

BOARDROOM LIMITED

(Registration No. 200003902Z)

SECOND QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 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 | | % |
| | 2nd Qtr 1 Oct 2007 to 31 Dec 2007 | 2nd Qtr 1 Oct 2006 to 31 Dec 2006 | Increase/ (Decrease) | Year to Date 1 Jul 2007 to 31 Dec 2007 | Year to Date 1 Jul 2006 to 31 Dec 2006 | Increase/ (Decrease) |
| Corporate Secretarial Fees | 5,056 | 4,682 | 8.0% | 8,991 | 8,461 | 6.3% |
| Share Registration Fees | 1,358 | 1,013 | 34.1% | 2,499 | 1,819 | 37.4% |
| Accountancy Fees | 2,980 | 2,227 | 33.8% | 5,770 | 4,595 | 25.6% |
| Others | 327 | 205 | 59.5% | 688 | 329 | 109.1% |
| Total Revenues | 9,721 | 8,127 | 19.6% | 17,948 | 15,204 | 18.0% |
| Other income | 161 | 173 | -6.9% | 284 | 346 | -17.9% |
| Staff Costs | (4,708) | (3,875) | 21.5% | (9,133) | (7,676) | 19.0% |
| Operating Expenses | (1,195) | (1,224) | -2.4% | (2,511) | (2,451) | 2.4% |
| Interest on Borrowings | 0 | 0 | NM | 0 | 0 | NM |
| Depreciation and Amortisation | (180) | (123) | 46.3% | (335) | (244) | 37.3% |
| Impairment of Goodwill | (125) | (147) | -15.0% | (250) | (294) | -15.0% |
| Loss on Foreign Exchange | (29) | 145 | NM | (124) | 21 | NM |
| | 3,645 | 3,076 | 18.5% | 5,879 | 4,906 | 19.8% |
| Income derived from Associate Company | 253 | 0 | NM | 335 | 0 | NM |
| Gain from Partial Dilution of Associate | 2 | 0 | NM | 94 | 0 | NM |
| Profit Before Tax | 3,900 | 3,076 | 26.8% | 6,308 | 4,906 | 28.6% |
| Less: Income Tax | (816) | (587) | 39.0% | (1,492) | (1,030) | 44.9% |
| Profit After Tax | 3,084 | 2,489 | 23.9% | 4,816 | 3,876 | 24.3% |

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 DEC 2007 | 30 JUN 2007 | 31 DEC 2007 | 30 JUN 2007 |
| NON-CURRENT ASSETS | | | | | |
| Property, Plant & Equipment | | 1,755 | 1,351 | 240 | 190 |
| Computer Software | | 216 | 227 | 166 | 184 |
| Interest in Subsidiaries | | 0 | 0 | 25,156 | 25,161 |
| Interest in Associate | | 4,899 | 4,571 | 4,534 | 4,534 |
| Intangible Assets | 1 | 28,396 | 29,946 | 0 | 0 |
| | | 35,266 | 36,095 | 30,096 | 30,069 |
| CURRENT ASSETS | | | | | |
| Trade Receivables | | 8,239 | 8,787 | 0 | 0 |
| Unbilled Disbursements | | 216 | 145 | 0 | 0 |
| Other Receivables | | 1,224 | 1,124 | 837 | 1,035 |
| Loans to Subsidiaries | | 0 | 0 | 6,486 | 6,395 |
| Amount due from Subsidiaries (non-trade) | | 0 | 0 | 1,886 | 2,706 |
| Cash & Cash Equivalents | | 15,319 | 15,664 | 11,339 | 9,410 |
| | | 24,998 | 25,720 | 20,548 | 19,546 |
| HELD UNDER TRUST | | | | | |
| Clients' Bank Accounts - contra | 2 | 14,340 | 13,612 | 0 | 0 |
| Clients' Ledger Balances - contra | 2 | (14,340) | (13,612) | 0 | 0 |
| | | 0 | 0 | 0 | 0 |
| Less: | | | | | |
| CURRENT LIABILITIES | | | | | |
| Trade Payables | | 4,244 | 4,638 | 559 | 683 |
| Disbursements Billed in Advance | | 0 | 0 | 0 | 0 |
| Other Payables | | 88 | 28 | 0 | 0 |
| Amount owing to Subsidiaries (non-trade) | | 0 | 0 | 4,682 | 1,476 |
| Excess of Progress Billings over Work-In-Progress | | 1,385 | 2,014 | 0 | 0 |
| Provision for Taxation | | 1,464 | 2,387 | 0 | 0 |
| | | 7,181 | 9,067 | 5,241 | 2,159 |
| Net Current Assets | | 17,817 | 16,653 | 15,307 | 17,387 |
| Deferred Taxation | | (132) | (132) | (74) | (74) |
| NET ASSETS | | 52,951 | 52,616 | 45,329 | 47,382 |
| FINANCED BY: | | | | | |
| Share Capital | | 32,312 | 32,223 | 32,312 | 32,223 |
| Reserves | | 20,639 | 20,393 | 13,017 | 15,159 |
| SHAREHOLDERS' INTEREST | | 52,951 | 52,616 | 45,329 | 47,382 |

