

AUCTION OF PUBLIC CELLULAR MOBILE TELECOMMUNICATION SPECTRUM RIGHTS

APPENDIX 1 – APPLICATION FORM

18 January 2008

(Updated on 6 February 2008)

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY
REPUBLIC OF SINGAPORE

APPLICATION FORM

IF YOU REQUIRE ADDITIONAL SPACE FOR YOUR RESPONSES, PLEASE CONTINUE EACH SUCH RESPONSE ON A SEPARATE BLANK PAGE, WITH THE NUMBER OF THE PARAGRAPH TO WHICH YOU ARE RESPONDING CLEARLY MARKED.

1.1 Applicant:

(See
Note
1.1)

Name of Applicant: _____

Legal form of Applicant: _____

Place of Incorporation: _____

Registration Number: _____

Registered Address: _____

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

☐

1.2 Applicant's contact details:

Address: _____

Telephone No.: _____

Fax No.: _____

The Applicant hereby acknowledges that any notification or other communication given by IDA to the Applicant shall be delivered by hand to the address provided above or sent by fax to the fax number provided above and shall be deemed received by the Applicant at the time of delivery or transmission, provided that where delivery or transmission occurs after 6.00 pm on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 9.00 am on the following Business Day.

Any notification or other communication given by IDA to the Applicant on or after the Auction Start Date may be given using the procedure set out in Section 19 of the Auction Rules.

