

**AUCTION OF  
1800 MHz SPECTRUM RIGHT (2011)**

**APPENDIX 1 – INITIAL OFFER  
DOCUMENT**

3 March 2011

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.**

1.1 Name of Applicant: \_\_\_\_\_  
(See  
Note  
1.1) Legal form of Applicant: \_\_\_\_\_  
Place of Incorporation: \_\_\_\_\_  
Registration Number: \_\_\_\_\_  
Registered 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 17 of the Auction Rules.

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

1.3 The Applicant submits an Initial Offer to acquire the following 1800 MHz Spectrum Lot in accordance with the Auction Rules:

(See  
Note  
1.3)

| Spectrum Lot | Paired Spectrum  |                  | Initial Offer* |
|--------------|------------------|------------------|----------------|
|              | Lower Band (MHz) | Upper Band (MHz) |                |
| A            | 1730-1735        | 1825-1830        |                |
| B            | 1780-1785        | 1875-1880        |                |

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

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1.4 The persons (including advisers, shareholders, directors and employees of the Applicant) to whom the Applicant proposes to disclose Confidential Information are set out in the Disclosure List below:  
(See Note 1.4)

1.5 In consideration of IDA considering the Applicant for registration as a Bidder and for participation in the Auction, the Applicant hereby agrees and acknowledges that:

- (a) each signatory to this Initial Offer Document has read and understood the Auction Rules, the Information Memorandum, the Telecommunications (Radio-communication) Regulations, the Information 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 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 1800 MHz Spectrum Right (2011) granted pursuant to the Auction;
- (d) the factual information provided in this 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 Initial Offer Document, 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;

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- (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 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 1.4 of this Initial Offer Document 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 Initial Offer Document 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) the Initial Offer constitutes a legally binding offer made by the Applicant to acquire such 1800 MHz Spectrum Lot as specified in paragraph 1.3 in accordance with the Auction Rules;
  - (k) if IDA within its sole discretion determines not to proceed with the Auction and determines to accept the offer made by the Applicant referred to in paragraph 1.3, 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 1.5, a reference to **Bidder** shall be deemed to include any person wishing to participate in the Auction, any Applicant, or any Bidder.

1.6 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 their directors, officers or representatives are the subject of criminal investigations or proceedings in Singapore or any other jurisdiction which might

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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 1800 MHz Spectrum Right (2011) granted pursuant to the Auction, and that there is no reason to believe that such investigations or proceedings might occur during the Auction; and

- (b) 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 Auction or to satisfy the terms of any 1800 MHz Spectrum Right (2011) granted pursuant to the Auction.

1.7 The Applicant hereby confirms that a Bank Guarantee in compliance with the requirements of Section 2.3 of the Auction Rules is enclosed.

1.8 The Applicant hereby confirms that the Authorised Representatives set out in this paragraph 1.8 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 Auction. The Applicant's Authorised Representatives are:

*(See Note 1.8)*

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

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

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

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

1.10 Signed for and on behalf of

*(See  
Note  
1.10)*

\_\_\_\_\_

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

Note that an 1800 MHz Spectrum Right (2011) will only be granted to an entity which complies with Section 1.2 of the Auction Rules, namely:

- (a) a company incorporated under the Companies Act (Cap. 50) which has been granted a Facilities-Based Operator Licence ("FBO Licence") to provide Public Cellular Mobile Telecommunication Services ("PCMTS") by IDA; or
- (b) such other person as IDA considers appropriate.

**NOTE 1.3:** Mark a cross ("X") in the box in the "Initial Offer" column in the table to specify the 1800 MHz Spectrum Lot for which the Applicant hereby submits an Initial Offer, provided that:

- (a) no Applicant may make an Initial Offer for more than one 1800 MHz Spectrum Lot; and
- (b) no Applicant may be granted more than one 1800 MHz Spectrum Right (2011) in respect of this Auction.

**NOTE 1.4:** 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 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 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.

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The Applicant's Disclosure List will be considered by IDA in determining the Applicant's compliance with the undertakings in paragraph 1.5(g) of the Initial Offer Document

**NOTE 1.8:** 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 1.8.

**NOTE 1.10:** The Initial Offer Document must be signed by two directors or one director and the company secretary of the Applicant, who must be clearly identified and must have authority to bind the Applicant for purposes of the Applicant participating in the Auction.