

ASSET ACQUISITIONS AND DISPOSALS::ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX LISTING MANUAL

Issuer & Securities

Issuer/ Manager

SINGAPORE TELECOMMUNICATIONS LIMITED

Securities

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Announcement Details

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Lim Li Ching (Ms)

Designation

Assistant Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please see attachment.

Attachments

[870-sgx.pdf](#)

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SINGAPORE TELECOMMUNICATIONS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration Number: 199201624D

**ANNOUNCEMENT PURSUANT TO
RULE 706A OF THE SGX LISTING MANUAL**

Pursuant to Rule 706A of the Listing Manual of Singapore Exchange Securities Trading Limited, Singapore Telecommunications Limited ("**Singtel**") wishes to announce the following transactions that occurred during the first half of the financial year ending 31 March 2023:

1. Incorporation of Subsidiaries and Joint Ventures

- (a) Singtel's wholly owned subsidiary, Singtel Nex Pte. Ltd., has incorporated a wholly owned subsidiary in Singapore known as ST Dynamo TH Pte. Ltd. ("**ST Dynamo TH**"). ST Dynamo TH has an issued and paid-up capital of S\$2 and its principal activity is that of a holding company. The directors of ST Dynamo TH are Lim Cheng Cheng, Arthur Lang Tao Yih and Chang York Chye.
- (b) Further to the announcement on 3 February 2022, ST Dynamo TH, had together with AIS DC Venture Company Limited ("**AIS**") and Gulf Infrastructure Company Limited ("**Gulf**"), incorporated GSA Data Center Company Limited ("**GSA**") as a joint venture company on 30 August 2022 to pursue the development and operation of greenfield data centre facilities or other data centre development opportunities in Thailand.

In connection with the joint venture, ST Dynamo TH had on 30 August 2022 and 23 September 2022, subscribed for a total of 3,503,500 ordinary shares in GSA for an aggregate consideration of THB 192.5 million (approximately S\$7.3 million). The subscriptions were funded by way of internal cash resources and resulted in ST Dynamo TH having a 35% shareholding in GSA. AIS and Gulf would hold 25% and 40% of the shareholding in GSA, respectively.

As of 30 September 2022, GSA had a registered capital of THB 1 billion and a paid-up capital of THB 550 million.

- (c) Singtel has incorporated a subsidiary in Singapore known as Singtel Land Pte. Ltd. ("**Singtel Land**"). Singtel Land has an issued and paid-up capital of S\$2 and its principal activity is that of an investment holding company. The directors of Singtel Land are Lim Cheng Cheng and Mark Chong Chin Kok.
- (d) Singtel Land has incorporated a subsidiary in Singapore known as Singtel Somerset Pte. Ltd. ("**Singtel Somerset**"). Singtel Somerset has an issued and paid-up capital of S\$2 and its principal activities are real estate development and the letting of self-owned or leased real estate property including shopping malls. The directors of Singtel Somerset are Lim Cheng Cheng and Mark Chong Chin Kok.

2. Change of Interest in Subsidiaries and Associated Companies

- (a) Singtel's indirect wholly-owned subsidiary, Singtel Alpha Investments Pte. Ltd. ("**Singtel Alpha**") had on 15 July 2022 subscribed for an additional 2,620,676,798 ordinary shares in PT Bank Fama International ("**Bank Fama**") for an aggregate consideration of IDR 556.4 billion (the "**Bank Fama Subscription**"). The aggregate consideration was arrived at based on a valuation of Bank Fama agreed between the shareholders of Bank Fama and funded by way of internal cash resources.

Singtel Alpha's shareholding in Bank Fama was increased from 16.3% to 22.4% after the Bank Fama Subscription.

As at 30 June 2022, the unaudited net asset value represented by Singtel Alpha's stake in Bank Fama was IDR 681 billion.

- (b) Singtel's indirect wholly-owned subsidiaries, Pastel Limited and Viridian Limited, had through open-market placements on 7 September 2022 and 22 September 2022, sold and transferred an aggregate of 198 million shares in Bharti Airtel Limited ("**BAL**") representing approximately 3.3% of the total number of equity shares of BAL (the "**Bharti Sale Shares**"), for an aggregate consideration of approximately S\$2.5 billion (the "**Bharti Divestment**"). The net asset value represented by the Bharti Sale Shares was S\$0.4 billion.

After the Bharti Divestment, Singtel's effective interest in BAL was reduced from 31.4% to 29.6%

- (c) Singtel's wholly owned subsidiary, NCSI Holdings Pte. Ltd. ("**NCSI**"), had on 26 August 2022 acquired an additional 20 ordinary shares in its Australia-based subsidiary Eighty20 Solutions Pty Ltd ("**Eighty20**") from J Rees Consultants Pty Ltd as trustee of the JT Family Trust, for an aggregate consideration of A\$7 million (the "**Eighty20 Acquisition**"). The aggregate consideration comprised (i) A\$6 million paid out on completion of the Eighty20 Acquisition and (ii) A\$1 million paid on 3 November 2022, and was arrived at on a willing-buyer, willing-seller basis, based on a valuation of Eighty20 agreed between NCSI and J Rees Consultants Pty Ltd as trustee of the JT Family Trust. The Eighty20 Acquisition was funded by way of internal cash resources.