1.3 Directors of Applicant:

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

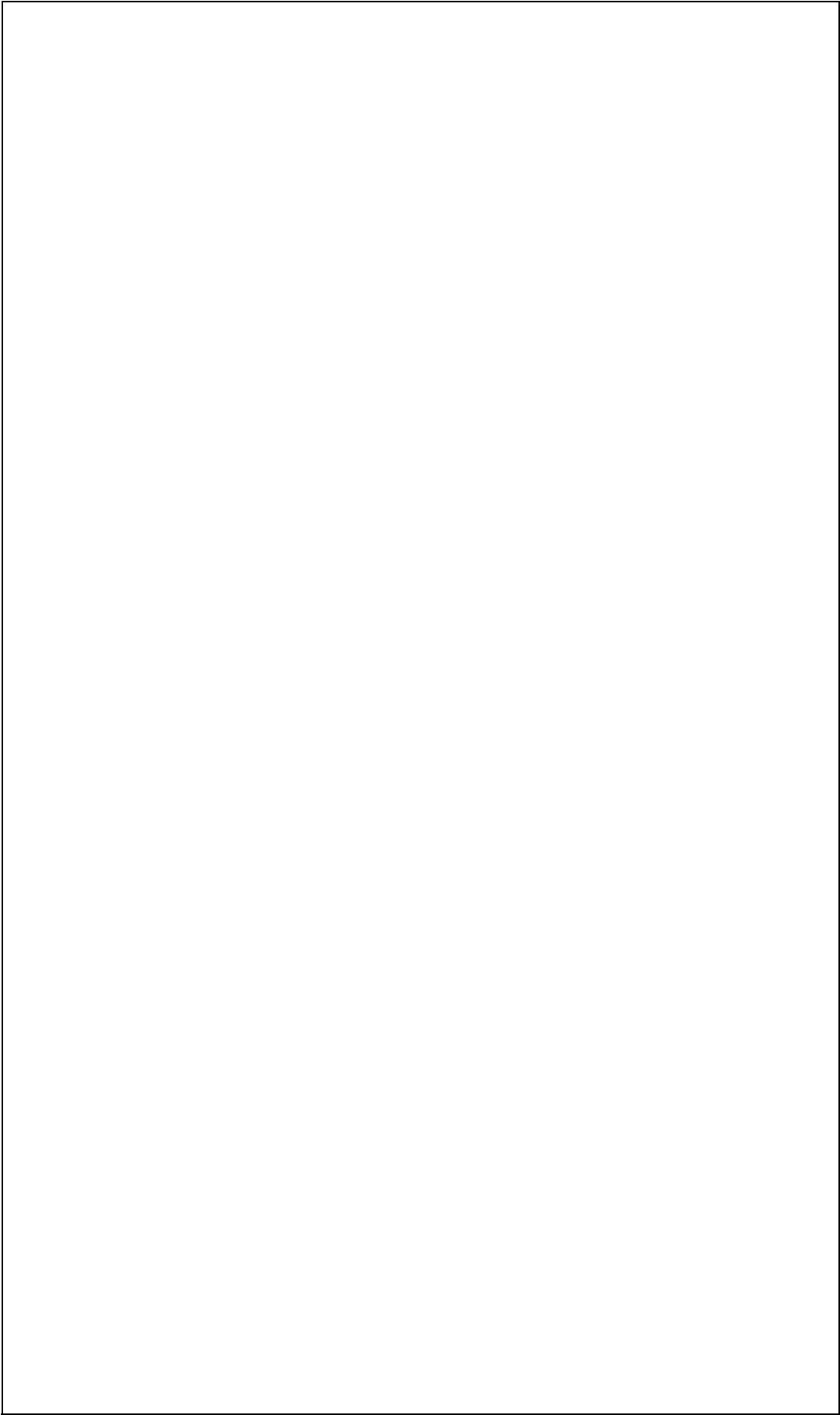
Name: _____

1.4 Capital structure of Applicant:

*(See
Note
1.4)*

1.5 Diagram of Applicant’s ownership structure:

*(See
Note
1.5)*



1.6A Applicant's Technical Capabilities:

(See
Note
1.6)

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

1.6B Applicant's Proposed Public Cellular Mobile Telecommunication System, Technology and Services:

(See
Note
1.6)

A brief summary of the Applicant's proposed public cellular mobile telecommunication system and technology to be deployed, and PCMTS to be offered, are set out below:

1.7 Applicant's Financial Proposal:

(See
Note
1.7)

A brief summary of the Applicant's financial proposal for acquiring a PCMTS Spectrum Right and operating a public cellular mobile telecommunication system for the purposes of providing public cellular mobile telecommunication services in relation to that PCMTS Spectrum Right is set out below:

1.8 The persons (including advisers, shareholders, directors and employees of the Applicant and any Proposed Investor) to whom the Applicant proposes to disclose Confidential Information are set out in the Disclosure List below:

(See
Note
1.8)

1.9 In consideration of IDA considering the Applicant for registration as a Bidder and for participation in the Auction, the Applicant hereby confirms and undertakes that:

- (a) each signatory to this Application Form has read and understood 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 Application Form on behalf of the Applicant and in particular the Applicant

has read and accepts the Important Notice set out in the introductory page of the Information Memorandum and the Disclaimer set out in Section B of the Information Memorandum;

- (b) the Applicant is legally capable of participating and bidding in the Auction and has obtained all consents, permissions and approvals required to participate and bid in the Auction (other than those which, by virtue of legal or regulatory process, are not obtainable until the results of the Auction have been announced);
- (c) the Applicant understands and will be legally capable of satisfying its obligations under the terms and conditions of any PCMTS Spectrum Right granted pursuant to the Auction;
- (d) the factual information provided in this Application Form and in the First Initial Offer Document submitted by the Applicant, and in any supporting documentation submitted to IDA, are true and complete in all material respects to the best of the knowledge and belief of the Applicant and each signatory to this Application Form, and any opinion expressed is honestly held. The Applicant will promptly inform IDA of any change in such information or opinion;
- (e) the Applicant will comply, and to the best of its ability ensure that its Authorised Representatives and all other persons under its control or influence will comply, with the provisions of the Auction Rules;
- (f) the Applicant has not colluded and will not collude or attempt to collude with any other person or otherwise manipulate or attempt to manipulate the outcome of the Auction, from the time of the submission of this Application Form and First Initial Offer Document until the close of the Auction (notwithstanding that the Applicant may be excluded from the Auction);
- (g) the Applicant has not disclosed and will not disclose any Confidential Information to any person (including any other Bidder) not named in the Disclosure List set out in paragraph 1.8 of this Application Form and has not obtained or sought and will not obtain or seek any Confidential Information in relation to any other Bidder. If IDA has notified the Applicant that disclosure is not permitted to a person named in the Applicant's Disclosure List because such person is also named in the Disclosure List submitted by any other person which has submitted an Application Form or otherwise, the Applicant will not disclose any Confidential Information to such person;
- (h) the Applicant will not in any way, whether directly or indirectly, be involved in any arrangements or understanding with any other Bidder or any other person to collude, attempt to collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
- (i) the Applicant has not entered into, and will not seek to enter into, any exclusive agreements in contemplation of the Auction which might restrict the ability of any other Bidder to build and operate a network efficiently or which might restrict its means of determining a business case;
- (j) to the Applicant's best knowledge and belief, having made all reasonable enquiries, no person referred to in the information provided by the Applicant in paragraph 1.4 or 1.5 is connected with any other Bidder in any manner described in the Notes to paragraph 1.5;
- (k) to the Applicant's best knowledge and belief, having made all reasonable enquiries, no person who is a director, employee or shareholder of the Applicant or any person referred to in the information provided by the Applicant in paragraph 1.4 or 1.5 who is also a director, employee or

