

**AUCTION OF SECOND GENERATION  
MOBILE COMMUNICATION SPECTRUM  
RIGHTS**

**APPENDIX 2 – INITIAL OFFER**

27 July 2001

INFO-COMMUNICATIONS DEVELOPMENT AUTHORITY OF  
SINGAPORE

# INITIAL OFFER

**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 (See Note 1.1) Name of Eligible Bidder: \_\_\_\_\_  
Registration Number: \_\_\_\_\_  
Registered Office: \_\_\_\_\_

1.2 Eligible Bidder's contact details:  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Telephone No.: \_\_\_\_\_  
Fax No.: \_\_\_\_\_

The Eligible Bidder hereby acknowledges that any notification or other communication given by IDA to the Eligible Bidder 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 Eligible Bidder at the time of delivery or transmission, provided that where delivery or transmission occurs after 6 pm on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 9 am on the next following Business Day.

Any notification or other communication given by IDA to the Eligible Bidder on or after the Auction Start Date may be given using the Bidding Procedure or by fax as set out above.

1.3 The Eligible Bidder hereby confirms that it will participate in the Auction.

1.4 The Eligible Bidder submits an Initial Offer for the following number of 2G Spectrum  
 (See Note 1.4) Lots at the Reserve Price:

Number of 2G Spectrum Lots	Initial Offer made*
1	
2	
3	

\* Please mark “X” in one box only.

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

- (a) this Initial Offer constitutes a legally binding offer made by the Eligible Bidder for the number of 2G Spectrum Lot(s) specified in paragraph 1.4 at the Reserve Price;
- (b) if IDA within its sole discretion determines not to proceed with the Auction and determines to accept the offer made by the Eligible Bidder referred to in paragraph 1.5(a), this shall constitute a legally binding contract;
- (c) each signatory to this Initial Offer has read and understood the Auction Rules, the Information Memorandum, the Telecommunications (Radio-communication) Regulations 2001, the Info-communications Development Authority Act and the Telecommunications Act, and has the requisite corporate authority to sign this Initial Offer on behalf of the Eligible Bidder and in particular the Eligible Bidder has read and accepts the Important Notice set out on the introductory page of the Information Memorandum and the Disclaimer set out in Section C.2 of the Information Memorandum;
- (d) the Eligible Bidder 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);
- (e) the Eligible Bidder understands and will be legally capable of satisfying its obligations under the terms and conditions of any 2G Spectrum Right granted pursuant to the Auction;
- (f) the factual information provided in this Initial Offer 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 the Eligible Bidder and each signatory to this Initial Offer, and any opinion expressed is honestly held. The Eligible Bidder will promptly inform IDA of any change in such information or opinion;
- (g) the Eligible Bidder 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;
- (h) the Eligible Bidder has not colluded and will not 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 until the close of the Auction

(notwithstanding that the Eligible Bidder may be deemed to have withdrawn from the Auction or may be excluded from the Auction);

- (i) the Eligible Bidder has not disclosed and will not disclose any Confidential Information to any person (including any other Eligible Bidder or Bidder) not named in the Disclosure List set out in paragraph 1.10 of this Initial Offer and has not obtained or sought and will not obtain or seek any Confidential Information in relation to any other Eligible Bidder or Bidder. If IDA has notified the Eligible Bidder that disclosure is not permitted to a person named in the Eligible Bidder's Disclosure List because such person is also named in the Disclosure List submitted by any other Eligible Bidder which has submitted an Initial Offer or otherwise, the Eligible Bidder will not disclose any Confidential Information to such person;
- (j) the Eligible Bidder will not in any way, whether directly or indirectly, be involved in any arrangements or understanding with any other Eligible Bidder or Bidder or any other person to collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
- (k) the Eligible Bidder 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 Eligible Bidder or Bidder to build and operate a network efficiently or which might restrict its means of determining a business case;
- (l) to the Eligible Bidder's best knowledge and belief, having made all reasonable enquiries, no person who is a director, employee or shareholder of the Eligible Bidder or any Related Party in relation to that Eligible Bidder who is also a director, employee or shareholder of another Eligible Bidder or a Related Party in relation to another Eligible Bidder:
  - (i) has been involved, or will be involved, in any way in the Eligible Bidder'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
- (m) the Eligible Bidder 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.

1.6 The Eligible Bidder hereby confirms and undertakes that:

- (a) neither the Eligible Bidder nor any of the persons referred to in the Notes to paragraph 1.5(l), 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 Eligible Bidder's ability to bid in the Auction or to satisfy the terms of any 2G 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 Eligible Bidder nor any of the persons referred to in the Notes to paragraph 1.5(l) 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 Eligible Bidder 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 or any other jurisdiction;

- (c) neither the Eligible Bidder nor any of the persons referred to in the Notes to paragraph 1.5(l) are party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Eligible Bidder's ability to bid in the Auction or to satisfy the terms of any 2G Spectrum Right granted pursuant to the Auction; and
- (d) it will submit Valid Bids at the Reserve Price in the first Round of the Auction in respect of such number of 2G Spectrum Lots on which Initial Offers are submitted as indicated in paragraph 1.4.