NCSI's shareholding in Eighty20 increased from 60% to 80% after the Eighty20 Acquisition.

As at 31 July 2022, the net asset value of Eighty20 was A\$5 million.

- (d) Optus Networks Pty Limited ("**Optus Networks**"), an indirect wholly-owned subsidiary of Singtel held through Singtel Optus Pty Limited, had between 7 April 2022 and 30 September 2022 subscribed for an additional 1,877,745 ordinary shares in its Delaware-incorporated associate company Pacific Carriage Holdings Limited Inc. ("**Pacific Carriage**") for an aggregate consideration of US\$1.9 million (the "**Pacific Carriage Subscriptions**"). The aggregate consideration was arrived at based on a valuation of Pacific Carriage agreed between Optus Networks, MFS Globenet Inc., Telstra Holdings Pty Limited and TCNZ (Bermuda) Limited as shareholders of Pacific Carriage and funded by way of internal cash resources.

Optus Networks' shareholding in Pacific Carriage was diluted from 32.48% to 32.40% after the Pacific Carriage Subscriptions.

As at 30 September 2022, the unaudited net asset deficit represented by Optus Networks' stake in Pacific Carriage was US\$40.2 million.

- (e) Singtel EInvestments Pte. Ltd. ("**Singtel EInvestments**"), a wholly-owned subsidiary of Singtel, had between 7 April 2022 and 30 September 2022, subscribed for an additional 1,274,451 ordinary shares, in its associate company Southern Cross Cables Holdings Limited ("**Southern Cross**") for an aggregate consideration of US\$2.8 million (the "**Southern Cross Subscriptions**"). The aggregate consideration was arrived at based on a valuation of Southern Cross agreed between Optus Networks, MFS Globenet Inc., Telstra Holdings Pty Limited and TCNZ (Bermuda) Limited as shareholders of Southern Cross and funded by way of internal cash resources.

Singtel EInvestments' shareholding in Southern Cross was diluted from 32.48% to 32.40% after the Southern Cross Subscriptions.

As at 30 September 2022, the unaudited net asset deficit represented by Singtel EInvestments' stake in Southern Cross was US\$98.3 million.

Pacific Carriage and Southern Cross were established as joint ventures between the Singtel Group and MFS Globenet Inc., Telstra Holdings Pty Limited and TCNZ (Bermuda) Limited for the purpose of owning and operating the assets of the Southern Cross Cable Network's international subsea telecommunications cable. The Pacific Carriage Subscriptions and Southern Cross Subscriptions were part of a series of transactions to raise funds from the joint venture partners for the building of the SX NEXT cable network.

3. Acquisition of Subsidiaries and Associated Companies

- (a) Singtel's wholly owned subsidiary, NCSI, had on 14 April 2022 acquired 100% of the share capital of Dialog Pty. Ltd. ("**Dialog**") (the "**Dialog Acquisition**").

The aggregate cash consideration for the Dialog Acquisition was A\$325 million and comprised of (i) A\$290 million paid out on completion of the Dialog Acquisition and (ii) A\$35 million to be paid out in tranches within 2 years after completion. The consideration was funded by way of internal cash resources and arrived at on a willing buyer-willing seller basis based on, inter alia, an assessment by NCSI of the Dialog group's assets and business prospects.

The Dialog Acquisition resulted in Dialog becoming an indirect wholly owned subsidiary of Singtel.

As at 30 September 2022, the unaudited net asset value of Dialog group was A\$40 million.

Please refer to Singtel's announcements on 7 March 2022 and 14 April 2022 for more information about the Dialog Acquisition.

- (b) NCSI had on 12 May 2022 acquired 100% of the share capital of Row TopCo Pty Ltd ("**Row TopCo**"), the group holding company of the ARQ group for an aggregate cash consideration of A\$290 million (the "**ARQ Acquisition**").

The aggregate cash consideration comprised of (i) A\$265 million paid out on completion of the ARQ Acquisition and (ii) deferred consideration and earn-out amounts of A\$25 million (with potential additional payments subject to management meeting performance targets), payable in tranches over a period of 3 years after completion. The consideration was funded by way of internal cash resources and working capital and was arrived at on a willing buyer-willing seller basis based on, inter alia, an assessment by NCSI of the ARQ group's assets and business prospects.

The ARQ Acquisition resulted in Row TopCo becoming an indirect wholly-owned subsidiary of Singtel.

As at 30 September 2022, the unaudited net asset value of the ARQ group was A\$36 million.

Please refer to Singtel's announcements on 28 March 2022 and 12 May 2022 for more information about the ARQ Acquisition.

