

**AUCTION OF  
700 MHZ SPECTRUM RIGHTS (2016),  
900 MHZ SPECTRUM RIGHTS (2016),  
2.3 GHZ SPECTRUM RIGHTS (2016)  
AND 2.5 GHZ SPECTRUM RIGHTS  
(2016)**

**APPENDIX 1 – NEW ENTRANT  
SPECTRUM AUCTION EXPRESSION  
OF INTEREST DOCUMENT**

29 APRIL 2016

(UPDATED ON 14 JULY 2016)

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY  
REPUBLIC OF SINGAPORE

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# NEW ENTRANT BID DOCUMENT

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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

(eg. private company limited by shares): \_\_\_\_\_

Business Registration Number in Singapore: \_\_\_\_\_

Registered Address in Singapore: \_\_\_\_\_

Key Point of Contact in Singapore: \_\_\_\_\_

Telephone No. in Singapore: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

Backup Point of Contact in Singapore: \_\_\_\_\_

Telephone No. in Singapore: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

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 e-mail to the e-mail address of the Key Point of Contact 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.

The Applicant shall ensure that the Key Point of Contact remains contactable at all times. Without prejudice to the foregoing, the Applicant shall also appoint a backup contact person, for emergency situations in which the Key Point of Contact is, for whatever reason, not immediately contactable. The Applicant shall provide the contact details of such backup contact person, who shall be an individual who is also contactable at all times.

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Any notification or other communication given by IDA to the Applicant on or after the New Entrant Spectrum Auction date may be given using the procedure set out in Section 25 of the Auction Rules.

- 1.2** The Applicant hereby confirms that it will participate in the New Entrant Spectrum Auction, and submit a Valid Bid to acquire the two (2) 900 MHz Spectrum Lots and eight (8) 2.3 GHz Spectrum Lots available for allocation at the New Entrant Spectrum Auction. The Applicant hereby confirms that it shall apply for an FBO Licence within thirty (30) Business Days of being issued a Final Provisional Award Notice in accordance with Section 19.9, or that amendments may be made to its existing FBO Licence if it already holds an FBO Licence issued by IDA. Upon the grant of an FBO Licence or upon the amendment of an existing FBO Licence (as the case may be), the Applicant will be subject to and shall comply with the specific conditions contained in its new or amended FBO Licence.

Where the Applicant is required to apply for an FBO Licence or where the amendment of an existing FBO Licence is required (as the case may be), the information submitted to IDA as part of its Expression of Interest Document shall constitute part of its FBO Licence application. IDA may separately require the Applicant to furnish such further information as IDA may deem relevant, necessary and/or appropriate for its assessment of the Applicant's FBO Licence application. It shall be a condition of the FBO licence granted by IDA, for the licensee to adhere to all statements and representations made in the information submitted to IDA as part or in support of this Expression of Interest Document.

Without prejudice to Section 1.10 below, if the Applicant is the Winning New Entrant Bidder and is applying to participate in the Quantity Stage of the General Spectrum Auction, all information provided in, or in support of, this Expression of Interest Document, or in any supporting documentation as submitted by the Applicant to IDA, shall constitute part of its Initial Offer to participate in the General Spectrum Auction, unless otherwise stated. The Applicant shall immediately inform IDA of any change to any such information as submitted to IDA and obtain IDA's prior approval for the change, and in any event, no later than 24 hours from its becoming aware of such change.

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**1.3 Directors of Applicant:**

(1) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(2) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(3) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(4) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(5) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(6) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(7) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

(8) Name of Director: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

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#### **1.4 Capital structure of Applicant:**

The Applicant shall describe the capital structure of the Applicant. Specifically, where the Applicant is a company limited by shares, please 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;
- (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 12 per cent or more of that class of share;
  - (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 12 per cent or more of that class of shares; and
  - (iii) all persons who possess voting power in respect of 12 per cent or more 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.

Where the Applicant is not a company limited by shares, please describe in detail the capital structure of the Applicant.

The Applicant shall also include in its submission: (A) a clear description as to the Applicant's funding for its participation in: (i) the New Entrant Spectrum Auction; and (ii) the General Spectrum Auction (if it intends to participate in the General Spectrum Auction); and (B) a diagram depicting its capital structure as described per (A)(i) and (ii) above.

#### **1.5 Ownership structure of Applicant:**

*(See  
Note  
1.5)*

The Applicant shall describe its ownership structure, including each of the following persons (where applicable):

- (a) the Applicant;
- (b) the Applicant's associates;
- (c) each person who controls or has effective control over the Applicant;

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- (d) each person who holds, is beneficially entitled to, or has a right to acquire or subscribe for 12 per cent or more of a class of shares in the Applicant or a member of the Applicant's group;
  - (e) 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 12 per cent or more of that class of shares in the Applicant or a member of the Applicant's group;
  - (f) each person who possesses voting power in respect of 12 per cent or more of a class of shares in the Applicant or a member of the Applicant's group;
  - (g) each person who has an indirect interest of 12 per cent or more of the share capital of the Applicant or a member of the Applicant's group;
  - (h) each person who controls, or is controlled by, a person falling within any of sub-paragraphs 1.5 (c), (d), (e), (f) or (g) above;
  - (i) each person who is effectively controlled by a person falling within any of sub-paragraphs 1.5 (c), (d), (e), (f) or (g) above;
  - (j) each person who is controlled by a person who controls a person falling within any of sub-paragraphs 1.5(c), (d), (e), (f) or (g) above;
  - (k) each person who is effectively controlled by a person who controls a person falling within any of sub-paragraphs 1.5(c), (d), (e), (f) or (g) above;
  - (l) each person who is controlled or effectively controlled by the Applicant; and
  - (m) each person who is concerned with the Applicant's participation in the Auction.

