

**APPLICATION FORM**

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# APPLICATION FORM

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**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: \_\_\_\_\_

Registered Number: \_\_\_\_\_

Registered Office: \_\_\_\_\_

Please tick box if Applicant proposes that any 3G Spectrum Right for which it successfully bids is to be granted to a Singapore Entity to be established. If this box is ticked, please complete information as requested in the Schedule to the Application Form.

## 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 pm on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 9 am on the next 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 Directors of Applicant:

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

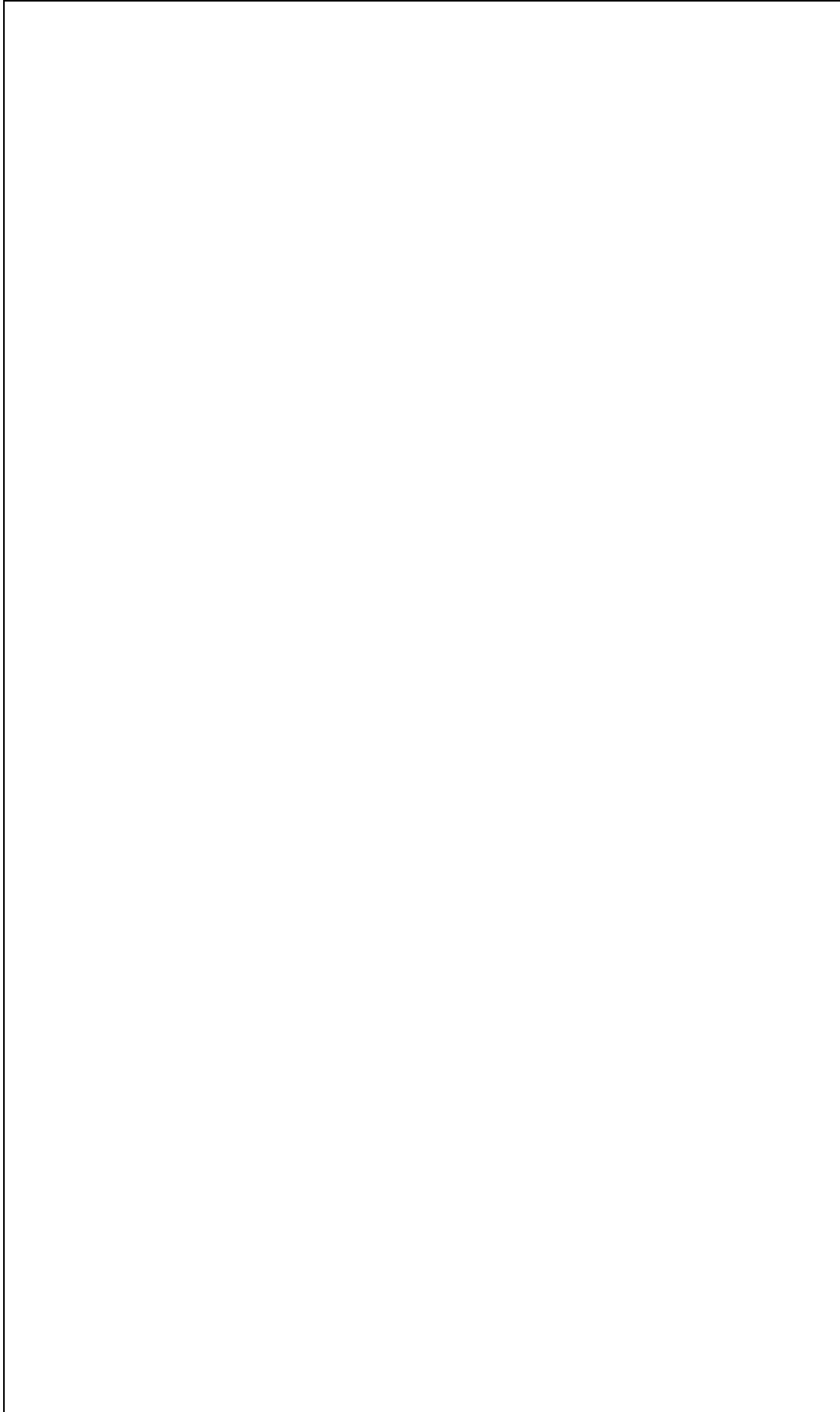
Name: \_\_\_\_\_

Name: \_\_\_\_\_

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**1.4 Capital structure of Applicant:**