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 31/12/2007 | | As at 30/06/2007 | |
|------------------|-----------|------------------|-----------|
| Secured | Unsecured | Secured | Unsecured |
| S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| NIL | NIL | NIL | NIL |

Amount repayable after one year

| As at 31/12/2007 | | As at 30/06/2007 | |
|------------------|-----------|------------------|-----------|
| 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 | | | |
| | 2nd Qtr 1 Oct 2007 to 31 Dec 2007 | 2nd Qtr 1 Oct 2006 to 31 Dec 2006 | Year to Date 1 Jul 2007 to 31 Dec 2007 | Year to Date 1 Jul 2006 to 31 Dec 2006 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Profit Before Tax | 3,900 | 3,076 | 6,308 | 4,906 |
| Adjustments for: | | | | |
| - Depreciation of Property, Plant and Equipment | 167 | 110 | 309 | 218 |
| - Loss from Disposal of Property, Plant and Equipment | 0 | 64 | 0 | 64 |
| - Amortisation of Intangible Assets | 13 | 13 | 26 | 26 |
| - Impairment of Intangible Assets | 125 | 147 | 250 | 294 |
| - Exchange Difference | 64 | (305) | 164 | (128) |
| - Interest Income | (87) | (113) | (166) | (233) |
| - Share Based Payment | (5) | 11 | (5) | (50) |
| - Income derived from Associate Company | (253) | 0 | (335) | 0 |
| - Gain from Partial Dilution of Associate | (2) | 0 | (94) | 0 |
| Operating Profit Before Working Capital Changes | 3,922 | 3,003 | 6,457 | 5,097 |
| Decrease / (Increase) in Operating Receivables | 497 | (189) | 293 | (483) |
| Increase / (Decrease) in Operating Payables | 79 | 246 | (289) | (595) |
| Decrease in Excess of Progress Billings over Work-In-Progress | (1,298) | (1,669) | (541) | (552) |
| Cash Generated from Operations | 3,200 | 1,391 | 5,920 | 3,467 |
| Payment of Income Tax | (2,105) | (742) | (2,258) | (928) |
| Net Cash Generated from Operating Activities | 1,095 | 649 | 3,662 | 2,539 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Acquisition of Property, Plant and Equipment | (377) | (58) | (718) | (104) |
| Acquisition of Computer Software | 0 | (19) | (14) | (19) |
| Proceeds from Disposal of Property, Plant and Equipment | 0 | 5 | 0 | 5 |
| Interest Received | 72 | 173 | 145 | 273 |
| Net Cash (Used in) / Generated from Investing Activities | (305) | 101 | (587) | 155 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from Exercise of Employee Share Options | 23 | 146 | 89 | 174 |
| Dividends Paid | (3,304) | (3,280) | (3,304) | (3,280) |
| Net Cash (Used in) / Generated from Financing Activities | (3,281) | (3,134) | (3,215) | (3,106) |
| Net (Decrease) / Increase in Cash and Cash Equivalents | (2,491) | (2,384) | (140) | (412) |
| Cash and Cash Equivalents at beginning | 17,926 | 18,245 | 15,664 | 16,289 |
| Exchange (Loss) / Gain Arising from Translation of Foreign Currency Cash & Cash Equivalents | (116) | (44) | (205) | (60) |
| CASH AND CASH EQUIVALENTS AT END (31 DECEMBER) | 15,319 | 15,817 | 15,319 | 15,817 |

