcement dated December 10, 2020 in respect of the renewal of the Company's Shared Services Agreement.

Due to the increased business volume following the elimination of travel restrictions in late December 2022 and early January 2023, on November 22, 2023, the Company and LVS entered into the Amendment Agreement which amended the annual cap set for the Transportation and Related Research, Logistics and Technical Services provided by the LVS Group to the Group (as set out in the Shared Services Agreement) for the year ending December 31, 2023 from US\$8.8 million to US\$10.8 million. The Amendment Agreement also broadened the scope of the Transportation and Related Research, Logistics and Technical Services provided by the LVS Group to the Group.

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 amended pursuant to the Amendment Agreement) constitute continuing connected transactions of the Company subject to Chapter 14A of the Listing Rules.

Based on the new annual cap, the Transportation and Related Research, Logistics and Technical Services provided by the LVS Group to the Group under the Shared Services Agreement (as amended pursuant to the Amendment Agreement) are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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“Transportation and Related Research, Logistics and Technical Services” are services in connection with the use of all forms of transportation (including but not limited to automobiles, vessels, trains and aircraft) owned by or available to the LVS Group. The amounts payable by the Group to the LVS Group under the Shared Services Agreement for such Transportation and Related Research, Logistics and Technical Services are calculated on a cost basis. Typically, the allocation is done on a fair and equitable basis with reference to the actual costs of the transportation and related research, logistics and technical services provided to the relevant patrons that are attributable to the visitations to and from the properties of the Group, including the actual salary and benefits, employment-related expenses and statutory costs for the relevant employees and the hours worked by them in providing such services attributable to the Group and the cost of fuel, oil, repair and maintenance, insurance and other related operational costs allocated based on the number of hours that the relevant form of transportation is used.

No other amendments were made to the Shared Services Agreement and no amendments were made in respect of the term of the Shared Services Agreement.

In accordance with the existing terms of the Shared Services Agreement, the fees for the provision of the Transportation and Related Research, Logistics and Technical Services will be invoiced by the LVS Group to the Group no earlier than the date incurred and will be paid, in the absence of dispute, within 45 days of receipt of invoice. Invoices shall be provided to the Group together with documentary support of the actual costs incurred by the LVS Group.

The revised annual cap for the Transportation and Related Research, Logistics and Technical Services provided by the LVS Group to the Group for the year ending December 31, 2023 is determined by reference to, among others, (a) the historical figures related to such services, in particular in the six months ended June 30, 2023, which reflect the Group’s increased business volume following the elimination of travel restrictions in late December 2022 and early January 2023, (b) the sufficient additional fee capacity to address the expected increase in the cost relating to such services until the end of the year ending December 31, 2023, and (c) the extent and volume of the services the Group expects the LVS Group to provide until the end of the year ending December 31, 2023.

The historical fees paid by the Group to the LVS Group under the Shared Services Agreement for the Transportation and Related Research, Logistics and Technical Services for the two years ended December 31, 2021 and 2022 and the six months ended June 30, 2023, and the relevant annual caps for each of the three years ending December 31, 2023 (reflecting the Amendment Agreement) are set out as follows:

	For the year ended December 31, 2021 (US\$ million)	For the year ended December 31, 2022 (US\$ million)	For 2023 (US\$ million)
Historical fees paid by the Group to LVS Group for the Transportation and Related Research, Logistics and Technical Services	1.8	1.4	4.7 (for the six months ended June 30, 2023)
Annual cap (reflecting the Amendment Agreement)	8.8	8.8	10.8 (for the year ending December 31, 2023)

LISTING RULES IMPLICATIONS

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 amended pursuant to the Amendment Agreement) constitute continuing connected transactions of the Company subject to Chapter 14A of the Listing Rules.

Based on the new annual cap, as one or more of the relevant percentage ratios in relation to the Transportation and Related Research, Logistics and Technical Services under the Shared Services Agreement (as amended pursuant to the Amendment Agreement) are more than 0.1% but each of them is less than 5%, the Company is required to comply with the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of continuing connected transactions.

REASONS FOR AND BENEFITS OF 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 reason for entering into the Amendment Agreement to revise the annual cap for the relevant Transportation and Related Research, Logistics and Technical Services provided by the LVS Group to the Group is due to the increased business volume following the elimination of travel restrictions in late December 2022 and early January 2023 and to broaden the scope of the Transportation and Related Research, Logistics and Technical Services to increase the service options available to relevant patrons.

The Directors (including all of the independent non-executive Directors) are of the view that the terms of the Amendment Agreement are on normal commercial terms, are in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and its shareholders as a whole. As each of Mr. Robert Glen Goldstein, Mr. Chum Kwan Lock, Grant and Mr. Charles Daniel Forman are directors and/or officers of LVS, they have each abstained from voting on the relevant Directors' resolutions approving the Amendment Agreement.

PRINCIPAL ACTIVITIES OF THE COMPANY

The principal activity of the Group is 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:

“Amendment Agreement”	means the amendment agreement entered into between the Company and LVS dated November 22, 2023.
“Board”	means the board of directors of the Company.
“Company”	means Sands China Ltd., an exempted company with limited liability incorporated in the Cayman Islands on July 15, 2009, 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.
“Director(s)”	means member(s) of the board of directors of the Company.
“Group”	means the Company and its subsidiaries from time to time.
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time).

“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).
“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 and renewed from time to time).
“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.
Dylan James Williams
Company Secretary

Macao, November 22, 2023

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

In case of any inconsistency between the English version and the Chinese version of this announcement, the English version shall prevail.