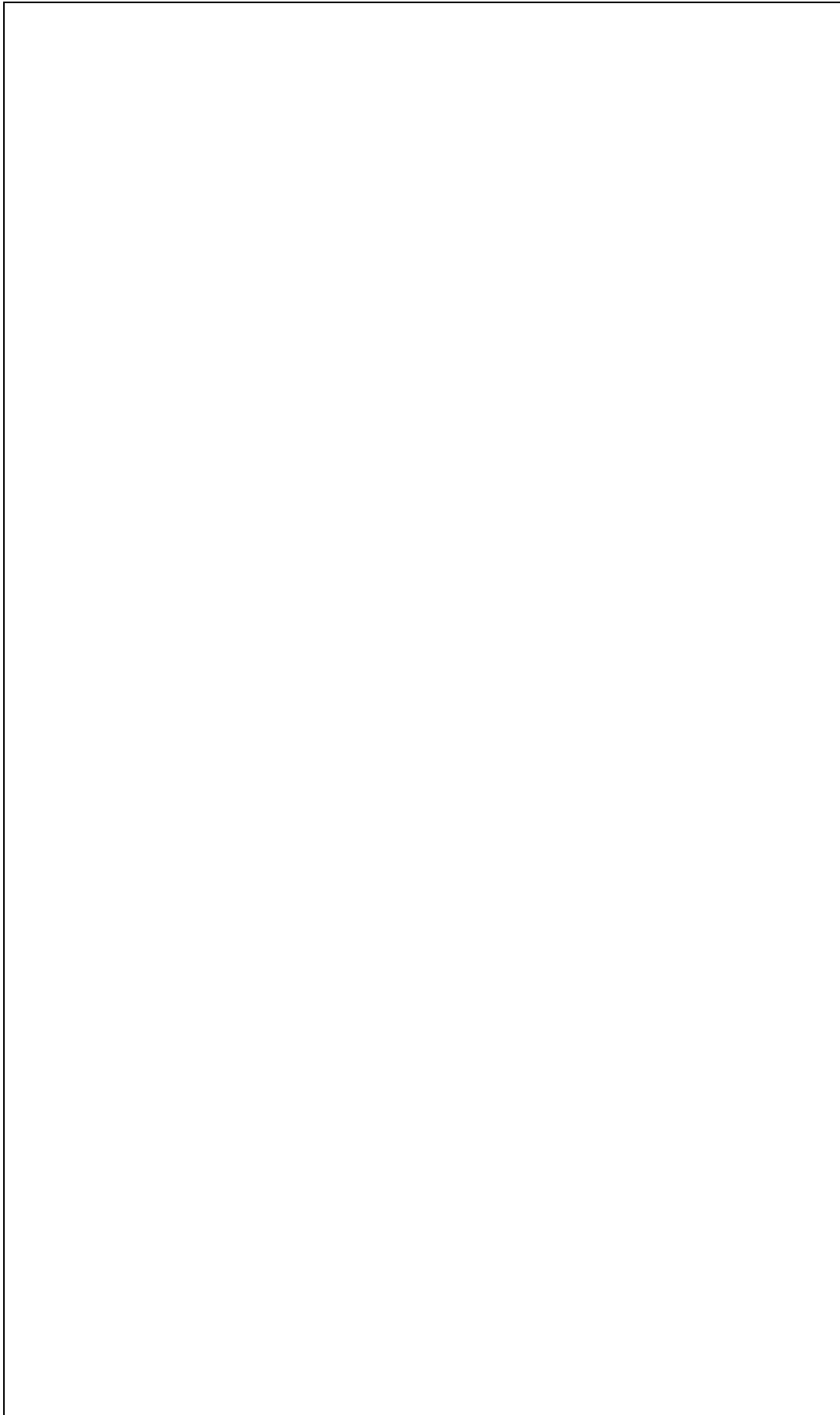
*(See  
Note  
1.4)*



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**1.5 Diagram of Applicant's ownership structure:**