shareholder of another Bidder or any person connected with another Bidder in any manner described in the Notes to paragraph 1.5:

- (i) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;
 - (ii) has been in possession, or is in possession, of Confidential Information; or
 - (iii) has disclosed or will disclose Confidential Information; and
- (l) the Applicant hereby irrevocably submits to the exclusive jurisdiction of the courts of Singapore for the settlement of any disputes which may arise in connection with the creation, validity, effect, interpretation or performance of, or the legal relationships established by, the Auction Rules or otherwise arising in connection with the Auction Rules.

For the purposes of this paragraph 1.9, a reference to **Bidder** shall be deemed to include any person wishing to participate in the Auction, any Applicant, or any Bidder.

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

- (a) neither the Applicant nor any of the persons referred to in the information provided by the Applicant in paragraph 1.5, nor any of their directors, officers or representatives are the subject of criminal investigations or proceedings in Singapore or any other jurisdiction which might reasonably be expected to adversely affect their business or materially affect the Applicant's ability to bid in the Auction or to satisfy the terms of any PCMTS Spectrum Right granted pursuant to the Auction, and that there is no reason to believe that such investigations or proceedings might occur during the Auction;
- (b) neither the Applicant nor any of the persons referred to in the 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
- (c) neither the Applicant nor any of the persons referred to in the information provided by the Applicant in paragraph 1.5 are party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Applicant's ability to bid in the Auction or to satisfy the terms of any PCMTS Spectrum Right granted pursuant to the Auction.

1.11 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
1.11)

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

*(See
Note
1.12)*

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

1.13 Signed for and on behalf of

*(See
Note
1.13)*

by:

director

director/secretary

Date:_____

NOTES TO APPLICATION FORM

Defined terms used in the Application Form and these Notes to the Application Form 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 of the legal form of the Applicant (e.g. private limited company, public limited company).

Note that a PCMTS Spectrum Right 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 fit and appropriate.

(each a ***Singapore Entity***).

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

- (a) please tick the box indicating that any such PCMTS Spectrum Right is to be granted not to the Applicant but to a Singapore Entity. By ticking the box the Applicant will be deemed to have served a notice under Section 13.8 of the Auction Rules;
- (b) please complete the information requested in the Schedule to the Application Form;
- (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 PCMTS Spectrum Right; and
- (d) please note that full details of each other person which will be:
 - (i) a shareholder, or otherwise an owner of, the Singapore Entity to be established and details of their shareholding/ownership structure and the contractual relationships between them; and
 - (ii) any other person which controls, by contract or otherwise such Singapore Entity or is entitled, by contract or otherwise, to share in the profits of such Singapore Entity,

will be required to be set out in the Schedule to the Application Form. See Note 1.5 for definition of “controls”.

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

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

NOTE 1.4: 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 more than 20 per cent of that class of shares;
 - (ii) all persons who have a right to acquire or subscribe for shares which, aggregated together with such shares which it holds or to which it is beneficially entitled, represent or would represent more than 20 per cent of that class of shares; and
 - (iii) all persons who possess voting power in respect of more than 20 per cent of that class of shares; and
- (e) if a class of shares is not listed on any investment exchange or securities market, details of all the holders of that class of shares.

