

DISPOSAL OF AN ASSOCIATE, NEWREG PTY LTD

Introduction

The Board of Directors of Boardroom Limited (“**Boardroom**” or the “**Company**”) wishes to announce that the company has on 22 December 2009 entered into a Share Sale Agreement (“**SSA**”) with Link Market Services Limited (the “**Purchaser**”) to dispose its entire 33.33 per cent. interest in Newreg Pty Ltd (“**Newreg**”) for a cash consideration of approximately A\$14.4 million (approximately S\$18 million).

On 3 May 2007, Boardroom had entered into a subscription agreement with 3 other parties pursuant to which Boardroom subscribed for 33.33 per cent interest in Newreg, an investment holding company incorporated in Melbourne, Australia on 26 April 2007, for the purpose of acquiring 100.0 per cent interest in Registries Limited (“**Registries**”). Registries which commenced operations in 1983 offers a selection of services including IPO processing, ongoing registry management for listed entities, unlisted unit trusts, as well as processing and logistical support for all types of corporate actions including annual general meetings.

Consideration

The consideration was negotiated at arm’s length and on a “willing buyer willing seller” basis between the parties and shall be paid by the Purchaser in a manner prescribed in the SSA. Based on the unaudited financial statements of Newreg for the 3 months ended 30 September 2009, the consideration represented a premium of approximately 156.2 per cent of the book value of the entire 33.33 per cent interest in Newreg.

Based on the unaudited financial statements of the Company and its subsidiaries (the “**Group**”) for the 3 months ended 30 September 2009, the Group expects to record a gain of approximately S\$12.0 million upon the completion of the disposal of Newreg.

Material Terms and Conditions of the Disposal of Newreg

The disposal of Newreg is subject to the following terms and conditions:

- a) The Purchaser has received written advice from the Australian Competition and Consumer Commission stating or to the effect that it has no objection to, or does not propose to take any action in respect of the proposed acquisition; and
- b) The Company has received written consent from the landlord to the change in control of Registries.

Financial Effects

The above disposal of Newreg will have a positive effect on the consolidated net tangible assets and consolidated earnings per share of the Group for the year ending 30 June 2010.

Effect on Net Tangible Assets

Assuming that the disposal of Newreg was completed and to be effected on 30 June 2009, the net tangible assets per share of the Group would be improved from 18.0 cents to 24.8 cents for the financial year ended 30 June 2009.

Effect on Earnings Per Share

Assuming that the disposal of Newreg was completed and to be effected on 1 July 2008, the basic earnings per share of the Company of 5.4 cents for the financial year ended 30 June 2009 would be increased to 11.8 cents.

Relative Figures

The net asset value of the assets to be disposed of, compared with the group's net asset value	12.3 %
The net profits attributable to the assets disposed of, compared with the group's net profits	5.3 %
The aggregate value of the consideration received, compared with the issuer's market capitalization	16.5 %
The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	N/A

Rationale

The disposal of Newreg will enable the Group to unlock the value of Newreg and enable it to re-deploy the resources as the net sale proceeds will be used to look for other opportunities in the Asia Pacific region and to further develop our core business of corporate secretarial and accounting outsourcing.

Interests of Director's or Controlling Shareholders

Solanum Investment Pte Ltd ("**Solanum**") which holds a 16.67 per cent interest in Newreg is a party to the SSA. Solanum is a wholly-owned subsidiary of G K Goh Holdings Limited ("**GKGH**"), a controlling shareholder of Boardroom. Messrs Goh Geok Khim and Goh Yew Lin who are directors and deemed controlling shareholders of Boardroom, are also directors and controlling shareholders of GKGH.

Save for the above, none of the other directors or controlling shareholders of the Company have any direct interests or deemed interests in the above transaction

Documents for Inspection

A copy of the SSA is available for inspection at the registered office of the Company at 3 Church Street #08-01 Samsung Hub, Singapore 049483 during office hours for 3 months from the date of this announcement.

By Order of the Board
Tan San-Ju
Company Secretary