*(See  
Note  
1.5)*



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**1.6 The Applicant is considering bidding for the following 3G Spectrum Right:**

*(See  
Note  
1.6)*

<b>3G Spectrum Right</b>	<b>Considering bidding *</b>
<b>A</b>	
<b>B</b>	
<b>C</b>	
<b>D</b>	

\* *Please mark "X" in one box only*

**1.7 Applicant's Technical Capabilities:**

*(See  
Note  
1.7)*

A brief summary of the Applicant's relevant technical capability is set out below:

**1.8 Applicant's Financial Proposal:**

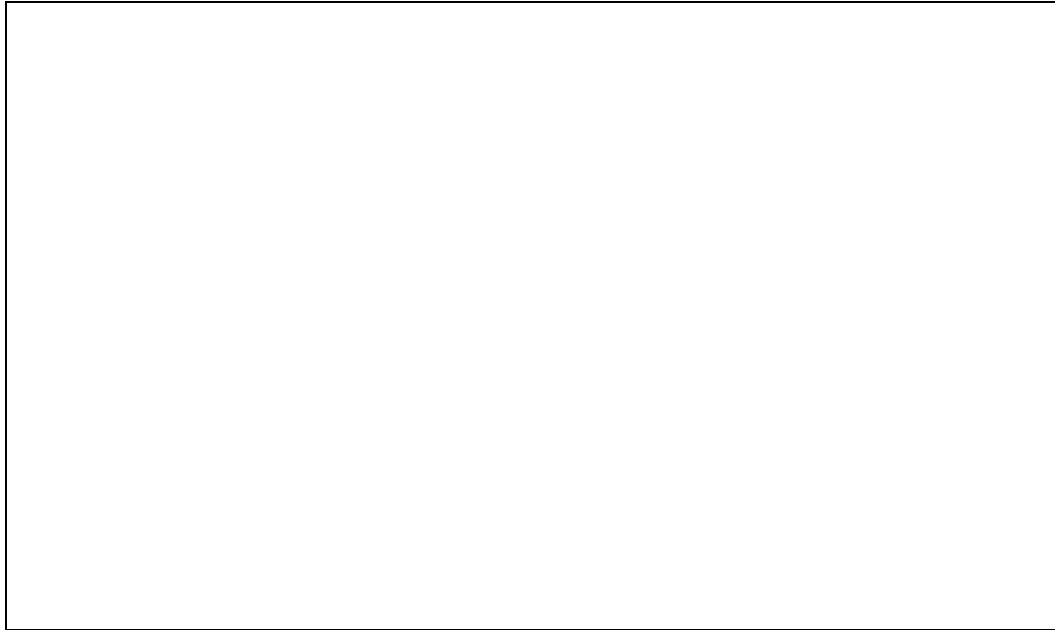
*(See  
Note  
1.8)*

A brief summary of the Applicant's financial proposal for acquiring a 3G Spectrum Right and operating a network in relation to that 3G Spectrum Right is set out below:

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1.9 The persons (including advisers, employees and shareholders) to whom the Applicant proposes to disclose Confidential Information are set out in the Disclosure List below:

(See  
Note  
1.9)



1.10 In consideration of IDA considering the Applicant for registration as an Eligible Bidder and for participation in the Auction, the Applicant hereby confirms and undertakes, as set out in paragraphs 1.10, 1.11 and 1.12, that:

- (a) each signatory to this Application Form has read and understood the Auction Rules, the Information Memorandum, the Telecommunications (Radio-communication) Regulations 2001, the Info-communications Development Authority Act and the Telecommunications Act, and has the requisite corporate authority to sign this Application Form on behalf of the Applicant and in particular each Applicant has read and accepts the Important Notice set out on the introductory page of the Information Memorandum and the Disclaimer set out in Section E 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 any 3G Spectrum Right granted pursuant to the Auction;
- (d) the factual information provided in this 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 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, and from the time of the submission of this Application Form until the close of the

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Auction (notwithstanding that the Applicant may withdraw or be deemed to have withdrawn 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 1.9 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 referred to in the information provided by the Applicant in paragraph 1.4 or 1.5 is connected with any other Bidder in any manner described in the Notes to paragraph 1.5;
- (k) 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 person referred to in the information provided by the Applicant in paragraph 1.4 or 1.5 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 Bidder'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
- (l) 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 1.10, a reference to **Bidder** shall be deemed to include any person wishing to participate in the Auction, any Applicant, any Eligible Bidder or any Bidder.

