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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that** an Annual General Meeting of Sands China Ltd. (the “**Company**”) will be held virtually through an online platform at [http://meetings.computershare.com/SandsChina\\_AGM2025](http://meetings.computershare.com/SandsChina_AGM2025) on Thursday, May 22, 2025 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and auditor for the year ended December 31, 2024.
2. To declare a final dividend of HK\$0.25 per share for the year ended December 31, 2024 to be paid out of the share premium account of the Company.
3. (a) To re-elect Mr. Charles Daniel Forman as non-executive Director;  
(b) To re-elect Ms. Chiang Yun as independent non-executive Director;  
(c) To re-elect Mr. Kenneth Patrick Chung as independent non-executive Director; and  
(d) To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to item 5(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in item 5(a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution and resolution no. 6:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles of Association**”) or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. “**THAT:**

(a) subject to item 6(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company, to sell or transfer any treasury shares, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined above) in accordance with all applicable laws, rules and regulations;

(b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in item 6(a) above shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options granted under any equity award plan of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number shall not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Macao, March 27, 2025

*Notes:*

1. The Company will conduct the Annual General Meeting virtually through an online platform (the “**Online Platform**”), which allows shareholders of the Company (“**Shareholders**”) to attend the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to access the live audio broadcast, cast their vote and submit questions in written form via their mobile phones, tablets, or computers.
2. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Articles of Association and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can achieve this in one of the following ways:
  - (a) attend the Annual General Meeting through the Online Platform which enables live audio streaming and an interactive platform for Q&A and cast their vote online; or
  - (b) appoint the Chairman of the Annual General Meeting or other persons as their proxy to attend the Annual General Meeting through the Online Platform and cast their vote online.

The authority and instruction to the proxy or proxies will be revoked if the Shareholder attends and votes through the Online Platform.

4. **Login details for Registered Shareholders:** Registered Shareholders can refer to the accompanying letter sent by post for details.

**Login details for Non-Registered Shareholders:** Non-Registered Shareholders, whose shares of the Company are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians, nominees or HKSCC Nominees Limited (as the case may be) (collectively, the “**Intermediaries**”), who wish to attend and vote at the Annual General Meeting, should (i) contact their Intermediaries through which the shares of the Company are held to appoint themselves as proxy, and (ii) provide their e-mail address to their Intermediaries, before the deadline required by their Intermediaries. Details regarding the Annual General Meeting arrangements including the login details to access the Online Platform will be sent by the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (the “**Hong Kong Share Registrar**”), to the e-mail address provided.

The Online Platform will be open from 10:30 a.m. on Thursday, May 22, 2025 (i.e. approximately 30 minutes prior to the commencement of the Annual General Meeting). Shareholders should allow ample time to login the Online Platform to complete the required procedures. For details relating to the use of the Online Platform, please refer to the Online Meeting User Guide published on the Company's website.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor the Hong Kong Share Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of a vote through the Online Platform using your login details will be conclusive evidence that the vote was cast by you as a Shareholder.

For any queries relating to any of the above matters, please call the Hong Kong Share Registrar's telephone hotline at +852 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding public holidays.

5. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him at the Annual General Meeting and vote on his behalf. If more than one proxy is so appointed, the proxy form for each appointment shall specify the number of shares in respect of which each such proxy is so appointed.

A proxy need not be a shareholder of the Company but must attend the Annual General Meeting through the Online Platform to represent its appointor. A proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the Shareholder which he or they represent as such Shareholder could exercise. Every Shareholder attending the Annual General Meeting or by proxy shall have one vote for every fully paid share of which he is the holder.

6. In order to be valid, the proxy form must be completed and signed in accordance with the instructions thereon and delivered together, with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Hong Kong Share Registrar, (i) by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (ii) by email to [sandschina.eproxy@computershare.com.hk](mailto:sandschina.eproxy@computershare.com.hk), no later than 11:00 a.m. (Hong Kong time) on Tuesday, May 20, 2025 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the proxy form shall not preclude a Shareholder from attending and voting at the Annual General Meeting through the Online Platform and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, May 19, 2025 to Thursday, May 22, 2025, both dates inclusive, during which period no transfer of shares of the Company will be registered. Shareholders who are entitled to attend and vote at the Annual General Meeting are those whose names appear on the register of members of the Company on Monday, May 19, 2025. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed and signed transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Friday, May 16, 2025.

In the event that the Annual General Meeting is adjourned to a date later than May 22, 2025 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the Annual General Meeting will remain the same as stated above.

8. The Board has recommended the payment of a final dividend of HK\$0.25 per share for the year ended December 31, 2024 and, if such dividend is approved by the Shareholders by passing resolution no. 2, it is expected to be paid on Friday, June 20, 2025, to those Shareholders whose names appear on the Company's register of members on Friday, May 30, 2025.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, May 30, 2025, on which date no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly completed and signed transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, May 29, 2025.

In the event that the Annual General Meeting is adjourned to a date later than May 22, 2025 because of bad weather or other reasons, the record date for determination of entitlement to the proposed final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.

9. In relation to resolution nos. 3(a) to 3(c), three retiring Directors will offer themselves for re-election. In accordance with Article 113(1) and (2) of the Articles of Association, Mr. Charles Daniel Forman, Ms. Chiang Yun, and Mr. Kenneth Patrick Chung shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

10. Bad Weather Arrangements

If a typhoon warning signal no. 8 or above is hoisted in Macao at any time between 9:00 a.m. and 11:00 a.m. (Hong Kong time) on the date of the Annual General Meeting, the Annual General Meeting will be automatically adjourned to a later date. When the date, time and location of the adjourned meeting has been fixed by the Directors, the Company will publish an announcement on the websites of the Stock Exchange and the Company to notify Shareholders of the date, time and location of the adjourned meeting.

The Annual General Meeting will be held as scheduled when a rainstorm warning signal is in force in Macao. Shareholders should in any event exercise due care and caution when deciding to attend the Annual General Meeting in adverse weather conditions.

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  
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 notice, the English version shall prevail.*