

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

Our Board of Directors consists of [eight] Directors, [three] of whom are independent non-executive Directors. The following table sets forth certain information concerning our Directors:

<u>Name</u>	<u>Age</u>	<u>Title</u>
Sheldon Gary Adelson.....	76	Chairman and Non-executive Director
Jeffrey Howard Schwartz .....	48	Non-executive Director
Irwin Abe Siegel .....	68	Non-executive Director
Steven Craig Jacobs .....	46	Chief Executive Officer, President-Macau and Executive Director
Stephen John Weaver.....	48	Chief Development Officer and Executive Director
Iain Ferguson Bruce.....	68	Independent Non-executive Director
Yun Chiang .....	42	Independent Non-executive Director
David Muir Turnbull .....	54	Independent Non-executive Director

### Executive Directors

**Steven Craig Jacobs**, aged 46, is our Chief Executive Officer, President-Macau and executive Director. Mr. Jacobs has been President-Macau of LVS from May 2009 and has worked with LVS since March 2009. From 1994 through 2008, Mr. Jacobs served as the President and CEO of the Vagus Group Inc ("VGI"), an international management services company specializing in travel and hospitality. Through VGI, Mr. Jacobs assumed a variety of senior executive roles in companies including at Louvre Hotels, U.S. Franchise Systems, Hyatt and Best Western International. Mr. Jacobs holds a Bachelor of Arts from Harvard University. Mr. Jacobs was appointed as our executive Director on August 18, 2009.

**Stephen John Weaver**, aged 48, is our Chief Development Officer and executive Director. Mr. Weaver joined our Group in August 2005 and has served as the President of Asian Region since September 2006, and is responsible for overseeing all development and government relations activities in Macau, including real estate development transactions, retail mall leasing, and other business development-related activities. He has broad experience in all elements of property development and business management, initially gained through 12 years of private practice as a property lawyer and subsequently in senior management positions with Savills and Jones Lang LaSalle. Mr. Weaver holds a Bachelor of Laws degree from Queensland University of Technology and a Master of Business Administration from the University of Southern Queensland, having completed the relevant long distance learning courses of both universities. Mr. Weaver is a solicitor of the Supreme Court of Queensland and High Court of Australia. Mr. Weaver was appointed as our executive Director on August 18, 2009.

### Non-executive Directors

**Sheldon Gary Adelson**, aged 76, is the Chairman of our Board of Directors and our non-executive Director. Mr. Adelson has been the Chairman of the Board of LVS, Chief Executive Officer and a director of LVS since August 2004. Mr. Adelson has been Chairman of the board, Chief Executive Officer and a director of Las Vegas Sands LLC (or its predecessor) since April 1988, when Las Vegas Sands LLC was formed to own and operate the former Sands Hotel and Casino. Mr. Adelson has extensive experience in the convention, trade show and tour and travel businesses. Mr. Adelson also has investments in other business enterprises. Mr. Adelson created and developed the COMDEX Trade Shows, including the COMDEX/Fall Trade Show, which was the world's largest computer show in the 1990s, all of which were sold to Softbank Corporation in April 1995. Mr. Adelson also created and developed the Sands Expo Center, which he grew into one of the largest privately owned convention and trade show destinations in the United States before transferring it to LVS in July

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2004. He has been President and Chairman of the board of Interface Group Holding Company, Inc. since the mid-1970s and Chairman of the board of LVS's affiliate Interface-Group Massachusetts, LLC and its predecessors since 1990. Mr. Adelson joined us and was appointed as our Chairman and non-executive Director on August 18, 2009.

**Jeffrey Howard Schwartz**, aged 48, is our non-executive Director. Mr. Schwartz has been a director of LVS since March 2009. He is the chairman of the board and co-founder of Global Logistic Properties, which controls the largest platform of logistics facilities in Asia. Mr. Schwartz was the chief executive officer of ProLogis, a company listed on the NYSE, from January 2005 through November 2008, and served as the chairman of the board and director of ProLogis from May 2007 through November 2008. Mr. Schwartz also served as a director of ProLogis European Properties, a company listed on both the EuroNext and Luxembourg exchanges. Mr. Schwartz was president of international operations of ProLogis from March 2003 to December 2004, and was Asia president and chief operating officer from March 2002 to December 2004. He had been associated with ProLogis in varying capacities since 1994. Mr. Schwartz was appointed as our non-executive Director on [●] 2009.