1.11 The Applicant hereby confirms and undertakes that:

- (a) neither the Applicant nor any of the persons referred to in the information provided by the Applicant in paragraph 1.5, 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 3G 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;

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- (b) neither the Applicant nor any of the persons referred to in the information provided by the Applicant in paragraph 1.5 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 or any other jurisdiction; and
  - (c) neither the Applicant nor any of the persons referred to in the information provided by the Applicant in paragraph 1.5 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 3G Spectrum Right granted pursuant to the Auction.

1.12 The Applicant hereby confirms that it is not aware of any material information which has not been disclosed to IDA which may be relevant in the determination as to whether it is an Associated Bidder.  
*(See Note 1.12)*

- 1.13
- (a) If the Applicant is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, the Applicant agrees to the modification of its existing facilities-based operator's licence (in such manner as may be considered appropriate by IDA) such that the Applicant will be obliged to offer roaming services to new entrants and the Applicant agrees that it will negotiate appropriate roaming agreements with such new entrants in good faith. Such condition will become effective on the date of the grant of a 3G Spectrum Right to the Applicant. The Applicant acknowledges that no compensation will be payable by IDA in respect of or in connection with such modification to its existing facilities-based operator's licence.
  - (b) If any member of the Applicant's group (as defined in the Auction Rules, provided that references to "Bidder" therein shall be deemed to include the Applicant) is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, a deed in the form set out in the Appendix to this Application Form must be executed by each such group member, agreeing to the modification, without compensation, of its existing facilities-based operator's licence in the manner referred to above.
  - (c) Where it is proposed that a Singapore Entity be established to which a 3G Spectrum Right is to be granted if the Applicant is successful, if:
    - (i) any Proposed Investor is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, a deed in the form set out in the Appendix to this Application Form must be executed by each such Proposed Investor, agreeing to the modification, without compensation, of its existing facilities-based operator's licence in the manner referred to above;
    - (ii) any member of any Proposed Investor's group (as defined in the Auction Rules, provided that references to "Bidder" therein shall be deemed to include any Proposed Investor) is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, a deed in the form set out in the Appendix to this Application Form must be executed by each such group member, agreeing to the modification, without compensation, of its existing facilities-based operator's licence in the manner referred to above;
    - (iii) any two or more Proposed Investors control (as defined in the Notes to paragraph 1.5) an entity that is a facilities-based operator licensee



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operating public cellular mobile telephone services networks in Singapore, a deed in the form set out in the Appendix to this Application Form must be executed by each such entity, agreeing to the modification, without compensation of its existing facilities-based operator's licence in the manner referred to above.

1.14 Copies of the following documents are enclosed with the Application Form:

- (a) the Applicant's memorandum and articles of association;
- (b) the Applicant's most recent annual report and accounts; and
- (c) the most recent annual report and accounts of all ultimate holding companies referred to in the information provided by the Applicant in paragraph 1.5.

1.15 Signed for and on behalf of

*(See  
Note  
1.15)*

\_\_\_\_\_

by:

\_\_\_\_\_

director

\_\_\_\_\_

director/secretary

Date: \_\_\_\_\_

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## NOTES TO APPLICATION FORM

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

**NOTE 1.1:** Provide the full name of the person/company 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 a 3G Spectrum Right will only be granted to an entity which complies with Section 1.3 of the Auction Rules, namely:

- (a) a citizen of Singapore;
- (b) a company incorporated under the Companies Act (Cap. 50);
- (c) a business registered under the Business Registration Act (Cap. 32); or
- (d) such other person as IDA considers appropriate,

(each a *Singapore Entity*).

