

## DEFINITIONS

**In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms.”**

“Articles” or “Articles of Association”	our articles of association, conditionally adopted on [●], 2009 and which will become effective upon [●], and as amended from time to time, a summary of which is set out in “Summary of the Constitution of Our Company and Cayman Companies Law” in Appendix VI to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Bondholders”	the holders of the Bonds
“Bonds”	the US\$600.0 million Exchangeable Bonds due 2014 issued by VVDI (II), which will be mandatorily and automatically exchanged for Shares upon [●]
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“China” or the “PRC”	the People’s Republic of China excluding, for the purpose of this document only, Hong Kong, Macau and Taiwan, unless the context otherwise requires
“Company,” “our,” “we,” “us,” or “Sands China”	Sands China Ltd., a company incorporated in the Cayman Islands on July 15, 2009 as an exempted company with limited liability and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries. When used in the context of gaming operations or the Subconcession, “we,” “us,” or “our” refers exclusively to VML
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Concessionaire(s)”	the holder(s) of a concession for the operation of casino games in the MSAR. As of the Latest Practicable Date, the Concessionaires were Galaxy, SJM and Wynn Macau
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, with respect to our Company, the controlling shareholders as referred to in “Relationship with Our Controlling Shareholders”

## DEFINITIONS

“Cotai”	the name given to the land reclamation area in the MSAR between the islands of Coloane and Taipa
“Cotai Strip”	integrated resort projects on Cotai being developed by us and inspired by the Las Vegas Strip in Las Vegas, Nevada, U.S.A. LVS has registered the Cotai Strip trademark in Hong Kong and Macau
“Cotai WaterJets (HK)”	Cotai Waterjets (HK) Ltd, our indirect, wholly owned subsidiary
“CotaiJet Holdings”	CotaiJet Holdings (II) Ltd, our indirect, wholly owned subsidiary
“Director(s)”	directors of our Company
“DICJ”	Gaming Inspection and Coordination Bureau (“ <i>Direcção de Inspeção e Coordenação de Jogos</i> ”) under the Secretary for Economy and Finance of the MSAR
“Drug Trafficking (Recovery of Proceeds) Ordinance”	the Drug Trafficking (Recovery of Proceeds) Ordinance (Chapter 405 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“DSEC”	the Statistics and Census Bureau of the MSAR (“ <i>Direcção dos Serviços de Estatística e Censos</i> ”)
“DSF” or “MSAR Finance Department”	the Finance Services Bureau of the Macau Government (“ <i>Direcção dos Serviços de Finanças</i> ”)
“FATF”	the Financial Action Task Force on Money Laundering, an inter-governmental body created in 1989 to develop and promote national and international policies to combat money laundering and terrorist financing
“Four Seasons Hotel”	refers to the Four Seasons Hotel Macao, Cotai Strip®, which is managed and operated by FS Macau Lda., an affiliate of Four Seasons Hotels Limited
“Galaxy”	Galaxy Casino S.A. (also known as Galaxy Casino Company Limited), a company incorporated in Macau on November 30, 2001, one of the three Concessionaires
“Gambling Ordinance”	the Gambling Ordinance (Chapter 148 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Gaming Commission”	the Macau Gaming Commission (“ <i>Comissão Especializada Para Sector dos Jogos de Fortuna ou Azar</i> ”)
“GDP”	gross domestic product
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Group”	our Company and its subsidiaries and, in respect of the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time

## DEFINITIONS

“HIBOR”	the Hong Kong Interbank Offered Rate
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare, the Hong Kong share registrar of our Company
“IFRS”	International Financial Reporting Standards issued by the International Accounting Standards Board
“Latest Practicable Date”	[●], 2009, being the latest practicable date for the purpose of ascertaining certain information contained in this document before the printing of this document
“LIBOR”	London Interbank Offered Rate
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“LVS”	Las Vegas Sands Corp., a company incorporated in Nevada, U.S.A. in August 2004 and the common stock of which is listed on the New York Stock Exchange
“LVS Dutch”	LVS Dutch Intermediate Holding BV, an indirect, wholly owned subsidiary of LVS
“LVS Group”	LVS and its subsidiaries (excluding our Group)
“Macau” or “MSAR”	the Macau Special Administrative Region of the PRC
“Macau Government”	the local government of the MSAR, established on December 20, 1999 and the local administration before this date
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent of and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Melco Crown”	Melco Crown Jogos (Macau), S.A., a private company limited by shares (“ <i>sociedade anónima</i> ”) incorporated on May 10, 2006 under the laws of Macau and one of the three Subconcessionaires
“Memorandum” or “Memorandum of Association”	our memorandum of association, adopted on [●], 2009 and as amended from time to time, a summary of which is set out in “Summary of the Constitution of Our Company and Cayman Companies Law” in Appendix VI to this document
“MGM Grand Paradise”	MGM Grand Paradise, S.A. (also known as MGM Grand Paradise Limited), a private company limited by shares (“ <i>sociedade anónima</i> ”) incorporated on June 17, 2004 under the laws of Macau and one of the three Subconcessionaires
“MOP” or “pataca(s)”	Macau pataca, the lawful currency of Macau