The Applicant shall also include in its submission: (A) a clear description of the Applicant's ownership structure, including references to each of the above-listed persons in this Section 1.5(a) to (m) for its participation in: (i) the New Entrant Spectrum Auction; and (ii) the General Spectrum Auction (if it intends to participate in the General Spectrum Auction); and (B) a diagram depicting its ownership structure as described per (A)(i) and (ii) above, including references to each of the above-listed persons in this Section 1.5(a) to (m).

#### **1.6 Organisational structure of Applicant:**

The Applicant shall provide an organisation chart of the management and implementation team, indicating the roles that each key designation will be responsible for. The organisational chart shall include the proposed members of the management and key responsible persons as defined in the 'Fit and Proper Criteria', including but not limited to:

- (a) Chief Executive Officer; and

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- (b) senior officers (including but not limited to the chief operating officer, chief financial officer and chief technology officer), where senior officers refer to:
- (i) any persons performing a senior management function whose primary or significant responsibility is for the management and performance of significant business activities of the Applicant; and
  - (ii) any persons who assume primary or significant responsibility for key control functions, including a person who is principally accountable or responsible, whether solely or jointly with other persons, for monitoring the appropriateness, adequacy and effectiveness of the relevant person's internal controls, risk management and compliance systems and processes.

The Applicant shall also provide the curriculum vitae of the proposed members of the management and key responsible persons indicated in this segment of the Applicant's Expression of Interest Document using the format provided in Schedule 1. Please highlight familiarity, experience and/or expertise with the Singapore telecommunication market, management skills and competencies in the running and provisioning of telecommunication systems and/or services, and experience in providing retail telecommunication services to consumers in Singapore.

The Applicant shall also include in its submission: (A) a clear description of the Applicant's organisational structure, including references to each of the above-listed persons in this Section 1.6(a) to (b) for its participation in: (i) the New Entrant Spectrum Auction; and (ii) the General Spectrum Auction (if it intends to participate in the General Spectrum Auction); and (B) a diagram depicting its organisational structure as described per (A)(i) and (ii) above, including references to each of the above-listed persons in this Section 1.6(a) to (b).

#### **1.7A Applicant's technical capabilities:**

The Applicant shall provide details of the capability of, or which is available to, the Applicant to operate a 4G and/or IMT-Advanced system for the purposes of providing 4G and/or IMT-Advanced services in relation to a 900 MHz Spectrum Right (2016) and/or a 2.3 GHz Spectrum Right (2016), including details of relevant past experiences and/or technical expertise of, or which is available to, the Applicant or its shareholders. Specifically, the Applicant shall, at the minimum, provide details pertaining to the following in its submission:

- (a) deployment of a mobile system (e.g., 2G, 3G and/or 4G) for the purposes of providing the relevant mobile services; and
- (b) operation of a mobile system (e.g., 2G, 3G and/or 4G) for the purposes of providing the relevant mobile services.

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To the extent where the Applicant has such capability and/or technical expertise for the purpose of 1.7A, the Applicant shall provide details of the natural persons who possess such capability and/or technical expertise using the format provided in Schedule 1.

To the extent where the Applicant intends to engage vendor(s) (such as equipment vendors and contractors for the roll out and/or operation of the Applicant's network) for the purpose of 1.7A, the Applicant shall provide details of the vendor(s), documentary evidence from the vendor(s) of its said intent to support the Applicant and the vendor(s) relevant past experience(s).

The Applicant shall also provide details of the capability of, or which is available to, the Applicant to operate a 4G and/or IMT-Advanced system for the purposes of providing 4G and/or IMT-Advanced services in relation to a 700 MHz Spectrum Right (2016) and/or a 2.5 GHz Spectrum Right (2016) if it intends to participate in the General Spectrum Auction.

**1.7B Applicant's proposed 4G and/or IMT-Advanced system, technology and services:**

The Applicant shall provide details of its proposed 4G and/or IMT-Advanced system to be deployed (including the relevant 4G and/or IMT-Advanced technology to be used) and the proposed 4G and/or IMT-Advanced services to be offered in relation to a 900 MHz Spectrum Right (2016) and/or a 2.3 GHz Spectrum Right (2016). Specifically, the Applicant shall, at the minimum, provide details of the following in its submission:

- (a) proposed mobile system that will be deployed (including the relevant technology that will be used). This shall include an overview of the proposed network design (such as the network configuration and facilities), its network rollout plan, strategy to implement the network rollout plan, and how it would ensure the integrity and resiliency of its network;
- (b) proposed target market segments and the Applicant's proposed service offerings (including any innovative service offerings); and
- (c) the expected date that the Applicant is expected to commence commercial operations and the extent of operations which is expected at this date.