**Irwin Abe Siegel**, aged 68, is our non-executive Director. Mr. Siegel has been a director of LVS since February 2005. He was a director of Las Vegas Sands, Inc. from February 2005 until July 2005. Mr. Siegel is a certified public accountant and was a partner (specializing in the hospitality industry) in the international accounting and consulting firm of Deloitte & Touche LLP from 1973 to 2003, when he retired. From 1996 through 1999, Mr. Siegel served as the chief executive officer of Deloitte Touche LLP's operations in the former Soviet Union. Mr. Siegel has been working as a business consultant since 2003. Mr. Siegel has served on the boards of directors of many charitable and civic organizations and is the immediate past president of the Weinstein Hospice in Atlanta, Georgia, U.S.A. Mr. Siegel was appointed as our non-executive Director on October 14, 2009.

### Independent Non-executive Directors

**Iain Ferguson Bruce**, aged 68, is our independent non-executive Director. Mr. Bruce joined KPMG in Hong Kong in 1964 and was elected to its partnership in 1971. He was the senior partner of KPMG from 1991 until his retirement in 1996 and served as chairman of KPMG Asia Pacific from 1993 to 1997. He has been a member of the Institute of Chartered Accountants of Scotland since 1964 and is a fellow of the Hong Kong Institute of Certified Public Accountants. He is also a fellow of The Hong Kong Institute of Directors and a member of The Hong Kong Securities Institute. Mr. Bruce is currently an independent non-executive director of Paul Y. Engineering Group Limited, Tencent Holdings Limited, Vitasoy International Holdings Limited and Wing On Company International Limited, all listed on the Stock Exchange. Mr. Bruce is also a non-executive director of Noble Group Limited, a company listed on the Singapore Exchange Limited, of China Medical Technologies, Inc., a company listed on NASDAQ, and of Yingli Green Energy Holding Company Limited, a company listed on the New York Stock Exchange. Mr. Bruce is a steward of The Hong Kong Jockey Club, an independent non-executive director of Citibank (Hong Kong) Limited and is the Chairman of KCS Limited. Mr. Bruce was appointed as our independent non-executive Director on October 14, 2009. Mr. Bruce has over 44 years of experience in the accounting profession and possesses the accounting and related financial management expertise required under rule 3.10(2) of the Listing Rules.

**Chiang Yun**, aged 42, is an independent non-executive Director of our Company. With over 14 years of private equity investment experience in Asia, primarily focused on the Chinese market, Ms. Chiang is one of the four founding managing partners of Pacific Alliance Equity Partners, the private equity division of Pacific Alliance Group. Founded in 2002, Pacific Alliance Group is an Asian, alternative investment manager with combined assets of US\$4.7 billion. Since the launch of Pacific Alliance Equity Partners' first-listed private equity fund, ARC Capital Holdings (ARCH LN) in 2006, Ms. Chiang has participated in the sourcing and execution of the fund's investments, including Goodbaby Group, China's first-ever leveraged buy-out. Prior to the founding of Pacific Alliance Equity Partners, Ms. Chiang was a Vice President of AIG Global Investment and a co-founder of the US\$165 million China Retail Fund, LDC (co-sponsored by AIG). During her 12-year tenure at AIG, Ms. Chiang

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covered a vast array of private equity transactions across various sectors, including Goodbaby Group (China) and Hualian GMS (China). Furthermore, Ms. Chiang advised a number of multinational corporations on China entry strategies, including Federal Express (U.S.), MIH Holdings (South Africa) and Grammy Entertainment (Thailand). In addition to currently sitting on the boards of five separate portfolio companies, Ms. Chiang was also a board member of two listed companies in Hong Kong and Thailand, namely China-Hongkong Photo Products Holdings Limited and C.P. Seven Eleven Public Company Limited. Ms. Chiang obtained her Executive Master of Business Administration from The Kellogg Graduate School of Management of Northwestern University and her Bachelor of Science degree, cum laude, from Virginia Polytechnic Institute and State University, or Virginia Tech. Ms. Chiang was appointed as our independent non-executive Director on October 14, 2009.

