

AUCTION OF TELEX CODES

APPENDIX 1 – APPLICATION FORM

4 December 2008

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY
REPUBLIC OF SINGAPORE

APPLICATION FORM

IF YOU REQUIRE ADDITIONAL SPACE FOR YOUR RESPONSES, PLEASE CONTINUE EACH SUCH RESPONSE ON A SEPARATE BLANK PAGE, WITH THE NUMBER OF THE PARAGRAPH TO WHICH YOU ARE RESPONDING CLEARLY MARKED.

1.1 Applicant:

(See Note 1.1)

Name of Applicant: _____

Legal form of Applicant: _____

Place of Incorporation: _____

Registration Number: _____

Registered Address: _____

Please tick box if Applicant proposes that the Telex Codes for which it successfully bids is to be allocated to a Singapore Entity to be established. If this box is ticked, please complete the information as requested in the Schedule to this Application Form.

1.2 Applicant's contact details:

Address: _____

Designation: _____

Telephone No.: _____

Fax No.: _____

The Applicant hereby acknowledges that any notification or other communication given by IDA to the Applicant shall be delivered by hand to the address provided above or sent by fax to the fax number provided above and shall be deemed received by the Applicant at the time of delivery or transmission, provided that where delivery or transmission occurs after 6.00 pm on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 9.00 am on the following Business Day.

Any notification or other communication given by IDA to the Applicant on or after the Submission Date may be given using the Bidding Procedure or by fax as set out above.

1.3 Applicant's Bid Price for the Telex Codes:

Bid Price less GST: _____

Total Amount (Bid Price + 7% GST): _____

1.4 Directors of Applicant:

Name: _____

Name: _____

Name: _____


Name: _____

Name: _____

Name: _____

Name: _____

1.5 The persons (including advisers, shareholders, directors and employees of the Applicant and any Proposed Investor) to whom the Applicant proposes to disclose Confidential Information are set out in the Disclosure List below:
(See Note 15)



1.6 In consideration of IDA considering the Applicant for registration as a Bidder and for participation in the Auction, the Applicant hereby confirms and undertakes that:

- (a) each signatory to this Application Form has read and understood the Auction Rules, the Information Memorandum, the Info-communications Development Authority Act (Cap. 137A) and the Telecommunications Act (Cap. 323), and has the requisite corporate authority to sign this Application Form on behalf of the Applicant and in particular the Applicant has read and accepts the Important Notice set out in the introductory page of the Information Memorandum;
- (b) the Applicant is legally capable of participating and bidding in the Auction and has obtained all consents, permissions and approvals required to participate and bid in the Auction (other than those which, by virtue of legal or regulatory process, are not obtainable until the results of the Auction have been announced);
- (c) the Applicant understands and will be legally capable of satisfying its obligations under the terms and conditions of the Telex Codes allocated pursuant to the Auction;

- (d) the factual information provided in this Application Form submitted by the Applicant, and in any supporting documentation submitted to IDA, is true and complete in all material respects to the best of the knowledge and belief of the Applicant and each signatory to this Application Form, and any opinion expressed is honestly held. The Applicant will promptly inform IDA of any change in such information or opinion;
- (e) the Applicant will comply, and to the best of its ability ensure that its Authorised Representatives and all other persons under its control or influence will comply, with the provisions of the Auction Rules;
- (f) the Applicant has not colluded and will not collude with any other person or otherwise manipulate or attempt to manipulate the outcome of the Auction, from the time of the submission of this Application Form until the close of the Auction (notwithstanding that the Applicant may retire or be deemed to have retired from the Auction or may be excluded from the Auction);
- (g) the Applicant has not disclosed and will not disclose any Confidential Information to any person (including any other Bidder) not named in the Disclosure List set out in paragraph 1.5 of this Application Form and has not obtained or sought and will not obtain or seek any Confidential Information in relation to any other Bidder. If IDA has notified the Applicant that disclosure is not permitted to a person named in the Applicant's Disclosure List because such person is also named in the Disclosure List submitted by any other person which has submitted an Application Form or otherwise, the Applicant will not disclose any Confidential Information to such person;
- (h) the Applicant will not in any way, whether directly or indirectly, be involved in any arrangements or understanding with any other Bidder or any other person to collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
- (i) the Applicant has not entered into, and will not seek to enter into, any exclusive agreements in contemplation of the Auction which might restrict the ability of any other Bidder to build and operate a network efficiently or which might restrict its means of determining a business case;
- (j) to the Applicant's best knowledge and belief, having made all reasonable enquiries, no person who is a director, employee or shareholder of the Applicant, who is also a director, employee or shareholder of another Bidder:
 - (i) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;
 - (ii) has been in possession, or is in possession, of Confidential Information; or
 - (iii) has disclosed or will disclose Confidential Information; and
- (k) the Applicant hereby irrevocably submits to the exclusive jurisdiction of the courts of Singapore for the settlement of any disputes which may arise in connection with the creation, validity, effect, interpretation or performance of, or the legal relationships established by, the Auction Rules or otherwise arising in connection with the Auction Rules.

