

**AUCTION OF
10.5 GHz SPECTRUM RIGHTS**

**APPENDIX 1 – INITIAL OFFER
DOCUMENT**

26 December 2007

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY
REPUBLIC OF SINGAPORE

INITIAL OFFER DOCUMENT

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 Name of Applicant: _____
(See
Note
1.1) Registration Number: _____
Registered Address: _____

1.2 Applicant's contact details:
Address: _____
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 Auction Start Date may be given using the Bidding Procedure or by fax as set out above.

1.3 The Applicant hereby confirms that it will participate in the Auction.

1.4 The Applicant submits an Initial Offer to acquire the following 10.5 GHz Spectrum Lots in accordance with the Auction Rules:
(See Note 1.4)

10.5 GHz Spectrum Lot Number	Starting Frequency (MHz)	Ending Frequency (MHz)	Frequency Block (MHz)	Initial Offer*
1	10168	10182	14	
2	10182	10196	14	
3	10224	10238	14	
4	10238	10252	14	
5	10518	10532	14	
6	10532	10546	14	
7	10574	10588	14	
8	10588	10602	14	

* Please mark "X" in the boxes for lots you wish to make an Initial Offer for.

1.5 In exchange for IDA reviewing the Applicant for registration as a Bidder and for participation in the Auction, the Applicant hereby agrees and acknowledges that:

- (a) the Initial Offer constitutes a legally binding offer made by the Applicant to acquire such 10.5 GHz Spectrum Lots as specified in paragraph 1.4 in accordance with the Auction Rules;
- (b) if IDA within its sole discretion determines not to proceed with the Auction and determines to accept the offer made by the Applicant referred to in paragraph 1.5(a), this shall constitute a legally binding contract;
- (c) each signatory to this Initial Offer has read and understood the Auction Rules, the Information Memorandum, the Telecommunications (Radio-communication) Regulations, the Information Communications Development Authority Act (Cap. 137A) and the Telecommunications Act (Cap. 323), and has the requisite corporate authority to sign this Initial Offer 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 and the Disclaimer set out in Section C.2 of the Information Memorandum;
- (d) 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);

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- (e) the Applicant understands and will be legally capable of satisfying its obligations under the terms and conditions of any 10.5 GHz Spectrum Right granted pursuant to the Auction;
 - (f) the factual information provided in this Initial Offer 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 Initial Offer, and any opinion expressed is honestly held. The Applicant will promptly inform IDA of any change in such information or opinion;
 - (g) 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;
 - (h) 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 Initial Offer Document 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);
 - (i) 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 1.10 of this Initial Offer 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 Initial Offer or otherwise, the Applicant will not disclose any Confidential Information to such person;
 - (j) 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;
 - (k) 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;
 - (l) 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 or any Related Party in relation to that Applicant who is also a director, employee or shareholder of another Bidder or any person connected with another Bidder in any manner described in the Notes to paragraph 1.5:
 - (i) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;

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- (ii) has been in possession, or is in possession, of Confidential Information; or
 - (iii) has disclosed or will disclose Confidential Information; and
 - (m) 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 1.5, a reference to **Bidder** shall be deemed to include any person wishing to participate in the Auction, any Applicant, or any Bidder.

1.6 The Applicant hereby confirms and undertakes that:

- (a) neither the Applicant nor any of the persons referred to in the Notes to paragraph 1.5(l), 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 of any 10.5 GHz Spectrum Right granted pursuant to the Auction, 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 the persons referred to in the Notes to paragraph 1.5(l) have had any telecommunication or radiocommunication licence, consent, authority, permission, concession agreement or other such document or allocation of radio spectrum 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 radio spectrum in Singapore; and
- (c) neither the Applicant nor any of the persons referred to in the Notes to paragraph 1.5(1) are 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 any 10.5 GHz Spectrum Right granted pursuant to the Auction.

1.7 The Applicant hereby confirms that a Bank Guarantee in compliance with the requirements of Section 2.4 of the Auction Rules is enclosed.

