

SAMPLE OF BANKERS GUARANTEE

APPENDIX D

letterhead of Bank][insert date]

SATS Airport Services Pte Ltd
 SATS Inflight Catering Centre 1
 20 Airport Boulevard
 Singapore 819659

Dear Sirs

OUR BANK GUARANTEE NO.[INSERT NUMBER] FOR SINGAPORE DOLLARS [INSERT AMOUNT IN WORDS] ONLY (S\$[INSERT AMOUNT IN NUMBERS])

In consideration of yourselves, SATS Airport Services Pte Ltd of SATS Inflight Catering Centre 1 20 Airport Boulevard Singapore 819659 ("SAS") having agreed to enter into an agreement for the (the "Agreement") with [insert name of Contractor] of [insert address of Contractor] (the "Contractor") under which SAS agreed to allow the Contractor to furnish the security deposit payable under the Agreement by way of a banker's guarantee, we, [insert name of Bank] of [insert address of Bank] (the "Bank") hereby unconditionally and irrevocably guarantee and undertake to make payment to you of up to the maximum aggregate sum of Singapore Dollars [insert amount of the security deposit in words] Only (S\$[insert amount of the security deposit in numbers]) (the "Guaranteed Sum").

The Guaranteed Sum, or such part or parts thereof as may be specified by you in your written demand to the Bank made from time to time, shall be payable by the Bank in full immediately upon first written demand by you, without any set-off, counterclaim or deduction whatsoever.

The Bank shall not impose any condition or qualification for/in making any payment to SAS pursuant to such demand, nor shall the Bank make any reference to the Contractor prior to making such payment. The Bank shall make such payment demanded notwithstanding any notice or demand from the Contractor not to do so.

The Bank shall not at any time be concerned as to whether there is any breach by SAS or the Contractor or any dispute between SAS and the Contractor in respect of any terms and conditions of the Agreement. This Guarantee and the Bank's liability under this Guarantee shall not be determined, discharged or released or in any way affected, prejudiced or impaired, by:-

- (a) any indulgence, forbearance or concession given by SAS to the Contractor (whether as to payment, time, performance or otherwise);
- (b) any arrangement made with the Contractor or any other person;
- (c) any variation of the terms and conditions of the Agreement;
- (d) any lack of capacity or authority on the Contractor's part in executing the Agreement; or
- (e) any insolvency, winding up, liquidation, bankruptcy or dissolution of the Contractor,

whether known to or agreed by the Bank or otherwise.

The Bank's obligations under this Guarantee are that of a primary obligor and not merely as surety, and the Bank hereby waives all rights which it might otherwise as surety be entitled to claim and enforce.

This Guarantee shall be irrevocable and shall remain in full force and effect at all times throughout the period from the date of this Guarantee up to and including [insert date falling 2 months after the date of expiry of the term of the Agreement] (both dates inclusive) (the "claim period"). Demand may be made under the Guarantee by SAS at any time and from time to time during the claim period. Upon expiry of the claim period, all liability of the Bank shall cease under this Guarantee, notwithstanding that this Guarantee is not returned to the Bank for cancellation.

This Guarantee shall be governed by and construed in all respects in accordance with the laws of the Republic of Singapore and the Bank hereby submits to the non-exclusive jurisdiction of the Singapore courts.

[insert name of signatory][insert title of signatory]

for and on behalf of

[insert name of Bank]

DECLARATION BY TENDERER/CONTRACTING PARTY

TO:
 (Name of SATS Group company / SATS entity at risk)

I/We,, hereby declare that:
 (Name of Tenderer/Contracting Party)

- 1) * Our Company is not related to Temasek Holdings (Private) Ltd ("**Temasek**") or any of their respective subsidiaries.
- 2) * Our Company is related to Temasek and/or any of their respective subsidiaries OR Temasek and/or any of their respective subsidiaries has/have an interest in the shares of our Company (*please complete (a) to (d) below*):
 - (a) the percentage of the shares of our Company in which Temasek and/or any of their respective subsidiaries has an interest, direct or indirect, is % (in total).
 - (b) our immediate holding company and ultimate holding company are (holding% of the shareholding of our Company) and (having an interest, direct or indirect, in% (in total) of the shareholding of our Company), respectively.
 - (c) our Company is *listed/unlisted.
(If listed, please annex to this Declaration a statement setting out (i) the securities exchange on which your Company's shares are listed, and (ii) the names of the Directors and Audit Committee members of your Company.)
 - (d) *our Company is a member of a group of companies with listed member(s).
(Please annex to this Declaration a statement setting out (i) the names of the listed member(s) of the group, (ii) how it/they is/are related to your Company, (iii) the securities exchange on which it/they is/are listed, and (iv) the names of its/their respective Directors and Audit Committee members.)
- 3) I am/We are *not a Director or Chief Executive Officer or member of the immediate family (*ie. spouse, child, adopted child, step-child, sibling or parent*) of a Director or Chief Executive Officer of SATS Ltd. ("**SATS**").
- 4) I am/We are *not trustee(s) of any trust of which a Director or Chief Executive Officer of SATS or his immediate family is a beneficiary or (*in the case of a discretionary trust*) is a discretionary object.
- 5) I am/We are *not a company in which a Director or Chief Executive Officer of SATS or his immediate family has an interest of 30% or more.

I/We confirm that the above information is true and correct. I/We understand that you require the information to comply with Chapter 9 of the SGX-ST Listing Manual.

Date:

Signature:

Name of Authorised Signatory:

Designation of Authorised Signatory:

Name of Person/Firm/Company:

Company Stamp:

Note [*]: Delete as appropriate.

Words and expressions used herein bear the meanings set out in the SGX-ST Listing Manual or the Companies Act (Chapter 50) of Singapore. Please contact Company Secretary SATS if you require any clarification of this Declaration or any words and expressions used herein.