

Edgar Filing: EQUINIX INC - Form SC 13D/A

EQUINIX INC
Form SC 13D/A
January 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

Equinix, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

2944U106

(CUSIP Number)

Pek Siok Lan
STT Communications Ltd.
51 Cuppage Road
10-11/17, StarHub Center
229469 Singapore
Telephone (65) 6723 8668
Facsimile (65) 6720 7277

Copy to:

Michael W. Sturrock
Latham & Watkins LLP
80 Raffles Place, #14-20
UOB Plaza 2
Singapore 048624
Telephone (65) 6536 1161
Facsimile (65) 6536 1171

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 11, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(c), 13d-1(f) or 13d-1(g), check the following box. []

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NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 2944U106

13D

PAGE 2 OF 15 PAGES

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TEMASEK HOLDINGS (PRIVATE) LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

7 SOLE VOTING POWER

NUMBER OF

11,718

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

10,158,530

OWNED BY EACH

REPORTING

9 SOLE DISPOSITIVE POWER

11,718

PERSON

WITH

10 SHARED DISPOSITIVE POWER

10,158,530

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,170,248(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
39.7%

14 TYPE OF REPORTING PERSON*
CO

(1) The Reporting Person expressly disclaims beneficial ownership of all shares beneficially owned by i-STT Investments Pte Ltd.

CUSIP NO. 2944U106 13D PAGE 3 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

| | | |
|---------------|------------|------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY EACH | 10,158,530 | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| | 0 | |

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PERSON -----
10 SHARED DISPOSITIVE POWER
WITH
10,158,530

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,158,530

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
39.6%

14 TYPE OF REPORTING PERSON*
CO

CUSIP NO. 2944U106 13D PAGE 4 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
STT COMMUNICATIONS LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

7 SOLE VOTING POWER
NUMBER OF
0
SHARES

8 SHARED VOTING POWER
BENEFICIALLY
10,158,530

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OWNED BY EACH -----
9 SOLE DISPOSITIVE POWER
REPORTING
PERSON 0

WITH 10 SHARED DISPOSITIVE POWER
10,158,530

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,158,530

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
39.6%

14 TYPE OF REPORTING PERSON*
CO

CUSIP NO. 2944U106 13D PAGE 5 OF 15 PAGES

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
i-STT INVESTMENTS PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

7 SOLE VOTING POWER
NUMBER OF 0
SHARES

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| | | | |
|---------------|--|--------------------------|------------|
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| | | | 10,158,530 |
| OWNED BY EACH | ----- | | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON | | | 0 |
| | ----- | | |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | | 10,158,530 |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | | 10,158,530 |
| ----- | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | | |
| | | | [] |
| ----- | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | | | 39.6% |
| ----- | | | |
| 14 | TYPE OF REPORTING PERSON* | | |
| | | | CO |
| ----- | | | |

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This Amendment No. 4 amends the Schedule 13D previously filed by STT Communications Ltd. ("STT Comm") with the Securities and Exchange Commission on October 11, 2002, as amended and restated by Amendment No. 1 to Schedule 13D filed on January 3, 2003 by STT Comm, as further amended by Amendment No. 2 to Schedule 13D filed on December 22, 2003 and as further amended by Amendment No. 3 to Schedule 13D filed on December 30, 2004 (as amended, the "Statement") with respect to the common stock, par value \$0.001 per share (the "Common Stock") of Equinix, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein have the meanings given to them in the Statement.

ITEM 2. IDENTITY AND BACKGROUND

The information regarding the executive officers and directors of the Reporting Persons set forth on Schedule A of the Statement is amended and restated in its entirety as set forth on Schedule A attached hereto, which is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated in its entirety as follows:

On January 11, 2005, i-STTI executed a Conversion Agreement with the Issuer by acknowledging and agreeing to the terms of a letter from the Issuer dated January 10, 2005 (the "Conversion Agreement"), pursuant to which the Issuer effected a conversion of 95% of the Notes and 95% of the Payment-In-Kind Notes

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("PIK Notes") held by i-STTI into Series A-1 Convertible Preferred Stock of the Issuer at a conversion price of \$9.1779 per share with effect from January 1, 2005 (the "Notes Conversion"). In connection with the Notes Conversion, 4,144,216 shares of Series A-1 Convertible Preferred Stock will be issued to i-STTI. The 4,144,216 shares of Series A-1 Convertible Preferred Stock issuable under the Conversion Agreement are convertible into Common Stock of the Issuer on a 1-for-1 basis at the option of i-STTI after January 31, 2005, which is the expiration date of the applicable waiting period under the HSR Act.

i-STTI owns beneficially and of record 10,158,530 shares of Common Stock, representing 39.6% of the outstanding shares of Common Stock. The shares include 1,084,686 shares of Common Stock acquired on December 31, 2002, 1,885,728 shares of Common Stock acquired on November 21, 2003, 1,868,667 shares of Common Stock that may be acquired upon conversion of the Series A Convertible Preferred Stock owned of record by i-STTI, 4,144,216 shares of Common Stock that may be acquired upon conversion of the Series A-1 Convertible Preferred Stock acquired upon the Notes Conversion, 209,559 shares of Common Stock that may be acquired upon conversion of the remaining Notes and PIK Notes owned of record by i-STTI as of the date hereof, and 965,674 shares of Common Stock that may be acquired upon the conversion of the Series A Convertible Preferred Stock acquired upon the exercise of the Warrants owned of record by i-STTI. Because of the relationships described in Item 2 above, the Singapore Parent Entities may be deemed to beneficially own the shares owned of record by i-STTI. Temasek disclaims beneficial ownership of the shares owned beneficially and of record by i-STTI.