1.8 The Applicant's Authorised Representatives are:

(See
Note
1.8)

- (1) Name: _____
- Identity Card Number/
Passport Number: _____
- Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(2) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(3) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(4) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(5) Name: _____
Identity Card Number/
Passport Number: _____
Contact Address: _____
Contact Telephone Number: _____
Contact Fax Number: _____
Specimen Signature: _____

(6) Name: _____
Identity Card Number/
Passport Number: _____
Contact Address: _____
Contact Telephone Number: _____
Contact Fax Number: _____
Specimen Signature: _____

(7) Name: _____
Identity Card Number/
Passport Number: _____
Contact Address: _____
Contact Telephone Number: _____
Contact Fax Number: _____
Specimen Signature: _____

(8) Name: _____
Identity Card Number/
Passport Number: _____
Contact Address: _____
Contact Telephone Number: _____
Contact Fax Number: _____

Specimen Signature: _____

(9) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(10) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(11) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

(12) Name: _____

Identity Card Number/
Passport Number: _____

Contact Address: _____

Contact Telephone Number: _____

Contact Fax Number: _____

Specimen Signature: _____

1.9 Documentary evidence of the appointment in accordance with the Auction Rules of the Authorised Representatives of the Applicant is enclosed, together with copies of their identity cards or passports.

1.10 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 1.10)

1.11 Signed for and on behalf of

(See Note 1.11)

by:

director

director/company secretary

Date: _____

Notes to Initial Offer Document

Defined terms used in the Initial Offer Document and these Notes to the Initial Offer Document 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 party wishing to participate in the Auction (**Applicant**).

Note that only the existing holders of FBO Licences or the Singapore Armed Forces, the Singapore Police Force or the Singapore Civil Defence Force will be permitted to participate in this Auction:

NOTE 1.4: Mark a cross ("X") in the box in the "Initial Offer" column in the table to specify the 10.5 GHz Spectrum Lots for which the Applicant hereby submits an Initial Offer, provided that no Applicant may be granted more than one 10.5 GHz Spectrum Right.

NOTE 1.5(l): A **Related Party** in relation to an Applicant means:

- (a) each person who controls that Applicant;
- (b) each person who holds, is beneficially entitled to, or has a right to acquire or subscriber for more than 20 per cent, of a class of shares in that Applicant or a member of that Applicant's group;
- (c) each person who has a right to acquire or subscriber for shares which, aggregated together with such shares which it holds or to which it is beneficially entitled, represent or would represent more than 20 per cent of that class of shares in the Applicant or a member of the Applicant's group;
- (d) each person who possesses voting power in respect of more than 20 per cent of a class of shares in the Applicant or a member of the Applicant's group;
- (e) each person who has an indirect interest of more than 20 per cent in the share capital of the Applicant or a member of the Applicant's group;
- (f) each person who has an indirect interest of more than 20 percent in the share capital of the Applicant or a member of the Applicant's group;
- (g) each person who controls, or is controlled by, a person falling within any of sub-paragraphs 1.5(b), (c), (d), (e) or (f) above;
- (h) each person who is controlled by a person who controls a person falling within any of sub-paragraphs 1.5(b), (c), (d), (e) or (f) above;
- (i) each person who is controlled by the Applicant; and

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- (j) each person who is concerned with the Applicant's participation in the Auction.

For purposes of this Note to 1.5(l):

- (i) 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;
- (ii) a person is **concerned** with an Applicant's participation in the Auction if it is in possession of Confidential Information relating to the Applicant or has entered into any agreement or understanding with the Applicant to finance the Applicant or assist the Applicant in any other way in connection with bidding for a 10.5 GHz Spectrum Right; and
- (iii) **group** means:
- (a) any holding company of the Applicant;
 - (b) any subsidiary of the Applicant; and
 - (c) any subsidiary of any holding company of the Applicant,

and **holding company** and **subsidiary** shall have the meanings given in the Companies Act (Cap. 50).

NOTE 1.8: A Bidder must appoint at least one Authorised Representative and may appoint up to twelve Authorised Representatives. Only six Authorised Representatives may attend at the Auction Location on behalf of the respective Bidder at any one time. Only Authorised Representatives may submit bids on behalf of a Bidder.

Please attach copies of the identity cards or passports of all persons named in paragraph 1.8.

NOTE 1.10: 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 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 Initial Offer 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 Initial Offer or otherwise.

The Applicant's Disclosure List will be considered by IDA in determining the Applicant's compliance with the undertakings in paragraph 1.5(i) of the Initial Offer.

NOTE 1.11: The Initial Offer Document 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.