**1.8 Applicant's financial proposal:**

The Applicant shall provide details of its proposals to finance payment for the Spectrum Rights granted to it pursuant to the 2016 Spectrum Auction and the roll out and operation of a public cellular mobile telecommunication system for the purposes of providing 4G and/or IMT-Advanced services in relation to such Spectrum Rights. The Applicant shall, at the minimum, provide details of the following in its submission:



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- (a) detailed business plans, including but not limited to the projected profit and loss accounts, balance sheets and cash flow statements minimally from 1 January 2017 to 31 December 2021. The profit and loss accounts, balance sheets and cash flow statements shall be prepared in accordance with the Singapore Financial Reporting Standards. All assumptions used (e.g., asset depreciation policies, subscriber projections, annual increase/decrease in operating expenditure, planned service offerings) shall be clearly explained;
  - (b) financial ratios including the return on assets, return on equity, operating profit margin, net profit margin, current ratio, quick ratio and debt-equity ratio. The formula used for the computation of each ratio shall also be provided;
  - (c) forecasts of the internal rate of return, net present value and payback period of the investment. In addition, the net present value at 10% and corresponding payback period shall be computed. The rate of return normally required by the Applicant for capital invested shall also be provided (i.e., the hurdle rate);
  - (d) a detailed plan of all capital expenditure and working capital requirements minimally from 1 January 2017 to 31 December 2021;
  - (e) details of the proposed financing plan, including:
    - (i) the proposed sources of funds and the amounts from each source;
    - (ii) timing of funding initiatives and injection of funds;
    - (iii) planned repayment terms and schedule for loans, loan stock and debentures;
    - (iv) credit facilities available; and
    - (v) provisions made for contingent sources of funds.

Documentary evidence of the Applicant's capacity to fund its participation in the New Entrant Spectrum Auction (and where relevant, the General Spectrum Auction), the roll out and operation of a public cellular mobile telecommunication system for the purpose of providing telecommunication services shall be provided. This shall include certified true copies of the Letter of Financier's Commitment(s) and the associated term sheet, and letter(s) of commitment from the banks that the Bank Guarantees will be submitted in accordance with section 2.2.1 of the Auction Rules. These may be attached to the Expression of Interest Document as annexes. In particular, the Letter of Financier's Commitment(s) and the letter(s) of commitment from the banks shall make it clear that they shall fund the Applicant and any qualification to such funding shall be disclosed to IDA.

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The Applicant shall also submit: (a) the Financier's pre-term sheet due diligence report and/or findings, and assessment of the Applicant's business plan; and (b) any other independent third-party assessment/opinion of the Applicant's business plan.

## **1.9 Disclosure list**

The Applicant shall set out in its Disclosure List, all persons (including individuals and corporations and other legal entities, and shall, 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 shall include all such persons (whether individuals, corporations or other legal entities) in alphabetical order, commencing with last names. Details to be provided shall include the names, identity card number/passport number, address and company registration number (where applicable).

IDA will consider the Disclosure List in the Applicant's Expression of Interest Document 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 Expression of Interest Document or otherwise.

The Applicant hereby agrees, undertakes and confirms that it has put in place all appropriate arrangements and agreements (such as non-disclosure agreements and China walls) with all recipients of its Confidential Information to ensure that all such Confidential Information will be properly safeguarded and not shared with any other potential Applicants or third parties that may result in conflict of interest situations or a breach of any of the Auction Rules, including but not limited to Part VI.

The Applicant's Disclosure List will be considered by IDA in determining the Applicant's compliance with the undertakings in paragraph 1.10(g) of the Expression of Interest Document.

- 1.10** In consideration of IDA considering the Applicant for registration as a New Entrant Bidder and for participation in the New Entrant Spectrum Auction, the Applicant hereby agrees, undertakes and acknowledges on behalf of itself, its associates who exercise significant influence over it, and its key responsible persons, that (and each of the following agreements, undertakings and/or acknowledgements shall constitute information provided in, or in support of, this Expression of Interest

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Document submitted by the Applicant for the purposes of Section 1.2 above):