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

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

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

For purposes of paragraph 1.5:

- (i) a person **controls** another entity if, directly or indirectly, it holds or is beneficially entitled to 50 per cent or more of the equity share capital in that other entity or possesses 50 per cent or more of the voting power in that other entity or if it is

otherwise reasonable to expect, having regard to all the circumstances, that it will be able to achieve the result (by whatever means and whether directly or indirectly) that the affairs of that other entity are conducted in accordance with its wishes;

- (ii) a person is **concerned** with an Applicant's participation in the Auction if it is in possession of Confidential Information relating 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 PCMTS Spectrum Right; and
- (iii) **group** means:
 - (a) any holding company of the Applicant;
 - (b) any subsidiary of the Applicant;
 - (c) any subsidiary of any holding company of the Applicant; and
 - (d) 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 1.6A: Provide brief details only of the capability of, or which is available to, the Applicant to operate a public cellular mobile telecommunication system for the purposes of providing PCMTS telecommunication services in relation to a PCMTS Spectrum Right, including brief details of similar experience and/or technical expertise of, or which is available to, the Applicant or its shareholders.

NOTE 1.6B: Provide brief details only of the Applicant's proposed public cellular mobile telecommunication system to be deployed (including the relevant PCMTS technology to be used) and the proposed public cellular mobile telecommunication services to be offered in relation to a PCMTS Spectrum Right.

NOTE 1.7: Provide brief details only of the Applicant's proposals to finance payment for any PCMTS Spectrum Right granted to it and the roll out and operation of a public cellular mobile telecommunication system for the purposes of providing PCMTS in relation to a PCMTS Spectrum Right.

NOTE 1.8: The Applicant must set out in its Disclosure List, all persons (including individuals and corporations and other legal entities, and must, in the case of a corporation or other legal entity, list the individual representatives thereof for such purposes) to whom Confidential Information has been disclosed or will or may be disclosed by the Applicant, including without limitation all advisers, shareholders, directors and employees of the Applicant and any Proposed Investor (as defined in the Schedule to the Application Form) to whom Confidential Information has been or may be disclosed.

The Disclosure List must name all such persons (whether individuals, corporations or other legal entities) in alphabetical order, commencing with last names.

IDA will consider the Disclosure List in the Applicant's Application Form and will inform the Applicant of any person(s) named in the Applicant's Disclosure List to which disclosure of Confidential Information is not permitted because such person(s) is/are also named in the Disclosure List submitted by any other person which has submitted an Application Form or otherwise.

The Applicant's Disclosure List will be considered by IDA in determining the Applicant's compliance with the undertakings in paragraph 1.9(g) of the Application Form and in determining if the Applicant is an Associated Bidder.

NOTE 1.11: 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(c), (d) or (e) of the Notes to the Application Form and the Applicant is aware that such persons have similar shareholding interests in other persons interested in participating in the Auction; or
- (b) an Applicant is aware that any director of the Applicant or a member of the Applicant's group is also a director of any person interested in participating in the Auction or any person in 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.

NOTE 1.12: The documents and information specified in paragraph 1.12(c) are not required if the Applicant is already holds a FBO licence for the provision of 2G PCMTS services prior to submission of this Application Form.

NOTE 1.13: If the Applicant is a company, the Application Form must be signed by two directors or one director and the company secretary of the Applicant, who must be clearly identified and must have authority to bind the Applicant for purposes of the Applicant participating in the Auction. If the Applicant is not a company, the Application Form must be signed by one or more persons who must be clearly identified and must have authority to bind the Applicant.

Where a Singapore Entity is to be established for the purpose of being granted a PCMTS Spectrum Right, the Schedule to the Application Form 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 PCMTS Spectrum Right, which representative must have authority to bind that other person.

SCHEDULE TO APPLICATION FORM

Please note that this Schedule to the Application Form should be completed only if the Applicant is not the Singapore Entity to which the Applicant wishes any PCMTS Spectrum Right to be granted to if it is a successful bidder.

All references to **Newco** are to the Singapore Entity which is to be established and to which the Applicant may request that such PCMTS Spectrum Right be granted.

S.1. Name of Applicant _____

S.2. Please provide details of the proposed share capital and ownership structure of each actual and/or proposed shareholder of, or other owner of, Newco or any person which does or will control, by contract or otherwise, Newco or is or will be entitled, by contract or otherwise, to share in the profits of Newco (**Proposed Investor**), including the relevant percentage shareholdings or ownership interests, in accordance with the requirements of paragraphs 1.4 and 1.5 of the Application Form (as though each Proposed Investor were an Applicant for the purposes of these Sections).