For the purposes of this paragraph 1.6, a reference to *Bidder* shall be deemed to include any person wishing to participate in the Auction, any Applicant, or any Bidder.

1.7 The Applicant hereby confirms and undertakes that:

- (a) neither the Applicant, nor any of their directors, officers or representatives are the subject of criminal investigations or proceedings in Singapore or any other jurisdiction which might reasonably be expected to adversely affect their business or materially affect the Applicant's ability to bid in the Auction or to satisfy the terms and conditions of the Telex Codes allocated pursuant to the Auction and subsequent licence application, and that there is no reason to believe that such investigations or proceedings might occur during the Auction;
- (b) neither the Applicant nor any of their directors, officers or representatives have had any telecommunication or radio-communication licence, consent, authority, permission, concession agreement or other such document or allocation of numbering resources in Singapore or any other jurisdiction removed or revoked owing to default or breach by the Applicant or any of the aforementioned persons of the terms of that licence, consent, authority, permission, concession agreement or other such document or allocation of numbering resources in Singapore; and
- (c) neither the Applicant nor any of their directors, officers or representatives is party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Applicant's ability to bid in the Auction or to satisfy the terms and conditions of the Telex Codes allocated pursuant to the Auction.

1.8 The Applicant hereby confirms that it is not aware of any material information which has not been disclosed to IDA.

*(See
Note
1.8)*

1.9 Signed for and on behalf of

*(See
Note
1.9)*

by:

director

director/secretary

Date: _____

NOTES TO APPLICATION FORM

Defined terms used in the Application Form and these Notes to the Application Form shall have the meanings given to such terms in the Auction Rules, unless expressly specified otherwise.

NOTE 1.1: Provide the full name of the person wishing to participate in the Auction (*Applicant*) and of the legal form of the Applicant (e.g. private limited company, public limited company).

Note that the Telex Codes will only be allocated to the following entity:

- (a) a company incorporated under the Companies Act (Cap. 50); or
- (b) such other person as IDA considers appropriate.

(each a Singapore Entity).

If the Applicant proposes that the Telex Codes for which it successfully bids is to be allocated to a Singapore Entity to be established for the purpose:

- (a) please tick the box indicating that the Telex Codes is to be allocated not to the Applicant but to a Singapore Entity;
- (b) please complete the information requested in the Schedule to the Application Form;
- (c) please note that the Applicant must own and control (whether wholly or together with other persons), the Singapore Entity to be established at the time of the application for the SBO (I)/FBO Licence; and
- (d) please note that full details of each other person which will be:
 - (i) a shareholder, or otherwise an owner of, the Singapore Entity to be established and details of their shareholding/ownership structure and the contractual relationships between them; and
 - (ii) any other person which controls, by contract or otherwise such Singapore Entity or is entitled, by contract or otherwise, to share in the profits of such Singapore Entity,

will be required to be set out in the Schedule to the Application Form.

Supporting documentation (including copies of relevant contracts) may be submitted.

If the Applicant is a Singapore Entity and the Telex Codes are to be allocated to the Applicant, there is no need to complete the Schedule to the Application Form.