- (a) each signatory to this Expression of Interest Document has read, understood and shall comply with the Information Package for Prospective Applicants to the New Entrant Spectrum Auction, the Auction Rules, the Information Memorandum, the Telecommunications (Radio-communication) Regulations, the Info-communications Development Authority Act (Cap. 137A) and the Telecommunications Act (Cap. 323), and has the requisite corporate authority to sign this Expression of Interest Document 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 New Entrant Spectrum Auction and has obtained all consents, permissions and approvals required to participate and bid in the New Entrant Spectrum Auction (other than those which, by virtue of legal or regulatory process, are not obtainable until the results of the New Entrant Spectrum Auction have been announced);
- (c) the Applicant understands and will be legally capable of satisfying its obligations under the terms and conditions of any 900 MHz Spectrum Right (2016) and 2.3 GHz Spectrum Right (2016) granted pursuant to the Auction;
- (d) all information provided in, or in support of, this Expression of Interest Document submitted by the Applicant, or in any supporting documentation submitted to IDA, is true, complete and accurate on the date hereof in all material respects, to the best of the knowledge and belief of the Applicant and each signatory to this Expression of Interest Document, and any opinion expressed is held honestly and in the utmost good faith. The Applicant shall immediately inform IDA of any change to any such information and/or opinion, and in any event, no later than 24 hours from becoming aware of such change;
- (e) the Applicant, its associates who can exercise significant influence over it and its key responsible persons shall comply, and to the best of its ability, the Applicant shall ensure that its Authorised Representatives and all other persons under its control or influence shall comply, with the provisions of the Auction Rules, including but not limited to Part VI;
- (f) the Applicant has not colluded and shall not collude or attempt to collude with any other Bidder, any other person or otherwise manipulate or attempt to manipulate the outcome of the New Entrant Spectrum Auction, from the time of the submission of this Expression of Interest Document until the close of the New

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Entrant Spectrum Auction (notwithstanding that the Applicant may be excluded from the New Entrant Spectrum Auction);

- (g) the Applicant has not disclosed and shall 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 Expression of Interest Document and has not obtained or sought and shall 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 Expression of Interest Document or otherwise, the Applicant shall not disclose any Confidential Information to such person;
- (h) the Applicant shall 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, attempt to collude or otherwise manipulate or attempt to manipulate the outcome of the New Entrant Spectrum Auction;
- (i) the Applicant has not entered into, and will not seek to enter into, any arrangement whatsoever, (whether oral or in writing, formal or informal) with any equipment provider or software supplier or other person which places or may place any restriction on the quantities of equipment or software or other goods or services which the provider, supplier or other person supplies or offers to supply to another New Entrant Bidder or on the price or any other term or condition upon which such equipment or software or other goods or services is supplied or offered to be supplied to any other New Entrant Bidder in connection with planning, building or operating a network to be operated in relation to any 700 MHz, 900 MHz, 2.3 GHz and/or 2.5 GHz Spectrum Lot(s);
- (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 or 1.6 or 1.7A or 1.8 is connected with any other New Entrant Bidder in any manner described in paragraph 1.4 or 1.5 or 1.6 or 1.7A or 1.8;
- (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 or 1.6 or 1.7A or 1.8, who is also a director, employee or shareholder of another New Entrant Bidder or any person connected with another New Entrant Bidder in any manner described in the paragraph 1.4 or 1.5 or 1.6 or 1.7A or 1.8:

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- (i) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the New Entrant Spectrum Auction;
  - (ii) has been in possession, or is in possession, of Confidential Information; or
  - (iii) has disclosed or will disclose Confidential Information;
- (l) the Expression of Interest constitutes a legally binding offer made by the Applicant to acquire such quantities of two (2) 900 MHz Spectrum Lots and eight (8) 2.3 GHz Spectrum Lots in accordance with the Auction Rules;
  - (m) if IDA within its sole and absolute discretion determines not to proceed with the New Entrant Spectrum Auction and determines to accept the offer made by the Applicant referred to in paragraph 1.2, this shall constitute a legally binding contract; and
  - (n) 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 ***New Entrant Bidder*** shall be deemed to include any person wishing to participate in the New Entrant Spectrum Auction, any Applicant, or any New Entrant Bidder.

**1.11** The Applicant hereby confirms and undertakes, to the Applicant's best knowledge and belief, having made all reasonable enquiries, that:

- (a) in respect of the Applicant and each of its associates and key responsible persons' (as defined in the Fit and Proper Person Criteria) full compliance with all of the criteria as set forth in the Fit and Proper Person Criteria, the Applicant is to complete, sign<sup>1</sup> and submit an undertaking to IDA as provided in Schedule 2;
- (b) neither:
  - (i) the Applicant;
  - (ii) any of the persons referred to in the information provided by the Applicant in paragraph 1.5; nor

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<sup>1</sup> The undertaking shall be signed by a Director and a Director/Secretary of the Applicant with authority to bind the Applicant for purposes of the Applicant participating in the New Entrant Spectrum Auction. Please see Note to 1.19.

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- (iii) 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 New Entrant Spectrum Auction or to satisfy the terms of any 900 MHz Spectrum Right (2016) and 2.3 GHz Spectrum Right (2016) granted pursuant to the New Entrant Spectrum Auction, and that there is no reason to believe that such investigations or proceedings might occur during the New Entrant Spectrum Auction;

- (c) 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; and
- (d) the Applicant and each of the persons referred to in the information provided by the Applicant in paragraph 1.5 are 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 900 MHz Spectrum Right (2016) and 2.3 GHz Spectrum Right (2016) 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** Copies of the following documents are enclosed with the Expression of Interest Document:

*(See  
Note  
1.13)*

- (a) photocopies of the Applicant's incorporation documentation under the Companies Act (Cap. 50), including certified true copies of the Applicant's Memorandum and Articles of Association;
- (b) the Applicant's most recent annual report and accounts;
- (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; and
- (d) certified true copies of the Letter of Financier's Commitment(s) and the associated term sheet as provided under paragraph 1.8.

