

**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 3 – GENERAL SPECTRUM  
AUCTION INITIAL OFFER DOCUMENT**

29 APRIL 2016

(UPDATED ON 14 JULY 2016)

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY  
REPUBLIC OF SINGAPORE

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# INITIAL OFFER 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.**

The Applicant need not provide the information in fields/paragraphs marked with (\*) if it is a New Entrant Bidder in the New Entrant Spectrum Auction.

**1.1 Applicant:**

*(See  
Note  
1.1)*

Name of Applicant: \_\_\_\_\_

Legal form of Applicant\*: \_\_\_\_\_

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

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

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

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

E-maill Address\*: \_\_\_\_\_

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

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

E-maill 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.

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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.

Any notification or other communication given by IDA to the Applicant on or after the General 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 General 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 and/or Initial Offer Document (as the case may be) 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 and/or Initial Offer Document (as the case may be).

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**1.3 Initial Offer:**

(See  
Note  
1.3)

The Applicant submits an Initial Offer to acquire the following quantity of 700 MHz Spectrum Lots, 900 MHz Spectrum Lots, 2.3 GHz Spectrum Lots (if applicable), and/or 2.5 GHz Spectrum Lots in accordance with the Auction Rules:

<b>Quantity of 700 MHz Spectrum Lots</b>	
<b>Quantity of 900 MHz Spectrum Lots (including the FROR Lot)</b>	
<b>Quantity of 2.3 GHz Spectrum Lots</b>	
<b>Quantity of 2.5 GHz Spectrum Lots</b>	

**1.4 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 700 MHz Spectrum Right (2016), 900 MHz Spectrum Right (2016), 2.3 GHz Spectrum Right (2016) and/or a 2.5 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.

For the avoidance of doubt, the Applicant is not required to submit information about its existing 4G system, technology and services unless they are relevant to putting the newly acquired spectrum into use.

**1.5 Applicant’s financial proposal:**

The Applicant shall provide Letter of Commitment(s) from the banks for the Bank Guarantees which would be submitted in accordance with

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Section 9.2.12 of the Auction Rules. These may be attached to the Initial Offer Document as annexes. In particular, the Letter of Commitment(s) from the banks shall make it clear that they shall fund the Applicant and any qualification to such funding shall be disclosed to IDA.

## **1.6 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 Initial Offer 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 Initial Offer 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 1.7(g) of the Initial Offer Document.

## **1.7** In consideration of IDA considering the Applicant for registration as a Bidder and for participation in the General Spectrum Auction, the Applicant hereby agrees, undertakes and acknowledges that:

- (a) each signatory to this Initial Offer Document has read, understood and shall comply with the Information Package for Prospective Applicants to the New Entrant Spectrum Auction (if applicable), the Auction Rules, the Information Memorandum, the

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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 Initial Offer 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 General Spectrum Auction and has obtained all consents, permissions and approvals required to participate and bid in the General Spectrum Auction (other than those which, by virtue of legal or regulatory process, are not obtainable until the results of the General 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 700 MHz Spectrum Right (2016), 900 MHz Spectrum Right (2016), 2.3 GHz Spectrum Right (2016) and/or 2.5 GHz Spectrum Right (2016) granted pursuant to the Auction;
- (d) all information provided in, or in support of, this Initial Offer 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 Initial Offer 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 shall comply, and to the best of its ability 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 General Spectrum Auction, from the time of the submission of this Initial Document until the close of the General Spectrum Auction (notwithstanding that the Applicant may be excluded from the General 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 1.6 of this Initial Offer Document, and paragraph 1.9 of the Expression of Interest Document if applicable, and has not

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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 Initial Offer 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 General 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 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 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) the Initial Offer Document constitutes a legally binding offer made by the Applicant to acquire such quantities of 700 MHz Spectrum Lots, 900 MHz Spectrum Lots, 2.3 GHz Spectrum Lots and/or 2.5 GHz Spectrum Lots in accordance with the Auction Rules;
- (k) if IDA within its sole and absolute discretion determines not to proceed with the General Spectrum Auction and determines to accept the offer made by the Applicant referred to in paragraph 1.3, this shall constitute a legally binding contract; 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 1.7, a reference to **Bidder** shall be deemed to include any person wishing to participate in the General Spectrum Auction, any Applicant, or any New Entrant Bidder.

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

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- (a) neither:
    - (i) the Applicant; nor
    - (ii) 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 General Spectrum Auction or to satisfy the terms of any 700 MHz Spectrum Right (2016), 900 MHz Spectrum Right (2016), 2.3 Ghz Spectrum Right (2016) (if applicable) and/or 2.5 GHz Spectrum Right (2016) granted pursuant to the General Spectrum Auction, and that there is no reason to believe that such investigations or proceedings might occur during the General Spectrum Auction;

- (b) the Applicant has 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 of the terms of that licence, consent, authority, permission, concession agreement or other such document or allocation of radio spectrum in Singapore; and
- (c) the Applicant 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 General Spectrum Auction or to satisfy the terms of any 700 MHz Spectrum Right (2016), 900 MHz Spectrum Right (2016), 2.3 GHz Spectrum Right (2016) (if applicable) and/or 2.5 GHz Spectrum Right (2016) granted pursuant to the General Spectrum Auction.

