

**AUCTION OF
2.1 GHZ SPECTRUM RIGHTS (2022) FOR
5G STANDALONE (SA) NETWORK
ARCHITECTURE**

APPENDIX 1 – PRE-AUCTION SUBMISSION

4 AUGUST 2021
(UPDATED ON 24 SEPTEMBER 2021)

INFO-COMMUNICATIONS MEDIA DEVELOPMENT AUTHORITY
REPUBLIC OF SINGAPORE

PRE-AUCTION SUBMISSION

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. Applicant¹:

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-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 IMDA 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

¹ For a joint bid by the Consortium, the details of each Existing MNO in the Consortium must be included in Paragraph 1.1.

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 IMDA to the Applicant on or after the 2.1 GHz Spectrum Auction date may be given using the procedure set out in Section 18 of the Auction Rules.

- 1.2.** The Applicant hereby confirms its interest to participate in the 2.1 GHz Spectrum Auction. The Applicant hereby acknowledges that if it is issued a Final Provisional Award Notice in accordance with Section 12 of the Auction Rules, amendments may be made to its existing FBO Licence (or it may be required to apply for an FBO Licence). Upon amendment of the FBO Licence (or the grant of an FBO Licence), the Applicant will be subject to and shall comply with the specific conditions contained in its amended (or new) FBO Licence.

The information submitted to IMDA as part of this Pre-Auction Submission shall constitute part of its FBO Licence amendment or application, as the case may be. IMDA may separately require the Applicant to furnish such further information as IMDA may deem relevant, necessary and/or appropriate for the FBO Licence amendment or application. It shall be a condition of the FBO Licence granted by IMDA, for the licensee to adhere to all statements and representations made in the information submitted to IMDA as part of or in support of this Pre-Auction Submission.

1.3. Applicant's proposed 5G network:

The Applicant shall provide details of its proposed 5G system and services to be deployed (including the relevant 5G technology to be used) in relation to a 2.1 GHz Spectrum Right (2022) or to a Joint 2.1 GHz Spectrum Right (2022) (as the case may be). Specifically, the Applicant shall, at the minimum, provide details to demonstrate that such deployments can meet the baseline requirements. IMDA will issue the baseline requirements to all Mobile Network Operators (“**MNOs**”) on a confidential basis.

The Applicant may make reference to any existing 5G system and services already described in its FBO Licence if they are relevant to its intended use of the 2.1 GHz Spectrum Right (2022) or the Joint 2.1 GHz Spectrum Right (2022) (as the case may be).

1.4. Applicant's business and financial proposal:

The Applicant shall minimally provide the following details:

- (a) quantitative business and financial information (IMDA will separately issue a template for the Applicant's input);
- (b) qualitative descriptions of commercial strategy (including the proposed service offerings and capabilities (to both consumers and enterprises), as well as the expected date that the Applicant is expected to commence

operations and the extent of operations which is expected at this date); and

- (c) comprehensive details regarding all proposed financing (including proposed sources of funds and the amounts from each source, timing of funding initiatives and injection of funds, planned repayment terms and schedule for loans, loan stock and debentures, credit facilities available, other terms of proposed financing including material covenants and cost of funds, and provisions made for contingent sources of funds), and supported by true copies of the letter of financier's commitment(s) and the associated term sheet.

1.5. 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).

IMDA will consider the Disclosure List in the Applicant's Pre-Auction Submission 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 Pre-Auction Submission 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 Chinese 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 V of the Auction Rules.

The Applicant's Disclosure List will be considered by IMDA in determining the Applicant's compliance with the undertakings in paragraph 1.6(g) of the Pre-Auction Submission.

In accordance with Section 3.5 of the Auction Rules, every Authorised Representative of the Applicant must also be named in the Applicant's Disclosure List.

1.6. In consideration of IMDA considering the Applicant for registration as a Bidder and for participation in the 2.1 GHz Spectrum Auction, the Applicant hereby agrees, undertakes and acknowledges that:

- (a) each signatory to this Pre-Auction Submission has read, understood and shall comply with the Auction Rules, the Telecommunications (Radio-communication) Regulations, the Info-communications Media Development Authority Act and the Telecommunications Act, and has the requisite corporate authority to sign this Pre-Auction Submission on behalf of the Applicant;
- (b) the Applicant is legally capable of participating and bidding in the 2.1 GHz Spectrum Auction and has obtained all consents, permissions and approvals required to participate and bid in the 2.1 GHz Spectrum Auction (other than those which, by virtue of legal or regulatory process, are not obtainable until the results of the 2.1 GHz 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 2.1 GHz Spectrum Right (2022) or Joint 2.1 GHz Spectrum Right (2022) (as the case may be) granted pursuant to the 2.1 GHz Spectrum Auction;
- (d) all information provided in, or in support of, this Pre-Auction Submission submitted by the Applicant, or in any supporting documentation submitted to IMDA, 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 Pre-Auction Submission, and any opinion expressed is held honestly and in the utmost good faith. The Applicant shall immediately inform IMDA 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 V of the Auction Rules;
- (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 2.1 GHz Spectrum Auction, from the time of the submission of this Initial Document until the close of the 2.1 GHz Spectrum Auction (notwithstanding that the Applicant may be excluded from the 2.1 GHz 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 1.5 of this Pre-Auction Submission and has not obtained or sought and shall not obtain or seek any Confidential Information in relation to any other Bidder. If IMDA 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 a Pre-Auction Submission 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 2.1 GHz 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 2.1 GHz Spectrum Lot(s); and
- (j) 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, a reference to **Bidder** shall be deemed to include any person wishing to participate in the 2.1 GHz Spectrum Auction or any Applicant.

