



**TEHO INTERNATIONAL INC LTD.**

(Incorporated in the Republic of Singapore on 10 June 2008)  
(Company Registration Number: 200811433K)

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**CHANGE IN JOINT VENTURE PARTNER OF TEHO-SBG DEVELOPMENT CO., LTD**

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The Board of Directors (the "**Board**") of TEHO International Inc Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the announcements made on 14 August 2014, 5 November 2014, 16 January 2015 and 23 January 2015 relating to the joint venture agreement entered into between TEHO Development (Cambodia) Pte. Ltd. ("**TEHO Cambodia**"), a wholly-owned indirect subsidiary of the Company, and Okhna Sok Bun ("**Sok Bun**") (the "**OB JVA**") for the establishment of TEHO-SBG Development Co., Ltd ("**JVC**") to engage in the principal business of real estate development in Cambodia.

The Board wishes to provide the following updates relating to the change in joint venture structure of the JVC:

1. TEHO Cambodia and Sok Bun have entered into a termination agreement (the "**Termination Agreement**") pursuant to which:
  - (i) The OB JVA shall be terminated with mutual consent and each party is released from its obligations under the OB JVA; and
  - (ii) Sok Bun agrees to transfer 510 ordinary shares representing 51% of the total issued share capital of the JVC to Mrs Yim Chhay Line ("**YCL**").
2. Upon termination of the OB JVA, TEHO Cambodia has entered into a joint venture agreement with YCL (the "**YCL JVA**"), an existing director of the JVC, to set out the respective rights and obligations of TEHO Cambodia and YCL and the process for the future operation, funding and management of the JVC and The BAY project. YCL will accept and assume any and all rights and obligations, entitlements and responsibilities of Sok Bun under the OB JVA. There are no changes in the salient terms and obligations of TEHO Cambodia and YCL under the YCL JVA vis-à-vis the OB JVA.

The shareholding structure of TEHO Cambodia in the JVC remains unchanged at 49% of the issued share capital of JVC and YCL owns the remaining 51% of the issued share capital of the JVC.

None of the Directors or the controlling shareholder of the Company has any interest, direct or indirect, in the YCL JVA (other than through their interests in the shares of the Company).

A copy of the Termination Agreement and the YCL JVA is available for inspection at the Company's registered office at 1 Commonwealth Lane, #09-23 One Commonwealth, Singapore 149544, for a period of three months from the date of this announcement.

BY ORDER OF THE BOARD

Lim See Hoe  
Executive Chairman and Chief Executive Officer  
23 February 2016

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This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Company's Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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