**David Muir Turnbull**, aged 54, is our independent non-executive Director. Mr. Turnbull graduated from Cambridge University in 1976 with a Bachelor of Arts degree with honors in Economics and subsequently obtained a Master of Arts degree. He joined the Swire Group upon graduation and held a variety of senior management positions during his 30 years with the group. Mr. Turnbull also held a number of positions in companies listed on the Stock Exchange including chairman of Swire Pacific Ltd. and Cathay Pacific Airways Ltd. from January 2005 until January 2006, chairman of Hong Kong Aircraft Engineering Company Ltd. from March 1995 until August 2006, non-executive director of the Hongkong and Shanghai Banking Corporation from January 2005 until December 2005, non-executive director of Air China Ltd. from May 2005 until December 2005 and non-executive director of Hysan Development Co. Ltd. from May 2005 until January 2006. From July 2006 to March 2008, Mr. Turnbull also served as a director of Allco Finance Group Limited, a company listed on the Australian Stock Exchange. In July 2008, Mr. Turnbull was appointed as the Executive Chairman of Pacific Basin Shipping Company, a company listed on the Stock Exchange and has served an independent non-executive director since May 2006. In July 2006, he was appointed as an independent non-executive director of Green Dragon Gas Limited, a company listed on the Alternative Investment Market, a sub-market of the London Stock Exchange. In November 2008, he was appointed as the chairman of Seabury Aviation and Aerospace Asia (Hong Kong) Ltd, a subsidiary of Seabury Group LLC. Mr. Turnbull was appointed as our independent non-executive Director on October 14, 2009.

Save as disclosed in this document, none of our Directors has had any relationships with any Directors, senior management or other substantial or Controlling Shareholders of our Company.

Save as disclosed in this document, there is no other information in respect of our Directors that is discloseable pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of our Shareholders.

## SPECIAL ADVISER TO THE BOARD

**Michael Alan Leven**, aged 71, is Special Adviser to our Board. Mr. Leven is the President and Chief Operating Officer of LVS and its wholly-owned subsidiary, Las Vegas Sands, LLC, having been appointed on April 1, 2009. Mr. Leven has been a member of LVS's board of directors since August 2004. Mr. Leven has served as the Chief Executive Officer of the Georgia Aquarium since September 2008. From January 2006 through September 2008, Mr. Leven was the Vice Chairman of the Marcus Foundation, Inc., a non-profit foundation. Until December 2006, Mr. Leven was the Chairman, Chief Executive Officer and President of U.S. Franchise Systems, Inc., the company he founded in 1995 that developed and franchised the Microtel Inns & Suites and Hawthorn Suites hotel brands. He was previously the president and chief operating officer of Holiday Inn Worldwide, president of Days Inn of America, and president of Americana Hotels. Mr. Leven was appointed as Special Adviser to our Board on [●] 2009.

[On account of his extensive prior experience in the gaming and hospitality industries, we have appointed Mr. Leven to be Special Adviser to the Board. Mr. Leven will attend and participate at meetings of the Board, and be provided notice of meetings of the Board together with materials to be

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considered by the Board. However, Mr. Leven’s role is only advisory and he does not have the right to vote at any such meetings or to direct any course of action to the Directors, and he will also be required to observe the same duties of confidentiality and fidelity to the Company as a director of the Company would be subject to.] Mr. Leven will not receive any compensation from the Company (or LVS) in connection with his role as Special Adviser to the Board.

### SENIOR MANAGEMENT

**Steven Craig Jacobs**, aged 46, is our Chief Executive Officer, President-Macau and executive Director. His biographical details are set out in “—Executive Directors.”

**Stephen John Weaver**, aged 48, is our Chief Development Officer and executive Director. His biographical details are set out in “—Executive Directors.”

**Luís Nuno Mesquita de Melo**, aged 45, is our General Counsel [and Joint Company Secretary]. Mr. Melo holds a law degree from the University of Lisbon’s faculty of law. Mr. Melo originally joined VML as an Associate General Counsel in September 2005, and became Senior Vice-President and General Counsel of VML in September 2008. In October 2008, Mr. Melo became a director of VML and all of its Macau subsidiaries. Prior to joining our Group, he was a lecturer at the University of Lisbon Law School from 1985 to 1990. Between 1997 to 2000, Mr. Melo was an assistant professor at the Universidade Independente (Independent University). Mr. Melo joined the Macau Government in 1990 as a lawyer working for the Legislative Modernization Commission working extensively in revising and modernizing the Macau legal system and legislation in preparation for the Administration handover from Portugal to the PRC. He also held various advisory roles to the Legislative Assembly of Macau, including legal adviser to the President, from 1992 to 1997 and the office of Assistant (legal affairs) to the Minister of Economy of Portugal in 1997. In addition, he was also in private practice and was a partner of the law firm J.A. Pinto Ribeiro & Associados from December 1997 to 2005 and a founding partner of Augusto Mateus & Associados, Sociedade de Consultores Lda., a company engaged in economic and consultancy studies and entrepreneurial development and restructuring strategies.