## DEFINITIONS

“Non-Competition Deed”	the Deed of Non-Compete Undertakings dated [●], 2009 entered into between our Company and LVS
“OSCO”	the Organised and Serious Crimes Ordinance (Chapter 455 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Parcel 1”	a land parcel in Cotai totaling 291,479 square meters described under Registration No. 23225 by the Macau Property Registry, on which The Venetian Macao has been constructed
“Parcel 2”	a land parcel in Cotai totaling 53,700 square meters described under Registration No. 23223 by the Macau Property Registry, on which the Plaza has been constructed
“Parcel 3”	a land parcel in Cotai totaling 60,479 square meters described under Registration No. 23224 by the Macau Property Registry, which is expected to contain an integrated resort that will be connected to the Plaza and the expo center at The Venetian Macao, and may contain up to 3,900 hotel rooms, gaming areas and other integrated resort amenities. These plans are based on initial designs conceptualized in 2005, which we have continued to refine and update during the course of its overall design and development
“Parcels 5 and 6”	land parcels in Cotai totaling 150,134 square meters, including 44,576 square meters designated as a tropical garden, for which we have received a draft land concession and expect to formalize the land concession in due course following the usual MSAR land grant process
“Parcels 7 and 8”	land parcels in Cotai totaling 110,200 square meters for which we have not obtained a land concession and are expected to contain an integrated resort similar in size and scope to the integrated resort located on Parcels 5 and 6. These plans are based on initial conceptual designs, which we will continue to refine and update during the course of its overall design and development. The size of the land parcel may be subject to further surveyance
“Plaza”	an integrated resort which includes (i) the Four Seasons Hotel; (ii) the Plaza Casino gaming area operated by VML; (iii) the Plaza mansions, the Shoppes at Four Seasons, restaurants and a spa, each of which are operated by us; and (iv) a luxury apartment tower, which is anticipated to be branded and serviced by Four Seasons; except where the context indicates otherwise
“Reorganization”	the reorganization of our group of companies now comprising our Group, as described in “History and Reorganization” and “Statutory and General Information—Further Information About Our Group—Corporate Reorganization” in Appendix VII of this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of China

## DEFINITIONS

“ROVE(s)”	large sum transaction report(s) of certain large gaming transactions (equal to or exceeding HK\$/MOP500,000 or their equivalents in other currencies) which must be filed with the DICJ pursuant to the DICJ’s anti-money laundering guideline (“ <i>Relatório de Operações de Valor Elevado</i> ”)
“Sands Macao”	the Sands Macao, which includes gaming areas, a hotel tower, restaurants and a theater
“Second Trademark Sub-License Agreement”	the trademark sub-license agreement dated [●], 2009 entered into between LVS IP Holdings, LLC and Las Vegas Sands, LLC
“Securities and Futures Commission” or “SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], 2009, the principal terms of which are summarized in “Statutory and General Information—Share Option Scheme” in Appendix VII to this document
“Shared Services Agreement”	the agreement dated [●], 2009 entered into between LVS and the Company to regulate the relationship with respect to the provision of certain shared services
“Share(s)”	ordinary shares in our Company with a nominal value of US\$0.01 each
“Shareholder(s)”	holder(s) of Shares
“SJM”	Sociedade de Jogos de Macau, S.A., a private company limited by shares (“ <i>sociedade anónima</i> ”), incorporated on November 28, 2001 under the laws of Macau and one of the three Concessionaires
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subconcession” or “Subconcession Contract”	the tripartite Subconcession Contract for the operation of casino games dated December 26, 2002 among Galaxy, the Macau Government and VML
“Subconcessionaire(s)”	the holder(s) of a subconcession for the operation of casino games in the MSAR. As of the Latest Practicable Date, the Subconcessionaires were VML (one of our subsidiaries), Melco Crown and MGM Grand Paradise
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“The Venetian Macao”	The Venetian Macao-Resort-Hotel®, an integrated resort which includes casino and gaming areas, a hotel, MICE space, The Grand Canal Shoppes™, over 50 different restaurants and food outlets, a 15,000-seat arena and other entertainment venues

## DEFINITIONS

"Track Record Period"	the three financial years of our Company ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009
"United Nations (Anti-Terrorism Measures) Ordinance"	the United Nations (Anti-Terrorism Measures) Ordinance (Chapter 575 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"United States," "U.S." or "U.S.A."	the United States of America, including its territories and possessions and all areas subject to its jurisdiction
"US\$" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"VCL"	our subsidiary, Venetian Cotai Limited, a private company limited by shares (" <i>sociedade anónima</i> ") incorporated on November 11, 2004 under the laws of Macau
"Venetian Global"	Venetian Global Holdings Limited, an indirect, wholly owned subsidiary of LVS
"VML"	our subsidiary, Venetian Macau, S.A. (also known as Venetian Macau Limited), a private company limited by shares (" <i>sociedade anónima</i> ") incorporated on June 21, 2002 under the laws of Macau, one of the three Subconcessionaires and the holder of the Subconcession
"VVDIL"	Venetian Venture Development Intermediate Limited, our wholly owned subsidiary
"VVDI (I)"	Venetian Venture Development Intermediate I, an indirect, wholly owned subsidiary of LVS
"VVDI (II)"	Venetian Venture Development Intermediate II, a company incorporated in the Cayman Islands on January 23, 2003 as an exempted company with limited liability and an indirect, wholly owned subsidiary of LVS and our immediate Controlling Shareholder
"World Sourcing"	World Sourcing Services Limited, an indirect, wholly owned subsidiary of LVS
"Wynn Macau"	Wynn Resorts (Macau) S.A., a private company limited by shares (" <i>sociedade anónima</i> ") incorporated on October 17, 2001 under the laws of Macau, and one of the three Concessionaires