NOTE 1.5: The Applicant must set out in its Disclosure List, all persons (including individuals and corporations and other legal entities, and must, in the case of a corporation or other legal entity, list the individual representatives thereof for such purposes) to whom Confidential Information has been disclosed or will or may be disclosed by the Applicant, including without limitation all advisers, shareholders, directors and employees of the Applicant and any Proposed Investor (as defined in the Schedule to the Application Form) to whom Confidential Information has been or may be disclosed.

The Disclosure List must name all such persons (whether individuals, corporations or other legal entities) in alphabetical order, commencing with last names.

IDA will consider the Disclosure List in the Applicant's Application Form and will inform the Applicant of any person(s) named in the Applicant's Disclosure List to which disclosure of Confidential Information is not permitted because such person(s) is/are also named in the Disclosure List submitted by any other person which has submitted an Application Form or otherwise.

The Applicant's Disclosure List will be considered by IDA in determining the Applicant's compliance with the undertakings in paragraph 1.6(g) of the Application Form.

NOTE 1.8: IDA is concerned to ensure that Applicants are independent entities, the policy and operational decision-making processes of which are not influenced by common shareholders or other connections.

If:

- (a) an Applicant has given information as to persons who are interested in the Applicant and the Applicant is aware that such persons have similar shareholding interests in other persons interested in participating in the Auction; or
- (b) an Applicant is aware that any director of the Applicant or a member of the Applicant's group is also a director of any person interested in participating in the Auction or any person in the same group of companies as such person,

such Applicant may submit supporting documentation to IDA as evidence that such common shareholdings or common directorships do not affect the policy and operational decision-making process of the Applicant. Such evidence could include a description of how conflicts of interest are handled, how confidential information is safeguarded, how management independence is maintained and how board representation is effected.

NOTE 1.9: If the Applicant is a company, the Application Form must be signed by two directors or one director and the company secretary of the Applicant, who must be clearly identified and must have authority to bind the Applicant for purposes of the Applicant participating in the Auction. If the Applicant is not a company, the Application Form must be signed by one or more persons who must be clearly identified and must have authority to bind the Applicant.

Where a Singapore Entity is to be established for the purpose of being allocated the Telex Codes, the Schedule to the Application Form must

additionally be signed by a representative of each other person which is or will be a shareholder of, or otherwise an owner of, or is or will control or is or will be entitled to share in the profits of, the Singapore Entity to be established at the time of the application of the SBO (I)/FBO Licence, which representative must have authority to bind that other person.

SCHEDULE TO APPLICATION FORM

Please note that this Schedule to the Application Form should be completed only if the Applicant is not the Singapore Entity to which the Applicant wishes the Telex Codes to be allocated to if it is a successful bidder.

All references to *Newco* are to the Singapore Entity which is to be established and to which the Applicant may request that the Telex Codes be allocated.