1.7 The Eligible Bidder hereby confirms that a Bank Guarantee in compliance with the requirements of Section 2.2 of the Auction Rules is enclosed.

1.8 The Eligible Bidder'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: \_\_\_\_\_

(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: \_\_\_\_\_

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

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

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

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

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

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



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

1.9 Documentary evidence of the appointment in accordance with the Auction Rules of the Authorised Representatives of the Eligible Bidder is enclosed, together with copies of their identity cards or passports.

1.10 The persons (including advisers, employees and shareholders) to whom the Eligible Bidder has disclosed, or proposes to disclose, Confidential Information are set out in the Disclosure List below:  
*(See Note 1.10)*

- 1.11 The persons who propose to attend the first part of the Information Session on behalf of the Eligible Bidder are set out below, and copies of their identity cards or passports are enclosed:

Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

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

Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____
Name:	_____
Identity Card Number/ Passport Number:	_____

1.12 Signed for and on behalf of

(See  
Note  
1.12)

\_\_\_\_\_

by:

\_\_\_\_\_

director

\_\_\_\_\_

director/company secretary

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

### *Notes to Initial Offer*

Defined terms used in the Initial Offer and these Notes to the Initial Offer shall have the meaning given to such terms in the Auction Rules, unless expressly specified otherwise.

Note to 1.1: Provide the full name of the Eligible Bidder wishing to submit an Initial Offer and to participate in the Auction.

Note to 1.4: Mark a cross (“X”) in one of the boxes in the “Initial Offer made” column in the table to specify the number of 2G Spectrum Lots for which the Eligible Bidder hereby submits an Initial Offer, provided that no Eligible Bidder may bid for or be granted a 2G Spectrum Right in respect of more than three 2G Spectrum Lots.

Note to 1.5(l): A **Related Party** in relation to an Eligible Bidder means:

- (a) each person who controls that Eligible Bidder;
- (b) 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 that Eligible Bidder or a member of that Eligible Bidder’s group;
- (c) 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 that Eligible Bidder or a member of that Eligible Bidder’s group;
- (d) each person who possesses voting power in respect of more than 20 per cent. of a class of shares in that Eligible Bidder or a member of that Eligible Bidder’s group;
- (e) each person who has an indirect interest of more than 20 per cent. in the share capital of that Eligible Bidder or a member of that Eligible Bidder’s group;
- (f) each person who controls, or is controlled by, a person falling within any of sub-paragraphs (a), (b), (c), (d) or (e) above;
- (g) each person who is controlled by a person who controls a person falling within any of sub-paragraphs (a), (b), (c), (d) or (e) above;
- (h) each person who is controlled by that Eligible Bidder; and
- (i) each person who is concerned with that Eligible Bidder’s participation in the Auction.

For purposes of this Note to 1.5(l):

- (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 Eligible Bidder's participation in the Auction if it is in possession of Confidential Information relating to the Eligible Bidder or has entered into any agreement or understanding with the Eligible Bidder to finance the Eligible Bidder or assist the Eligible Bidder in any other way in connection with bidding for a 2G Spectrum Right; and

(iii) **group** means:

(a) any holding company of the Eligible Bidder;

(b) any subsidiary of the Eligible Bidder; and

(c) any subsidiary of any holding company of the Eligible Bidder

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

Note to 1.8: An Eligible Bidder must appoint at least one Authorised Representative and may appoint up to twelve Authorised Representatives. Only six Authorised Representatives may attend at the Auction Location at any one time. Only Authorised Representatives may submit Valid Bids on behalf of a Bidder.

Note to 1.10: The Eligible Bidder must set out in its Disclosure List, all persons (including individuals and corporations and other legal entities, and in the case of a corporation or other legal entity must list the individual representatives thereof for such purposes) to whom Confidential Information has been disclosed or will or may be disclosed by the Eligible Bidder, including without limitation all advisers, shareholders, directors and employees of the Eligible Bidder 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 Eligible Bidder's Initial Offer and will inform each Eligible Bidder of any person(s) named in the Eligible Bidder'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 or otherwise. The Eligible Bidders will be permitted to discuss the situation and may notify IDA of the identity of the one Eligible Bidder which is to include the name of the relevant person(s) in its Disclosure List. The relevant name will be removed from all other Disclosure Lists.

No more than twenty-five natural persons (including the Authorised Representatives) may attend the first part of the Information Session on behalf of the Eligible Bidder.

Note to 1.12: The Initial Offer must be signed by two directors or one director and the company secretary of the Eligible Bidder, who must be clearly identified and must have

authority to bind the Eligible Bidder for purposes of the Eligible Bidder participating in the Auction.