

BOARDROOM LIMITED

(Registration No. 200003902Z)

THIRD QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 31 MARCH 2007

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

	GROUP					
	S\$'000		%	S\$'000		%
	3rd Qtr 1 Jan 2007 to 31 Mar 2007	3rd Qtr 1 Jan 2006 to 31 Mar 2006	Increase/ (Decrease)	Year to Date 1 Jul 2006 to 31 Mar 2007	Year to Date 1 Jul 2005 to 31 Mar 2006	Increase/ (Decrease)
Corporate Secretarial Fees	4,335	4,002	8.3%	12,796	12,587	1.7%
Share Registration Fees	942	670	40.6%	2,761	2,330	18.5%
Accountancy Fees	2,620	2,378	10.2%	7,215	6,658	8.4%
Corporate Services Fees	83	0	NM	106	0	NM
Others	103	111	-7.2%	409	273	49.8%
Total Revenues	8,083	7,161	12.9%	23,287	21,848	6.6%
Other income	123	101	21.8%	469	378	24.1%
Staff Costs	(3,864)	(3,484)	10.9%	(11,540)	(10,776)	7.1%
Operating Expenses	(1,679)	(1,224)	37.2%	(4,130)	(3,043)	35.7%
Interest on Borrowings	0	(33)	NM	0	(107)	NM
Depreciation	(156)	(122)	27.9%	(400)	(363)	10.2%
Impairment of Goodwill	(52)	(147)	-64.6%	(346)	(441)	-21.5%
Loss on Foreign Exchange	62	(599)	-110.4%	83	(686)	-112.1%
	2,517	1,653	52.3%	7,423	6,810	9.0%
Income derived from Associated Company	0	37	NM	0	216	NM
Profit Before Tax	2,517	1,690	48.9%	7,423	7,026	5.7%
Less: Income Tax	(436)	(477)	-8.6%	(1,466)	(1,614)	-9.2%
Profit After Tax	2,081	1,213	71.6%	5,957	5,412	10.1%

NM: Not Meaningful

1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Note	GROUP		COMPANY	
		S\$'000		S\$'000	
		31 MAR 2007	30 JUN 2006	31 MAR 2007	30 JUN 2006
NON-CURRENT ASSETS					
Property, Plant & Equipment		1,471	528	199	83
Computer Software		219	234	193	202
Interest in Subsidiaries		0	0	25,166	5,407
Intangible Assets	1	29,899	31,281	0	0
Staff Loans		0	0	0	0
		31,589	32,043	25,558	5,692
CURRENT ASSETS					
Trade Receivables		9,537	8,007	0	0
Unbilled Disbursements		311	66	0	0
Other Receivables		781	984	1,131	1,519
Loans to Subsidiaries		0	0	6,416	27,327
Amount due from Subsidiaries (non-trade)		0	0	2,638	1,789
Cash & Cash Equivalents		16,492	16,289	9,051	10,952
		27,121	25,346	19,236	41,587
HELD UNDER TRUST					
Clients' Bank Accounts - contra	2	18,186	11,070	0	0
Clients' Ledger Balances - contra	2	(18,186)	(11,070)	0	0
		0	0	0	0
Less:					
CURRENT LIABILITIES					
Trade Payables		4,369	4,166	614	842
Disbursements Billed in Advance		0	133	0	0
Other Payables		608	153	0	5
Amount owing to Subsidiaries (non-trade)		0	0	4,063	1,833
Excess of Progress Billings over Work-In-Progress		3,118	2,092	0	0
Term Loan - Current Portion		0	0	0	0
Provision for Taxation		1,700	1,898	0	0
		9,795	8,442	4,677	2,680
Net Current Assets		17,326	16,904	14,559	38,907
Deferred Taxation		(132)	(131)	(74)	(74)
NET ASSETS		48,783	48,816	40,043	44,525
FINANCED BY:					
Share Capital		32,168	31,794	32,168	31,794
Reserves		16,615	17,022	7,875	12,731
SHAREHOLDERS' INTEREST		48,783	48,816	40,043	44,525

Notes:

- Intangible assets represent goodwill arising from acquisitions of Arthur Andersen's Corporate Secretarial and Accounting Business, Hong Kong and Malaysian subsidiaries. Any excess of the consideration over the fair value of the net assets as at the date of the acquisition represents goodwill.
- Monies Held Under Trust comprises funds received in advance for payments of payroll and disbursements on clients' behalf and clients' monies held in escrow.