In addition to the share amounts detailed in the preceding paragraph, Temasek may be deemed to beneficially own 11,718 additional shares of Common Stock, representing 0.05% of the outstanding Common Stock. The additional 11,718 shares of Common Stock are owned beneficially and of record by Temasek's indirect, wholly-owned subsidiary, T.H.e Venture Pte Ltd.

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The calculation of the percentages in the foregoing paragraphs is based on the number of shares of Common Stock disclosed as outstanding as of September 30, 2004 (i.e. 18,459,337 shares of Common Stock), in the Form 10-Q filed by the Issuer on November 4, 2004. Except as set forth in this Statement, to the knowledge of the Reporting Persons, no director or executive officer of any of the Reporting Persons beneficially owns any other securities of the Issuer.

In connection with an internal restructuring that was completed on December 31, 2004, the shares of STT owned by STPL were transferred to Temasek with effect from December 31, 2004, and STPL thereafter ceased to be a Reporting Person.

Except as described in this Statement, there have been no transactions by the Reporting Persons in securities of the Issuer during the past sixty days. To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the past sixty days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The description of the Conversion Agreement is qualified in its entirety by reference to the Conversion Agreement, a copy of which appears as an exhibit to this Statement.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Conversion Agreement between the Issuer and i-STT Investments Pte Ltd dated as of January 10, 2005.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 14, 2005

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Chia Yue Joo

Name: Chia Yue Joo
Title: Managing Director,
Legal/Secretariat

SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

STT COMMUNICATIONS LTD.

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

i-STT INVESTMENTS PTE LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Director

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EXHIBIT INDEX

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1. Conversion Agreement between the Issuer and i-STT Investments Pte Ltd dated as of January 10, 2005.

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SCHEDULE A

The name, present principal occupation and business address of each director and executive officer of the Reporting Persons is set forth below

The following is a list of the executive officers and directors of Temasek:

| Name, Business Address and Positions at Temasek | Present Principal Occupation | Citizenship |
|---|--|-------------|
| S Dhanabalan 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Chairman, Temasek) | Chairman, DBS Group Holdings Ltd | Singaporean |
| Kwa Chong Seng 1 Harbourfront Place #06-00 Harbourfront Tower One Singapore 098633 (Deputy Chairman, Temasek) | Chairman & Managing Director, ExxonMobil Asia Pacific Pte Ltd | Singaporean |
| Lim Siong Guan 100 High Street #09-01 Singapore 179434 (Deputy Chairman, Temasek) | Permanent Secretary, Ministry of Finance | Singaporean |
| Sim Kee Boon 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Director, Temasek) | Advisor, Temasek Advisory Panel | Singaporean |
| Fock Siew Wah 6 Shenton Way DBS Building Tower One 46th Floor Singapore 068809 (Director, Temasek) | Deputy Chairman, Fraser & Neave Ltd | Singaporean |
| Koh Boon Hwee 1 Kim Seng Promenade #10-06 Great World City East Tower Singapore 237994 (Director, Temasek) | Chairman, Singapore Airlines Ltd | Singaporean |
| Kua Hong Pak 205 Braddell Road West Wing 2nd Floor Singapore 579701 | Director, Managing Director & Group CEO, ComfortDelgro Corporation Ltd | Singaporean |

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(Director, Temasek)

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| Name, Business Address and Positions at Temasek | Present Principal Occupation | Citizenship |
|---|--|-------------|
| Ho Ching 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Director, Temasek) | Executive Director and CEO, Temasek Holdings (Private) Limited | Singaporean |
| Ng Kok Song 168 Robinson Road #37-01 Capital Tower Singapore 068912 (Director of Temasek) | Managing Director (Public Markets), Government of Singapore Investment Corporation Private Limited | Singaporean |
| Gan Chee Yen 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Managing Director, Finance of Temasek) | Managing Director, Finance Temasek Holdings (Private) Limited | Singaporean |

The following is a list of the executive officers and directors of STT:

| Name, Business Address and Positions at STT | Present Principal Occupation | Citizenship |
|--|--|-------------|
| Tan Guong Ching New Phoenix Park 28 Irrawaddy Road Singapore 329560 (Chairman and Director, STT) | Permanent Secretary, Ministry of Home Affairs | Singaporean |
| Peter Seah Lim Huat 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Deputy Chairman and Director of STT) | Member, Temasek Advisory Panel | Singaporean |
| Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT) | President and CEO, STT and STT Comm | Singaporean |
| Sum Soon Lim | Corporate Adviser | Singaporean |

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51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Director, STT)

Company Director

Singaporean

Bertie Cheng Shao Shiong
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Director, STT)

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Name, Business Address and
Positions at STT

Present Principal Occupation

Citizenship

Lim Ming Seong
No. 2 Ubi View
Singapore 408556
(Director, STT)

Chairman, CSE Global Ltd.

