

GLOBAL YELLOW PAGES LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200304719G)
(the "**Company**")

**ACQUISITION OF THE ISSUED SHARE CAPITAL
OF EFUSION SOLUTIONS PTE. LTD.**

1. THE ACQUISITION

- 1.1 The Board of Directors ("**Board**") of the Company wishes to announce that the Company has completed an investment in eFusion Solutions Pte. Ltd. (Company Registration No.: 200200437W) ("**eFusion**") pursuant to a subscription and sale and purchase agreement dated 17 September 2010] (the "**SSPA**") entered into with eFusion, Samuel Lim Kok Eng ("**Samuel Lim**") and Zhang Heling (together with Samuel Lim, to be collectively known as the "**Vendors**") in relation to the subscription of new ordinary shares in eFusion and the acquisition from the Vendors of ordinary shares in eFusion which shall result in the Company holding 70% of the enlarged issued and paid-up share capital of eFusion.
- 1.2 Further to completion taking place under the SSPA, eFusion is now a subsidiary of the Company.
- 1.3 In addition, the Company has also entered into a second sale and purchase agreement dated 17 September 2010 (the "**Second SPA**") with Samuel Lim in relation to the acquisition by the Company of the remaining 30% of the shares of eFusion held by Samuel Lim (together with the investment under the SSPA, to be collectively known as the "**Transactions**"). It is currently envisaged that completion under the Second SPA will take place no earlier than 1 April 2013.

2. CONSIDERATION

- 2.1 The aggregate consideration (the "**SSPA Consideration**") paid by the Company under the SSPA was S\$3,625,000, comprising S\$2,625,000 paid to eFusion and S\$1,000,000 paid to the Vendors. The SSPA Consideration was paid in cash and funded from internal sources of the Company.
- 2.2 The consideration (the "**Second SPA Consideration**") payable by the Company under the Second SPA comprises a base consideration of S\$1,500,000 ("**Base Consideration**") and, subject to eFusion achieving certain financial targets, an additional amount of up to S\$4,500,000 ("**Additional Amount**"). It is currently envisaged that the Second SPA Consideration will be funded from internal sources of the Company and the Base Consideration and the Additional Amount (if any) will be paid in cash on completion taking place under the Second SPA and no later than 31 October 2013.
- 2.3 In arriving at the SSPA Consideration and the Second SPA Consideration, the Company took into account *inter alia*, the following factors:
- (a) the value of the assets and business of eFusion; and

(b) the cost that would be incurred by the Company in setting up a similar business.

(collectively, the "**Factors**")

2.4 Based on the Factors considered, the Company entered into arms-length negotiations with the Vendors and eFusion, whereupon the Consideration was agreed upon on a willing-buyer and willing-seller basis.

2.5 Based on the audited accounts of eFusion for the financial year ended 31 March 2010:

(a) Book Value
The net liabilities of eFusion is S\$718,052; and

(b) Net Tangible Asset Value
The net tangible liability value of eFusion is S\$1,524,101.

2.6 The Transactions are not expected to have a material effect on the financial position of the Company and its subsidiaries for the financial year ended 31 March 2011.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Company is of the view that the Transactions are in the best interests of its group of companies as eFusion's business in the area of provision of call centre, marketing and/or marketing-related services is complementary to the Company's directories and database business in Singapore. The Transactions are in line with the Company's growth strategy to become a leading multi-platform integrated directory search and advertising solutions provider.

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and, so far as the Directors are aware, none of the other controlling shareholders of the Company has any interest, direct or indirect, in the Transactions save in respect of their shareholdings (if any) in the Company.

BY ORDER OF THE BOARD

Lee Wei Hsiung
Company Secretary
17 September 2010