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**1.14** The Applicant hereby confirms that a Bank Guarantee shall be submitted to IDA in accordance with Section 2.2.9 of the Auction Rules.

**1.15** The Applicant shall provide all relevant documentary evidence, including any and all documents as may be required by IDA in its sole and absolute discretion, as part of its submission of the Expression of Interest Document, for IDA's consideration of its application to participate in the New Entrant Spectrum Auction.

**1.16** The Applicant hereby confirms that all information submitted to IDA as part of its Expression of Interest Document shall constitute part of its FBO Licence application (where applicable), and that it shall be a condition of such FBO licence as may be granted to the Applicant, for it to adhere to any and all representations in the information submitted to IDA as part of its Expression of Interest Document and/or as set out in the Fit and Proper Person Criteria.

**1.17** The Applicant hereby confirms that the Authorised Representatives set out in this paragraph 1.17 are persons who have been duly appointed by the Applicant and have the authority to act alone on behalf of, and bind, the Applicant in the New Entrant Spectrum Auction. The Applicant's Authorised Representatives (subject to a maximum of 8) are:

*(See Note 1.17)*

- (1) Name: \_\_\_\_\_  
Identity Card Number/  
Passport Number: \_\_\_\_\_  
Contact Address: \_\_\_\_\_  
Contact Telephone Number: \_\_\_\_\_  
Contact Email Address: \_\_\_\_\_  
Specimen Signature: \_\_\_\_\_
- (2) Name: \_\_\_\_\_  
Identity Card Number/  
Passport Number: \_\_\_\_\_  
Contact Address: \_\_\_\_\_  
Contact Telephone Number: \_\_\_\_\_  
Contact Email Address: \_\_\_\_\_  
Specimen Signature: \_\_\_\_\_
- (3) Name: \_\_\_\_\_  
Identity Card Number/  
Passport Number: \_\_\_\_\_

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Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

(4) Name: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

(5) Name: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

(6) Name: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

(7) Name: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_



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Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

(8) Name: \_\_\_\_\_

Identity Card Number/  
Passport Number: \_\_\_\_\_

Contact Address: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_

Specimen Signature: \_\_\_\_\_

**1.18** Copies of the identity cards or passports of the Authorised Representatives of the Applicant are enclosed.

**1.19** Signed for and on behalf of

*(See  
Note  
1.19)*

\_\_\_\_\_

by:

\_\_\_\_\_

director

\_\_\_\_\_

director/company secretary

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

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## **Notes to Expression of Interest Document**

Defined terms used in the Expression of Interest Document and these Notes to the Expression of Interest 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 company (incorporated under the Companies Act (Cap. 50)) wishing to participate in the New Entrant Spectrum Auction (**Applicant**) and the legal form of the Applicant (e.g. private limited company, public limited company).

Note that a 900 MHz Spectrum Right (2016) and a 2.3 GHz Spectrum Right (2016) will only be granted to an entity which complies with Section 1.5 of the Auction Rules, namely a company incorporated under the Companies Act (Cap. 50).

For purposes of paragraph 1.1, a **New Entrant** is any operator that does not currently provide nationwide mobile system and service coverage in Singapore, and is not an associate of any existing operator that currently provides nationwide mobile system and service coverage in Singapore.

For the purpose of this definition, a person, *A*, is an **associate** of another person, *B*, if:

- (a) *A* is a relative of *B*;
- (b) *A* is a related corporation of *B*;
- (c) *A* is a corporation whose directors are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of *B* or, where *B* is a corporation, of the directors of *B*;
- (d) *B* is a corporation whose directors are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of *A* or, where *A* is a corporation, of the directors of *A*;
- (e) *A* is a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of *B* or, where *B* is a corporation, of the directors of *B*;
- (f) *B* is a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of *A* or, where *A* is a corporation, of the directors of *A*;
- (g) *A* is a corporation in which *B*, alone or together with other associates of *B* as described in paragraphs (c) to (f), is in a position to control not less than 12% of the voting power in *A*;

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- (h) *B* is a corporation in which *A*, alone or together with other associates of *A* as described in paragraphs (b) to (f), is in a position to control not less than 12% of the voting power in *B*;
  - (i) *A* is a person with whom *B* has an agreement or arrangement, whether oral or in writing and whether express or implied, to act together with respect to the acquisition, holding or disposal of shares, units or other equity interests in, or with respect to the exercise of their voting power in relation to, a designated telecommunication licensee, a designated business trust or a designated trust;
  - (j) *A* is a person with whom *B* has an agreement or arrangement, whether oral or in writing and whether express or implied, to act together with respect to the provision of telecommunication services;
  - (k) *A* is a person with whom *B* has an agreement or arrangement, whether oral or in writing and whether express or implied, to trade or lease or otherwise transfer the right to use spectrum; or
  - (l) *A* is related to *B* in such other manner as prescribed by any regulations made under section 74 of the Telecommunications Act (Cap. 323),

provided always that, notwithstanding the existence of the circumstances stated in (a)-(l) above, IDA shall be entitled to determine that two persons are not associates of each other, based solely on the fact that both persons' ultimate parent has a passive ownership interest in both persons.