1(b)(ii) Aggregate amount of group's borrowings and debt securities.**Amount repayable in one year or less, or on demand**

As at 31/03/2007		As at 30/06/2006	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	NIL	NIL	NIL

Amount repayable after one year

As at 31/03/2007		As at 30/06/2006	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	NIL	NIL	NIL

Details of any collateral

NIL

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	GROUP			
	S\$'000			
	3rd Qtr 1 Jan 2007 to 31 Mar 2007	3rd Qtr 1 Jan 2006 to 31 Mar 2006	Year to Date 1 Jul 2006 to 31 Mar 2007	Year to Date 1 Jul 2005 to 31 Mar 2006
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit Before Tax	2,517	1,690	7,423	7,026
Adjustments for:				
- Depreciation of Property, Plant and Equipment	144	109	362	317
- Loss / (Profit) from Disposal of Property, Plant and Equipment	(5)	1	59	1
- Amortisation of Intangible Assets	12	13	38	46
- Impairment of Intangible Assets	52	147	346	441
- Exchange Difference	(99)	541	(227)	594
- Interest Income	(106)	(104)	(339)	(214)
- Interest Expense	0	33	0	107
- Share Based Payment	0	45	(50)	205
- Income derived from Associated Company	0	(37)	0	(216)
Operating Profit Before Working Capital Changes	2,515	2,438	7,612	8,307
(Increase) / Decrease in Operating Receivables	(1,168)	(1,496)	(1,651)	(1,194)
Increase / (Decrease) in Operating Payables	1,132	(3,690)	537	(3,523)
Increase in Excess of Progress Billings over Work-In-Progress	1,645	1,632	1,093	1,342
Cash Generated from Operations	4,124	(1,116)	7,591	4,932
Interest Paid	0	(36)	0	(110)
Income Tax Paid	(686)	(944)	(1,614)	(1,777)
Net Cash Generated from / (Used in) Operating Activities	3,438	(2,096)	5,977	3,045
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of Property, Plant and Equipment	(1,271)	(31)	(1,375)	(269)
Acquisition of Computer Software	(4)	0	(23)	(13)
Adjustments to Goodwill	47	0	47	0
Proceeds from Disposal of Property, Plant and Equipment	6	0	11	0
Interest Received	109	100	382	202
Net Cash Generated from / (Used in) Investing Activities	(1,113)	69	(958)	(80)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from Exercise of Employee Share Options	200	25	374	409
Proceeds from Rights Issue	0	0	0	10,671
Dividends Paid	(1,832)	(1,820)	(5,112)	(4,584)
Repayment of Term Loan	0	(1,000)	0	(2,500)
Net Cash (Used in) / Generated from Financing Activities	(1,632)	(2,795)	(4,738)	3,996
Net (Decrease) / Increase in Cash and Cash Equivalents	693	(4,822)	281	6,961
Cash and Cash Equivalents at beginning	15,817	16,910	16,289	5,150
Exchange (Loss) / Gain Arising from Translation of Foreign Currency Cash & Cash Equivalents	(18)	(33)	(78)	(56)
CASH AND CASH EQUIVALENTS AT END (31 MARCH)	16,492	12,055	16,492	12,055

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

GROUP	Share Capital S\$'000	Share Premium S\$'000	Exchange Translation Reserves S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
Balance at 1 July 2006	31,794	0	(112)	693	16,441	48,816
Issue of shares (under Boardroom Share Option Scheme)	374	-	-	-	-	374
Net Profit for the period	-	-	-	-	5,957	5,957
2006 final tax-exempt dividend of S\$0.018 per share	-	-	-	-	(3,280)	(3,280)
2007 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,832)	(1,832)
Share option expenses	-	-	-	(50)	-	(50)
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	-	-	(1,202)	-	-	(1,202)
Balance at 31 March 2007	32,168	0	(1,314)	643	17,286	48,783

