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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 (the "**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 amended and approved by the Board on January 23, 2026. 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 Nomination Committee is to review and make recommendations to the Board regarding the composition of the Board and its committees.

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 of the Company.

2. Organization

2.1 A majority of the members of the Nomination Committee (the "**Members**") shall be independent non-executive Directors, with at least one Member of a different gender. Members shall be appointed by the Board and may be removed at any time by resolution of the Board.

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

2.3 The Nomination Committee may form and delegate authority to subcommittees when it determines it to be appropriate.

3. Meetings

3.1 The Nomination Committee shall meet at least annually, or more frequently as circumstances require.

3.2 The quorum necessary for the transaction of the business of the Nomination Committee shall be two Members.

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 chairperson 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 Nomination Committee which that Member is unable to attend personally.

3.5 Unless otherwise agreed by all Members, 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 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 Members 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 Member(s) 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 the minutes of the Nomination 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 The authorities and responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the "**Listing Rules**"). To fulfill 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 and its committees at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board and its committees to complement the Company's 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 Listing Rules and applicable laws and regulations and the Company's Board of Directors Corporate Governance Guidelines (the "**CG Guidelines**"). The criteria for Board membership are set out in the CG Guidelines and the Board Diversity Policy.

(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 chief executive officer.

(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.

(5) Support the regular evaluation of the performance of the Board.

(6) Review and assess the time commitment and contribution to the Board by each Director, as well as the Director's ability to discharge his or her responsibilities effectively annually.

(7) Review the implementation and effectiveness of the mechanisms for ensuring independent views and input are available to the Board annually.

(8) Prepare any report required by applicable rules and regulations or the Listing Rules, to be included in the annual report, half-year report and, if prepared for publication, quarterly reports.

(9) Review and reassess the adequacy of the TOR annually and recommend to the Board any changes deemed appropriate by the Nomination Committee.

(10) Review the Nomination Policy (as defined in paragraph 5.1 below) and the implementation and effectiveness of the Board Diversity Policy annually.

(11) Review its own performance annually.

(12) 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).

(13) Perform any other activities consistent with the TOR, the Company's articles of association, the Listing Rules and applicable laws and regulations, 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 (4) 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, the Board Diversity Policy and the CG Guidelines, 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.

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

Macao, January 23, 2026

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

Executive Directors:
Wong Ying Wai
Chum Kwan Lock, Grant

Non-Executive Directors:
Robert Glen Goldstein
Patrick Sydney Dumont
Charles Daniel Forman

Independent Non-Executive Directors:
Chiang Yun
Victor Patrick Hoog Antink
Steven Zygmunt Strasser
Kenneth Patrick Chung
Chung Kit Yi Kitty