- 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 2007 | 32,223 | 0 | (1,100) | 639 | 20,854 | 52,616 |
| Issue of shares (under Boardroom Share Option Scheme) | 66 | - | - | - | - | 66 |
| Net Profit for the period | - | - | - | - | 1,732 | 1,732 |
| Share option expenses | - | - | - | 0 | - | 0 |
| Exchange translation difference arising from financial statements of foreign subsidiaries and associate company | - | - | (482) | - | - | (482) |
| Balance at 30 September 2007 | 32,289 | 0 | (1,582) | 639 | 22,586 | 53,932 |
| Issue of shares (under Boardroom Share Option Scheme) | 23 | - | - | - | - | 23 |
| Net Profit for the period | - | - | - | - | 3,084 | 3,084 |
| Adjustment of overseas subsidiaries' prior year retained earnings | - | - | - | - | 21 | 21 |
| 2007 final tax-exempt dividend of S\$0.018 per share | - | - | - | - | (3,304) | (3,304) |
| Share option expenses | - | - | - | (5) | - | (5) |
| Exchange translation difference arising from financial statements of foreign subsidiaries and associate company | - | - | (800) | - | - | (800) |
| Balance at 31 December 2007 | 32,312 | 0 | (2,382) | 634 | 22,387 | 52,951 |

| | | | | | | |
|---|--------|---|-------|------|---------|---------|
| Balance at 1 July 2006 | 31,794 | 0 | (112) | 693 | 16,441 | 48,816 |
| Issue of shares (under Boardroom Share Option Scheme) | 28 | - | - | - | - | 28 |
| Net Profit for the period | - | - | - | - | 1,387 | 1,387 |
| Share option expenses | - | - | - | (61) | - | (61) |
| Exchange translation difference arising from financial statements of foreign subsidiaries and associate company | - | - | (44) | - | - | (44) |
| Balance at 30 September 2006 | 31,822 | 0 | (156) | 632 | 17,828 | 50,126 |
| Issue of shares (under Boardroom Share Option Scheme) | 146 | - | - | - | - | 146 |
| Net Profit for the period | - | - | - | - | 2,489 | 2,489 |
| 2006 final tax-exempt dividend of S\$0.018 per share | - | - | - | - | (3,280) | (3,280) |
| Share option expenses | - | - | - | 11 | - | 11 |
| Exchange translation difference arising from financial statements of foreign subsidiaries and associate company | - | - | (809) | - | - | (809) |
| Balance at 31 December 2006 | 31,968 | 0 | (965) | 643 | 17,037 | 48,683 |

| 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 2007 | 32,223 | 0 | 0 | 639 | 14,520 | 47,382 |
| Issue of shares (under Boardroom Share Option Scheme) | 66 | - | - | - | - | 66 |
| Net Profit for the period | - | - | - | - | 1,241 | 1,241 |
| Share option expenses | - | - | - | 0 | - | 0 |
| Balance at 30 September 2007 | 32,289 | 0 | 0 | 639 | 15,761 | 48,689 |
| Issue of shares (under Boardroom Share Option Scheme) | 23 | - | - | - | - | 23 |
| Net Profit for the period | - | - | - | - | (74) | (74) |
| 2007 final tax-exempt dividend of S\$0.018 per share | - | - | - | - | (3,304) | (3,304) |
| Share option expenses | - | - | - | (5) | - | (5) |
| Balance at 31 December 2007 | 32,312 | 0 | 0 | 634 | 12,383 | 45,329 |

| | | | | | | |
|---|--------|---|---|------|---------|---------|
| Balance at 1 July 2006 | 31,794 | 0 | 0 | 693 | 12,038 | 44,525 |
| Issue of shares (under Boardroom Share Option Scheme) | 28 | - | - | - | - | 28 |
| Net Profit for the period | - | - | - | - | 108 | 108 |
| Share option expenses | - | - | - | (61) | - | (61) |
| Balance at 30 September 2006 | 31,822 | 0 | 0 | 632 | 12,146 | 44,600 |
| Issue of shares (under Boardroom Share Option Scheme) | 146 | - | - | - | - | 146 |
| Net Profit for the period | - | - | - | - | 97 | 97 |
| 2006 final tax-exempt dividend of S\$0.018 per share | - | - | - | - | (3,280) | (3,280) |
| Share option expenses | - | - | - | 11 | - | 11 |
| Balance at 31 December 2006 | 31,968 | 0 | 0 | 643 | 8,963 | 41,574 |

- 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 73,000 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 \$32,288,878.75 as at 30 September 2007 to \$32,311,758.75 as at 31 December 2007.