**1.9** 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 1.9)*

**1.10** The Applicant hereby confirms that a Bank Guarantee shall be submitted to IDA in accordance with the requirements of Section 9.2.12 of the Auction Rules.

**1.11** 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 Initial Offer Document, for IDA's consideration of its application to participate in the General Spectrum Auction.

**1.12** The Applicant hereby confirms that all information submitted to IDA as part of its Expression of Interest Document and/or Initial Offer Document (as the case may be) shall constitute part of its FBO Licence application



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(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, Initial Offer Document and/or as set out in the Fit and Proper Person Criteria.

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**1.13** The Applicant hereby confirms that the Authorised Representatives set out in this paragraph 1.13 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 General Spectrum Auction. The Applicant's Authorised Representatives (subject to a maximum of 8) are <sup>\*</sup>:

(See  
Note  
1.13)

- (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: \_\_\_\_\_  
  
Contact Address: \_\_\_\_\_  
  
Contact Telephone Number: \_\_\_\_\_  
  
Contact Email: \_\_\_\_\_  
  
Specimen Signature: \_\_\_\_\_

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(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: \_\_\_\_\_  
Contact Address: \_\_\_\_\_  
Contact Telephone Number: \_\_\_\_\_  
Contact Email Address: \_\_\_\_\_  
Specimen Signature: \_\_\_\_\_

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(8) Name: \_\_\_\_\_  
Identity Card Number/  
Passport Number: \_\_\_\_\_  
Contact Address: \_\_\_\_\_  
Contact Telephone Number: \_\_\_\_\_  
Contact Email Address: \_\_\_\_\_  
Specimen Signature: \_\_\_\_\_

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

**1.15** Signed for and on behalf of

*(See  
Note  
1.15)*

\_\_\_\_\_

by:

\_\_\_\_\_

director

\_\_\_\_\_

director/company secretary

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

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### **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 company (incorporated under the Companies Act (Cap. 50)) wishing to participate in the General Spectrum Auction (**Applicant**) and the legal form of the Applicant (e.g. private limited company, public limited company).

Note that a 700 MHz Spectrum Right (2016), 900 MHz Spectrum Right (2016), 2.3 GHz Spectrum Right (2016) and/or 2.5 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 1.3:** Specify the number of 700 MHz Spectrum Lots and/or 900 MHz Spectrum Lots and/or 2.3 GHz Spectrum Lots (if applicable) and/or 2.5 GHz Spectrum Lots for which the Applicant hereby submits an Initial offer, subject to the following rules:

- (a) no Applicant may submit an Initial Offer for more than four (4) 700 MHz Spectrum Lots;
- (b) no Applicant may submit an Initial Offer for more than two (2) 900 MHz Spectrum Lots in total if a New Entrant Bidder is provisionally awarded the New Entrant Spectrum Lot in the New Entrant Spectrum Auction prior to the General Spectrum Auction, and which shall include the FROR Lot;
- (c) no Applicant may submit an Initial Offer for more than three (3) 900 MHz Spectrum Lots in total if no New Entrant Bidder is provisionally awarded the New Entrant Spectrum Lot in the New Entrant Spectrum Auction prior to the General Spectrum Auction;
- (d) no Applicant may submit an Initial Offer for more than nine (9) 2.3 GHz Spectrum Lots and 2.5 GHz Spectrum Lots in total, if no New Entrant Bidder is provisionally awarded the New Entrant

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Spectrum Lot in the New Entrant Spectrum Auction prior to the General Spectrum Auction;

- (e) no Applicant may submit an Initial Offer for more than 75 MHz of spectrum in total across the 700 MHz, 900 MHz, 2.3 GHz and 2.5 GHz bands, if a New Entrant Bidder is provisionally awarded the New Entrant Spectrum Lot in the New Entrant Spectrum Auction prior to the General Spectrum Auction; or
- (f) no Applicant may submit an Initial Offer for more than 100 MHz of spectrum in total across the 700 MHz, 900 MHz, 2.3 GHz and 2.5 GHz bands, if no New Entrant Bidder is provisionally awarded the New Entrant Spectrum Lot in the New Entrant Spectrum Auction prior to the General Spectrum Auction.

**NOTE 1.9:** IDA is concerned to ensure that Applicants are independent entities, the policy and operational decision-making processes of which are not influenced by common shareholders or other connections.

If :

- (a) an Applicant has given information as to persons who are interested in the Applicant, and the Applicant is aware that such persons have similar shareholding interests in other persons interested in participating in the 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 1.9, "associate" has the meaning given in the Note to paragraph 1.1 of the Initial Offer Document.

**NOTE 1.13:** 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. Please attach copies of the identity cards or passports of all persons named in paragraph 1.13.

**NOTE 1.15:** 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 General Spectrum Auction.