



TELECHOICE INTERNATIONAL LIMITED
(REG. NO. 199802072R)

**ACQUISITION OF 90% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES)
IN THE SHARE CAPITAL OF S & I SYSTEMS PTE LTD (“ACQUISITION”)**

The Board of Directors (“**Board**”) of TeleChoice International Limited (“**Company**”) refers to the Company’s announcement of 11 October 2010 (“**Announcement**”) and its further announcements on 20 October 2010 and 1 November 2010 relating to the abovementioned matter. Unless otherwise defined herein, all capitalised terms used in this announcement and defined in the Announcement bear the meanings ascribed to them in the Announcement.

The Relevant Accounts have been prepared and audited by the independent auditors and, based on the Relevant Accounts and in accordance with the terms and conditions of the SPA:

- (a) the Final Consideration to be paid by the Company to the Vendors is S\$6,660,000.00; and
- (b) the Further Payment to be made by the Company to Sunway Systems is S\$758,070.90.

The Company has, on 30 December 2011, paid the Final Consideration to the Vendors and the Further Payment to Sunway Systems, in accordance with the terms and conditions of the SPA.

Taking into account the Final Consideration and the Further Payment, the actual purchase consideration for the Acquisition paid by the Company is S\$18,758,070.90 in the aggregate. The Relevant Accounts took into account a provision for a certain matter which is still pending finalisation (“**Relevant Matter**”). If the actual payment that has to be made upon the finalisation of the Relevant Matter exceeds or is lower than the provision that is made in the Relevant Accounts, the Final Consideration and the Further Payment will have to be adjusted, and accordingly, the Company may be required to pay a further amount to the Vendors and Sunway Systems; or (as the case may be) the Vendors and Sunway Systems may be required to pay an amount to the Company, to the extent that the Final Consideration and the Further Payment are so adjusted. It is currently anticipated that relative to the actual purchase consideration paid by the Company, the amount of such adjustment (if any) is not material.

In Section 5 of the Announcement, the computation of the relative figure under Rule 1006(c) of the Listing Manual was based on S\$18 million, which was the maximum purchase consideration that could be ascertained as at the date of the Announcement. On this basis, and based on the market capitalisation of the Company of approximately S\$104,331,335 on 8 October 2010 (being the latest market day on which shares in the capital of the Company were transacted on the SGX-ST preceding the date of the SPA), the relative figure under Rule 1006(c) was approximately 17.3%.

Based on the actual purchase consideration for the Acquisition of S\$18,758,070.90, the relative figure under Rule 1006(c) is approximately 18.0%. Any adjustment to the actual purchase consideration paid by the Company (as stated above) is unlikely to have a significant impact on the computation of the relative figure under Rule 1006(c), which is expected to remain at around 18.0%.

By Order of the Board

Andrew Loh Sur Jin
President
30 December 2011