4. Divestment of Interest in Subsidiaries and Associated Companies

- (a) Singtel Optus Pty Limited ("**Optus**"), an indirect wholly-owned subsidiary of Singtel, had on 29 July 2022 divested all of its shares representing 100% of the issued and paid-up capital in Optus Insurance Services Pty Limited ("**Optus Insurance**"), to Likewise Olive Intermediate Holdings Pty Limited Corp ("**Likewise**") (the "**Optus Insurance Divestment**"). Optus Insurance provided insurance products for mobile phones and tablets to Optus customers.

The initial cash consideration for the Optus Insurance Divestment was approximately A\$200 million, comprising (i) A\$35 million paid upon completion and (ii) A\$165 million paid upon entering into a strategic partnership granting Likewise Olive Services Pty Limited the exclusive right to supply Optus customers with a new range of device replacement and upgrade plans for 15 years. The cash consideration was arrived at on a willing-buyer, willing-seller basis taking into account Optus Insurance's business prospects.

The audited net asset value of Optus Insurance as at 31 March 2022 was A\$25.5 million.

The Optus Insurance Divestment resulted in Optus Insurance ceasing to be a subsidiary of Singtel.

- (b) Singtel's wholly-owned subsidiary, Digital Gaming Investments Pte. Ltd. ("**DGI**"), had on 23 August 2022 divested (the "**GameCo Divestment**") 4.9 million ordinary shares in Digital Games International Pte. Ltd. ("**Digital GameCo**") to iCandy Interactive Ltd ("**iCandy**") for an aggregate consideration of approximately A\$2.6 million (satisfied via the issuance of new fully-paid ordinary shares of iCandy at an agreed issue price). The consideration was arrived at on a willing-buyer, willing-seller basis, based on an assessment of Digital GameCo's assets and business prospects.

As at 30 June 2022, the unaudited net asset value of the ordinary shares subject to the GameCo Divestment was S\$2.5 million.

The GameCo Divestment resulted in Digital GameCo ceasing to be an associated company of Singtel.

- (c) Singtel had on 10 June 2022 divested 2,000,000 ordinary shares (the “**Radiance Sale Shares**”) representing 50% of the issued and paid-up capital in Radiance Communications Pte Ltd (“**Radiance**”) to NxGen Communications Pte Ltd (“**NxGen**”), a wholly-owned subsidiary of TeleChoice International Limited, for an aggregate cash consideration of S\$0.63 million (the “**Radiance Divestment**”). The consideration for the Radiance Sale Shares was arrived at on a willing buyer-willing seller basis based on an assessment of Radiance’s assets and business prospects. The net asset value of the Radiance Sale Shares as at 31 March 2022 was approximately S\$3.7 million.

Prior to the completion of the Radiance Divestment, Radiance was a 50:50 joint venture between Keppel Communications Pte Ltd (“**KCOM**”) and Singtel, and Radiance distributed dividends and undertook a capital reduction exercise to return S\$3.7 million cash to KCOM and Singtel in equal proportion. The total proceeds (including cash distributions via dividends and capital reduction prior to completion of the Radiance Divestment) received by Singtel amounted to S\$2.5 million.

The Radiance Divestment resulted in Radiance ceasing to be an associated company of Singtel.

- (d) On 1 September 2022, Singtel’s indirect wholly-owned subsidiary Singtel Strategy Pte. Ltd. (formerly known as Amobee Group Pte. Ltd.), divested 100% of the membership interests in Cloud Technology Consulting, LLC (“**Cloud Technology**”) to Ignite Media Group, LLC together with the assets, properties and rights related to the Amobee email solutions business (the “**Amobee Email Divestment**”). The aggregate cash consideration to be received from the Amobee Email Divestment was US\$5.6 million and was arrived at on a willing-buyer, willing-seller basis, taking into consideration the net tangible assets attributable to Cloud Technology and the Amobee email solutions business.

As at 31 August 2022, the pro forma net asset value of Cloud Technology was US\$4.4 million.

- (e) Singtel’s wholly-owned subsidiaries, HOOQ Digital Pte. Ltd. (In Creditors’ Voluntary Liquidation) and HOOQ Digital SG1 Pte. Ltd (In Liquidation – Simplified Winding-Up) (collectively, the “**Transferors**”) transferred an aggregate of 10,000 shares representing 100% of the share capital in the India-incorporated subsidiary, HOOQ Digital (India) Private Limited (“**HOOQ India**”), to certain private individuals (the “**Transferees**”), pursuant to a share transfer agreement dated 18 May 2022 (the “**Share Transfer Agreement**”).

Under the Share Transfer Agreement, the Transferors agreed to pay an aggregate cash consideration of US\$0.2 million to the Transferees. This aggregate cash consideration was arrived at on a willing-buyer and willing-seller basis taking into account the net liability position of HOOQ India. The unaudited net liability of HOOQ India was INR 78.2 million as at 31 March 2021.