Singaporean

Tay Siew Choon
8 Shenton Way #09-02
Temasek Towers
Singapore 068811
(Director, STT)

Dy Chairman, Green Dot Capital
Pte Ltd

Singaporean

Sio Tat Hiang
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Executive Vice President, STT)

Executive Vice President, STT
and STT Comm

Singaporean

Pek Siok Lan
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Company Secretary, STT)

Senior Vice President, Legal &
General Counsel, STT and STT Comm

Singaporean

Jean F.H.P. Mandeville
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Chief Financial Officer, STT)

Chief Financial Officer, STT
and STT Comm

Belgian

Anupam Garg
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Senior Vice President, International
Business Development, STT)

Senior Vice President,
International Business
Development, STT and STT Comm

Indian

Kek Soon Eng
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469

Senior Vice President,
Management of Investee
Companies, STT and STT Comm

Singaporean

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(Senior Vice President, Management of
Investee Companies, STT)

| | | |
|--|---|-------------|
| Andrew Loh 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, International Operations, STT) | Senior Vice President, International Operations, STT and STT Comm | Singaporean |
|--|---|-------------|

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The following is a list of the executive officers and directors of STT Comm:

| Name, Business Address and Positions at STT Comm | Present Principal Occupation | Citizenship |
|---|--|-------------|
| Tan Guong Ching New Phoenix Park 28 Irrawaddy Road Singapore 329560 (Chairman and Director, STT Comm) | Permanent Secretary, Ministry of Home Affairs | Singaporean |
| Peter Seah Lim Huat 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Deputy Chairman and Director of STT Comm) | Member, Temasek Advisory Panel | Singaporean |
| Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT Comm) | President and CEO, STT and STT Comm | Singaporean |
| Sum Soon Lim 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT Comm) | Corporate Adviser | Singaporean |
| Bertie Cheng Shao Shiong 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT Comm) | Company Director | Singaporean |
| Lim Ming Seong No. 2 Ubi View Singapore 408556 (Director, STT Comm) | Chairman, CSE Global Ltd. | Singaporean |
| Tay Siew Choon 8 Shenton Way #09-02 Temasek Towers | Dy Chairman, Green Dot Capital Pte Ltd | Singaporean |

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Singapore 068811
(Director, STT Comm)

Sio Tat Hiang
51 Cuppage Road #10-11/17
Starhub Centre
Singapore 229469
(Executive Vice President, STT Comm)

Executive Vice President, STT
& STT Comm

Singaporean

Pek Siok Lan
51 Cuppage Road #10-11/17
StarHub Centre
Singapore 229469
(Company Secretary, STT Comm)

Senior Vice President, Legal &
General Counsel, STT and STT
Comm

Singaporean

Page 14 of 15 Pages

| Name, Business Address and Positions at STT Comm | Present Principal Occupation | Citizenship |
|--|---|-------------|
| Jean F.H.P. Mandeville 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Chief Financial Officer, STT Comm) | Chief Financial Officer, STT and STT Comm | Belgian |
| Anupam Garg 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, International Business Development, STT Comm) | Senior Vice President, International Business Development, STT and STT Comm | Indian |
| Kek Soon Eng 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, Management of Investee Companies, STT Comm) | Senior Vice President, Management of Investee Companies, STT and STT Comm | Singaporean |
| Andrew Loh 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, International Operations, STT Comm) | Senior Vice President, International Operations, STT and STT Comm | Singaporean |

The following is a list of the executive officers and directors of i-STTI:

| Name, Business Address and Positions at i-STTI | Present Principal Occupation | Citizenship |
|--|------------------------------|-------------|
|--|------------------------------|-------------|

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| | | |
|---|--|--------------------|
| <p>Lee Theng Kiat 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director, i-STTI)</p> | <p>President and CEO, STT and STT Comm</p> | <p>Singaporean</p> |
| <p>Sio Tat Hiang 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director, i-STTI)</p> | <p>Executive Vice-President, STT and STT Comm</p> | <p>Singaporean</p> |

Page 15 of 15 Pages

| Name, Business Address and Positions at i-STTI | Present Principal Occupation | Citizenship |
|---|---|--------------------|
| ----- | ----- | ----- |
| <p>Jean F.H.P. Mandeville 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director, i-STTI)</p> | <p>Chief Financial Officer, STT and STT Comm</p> | <p>Belgian</p> |
| <p>Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, i-STTI)</p> | <p>Senior Vice President, Legal & General Counsel, STT Comm and STT</p> | <p>Singaporean</p> |