**Toh Hup Hock**, aged 44, is our Chief Financial Officer. He is currently a director in each of our PRC and Cayman subsidiaries and certain Macau and Hong Kong subsidiaries. Mr. Toh joined our Group in February 2007 after a successful 15 year career with General Electric Company (GE). During his tenure at GE, Mr. Toh held a number of chief financial officer and similar positions in Asia including for GE Lighting Asia, GE Consumer Products Asia, GE Consumer & Industrial Asia and GE Plastics Greater China. Mr. Toh holds a Bachelor’s of Science in Accounting from Murdoch University and a Masters in Business Administration from the University of Queensland. Mr. Toh is a full member of CPA Australia.

**Matthew Pryor**, aged 42, has been with our Group since January 2003. He joined our Group as a Director of Construction and Project Management and since then has risen to the position of Senior Vice President-Asia. Mr. Pryor has over 19 years of experience in the strategic development and management of a wide range of construction projects including retail, commercial, residential and hospitality with/for private and public sector clients. Prior to joining our Group, Mr. Pryor held various positions as senior project manager and regional development manager in companies such as PCCW, Swire Properties Limited and HMV. He has also gained international experience by working in the United Kingdom as a surveyor in companies such as Calford Seaden Partnership Building/Quantity Surveyors. Mr. Pryor was elected as a professional member of the Royal Institution of Chartered Surveyors (MRICS)-Building Surveying Division in 1992, and is a professional associate of the Hong Kong Institute of Surveyors. Mr. Pryor holds a Bachelor of Science in building surveying from Thames Polytechnic in the United Kingdom and an Ordinary National Certificate in architectural studies from Southern Tech College in the United Kingdom.

**Peter P. Wu**, aged 36, has been working with our Group since [August 2008]. Mr. Wu is currently the Vice President of Operations at the Sands Macao. Mr. Wu has over 15 years of supervisory, corporate and senior management experience at Fortune 200, privately held and start-up gaming,



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entertainment and hospitality companies. Prior to joining our Group, Mr. Wu held various senior management positions at Macau Studio City (Hong Kong) Limited, Black Gaming, LLC and Harrah’s Entertainment. Mr. Wu holds a Bachelor of Arts degree in journalism and mass media from Rutgers University in New Jersey, U.S.A. and a Master of Management in hospitality from Cornell University, New York, U.S.A.

**Mark Andrew McWhinnie**, aged 52, has been working with our Group since June 2006. Mr. McWhinnie currently holds the position of Vice President Hotel Operations, The Venetian Macao Resort Hotel. Prior to joining our Group, Mr. McWhinnie held various general manager and managing director positions in organizations such as Ishin Hotels Group, Presidential Plaza Hotel, Beijing, and Sheraton Resorts, Denarau Island. Mr. McWhinnie holds a Bachelor of Arts degree in hotel and catering management from Strathclyde University, Scotland.

**David Reese Sylvester**, aged 45, has been working with our Group since October 2005. During his employment, Mr. Sylvester was appointed as Vice President Retail Asia, Sands Retail. Mr. Sylvester has over 20 years of experience in the development and management of shopping centers in the Asia Pacific region. Over the course of his career, he has been involved in more than 40 major retail projects. Prior to working with our Group, Mr. Sylvester was Group General Manager of GIC Real Estate’s retail assets in Australia and China. He had a 12-year career with Jones Lang LaSalle and was previously the head of Jones Lang LaSalle’s international retail leasing for Asia, based in Hong Kong. Mr. Sylvester established his career in the retail industry with Westfield and Lend Lease. Mr. Sylvester is a licensed real estate agent in Victoria, Australia. He was also previously a licensed real estate agent in Queensland, Australia and Hong Kong.