**NOTE 1.5:** For purposes of paragraph 1.5:

- (a) 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;
- (b) a person has **effective control** over another entity if it has the ability to cause the entity to take, or to refrain from taking, a major decision regarding the management or operations of entity;
- (c) 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 900 MHz Spectrum Right (2016) and/or a 2.3 GHz Spectrum Right (2016); and

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- (d) **group** means:
- (i) any holding company of the Applicant;
  - (ii) any subsidiary of the Applicant;
  - (iii) any subsidiary of any holding company of the Applicant;  
and
  - (iv) any other company in which two or more of the shareholders or directors (directly or indirectly) own more than 50 per cent of or control more than 50 per cent of the voting rights attaching to, shares of the Bidder.

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

**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 :

- (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(d), (e) or (f) of the Expression of Interest Document and the Applicant is aware that such persons have similar shareholding interests in other persons interested in participating in the General Spectrum 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 New Entrant Spectrum 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.

In the context of paragraph 1.12, "associate" has the meaning given in the Note to paragraph 1.1 of the Expression of Interest Document.

**NOTE 1.13:** The documents and information specified in paragraph 1.13(c) are not required if the Applicant already holds an FBO licence prior to submission of this Expression of Interest Document.

**NOTE 1.17:** A Bidder must appoint at least two Authorised Representatives and may appoint up to five Authorised Representatives. Only Authorised Representatives may submit bids on behalf of a Bidder.

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Please attach copies of the identity cards or passports of all persons named in paragraph 1.17.

**NOTE 1.19:** If the Applicant is a company, the Expression of Interest 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 New Entrant Spectrum Auction.

## Schedule 1 – Curriculum Vitae Form

<b>Name of Individual:</b>	<b>Please enclose the following as part of the Curriculum Vitae:</b> (a) for an individual who is a Singapore citizen, a certified true copy of his identity card, which shows clearly the front and back of the card; or (b) for an individual who is not a Singapore citizen, a certified true copy of the passport and where applicable: (i) a certified true copy of the front and back of the Singapore-issued identity card if the individual is also a permanent resident; or (ii) a certified true copy of the front and back of the relevant work pass issued by the Ministry of Manpower if the individual is not a permanent resident.		
<b>Name and Address of Firm Currently Employed In</b>	<b>Designation</b>	<b>Employment since</b>	
<b>Previous Employer</b>	<b>Designation</b>	<b>Period of Employment</b>	
<b>Academic Qualification</b>	<b>Tertiary Institution</b>	<b>Country</b>	<b>Year Graduated</b>
<b>Professional Membership</b>	<b>Professional Institution</b>	<b>Country</b>	<b>Year Joined</b>
<b>List of Relevant Project Experience</b>			
<b>Project Title</b>	<b>Name &amp; Address of Client</b>		<b>Date of Completion</b>

**Schedule 2 – The Applicant’s undertaking in relation to the Fit and Proper Person Criteria**

***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. The Applicant undertakes and confirms that the information of the relevant person, associates and every individual who falls within the definition of a key responsible person, as defined under the Fit and Proper Person Criteria, is set out below:

Name of key responsible person	Identity Card Number/ Passport Number	Employer	Designation
Name of associate	Business Registration Number/ Identity Card Number/ Passport Number	Employer (if applicable)	Designation (if applicable)

2. The Applicant undertakes and confirms that:
- (a) the Applicant and each of its associates and key responsible persons have read and fully understood the Fit and Proper Person Criteria, an extract of which is set out in Table A below;
  - (b) the Applicant and each of its associates and key responsible persons are fully compliant with all of the criteria as set forth in the Fit and Proper Person Criteria; or, where applicable, true, accurate and complete explanations as to why the Applicant and/or any of its associates and key responsible persons are not compliant with any of the Fit and Proper Person Criteria set out in Table A below;

- (c) the Applicant shall provide all relevant information to demonstrate that the Applicant and each of its associates and key responsible persons are fully compliant with the Fit and Proper Person Criteria; or, where applicable, true, accurate and complete explanations as to why the Applicant and/or any of its associates and key responsible persons is not compliant with any of the Fit and Proper Person Criteria set out in Table A below; and
- (a) the Applicant shall complete Table A truthfully, fully and accurately; and, where applicable, provide detailed explanations as to why the Applicant and/or any of its associates and key responsible persons is not compliant with any of the Fit and Proper Person Criteria set out in Table A below.

**Table A: Extracted from the Fit and Proper Person Criteria published by the IDA**

<b>(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability</b>				
<u>Paragraph Reference</u>	<u>Relevant Provision</u>	<u>Yes</u>	<u>No</u>	<u>Explanation (where applicable)</u>
A. <i><u>In the case of a relevant person or associate (which is a non-natural person) exercising significant influence over a relevant person:</u></i>				
(a)	Has a relevant person or any of its associates been refused the right or restricted in its right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law in any jurisdiction?			
(b)	Has a relevant person or any of its associates been prohibited or refused a licence by IDA, or has been prohibited from operating in any jurisdiction by any telecommunications regulatory authority?			