Balance at 1 January 2007	31,968	0	(965)	643	17,037	48,683
Issue of shares (under Boardroom Share Option Scheme)	200	-	-	-	-	200
Net Profit for the period	-	-	-	-	2,081	2,081
2007 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,832)	(1,832)
Share option expenses	-	-	-	0	-	0
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	-	-	(349)	-	-	(349)
Balance at 31 March 2007	32,168	0	(1,314)	643	17,286	48,783

Balance at 1 July 2005						
As previously reported	7,233	13,468	166	-	11,106	31,973
Effect of adopting FRS 102	-	-	-	448	(448)	0
As restated	7,233	13,468	166	448	10,658	31,973
Transfer of Share Premium to Share Capital	13,468	(13,468)	-	-	-	0
Issue of shares (Rights Issue)	10,672	-	-	-	-	10,672
Issue of shares (under Boardroom Share Option Scheme)	409	-	-	-	-	409
Net Profit for the period	-	-	-	-	5,412	5,412
2005 final tax dividend of S\$0.004 per share less tax of 20% paid	-	-	-	-	(582)	(582)
2005 final tax-exempt dividend of S\$0.012 per share	-	-	-	-	(2,182)	(2,182)
2006 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,820)	(1,820)
Adoption of FRS 102	-	-	-	205	-	205
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	-	-	(202)	-	-	(202)
Balance at 31 March 2006	31,782	0	(36)	653	11,486	43,885

Balance at 1 January 2006						
As previously reported	9,096	22,660	8	620	12,081	44,465
Effect of adopting FRS 102	-	-	-	(12)	12	0
As restated	9,096	22,660	8	608	12,093	44,465
Transfer of Share Premium to Share Capital	22,660	(22,660)	-	-	-	0
Issue of shares (under Boardroom Share Option Scheme)	26	-	-	-	-	26
Net Profit for the period	-	-	-	-	1,213	1,213
2006 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,820)	(1,820)
Adoption of FRS 102	-	-	-	45	-	45
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	-	-	(44)	-	-	(44)
Balance at 31 March 2006	31,782	0	(36)	653	11,486	43,885

COMPANY	Share Capital S\$'000	Share Premium S\$'000	Exchange Translation Reserves S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
Balance at 1 July 2006	31,794	0	0	693	12,038	44,525
Issue of shares (under Boardroom Share Option Scheme)	374	-	-	-	-	374
Net Profit for the period	-	-	-	-	306	306
2006 final tax-exempt dividend of S\$0.018 per share	-	-	-	-	(3,280)	(3,280)
2007 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,832)	(1,832)
Share option expenses	-	-	-	(50)	-	(50)
Balance at 31 March 2007	32,168	0	0	643	7,232	40,043

Balance at 1 January 2007	31,968	0	0	643	8,963	41,574
Issue of shares (under Boardroom Share Option Scheme)	200	-	-	-	-	200
Net Profit for the period	-	-	-	-	101	101
2007 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,832)	(1,832)
Share option expenses	-	-	-	-	-	0
Balance at 31 March 2007	32,168	0	0	643	7,232	40,043

Balance at 1 July 2005						
As previously reported	7,233	13,468	-	-	10,007	30,708
Subsidiaries' share based payments transferred from Boardroom into subsidiaries' individual accounts.	-	-	-	-	263	263
Effect of adopting FRS 102	-	-	-	448	(448)	0
As restated	7,233	13,468	0	448	9,822	30,971
Transfer of Share Premium to Share Capital	13,468	(13,468)	-	-	-	0
Issue of shares (Rights Issue)	10,672	-	-	-	-	10,672
Issue of shares (under Boardroom Share Option Scheme)	409	-	-	-	-	409
Net Profit for the period	-	-	-	-	266	266
2005 final tax dividend of S\$0.004 per share less tax of 20% paid	-	-	-	-	(582)	(582)
2005 final tax-exempt dividend of S\$0.012 per share	-	-	-	-	(2,182)	(2,182)
2006 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,820)	(1,820)
Adoption of FRS 102	-	-	-	205	-	205
Balance at 31 March 2006	31,782	0	0	653	5,504	37,939