**Andrew Billany**, aged 47, has been working with our Group since January 2004. He joined as a Director of Special Products and became Director of Non-Gaming Operations in June 2005. In January 2007, he was promoted to Vice President of Hotel Operations—Sands. He currently holds the role of Vice President, Plaza Casino and Paiza. Mr. Billany has over 26 years of experience in the hospitality and food and beverage industries. Prior to joining our Group, Mr. Billany worked in hotels such as Guam Hilton International and Onward Beach Resort. Mr. Billany holds a diploma from the Hull College of Higher Education in Hotel & Catering Institute of Management, United Kingdom.

### JOINT COMPANY SECRETARIES

**Luís Nuno Mesquita de Melo**, aged 45, is our General Counsel and Joint Company Secretary. His biographical details are set out in “—Senior Management.”

**Ho Siu Pik**, aged 45, is our Joint Company Secretary for the purpose of Listing Rule 8.17. Ms. Ho is a director of the Corporate Services Division of Tricor Services Limited and an associate member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Ms. Ho has about 20 years of experience in providing corporate secretarial services.

### BOARD COMMITTEES

#### Audit Committee

We established an audit committee on [●] with effect from [●] with written terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control systems, to nominate and monitor external auditors and to perform other duties and responsibilities assigned by the Board.

The audit committee consists of three members, namely, Iain Ferguson Bruce (being the chairman with professional qualifications in accountancy) and Chiang Yun, both of whom are independent non-executive Directors, and Irwin Abe Siegel, our non-executive Director.

#### Remuneration Committee

We established a remuneration committee on [●] with effect from the Listing Rules. The primary duties of the remuneration committee are to evaluate and make recommendations to our Board regarding the remuneration of our Directors and senior management.

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The remuneration committee consists of three members, namely, David Muir Turnbull (being the chairman of the remuneration committee), Iain Ferguson Bruce and Jeffrey Howard Schwartz.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the purpose of which is to, amongst others, motivate our Directors, senior management and employees to optimize their future contributions to our Group and/or reward them for their past contributions and/or to attract and retain or otherwise maintain on-going relationships with such participants who are significant to or whose contributions are or will be beneficial to the performance, growth or success of our Group. The principal terms of the Share Option Scheme are summarized in "Statutory and General Information—Share Option Scheme" in Appendix VII to this document.

### COMPENSATION OF DIRECTORS

The aggregate remuneration received by our Directors (including fees, salaries, contributions to pension schemes, housing allowances, share-based compensation benefits and other allowances and benefits in kind and discretionary bonuses) from us for the years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009 was approximately US\$1.6 million, US\$4.0 million, US\$2.6 million and US\$1.3 million, respectively. Under the arrangements currently in force, we estimate the aggregate remuneration (including fees, salaries, contributions to pension schemes, housing allowances, share-based compensation benefits and other allowances and benefits in kind, excluding discretionary bonuses) payable to our Directors for the year ending December 31, 2009 to be US\$5.2 million.

The aggregate amount of salary and other allowances and benefits, share-based compensation benefits, bonus and contribution to pensions schemes paid by us to the five highest paid individuals of our Company during the years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009 was approximately US\$6.2 million, US\$12.5 million, US\$10.3 million and US\$3.3 million, respectively. Further, none of our Directors had waived any remuneration during the same period.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the years ended December 31, 2006, 2007 and 2008 or the six months ended June 30, 2009. Further, none of our Directors had waived any remuneration during the same period.

Except as disclosed above, no other payments have been paid or are payable, in respect of the years ended December 31, 2006, 2007 and 2008 or the six months ended June 30, 2009, by us or any of our subsidiaries to our Directors.

[The Directors anticipate that they will periodically review the compensation levels of key executives of our Group. Based on our Group's performance and the executives' respective contributions to our Group, the Directors may, with the approval of our remuneration committee, grant salary increases or pay bonuses (which may be in the form of cash or share options) to key executives of our Group. These increases or bonuses could result in the incurrence of compensation expense at levels that are significantly higher than those incurred by our Group in prior periods.]

The non-executive Directors and the independent non-executive Directors are entitled to receive annual salaries as described in "Statutory and General Information—Further Information about Our Business—Particulars of Service Contracts" in Appendix VII to this document and such annual salaries are determined by our remuneration committee. All Directors receive reimbursements from our Company for expenses which are necessarily and reasonably incurred for providing services to our Company or executing matters in relation to the operations of our Company. Our Directors may also receive options to be granted under the Share Option Scheme.]