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

S.3. Please provide details of all contractual and other arrangements between the persons referred to in S.2 (or members of their respective corporate groups) in relation to Newco, including control or management of, or investment in, Newco. One copy of each relevant contract is to be attached.

S.4. Please provide details of all persons who have made, or committed to make, available to Newco any funding or finance in a form other than equity.

- S.5.** Each of the Proposed Investors referred to in S.2 confirms and undertakes that:
- (a) such Proposed Investor understands and will be legally capable of satisfying its obligations under the terms and conditions of any PCMTS Spectrum Right granted to Newco pursuant to the Auction;
 - (b) such Proposed Investor has no interest, or right to acquire any interest in, any other entity which proposes to submit an Application Form or to participate in the Auction, full information in relation to which has not been disclosed to IDA;
 - (c) the factual information provided in the Application Form and in any supporting documentation submitted to IDA, is true and complete in all material respects, to the best of the knowledge and belief of such Proposed Investor, and any opinion expressed is honestly held;
 - (d) such Proposed Investor has not colluded and will not collude, or attempt to collude with any other person or otherwise manipulate or attempt to manipulate the outcome of the Auction, and from the time of the submission of the Application Form shall not disclose any Confidential Information to any Bidder (other than the Applicant) or to any third party or obtain or seek to obtain any Confidential Information in relation to any Bidder other than the Applicant;
 - (e) such Proposed Investor will not in any way, whether directly or indirectly, be involved in any arrangements or understanding with any Bidder or any other person to collude, attempt to collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
 - (f) such Proposed Investor has not entered into, and will not seek to enter into, any exclusive agreements in contemplation of the Auction which might restrict the ability of any Bidder to build and operate a network efficiently or which might restrict their means of determining a business case;
 - (g) to such Proposed Investor's best knowledge and belief, having made all reasonable enquiries, no person referred to in the information provided by such Proposed Investor in S.2 is connected with any Bidder other than the Applicant in any manner described in the Notes to paragraph 1.5 of the Application Form;
 - (h) to such Proposed Investor's best knowledge and belief, having made all reasonable enquiries, no person who is a director, employee or shareholder of such Proposed Investor who is also a director, employee or shareholder of any Bidder other than the Applicant or any person connected with any Bidder other than the Applicant in any manner described in the Notes to paragraph 1.5 of the Application Form:
 - (a) has been involved, or will be involved, in any way in the Applicant's preparation for, or participation in, the Auction;
 - (b) has been in possession, or is in possession, of Confidential Information; or
 - (c) has disclosed or will disclose Confidential Information;
 - (i) neither such Proposed Investor nor any of its directors, officers or representatives are the subject of criminal investigations or proceedings in Singapore or any other jurisdiction which might reasonably be expected to adversely affect their business or materially affect the Applicant's ability to bid in the Auction or to satisfy the terms of any PCMTS Spectrum Right awarded pursuant to the Auction, and there is no reason to believe that such investigations or proceedings might occur during the Auction;
 - (j) such Proposed Investor has not had any telecommunication or radiocommunication licence, consent, authority, permission, concession agreement or other such document or allocation of radio spectrum in Singapore or

any other jurisdiction removed or revoked owing to default or breach by any of the aforementioned persons of the terms of that licence, consent, authority, permission, concession agreement or other such document or allocation of radio spectrum in Singapore; or

- (k) such Proposed Investor is not party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Applicant's ability to bid in the Auction or to satisfy the terms of any PCMTS Spectrum Right awarded pursuant to the Auction.
 - (l) such Proposed Investor 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.
 - (m) such Proposed Investor 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.
- S.6.** Each of the Proposed Investors referred to in S.2 undertakes to invest in Newco in accordance with the respective percentage shareholdings or other ownership interest referred to in S.2 and otherwise in accordance with the information provided to IDA in support of the Application Form.

Each of the Proposed Investors is required to sign this Schedule to the Application Form.

Signed by	_____	
On behalf of	_____	_____
	director	director/secretary

Signed by	_____	
On behalf of	_____	_____
	director	director/secretary

Signed by	_____	
On behalf of	_____	_____
	director	director/secretary

Signed by	_____	
On behalf of	_____	_____
	director	director/secretary