If the Applicant proposes that a 3G Spectrum Right for which it successfully bids is to be granted to a Singapore Entity to be established for the purpose:

- (a) please tick the box indicating that any such 3G Spectrum Right is to be granted not to the Applicant but to a Singapore Entity. By ticking the box the Applicant will be deemed to have served a notice under Section 13.5 of the Auction Rules;
- (b) please complete the information requested in the Schedule to the Application Form;
- (c) please note that the Applicant must be a shareholder or proprietor of, or partner in, or otherwise an owner of, the Singapore Entity to be established at the time of the grant of the 3G Spectrum Right; and
- (d) please note that full details of each other person/company which will be:
  - (i) a shareholder or proprietor of, or partner in, 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. See Note 1.5 for definition of “controls”.

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

If the Applicant is a Singapore Entity and a 3G Spectrum Right is to be granted to the Applicant, there is no need to complete the Schedule to the Application Form.

**NOTE 1.4:** Provide details of the Applicant’s share capital, including:

- (a) the class(es) of issued shares;
- (b) the number and value of shares in each class of issued shares;
- (c) details of the legal and beneficial ownership of each class of issued shares;

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- (d) if a class of shares is listed on any investment exchange or securities market, details of:
    - (i) all persons who hold, are beneficially entitled to or have a right to acquire or subscribe for more than 20 per cent. of that class of shares;
    - (ii) all persons who have a right to acquire or subscribe 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; and
    - (iii) all persons who possess voting power in respect of more than 20 per cent. of that class of shares; and
  - (e) if a class of shares is not listed on any investment exchange or securities market, details of all the holders of that class of shares.

**NOTE 1.5:** Describe the ownership structure of the Applicant in diagrammatic form, including a reference to each of the following persons:

- (a) the Applicant;
- (b) each person who controls the Applicant;
- (c) each person who holds, is beneficially entitled to, or has a right to acquire or subscribe for more than 20 per cent. of a class of shares in the Applicant or a member of the Applicant's group;
- (d) each person who has a right to acquire or subscribe 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;
- (e) 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;
- (f) 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;
- (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
- (j) each person who is concerned with the Applicant's participation in the Auction.

For purposes of paragraph 1.5:

- (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

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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 3G 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 Singapore Companies Act (Cap. 50).

**NOTE 1.6:** Mark a cross (“X”) in the box in the “Considering bidding” column in the table to specify the 3G Spectrum Right for which the Applicant is considering bidding, provided that:

- (a) no Applicant may make an offer for more than one 3G Spectrum Right in its Initial Offer; and
- (b) no Applicant may be granted more than one 3G Spectrum Right.

Note that any information provided by the Applicant in paragraph 1.6 shall not be binding on the Applicant in any way whatsoever, but shall merely be an indication of the Applicant’s interest.

**NOTE 1.7:** Provide brief details only of the capability of, or which is available to, the Applicant to operate a network in relation to a 3G Spectrum Right, including brief details of similar experience and/or technical expertise of, or which is available to, the Applicant or its shareholders.

**NOTE 1.8:** Provide brief details only of the Applicant's proposals to finance payment for any 3G Spectrum Right granted to it and the roll out and operation of a 3G Spectrum Right network.

**NOTE 1.9:** The Applicant must set out in its Disclosure List, all persons (including individuals and corporations and other legal entities, and in the case of a corporation or other legal entity must 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 1.10(f) of the Application Form and in determining if the Applicant is an Associated Bidder.

**NOTE 1.12:** 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 :

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- (a) an Applicant has given information as to persons who are interested in the Applicant or any member of the Applicant's group as described as under paragraph 1.5(c), (d) or (e) of the Notes to the Application Form 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 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 1.15:** 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 granted a 3G Spectrum Right, the Schedule to the Application Form must additionally be signed by a representative of each other person/company which is or will be a shareholder or proprietor of, or partner in, 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 grant of the 3G Spectrum Right, which representative must have authority to bind that other person/company.

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## 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 any 3G Spectrum Right to be granted 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 such 3G Spectrum Right be granted.

**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 or proprietor of, partner in, 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, in accordance with the requirements of Sections 1.4 and 1.5 of the Application Form (as though each Proposed Investor were an Applicant for the purposes of these Sections).