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

- (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 2.1 GHz Spectrum Auction or to satisfy the terms of any 2.1 GHz Spectrum Right (2022) or Joint 2.1 GHz Spectrum Right (2022) (as the case may be) granted pursuant to the 2.1 GHz Spectrum Auction, and that there is no reason to believe that such investigations or proceedings might occur during the 2.1 GHz Spectrum Auction;

- (b) the Applicant has not had any telecommunication or radio-communication 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 2.1 GHz Spectrum Auction or to satisfy the terms of any 2.1 GHz Spectrum Right (2022) or Joint 2.1 GHz Spectrum Right (2022) (as the case may be) granted pursuant to the 2.1 GHz Spectrum Auction.

1.8. The Applicant shall provide all relevant documentary evidence, including any and all documents as may be required by IMDA in its sole and absolute discretion, as part of its Pre-Auction Submission, for IMDA's consideration of its application to participate in the 2.1 GHz Spectrum Auction.

1.9. The Applicant hereby confirms that all information submitted to IMDA as part of its Pre-Auction Submission 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 or amended, for it to adhere to any and all representations in the information submitted to IMDA as part of its Pre-Auction Submission.

1.10. Where the Applicant is a Consortium, the Existing MNOs in the Consortium further each confirms that it has procured the acceptance and confirmation of Antina Pte Ltd ("**Antina**") that:

- (a) all information submitted to IMDA as part of the Consortium’s Pre-Auction Submission shall also constitute part of Antina’s FBO Licence application (where applicable); and
- (b) that it shall be a condition of such FBO Licence as may be granted to Antina or amended, for Antina to adhere to any and all representations in the information submitted to IMDA as part of the Consortium’s Pre-Auction Submission.

To secure Antina’s compliance with (a) and (b) above, the Applicant (being a Consortium) shall procure, obtain and deliver to IMDA a legally binding instrument (whether by way of a Deed of Undertaking or other legally binding instrument) executed by Antina in favour of IMDA in such form and on such terms that are fully satisfactory to IMDA, providing for Antina to be subject to legally enforceable obligations in substantially the same terms as those set out in **Annex A** below.

1.11. Signed for and on behalf of ^{2,3}

by:

 Director
 Date: _____

 Director/Company secretary

1.12. Signed for and on behalf of ^{4,5}

by:

 Director
 Date: _____

 Director/Company secretary

² The Pre-Auction Submission 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 2.1 GHz Spectrum Auction.

³ For a joint bid by the Consortium, one (1) set of signatures is required for each Existing MNO in the Consortium.

⁴ Paragraph 0 is to be signed only in a submission for a joint bid where the Applicant is the Consortium. In such case, one (1) set of signatures is required for each Existing MNO in the Consortium. Both paragraphs 1.11 and 0 must be signed by the Applicant.

⁵ The Pre-Auction Submission 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 2.1 GHz Spectrum Auction.

ANNEX A

LEGALLY ENFORCEABLE OBLIGATIONS TO BE ACCEPTED BY ANTINA

1. If the Consortium is provisionally awarded a 2.1 GHz Spectrum Right (2022), Antina shall abide by, fully implement and satisfy all of the representations and commitments made by each of the Existing MNOs within the Consortium in the Consortium's Pre-Auction Submission (including the submissions made under **Annex A, Annex B, Annex C and Annex D to Appendix 4 – Supplementary Information For The Pre-Auction Submission**). Antina shall also accept and agree to the specific conditions of its FBO Licence to be further imposed or amended (as the case may be) and/or IMDA's issuance or amendment of the relevant codes of practice, for the purposes of abiding by, implementing and/or satisfying such representations and commitments, which shall be in such form and manner as IMDA thinks fit and without prejudice to all of IMDA's rights and powers (including but not limited to Section 7 of the Telecommunications Act (Cap. 323)).
2. Antina accepts and agrees that:
 - (a) all information submitted to IMDA as part of the Consortium's Pre-Auction Submission shall also constitute part of Antina's FBO Licence application (where applicable); and
 - (b) it shall be a condition of such FBO Licence as may be granted to Antina or amended, for Antina to adhere to any and all representations in the information submitted to IMDA as part of the Consortium's Pre-Auction Submission.
3. Antina accepts and agrees that IMDA may require Antina's obligations set out in paragraph 1 and 2 of this **Annex A** to be secured by a performance bond.
4. Antina further accepts and agrees that IMDA may issue directions under Section 27 of the Telecommunications Act (Cap. 323) and/or such other regulatory instruments as IMDA may, in its sole and absolute discretion, deem necessary in order to secure Antina's compliance with its obligations in this **Annex A**.