<b>(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability</b>				
(c)	Has a relevant person or any of its associates been the subject of any investigations or been censured, disciplined, has had its licence suspended or cancelled or subject to any other regulatory enforcement action, including but not limited to financial penalties by IDA, or any other regulatory authority, professional body or government agency, whether in Singapore or elsewhere, especially where such investigations, censure, disciplinary and/or enforcement action involved some element of dishonesty or fraud?			
(d)	Has a relevant person or any of its associates been the subject of any investigation or proceeding of a disciplinary or criminal nature or has been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law in any jurisdiction; or been issued a warning or reprimand by IDA or any other regulatory authority, professional body or government agency, whether in Singapore or elsewhere, especially where such investigation, proceeding, warning or reprimand involved some element of dishonesty or fraud?			
(e)	Has a relevant person or any of its associates submitted or provided false, inaccurate or misleading information to IDA, or has not acted in good faith in any dealings with IDA or any other regulatory authority in any jurisdiction?			
(f)	Has a relevant person or any of its associates had any judgment (in particular, that associated with a finding of fraud, misrepresentation or dishonesty) entered against the relevant person in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction?			

<b>(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability</b>				
(g)	Has a relevant person or any of its associates accepted civil liability for fraud or misrepresentation under any law in any jurisdiction?			
(h)	Has a relevant person or any of its associates failed to demonstrate a willingness or ability to comply with any regulatory obligations pursuant to any Acts, subsidiary legislation, or other regulatory requirements, in letter or in spirit, whether in Singapore or elsewhere, that gives IDA reason to believe that it is not fully capable of or committed to fulfilling its regulatory obligations?			
(i)	To the best of its knowledge, whether the relevant person's shareholding, associates or affiliates (as defined in the Code of Practice for Competition in the Provision of Telecommunication Services (" <b>Telecom Competition Code</b> ")), whether in Singapore or elsewhere, would give rise to concerns of anti-competitive preferences set out in Section 8.3 of the Telecom Competition Code?			
(j)	Does a relevant person or any of its associates have any key responsible persons who fail to meet any of the Fit and Proper Person Criteria?			
(k)	Has a relevant person or any of its associates failed to demonstrate that it is competent to perform the regulated activities efficiently and effectively?			
(l)	Could a relevant person or any of its associates, with that relevant person's participation in the NESAs, raise any security or public interest concerns and/or other factors which could be contrary to the public interest?			
<p>B. <u>In the case of a key responsible person:</u></p>				

<b>(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability</b>				
(a)	Has a key responsible person failed to demonstrate a willingness or ability to comply with any regulatory obligations pursuant to any Acts, subsidiary legislation, or other regulatory requirements, in letter or in spirit, or to uphold any professional and ethical standards, whether in Singapore or elsewhere, that gives IDA reason to believe that he or it is not fully capable of or committed to fulfilling regulatory obligations?			
(b)	Has a key responsible person acted dishonestly or fraudulently, or not been truthful in any dealings with customers, auditors and/or other contracting parties to whom legal obligations are owed?			
(c)	Has a key responsible person not been truthful in any dealings with, or provided false, inaccurate or misleading information to, or not acted in good faith in any dealings with, IDA or any other regulatory authority in any jurisdiction?			
(d)	Has a key responsible person been convicted of any offence, or is being subject to any criminal investigation or pending proceeding which may lead to such a conviction, under any law in any jurisdiction?			
(e)	Previously and/or currently, has a key responsible person been a director, partner, substantial shareholder or is concerned in the management of a business, that has been censured, disciplined, prosecuted or convicted of a criminal offence, or has been the subject of any disciplinary or criminal investigation or proceeding, in Singapore or elsewhere, in relation to any matter that took place while the person was a director, partner, substantial shareholder or concerned in the management of the business, especially where such censure, disciplinary action, prosecution, conviction, investigation and/or proceeding involved some element of dishonesty or fraud?			

**(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability**

(f)	Previously and/or currently, has a key responsible person been a director, partner, substantial shareholder or concerned in the management of a business that is or has been contravening or has contravened any Acts, any regulations or any regulatory obligations such as those pursuant to directions or codes of practice issued by IDA, and/or licence conditions, especially where such contravention involved some element of dishonesty or fraud?			
(g)	Previously and/or currently, has a key responsible person been a director, partner, substantial shareholder or concerned in the management of a business that has been suspended or refused a licence or has had its licence cancelled by IDA, any other regulatory authority, any professional body or government agency, whether in Singapore or elsewhere?			
(h)	Previously and/or currently, has a key responsible person been a director, partner, substantial shareholder or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, the person was a director, partner, substantial shareholder or concerned in the management of the business, whether in Singapore or elsewhere?			
(i)	Previously and/or currently, has a key responsible person been a director, partner, substantial shareholder or concerned in the management of a business that has not met substantial obligations to investors?			