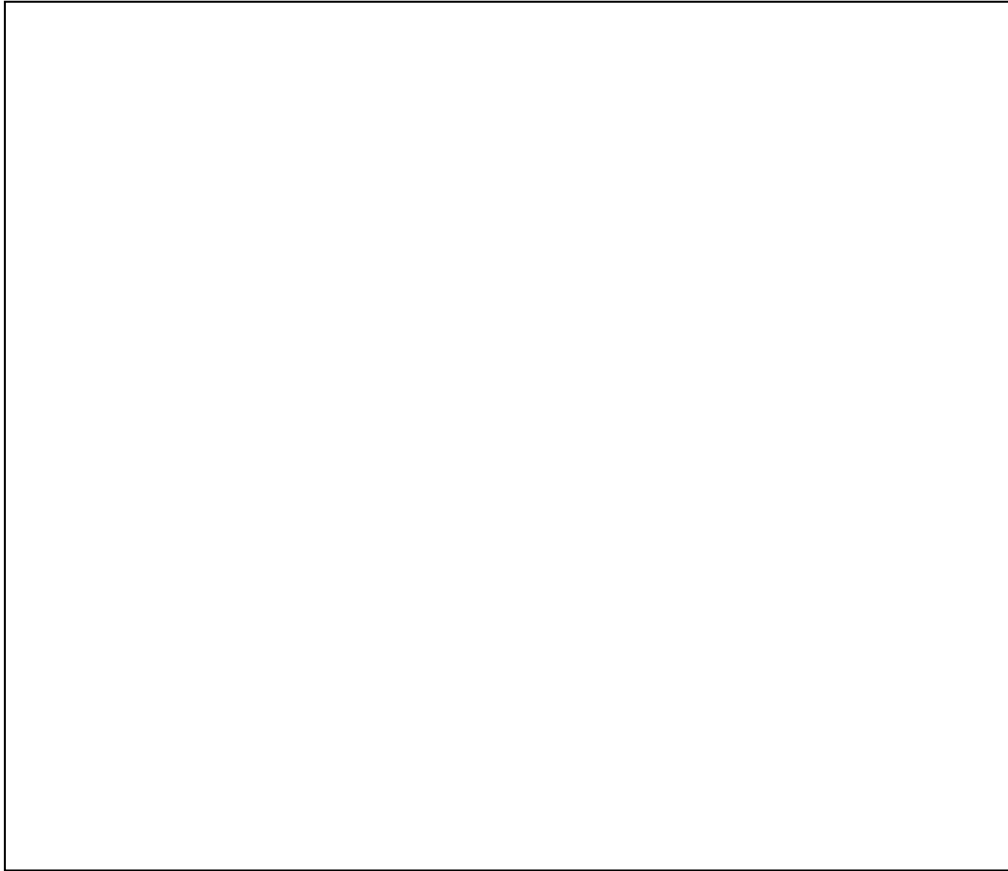
S.1. Name of Applicant _____

S.2. Please provide details of the proposed share capital and ownership structure of each actual and/or proposed shareholder of, or other owner of, *Newco* or any person which does or will control, by contract or otherwise, *Newco* or is or will be entitled, by contract or otherwise, to share in the profits of *Newco* (*Proposed Investor*), including the relevant percentage shareholdings or ownership interests.

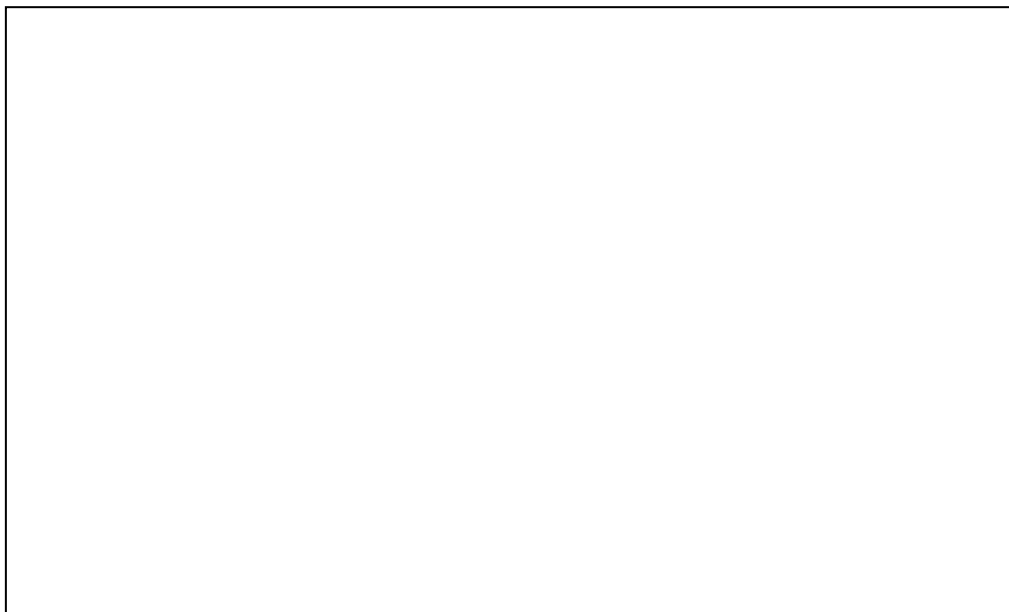
For purposes of this S.2, "controls" has the following meaning:

a person *controls* another entity if, directly or indirectly, it holds or is beneficially entitled to 50 per cent or more of the equity share capital in that other entity or possesses 50 per cent or more of the voting power in that other entity or if it is otherwise reasonable to expect, having regard to all the circumstances, that it will be able to achieve the result (by whatever means and whether directly or indirectly) that the affairs of that other entity are conducted in accordance with its wishes