Balance at 1 January 2006						
As previously reported	9,096	22,660	0	620	6,968	39,344
Subsidiaries' share based payments transferred from Boardroom into subsidiaries' individual accounts.	-	-	-	-	263	263
Effect of adopting FRS 102	-	-	-	(12)	12	0
As restated	9,096	22,660	0	608	7,243	39,607
Transfer of Share Premium to Share Capital	22,660	(22,660)	-	-	-	0
Issue of shares (under Boardroom Share Option Scheme)	26	-	-	-	-	26
Net Profit for the period	-	-	-	-	81	81
2006 interim tax-exempt dividend of S\$0.01 per share	-	-	-	-	(1,820)	(1,820)
Adoption of FRS 102	-	-	-	45	-	45
Balance at 31 March 2006	31,782	0	0	653	5,504	37,939

- 1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During the financial period, a total of 597,000 ordinary shares were allotted pursuant to the exercise of share options granted under the Boardroom Share Option Scheme. This gave rise to an increase in the Company's share capital from \$31,967,928.75 as at 31 December 2006 to \$32,167,923.75 as at 31 March 2007.

As at 31 March 2007, there were 1,984,000 (as at 31 March 2006: 3,781,000) unissued ordinary shares under exercisable options granted and unexercised under the Boardroom Share Option Scheme.

- 2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

These figures have not been audited nor reviewed by the Company's auditors.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

Yes.

- 5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

Nil.

- 6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	GROUP	
	31 MAR 2007	31 MAR 2006
Earnings per ordinary share for the period after deducting any provision for preference dividends :-		
(a) Based on weighted average number of ordinary shares on issue; and	3.27 cents	3.02 cents
(b) On a fully diluted basis	3.26 cents	3.00 cents

Notes:

- The earnings per share is calculated based on the profit after tax on the weighted average number of shares in issue of 182,365,802 (31 March 2006 – 179,437,954).
- The diluted earnings per share is calculated based on the profit after tax on the number of shares in issue adjusted for the effect of dilutive potential ordinary shares. The total number of shares amounted to 182,852,003 (31 March 2006 – 180,222,606).

7. **Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:**
(a) current financial period reported on; and
(b) immediately preceding financial year.

	GROUP		COMPANY	
	31 MAR 2007	30 JUN 2006	31 MAR 2007	30 JUN 2006
Net asset value per ordinary share based on issued share capital at the end of the period reported on	26.64 cents	26.82 cents	21.87 cents	24.46 cents

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**
(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Revenue

Total revenues increased by 12.9% and 6.6% for 3Q07 and the nine months ended 31 March 2007 respectively, as compared to the corresponding periods last year.

For 3Q07 and the nine months ended 31 March 2007, the Corporate Secretarial business increased by 8.3% and 1.7% respectively due mainly to the increased level of corporate activities in Singapore in 3Q07.

For 3Q07 and the nine months ended 31 March 2007, the Share Registration business increased by 40.6% and 18.5% respectively due mainly to the increased number of clients and their higher level of corporate activities.

For 3Q07 and the nine months ended 31 March 2007, the Accounting business increased by 10.2% and 8.4% respectively due mainly to the increased number of clients and additional assignments awarded.

Expenses

For 3Q07 and the nine months ended 31 March 2007, staff costs increased by 10.9% and 7.1% respectively due mainly to additional staff recruited to support the increased business and for the setting up of new corporate services business commenced in November 2006, and a one-off contractual cum ex-gratia payment to our former Chief Executive Officer in September 2006 upon his departure.

For 3Q07, operating expenses increased by 37.2% as compared to 3Q06 due mainly to the increase in rental rate and the relocation expenses incurred resulted from the relocation of our Singapore office effective 1 January 2007.