<b>(1) Reputation, track record and ability to carry on regulated activities with integrity, credibility and reliability</b>				
(j)	Has a key responsible person been dismissed or asked to resign from:  a. office; b. employment; c. a position of trust; or d. a fiduciary appointment or similar position, whether in Singapore or elsewhere?			
(k)	Previously and/or currently, has a key responsible person been subject to disciplinary proceedings by his current or former employer(s), whether in Singapore or elsewhere?			
(l)	Has a key responsible person been disqualified from acting as a director or disqualified from acting in any managerial capacity, whether in Singapore or elsewhere?			
(m)	Has a key responsible person been an officer found liable for an offence committed by a body corporate as a result of the offence having proved to have been committed with the consent or connivance of, or neglect attributable to, the officer, whether in Singapore or elsewhere?			
(n)	To the best of its knowledge, could a key responsible person, with that key responsible person's participation in the NESA, raise any security or public interest concerns and/or other factors which could be contrary to the public interest?			

<b>(2) Competence and Capability</b>
A. <u><i>In the case of a relevant person or associate (which is a non-natural person) exercising significant influence over a relevant person:</i></u>

<b>(2) Competence and Capability</b>				
(a)	Has a relevant person or any of its associates not had satisfactory past performance or expertise, having regard to the nature of the relevant person's business and duties, whether in Singapore or elsewhere?			
(b)	Does the relevant person or any of its associates have the relevant personnel, sufficient resources and/or adequate commitment to Singapore, including the composition of the board and management team and the shareholding, to be able to fulfil any of its regulatory and/or legal obligations?			
(c)	Does a relevant person or any of its associates have the requisite management skills, competencies, operational experience, and/or technical knowledge or ability pertaining to the Singapore telecommunication market, specifically in the running and provisioning of telecommunication systems and/or services, including the provisioning of retail telecommunication services to consumers in Singapore?			
<b>B. <i>In the case of a key responsible person:</i></b>				
(a)	Is a key responsible person an individual who is assuming concurrent responsibilities, where such responsibilities would give rise to a conflict of interest or otherwise impair his ability to discharge his duties in relation to any activity regulated by IDA?			

<b>(2) Competence and Capability</b>				
(b)	Does a key responsible person have the requisite management skills, competencies, knowledge, expertise, qualifications and/or experience or abilities pertaining to the Singapore telecommunication market, having regard to the nature of the duties he is required to perform, specifically in the running and provisioning of telecommunication systems and/or services, including the provisioning of retail telecommunication services to consumers in Singapore?			

<b>(3) Financial Soundness</b>				
<i>A. In the case of a relevant person:</i>				
(a)	Previously and/or currently, has a relevant person been unable to fulfil any of its financial obligations or capital requirements, whether in Singapore or elsewhere?			
(b)	Has a relevant person entered into a compromise or scheme of arrangement with its creditors or made an assignment for the benefit of its creditors, being a compromise or scheme of arrangement or assignment that is still in operation, whether in Singapore or elsewhere?			
(c)	Is a relevant person subject to a judgment debt which is unsatisfied, either in whole or in part, whether in Singapore or elsewhere?			
(d)	Previously and/or currently, has a relevant person been the subject of a winding up petition, whether in Singapore or elsewhere?			
(e)	Is a relevant person in the course of being wound-up or otherwise dissolved, whether in Singapore or elsewhere?			

<b>(3) Financial Soundness</b>				
(f)	Previously and/or currently, has a relevant person been a corporation where a receiver, receiver and manager, judicial manager, or such other person having the powers and duties of a receiver, receiver and manager, or judicial manager, has been appointed, in relation to, or in respect of any property of, the corporation, whether in Singapore or elsewhere?			
B. <i>In the case of a key responsible person:</i>				
(a)	Previously and/or currently, has a key responsible person been unable to fulfil any financial obligations or capital requirements, whether in Singapore or elsewhere?			
(b)	Has a key responsible person entered into a compromise or scheme of arrangement with creditors or made an assignment for the benefit of creditors, being a compromise or scheme of arrangement or assignment that is still in operation, whether in Singapore or elsewhere?			
(c)	Is a key responsible person subject to a judgment debt which is unsatisfied, either in whole or in part, whether in Singapore or elsewhere?			
(d)	Has a key responsible person been adjudicated a bankrupt and the bankruptcy is undischarged, is currently subject to bankruptcy proceedings, or is a bankrupt who has been discharged whether in Singapore or elsewhere?			
(e)	Is a key responsible person subject to receivership or other similar proceedings?			

3. The Applicant hereby declares that:

- (a) it has submitted to IDA all relevant information necessary to demonstrate that the Applicant and each of its associates and key responsible persons are fully compliant with the Fit and Proper Person Criteria; or, where applicable, that it



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has provided true, accurate and complete explanations as to why the Applicant and/or any of its associates and key responsible persons is not compliant with any of the Fit and Proper Person Criteria in Table A above; and

(b) all the information given in this undertaking is true, accurate and complete.

4. Signed for and on behalf of

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by:

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