- S.3.** Please provide details of all contractual and other arrangements between the persons referred to in S.2 (or members of their respective corporate groups) in relation to Newco, including control or management of, or investment in, Newco. One copy of each relevant contract is to be attached.



- S.4.** Please provide details of all persons who have made, or committed to make, available to Newco any funding or finance in a form other than equity.



- S.5.** Each of the Proposed Investors referred to in S.2 confirms and undertakes that:
- (a) such Proposed Investor understands and will be legally capable of satisfying its obligations under the terms and conditions of the Telex Codes allocated to Newco pursuant to the Auction;
 - (b) such Proposed Investor has no interest, or right to acquire any interest in, any other entity which proposes to submit an Application Form or to participate in the Auction, full information in relation to which has not been disclosed to IDA;
 - (c) the factual information provided in the Application Form and in any supporting documentation submitted to IDA, is true and complete in all material respects, to the best of the knowledge and belief of such Proposed Investor, and any opinion expressed is honestly held;
 - (d) such Proposed Investor has not colluded and will not collude with any other person or otherwise manipulate or attempt to manipulate the outcome of the Auction, and from the time of the submission of the Application Form shall not disclose any Confidential Information to any Bidder (other than the Applicant) or to any third party or obtain or seek to obtain any Confidential Information in relation to any Bidder other than the Applicant;
 - (e) such Proposed Investor will not in any way, whether directly or indirectly, be involved in any arrangements or understanding with any Bidder or any other person to collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
 - (f) to such Proposed Investor's best knowledge and belief, having made all reasonable enquiries, no person referred to in the information provided by such Proposed Investor in S.2 is connected with any Bidder other than the Applicant;
 - (g) to such Proposed Investor's best knowledge and belief, having made all reasonable enquiries, no person who is a director, employee or shareholder of such Proposed Investor who is also a director, employee or shareholder of any Bidder other than the Applicant or any person connected with any Bidder other than the Applicant:
 - (i) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;
 - (ii) has been in possession, or is in possession, of Confidential Information; or
 - (iii) has disclosed or will disclose Confidential Information;
 - (h) neither such Proposed Investor nor any of its directors, officers or representatives are the subject of criminal investigations or proceedings in Singapore or any other jurisdiction which might reasonably be expected to adversely affect their business or materially affect the Applicant's ability to bid in the Auction or to satisfy the terms of the Telex Codes allocated pursuant to the Auction, and there is no reason to believe that such investigations or proceedings might occur during the Auction;
 - (i) such Proposed Investor has not had any telecommunication or radio-communication licence, consent, authority, permission, concession agreement or other such document or allocation of numbering resources in

Singapore or any other jurisdiction removed or revoked owing to default or breach by any of the aforementioned persons of the terms of that licence, consent, authority, permission, concession agreement or other such document or allocation of numbering resources in Singapore; or

- (j) such Proposed Investor is not party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Applicant's ability to bid in the Auction or to satisfy the terms of the Telex Codes allocated pursuant to the Auction.

S.6. Each of the Proposed Investors referred to in S.2 undertakes to invest in Newco in accordance with the respective percentage shareholdings or other ownership interest referred to in S.2 and otherwise in accordance with the information provided to IDA in support of the Application Form.

Each of the Proposed Investors is required to sign this Schedule to the Application Form.

Signed by _____
On behalf of _____

director director/secretary

Signed by _____
On behalf of _____

director director/secretary

Signed by _____
On behalf of _____

director director/secretary

Signed by _____
On behalf of _____

director director/secretary