For the nine months ended 31 March 2007, operating expenses increased by 35.7% as compared to the corresponding period last year due mainly to the provision of bad and doubtful debts of \$190,000 for the current period against a write-back of such provision of \$251,000 for the nine months ended 31 March 2006, the increase in rental and relocation expenses, a one-off cost of approximately \$80,000 was incurred on the Mandatory Conditional Offer for our Company by Salacca Pte Ltd in September 2006. Excluding the above factors, the operating expenses were comparable to those of the corresponding periods last year.

Loss on foreign exchange

The foreign currency translation loss for 3Q06 and nine months ended 31 March 2006 due mainly to the strengthening of the Singapore dollar against the Hong Kong dollar on amount owing by our Hong Kong subsidiary. However, for 3Q07 and nine months ended 31 March 2007, such foreign currency translation loss arising was recorded directly to the exchange translation reserve as a result of the capitalization of the amount owing by our Hong Kong subsidiary.

Income derived from Associated Company

No income was derived from any associated company for 3Q07 and the nine months ended 31 March 2007 following the disposal last May of our equity interest in Talent Shanghai Inc., Ltd, the only associated company that was income yielding.

Income Tax

The decrease in income tax for 3Q07 and the nine months ended 31 March 2007 was due to the reduction of Singapore corporate tax rate.

Profit after tax

For 3Q07 and the nine months ended 31 March 2007, profit after tax increased by 71.6% and 10.1% respectively, as compared to the corresponding periods last year. For comparison purposes, after adjusting the financial impacts for certain one-off and non-recurring costs, the significant write-back of provision for bad and doubtful debts, loss on foreign exchange and the absence of income derived from a former associated company as narrated above, our profit after tax would have increased by 25% and 14% for 3Q07 and the nine months ended 31 March 2007 respectively, as compared to the corresponding periods last year.

Interest in Subsidiaries/Loans to Subsidiaries

Interest in Subsidiaries increased by \$19.8 million from \$5.4 million as at 30 June 2006 to \$25.2 million and loans to Subsidiaries decreased by \$20.9 million from \$27.3 million as at 30 June 2006 to \$6.4 million. This was due to the Company subscribing for an additional 99,999,999 shares of HK\$1 each at par in its wholly-owned Hong Kong subsidiary. In addition, our Hong Kong subsidiary repaid \$1.1 million to the Company.

Exchange translation reserves

The foreign currency translation loss of \$1.2 million was due to the exchange translation difference arising from financial statements of foreign subsidiaries mainly attributed from the strengthening of the Singapore dollar against the Hong Kong dollar.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Growth in revenue is expected to trend in line with the positive economic and business outlook in the Asia Pacific Region. The recently established Corporate Services which offers specialist consultancy in corporate communication and investor relations, is expected to contribute to our growth, albeit modestly to begin with.

Costs will continue to come under pressure due to the tight labour market for experienced and qualified staff, and increasing rental rates in all the three operating locations. The year ahead will continue to be a challenge as we envisage increasing operating costs. Management will be vigilant and cost conscious to ensure that we remain competitive in the way we serve our clients.

As disclosed in our announcement dated 4 May 2007, Boardroom Limited has entered into a subscription agreement to subscribe for 3,600,000 ordinary shares of A\$1.00 each at par value representing 33.33 per cent. interest in Newreg Pty Ltd ("Newreg") for A\$3.6 million (equivalent to approximately S\$4.5 million). Newreg was incorporated in Melbourne, Australia for the purpose of acquiring 100 per cent. interest in Registries Limited. This venture is expected to have a positive impact on our performance in the longer term. Also, it is in line with our growth strategy and to increase our geographical presence.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? No

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? No

12. Negative Assurance on Interim Financial Results

The Board of Directors hereby confirm that, to the best of their knowledge, nothing has come to their attention which may render the interim financial results for the third quarter ended 31 March 2007 to be false or misleading.

BY ORDER OF THE BOARD

Tan Cher Liang
Managing Director
8 May 2007