As at 31 December 2007, there were 1,282,000 (as at 31 December 2006: 2,581,000) 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 DEC 2007 | 31 DEC 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 | 2.63 cents | 2.13 cents |
| (b) On a fully diluted basis | 2.62 cents | 2.12 cents |

Notes:

- The earnings per share is calculated based on the profit after tax on the weighted average number of shares in issue of 183,443,499 (31 December 2006 – 182,181,081).
- 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 183,859,582 (31 December 2006 – 182,853,314).

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 DEC 2007 | 30 JUN 2007 | 31 DEC 2007 | 30 JUN 2007 |
| Net asset value per ordinary share based on issued share capital at the end of the period reported on | 28.85 cents | 28.71 cents | 24.69 cents | 25.85 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

Group revenue for the three months ended 31 December 2007 ("2Q08") was \$9.7 million, an increase of 19.6% compared to the same period the year before. Revenue for the six months ended 31 December 2007 ("1H08") rose 18.0% to \$17.9 million.

The increase in revenue was driven by a growth in the number of clients across all of the Group's various business units.

Staff Cost

Overall staff cost registered a 21.5% and 19% increase in 2Q08 and 1H08 respectively, mainly due to wage adjustments across the board, as well as to headcount addition needed to support the overall increase in business activity.

Operating Expenses

Operating expenses for 2Q08 registered a 2.4% decline compared to 2Q07 due largely to a \$121,000 writeback on provision for bad and doubtful debts, versus a provisional charge of \$90,000 in 2Q07. These mitigating factors together with lower professional charges incurred, ameliorated inflationary pressures brought on by increased business and rental expenses. The net result is a marginal 2.4% increase in 1H08 operating expenses compared with 1H07 despite a significant increase in business volume.

Foreign Exchange

The foreign exchange translation loss was due to the continued appreciation of the Singapore currency against the Hong Kong dollar and Malaysian ringgit.

Income Derived From Associate Company

Income derived from associate company of approximately \$0.34 million in 1H08 was due to contribution from Newreg Pty Limited. The Group's equity stake in this associate company was subsequently diluted with the addition of a new shareholder, and this resulted in the Group recording a gain of \$94,000 from partial dilution of the said company.

Income Tax

The effective income tax for 2Q08 and 1H08 were higher, due largely to an under-provision of income tax in the previous years.

Profit After Tax

In view of the above, Group profit after tax for 2Q08 registered an increase of 23.9% to \$3.1 million, while that for 1H08 rose 24.3% to \$4.8 million compared to 2Q07 and 1H07 respectively.

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.

The increase in the number of clients secured over the past six months should help drive the growth in the Group revenue going forward.

In addition, the Group expects an increase in new listings on the Singapore Exchange, following the latter's revamp of its junior board to make it easier for companies to be listed on the said Exchange. This should translate into more business opportunities for various divisions within the Boardroom group of companies.

The Group's investment in its associate company, Newreg Pty Ltd, should continue to contribute positively for the financial year.

Nevertheless, operating cost for the Group, particularly staff cost and office rental, is expected to rise in view of the current inflationary environment.

Barring any unforeseen circumstances, the Group expects FY08 to be another profitable year.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? Yes

| | |
|--------------------------------------|-----------------------------|
| Name of Dividend | Interim Tax Exempt Dividend |
| Dividend Type | Cash |
| Dividend Amount per Share (in cents) | 1.1 cent per ordinary share |
| Tax Rate | Tax-exempt one-tier |

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

| | |
|--------------------------------------|-----------------------------|
| Name of Dividend | Interim Tax Exempt Dividend |
| Dividend Type | Cash |
| Dividend Amount per Share (in cents) | 1 cent per ordinary share |
| Tax Rate | Tax-exempt one-tier |

(c) Date payable

10 March 2008

(d) Books closure date

Notice is hereby given that the Register of Members and Register of Transfer Books of the Company will be closed on 21 February 2008 for the purpose of determining shareholders' entitlements to dividends.

Registrable Transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 3 Church Street, #08-01 Samsung Hub, Singapore 049483 up to 5.00pm on 20 February 2008 will be registered before entitlements to the dividend are determined.

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 second quarter ended 31 December 2007 to be false or misleading.

BY ORDER OF THE BOARD

Tan Cher Liang
Managing Director
1 February 2008