

**AUCTION OF
3G SPECTRUM RIGHTS (2010)**

**APPENDIX 2 – INITIAL OFFER
DOCUMENT**

3 September 2010

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) Legal form of Applicant: _____

Place of Incorporation: _____

Registration Number: _____

Registered Address: _____

Please tick box if Applicant proposes that any 3G Spectrum Right (2010) 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 this Initial Offer Document.

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

1.3 The Applicant submits an Initial Offer to acquire the following 3G Spectrum Lots in accordance with the Auction Rules:
(See
Note
1.3)

| 3G Spectrum Lot | Paired Spectrum | | Initial Offer* |
|-----------------------|---------------------|---------------------|----------------|
| | Lower Band (MHz) | Upper Band (MHz) | |
| A | 1964.9-1969.9 | 2154.9-2159.9 | |
| B | 1969.9-1974.9 | 2159.9-2164.9 | |
| C | 1974.9-1979.7 | 2164.9-2169.7 | |

* Please mark "X" in the boxes for lots you wish to bid for.

1.4 In consideration of IDA considering 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 3G Spectrum Lots as specified in paragraph 1.3 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 1.4(a), this shall constitute a legally binding contract;

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- (c) all information provided in, or in support of, the Application Form submitted by the Applicant and this Initial Offer Document is, to the best of the Applicant's knowledge and belief, true, accurate and complete in all material respects with reference to the facts and circumstances existing at the date hereof; and
- (d) the Applicant repeats each of the confirmations and undertakings set out in paragraphs 1.9, 1.10 and 1.11 of the Application Form, with reference to the facts and circumstances existing at the date of this Initial Offer Document, as if such confirmations and undertakings were set out in this Initial Offer Document.

1.5 The Applicant hereby confirms that a Bank Guarantee in compliance with the requirements of Section 2.5 of the Auction Rules is enclosed.

1.6 The Applicant's Authorised Representatives are:

*(See
Note
1.6)*

- (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: _____

1.7 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.

1.8 Signed for and on behalf of

*(See
Note
1.8)*

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 person wishing to participate in the Auction (**Applicant**) and the legal form of the Applicant (e.g. private limited company, public limited company).

Note that a 3G Spectrum Right (2010) will only be granted to an entity which complies with Section 1.4 of the Auction Rules, namely:

- (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 a 3G Spectrum Right (2010) 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 (2010) 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 12.7 of the Auction Rules;
- (b) please complete the information requested in the Schedule to the Initial Offer Document;
- (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 grant of the 3G Spectrum Right (2010); and
- (d) please note that full details of each other person which will be a shareholder, or otherwise an owner of, the Singapore Entity to be established and details of their shareholding/ownership structure will be required to be set out in the Schedule. Supporting documentation (including copies of relevant contracts) may be submitted.

If the Applicant is a Singapore Entity and a 3G Spectrum Right (2010) is to be granted to the Applicant, there is no need to complete the Schedule to the Initial Offer Document.

NOTE 1.3: Mark a cross (“X”) in the box in the “Initial Offer” column in the table to specify the 3G Spectrum Lots for which the Applicant hereby submits an Initial Offer, provided that:

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- (a) no Applicant which is a member of the SingTel Group, StarHub Group or M1 Group may make an Initial Offer for more than two 3G Spectrum Lots; and
 - (b) no Applicant may be granted more than one 3G Spectrum Right (2010).

NOTE 1.6: A Bidder must appoint at least one Authorised Representative and may appoint up to five Authorised Representatives. 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 1.6.

NOTE 1.8: If the Applicant is a company, 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. If the Applicant is not a company, the Initial Offer Document 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 (2010), the Schedule to the Initial Offer Document 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 grant of the 3G Spectrum Right (2010), which representative must have authority to bind that other person.

SCHEDULE TO INITIAL OFFER DOCUMENT

Please note that this Schedule to the Initial Offer Document should be completed only if the Applicant is not the Singapore Entity to which the Applicant wishes any 3G Spectrum Right (2010) to be granted 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 any such 3G Spectrum Right (2010) be granted.

1. Name of Applicant _____
2. Each of the actual and/or proposed shareholders of, or other owners of, Newco and each person which controls, 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 Investors**) as listed in the responses to S.2 of the Application Form confirms and undertakes that:
 - (a) IDA may deal with the Applicant as a participant in the Auction, or in relation to any other manner of allocation of the 3G Spectrum Rights (2010), without regard to any of the Proposed Investors. The Proposed Investors shall have no rights against, or obligations to, IDA, other than pursuant to the Schedule to the Application Form and this Schedule to the Initial Offer Document;
 - (b) the information provided in the Initial Offer Document 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;
 - (c) the information provided in the Application Form and the Schedule thereto remains true and complete in all material respects;
 - (d) such Proposed Investor will invest in Newco in accordance with the information provided to IDA in the Application Form and the Initial Offer Document; and
 - (e) such Proposed Investor acknowledges the confirmations and undertakings given by it in S.5 of the Schedule to the Application Form and confirms that it will continue to comply with such undertakings.

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

Each of the Proposed Investors as listed in the responses to S.2 of the Application Form is required to sign this Schedule to the Initial Offer Document.

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