For purposes of this S.2, “controls” has the meaning given in the Note to paragraph 1.5 of the Application Form.

**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.

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- 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 any 3G Spectrum Right granted to the 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) such Proposed Investor 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 Bidder to build and operate a network efficiently or which might restrict their means of determining a business case;
  - (g) 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 in any manner described in the Notes to paragraph 1.5 of the Application Form;
  - (h) 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 in any manner described in the Notes to paragraph 1.5 of the Application Form:
    - (a) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;
    - (b) has been in possession, or is in possession, of Confidential Information; or
    - (c) has disclosed or will disclose Confidential Information;
  - (i) 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 any 3G Spectrum Right awarded pursuant to the Auction, and there is no reason to believe that such investigations or proceedings might occur during the Auction;
  - (j) such Proposed Investor has not 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 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 or any other jurisdiction;

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(k) 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 any 3G Spectrum Right awarded 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



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## APPENDIX TO APPLICATION FORM

Please note that this Appendix to the Application Form should be completed only:

- (a) if any member of the Applicant's group (as defined in the Auction Rules, provided that references to "Bidder" therein shall be deemed to include the Applicant) is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, in which case this Deed must be executed by each such member of the Applicant's group; or
- (b) where it is proposed that a Singapore Entity be established to which a 3G Spectrum Right is to be granted if the Applicant is successful:
  - (i) if any member of any Proposed Investor's group (as defined in the Auction Rules, provided that references to "Bidder" therein shall be deemed to include any Proposed Investor) is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, in which case this Deed must be executed by each such member of any Proposed Investor's group; or
  - (ii) if any Proposed Investor is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, in which case this Deed must be executed by each such Proposed Investor; or
  - (iii) if any two or more Proposed Investors control (as defined in the Note to paragraph 1.5 of the Application Form) an entity that is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore, in which case this Deed must be executed by such entity.

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To: Info-communications Development Authority of Singapore (**IDA**)  
8 Temasek Boulevard  
#14-00 Suntec Tower Three  
Singapore 038988  
Fax: (65) 211 2238  
Attention: Ms Ng Cher Keng

1. **THIS DEED** is made on \_\_\_\_ \_\_\_\_ \_\_\_\_ 2001 by [*insert name of Proposed Investor/member of Applicant's group/member of Proposed Investor's group*] (**Existing Operator**), having its registered address at [*insert registered address*] in favour of IDA.
2. This Deed is made in connection with the application form (**Application Form**) submitted by \_\_\_\_\_ [*insert name of Applicant*] (**Applicant**) to IDA in relation to the auction of 3G spectrum rights pursuant to the rules published by IDA relating to the procedures by which IDA may grant or allocate 3G spectrum rights, in the form attached to the information memorandum issued by IDA in connection with the auction of 3G spectrum rights dated 8 March 2001, all as amended or varied by IDA from time to time (**Auction Rules**).
3. Defined terms used in this Deed shall have the meaning given to such terms in the Auction Rules or the Application Form, as the case may be, unless expressly specified otherwise.
4. The Existing Operator is a facilities-based operator licensee operating public cellular mobile telephone services networks in Singapore.
5. The Existing Operator agrees to the modification of its existing facilities-based operator's licence (in such manner as may be considered appropriate by IDA) such that the Existing Operator will be obliged to offer roaming services to new entrants and the Existing Operator agrees that it will negotiate appropriate roaming agreements with such new entrants in good faith. Such condition will become effective on the date of the grant of a 3G Spectrum Right to the Applicant. The Existing Operator acknowledges that no compensation will be payable by IDA in respect of or in connection with such modification to its existing facilities-based operator's licence.
6. This Deed is governed by, and shall be construed in accordance with, Singapore law.
7. The Existing Operator 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, this Deed or otherwise arising in connection with this Deed.

This Deed has been duly executed and delivered as a deed on the date first above written.

The common seal of \_\_\_\_\_ )  
[*insert Existing Operator's name*] )  
was affixed hereunto in the )  
presence of: \_\_\_\_\_ )

Director

Director/Secretary