

**BOARDROOM LIMITED**  
(Registration No. 200003902Z)

**THIRD QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 31 MARCH 2010**

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

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

**STATEMENT OF COMPREHENSIVE INCOME**

	GROUP					
	S\$'000		%	S\$'000		%
	3rd Qtr 1 Jan 2010 to 31 Mar 2010	3rd Qtr 1 Jan 2009 to 31 Mar 2009	Increase/ (Decrease)	Year to Date 1 Jul 2009 to 31 Mar 2010	Year to Date 1 Jul 2008 to 31 Mar 2009	Increase/ (Decrease)
Corporate Secretarial Fees	3,530	4,299	-17.9%	11,698	12,852	-9.0%
Share Registration Fees	1,160	951	22.0%	4,366	3,298	32.4%
Accountancy Fees	3,104	3,392	-8.5%	8,091	9,067	-10.8%
Others	201	192	4.7%	574	680	-15.6%
<b>Total Revenue</b>	<b>7,995</b>	<b>8,834</b>	<b>-9.5%</b>	<b>24,729</b>	<b>25,897</b>	<b>-4.5%</b>
Other income	89	80	11.3%	348	319	9.1%
Staff Cost	(4,584)	(4,411)	3.9%	(13,419)	(13,620)	-1.5%
Operating Expenses	(2,113)	(1,530)	38.1%	(4,986)	(4,319)	15.4%
Depreciation and Amortisation	(161)	(208)	-22.6%	(561)	(618)	-9.2%
Impairment of Goodwill	0	(75)	NM	(82)	(225)	-63.6%
Gain on Foreign Exchange	279	34	NM	258	22	NM
	<b>1,505</b>	<b>2,724</b>	<b>-44.8%</b>	<b>6,287</b>	<b>7,456</b>	<b>-15.7%</b>
Share of Associate's Result	306	122	150.8%	1,255	680	84.6%
<b>Profit Before Tax</b>	<b>1,811</b>	<b>2,846</b>	<b>-36.4%</b>	<b>7,542</b>	<b>8,136</b>	<b>-7.3%</b>
Less: Income Tax	(235)	(537)	-56.2%	(1,033)	(1,462)	-29.3%
<b>Profit After Tax</b>	<b>1,576</b>	<b>2,309</b>	<b>-31.7%</b>	<b>6,509</b>	<b>6,674</b>	<b>-2.5%</b>
<b>Other Comprehensive Income</b>						
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	46	1,432	-96.8%	(531)	2,464	NM
<b>Total Comprehensive Income for the Period</b>	<b>1,622</b>	<b>3,741</b>	<b>-56.6%</b>	<b>5,978</b>	<b>9,138</b>	<b>-34.6%</b>

NM: Not Meaningful

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

**STATEMENT OF FINANCIAL POSITION**

	Note	GROUP		COMPANY	
		S\$'000		S\$'000	
		31 MAR 2010	30 JUN 2009	31 MAR 2010	30 JUN 2009
<b>NON-CURRENT ASSETS</b>					
Property, Plant & Equipment		2,349	1,281	539	114
Computer Software		165	200	93	114
Interest in Subsidiaries		0	0	25,156	25,156
Interest in Associate		8,973	7,535	6,418	6,418
Intangible Assets	1	27,494	28,116	0	0
		<b>38,981</b>	<b>37,132</b>	<b>32,206</b>	<b>31,802</b>
<b>CURRENT ASSETS</b>					
Trade Receivables		7,613	7,517	0	0
Unbilled Disbursements		61	77	0	0
Other Receivables		3,083	1,217	2,751	2,205
Loans to Subsidiaries		0	0	6,375	6,375
Amount due from Subsidiaries (non-trade)		0	0	1,419	1,080
Cash & Cash Equivalents		22,523	23,739	14,610	19,143
		<b>33,280</b>	<b>32,550</b>	<b>25,155</b>	<b>28,803</b>
Less:					
<b>CURRENT LIABILITIES</b>					
Trade Payables		6,381	4,800	1,217	971
Disbursements Billed in Advance		64	26	0	0
Other Payables		100	117	0	0
Amount owing to Subsidiaries (non-trade)		0	0	4,484	2,591
Excess of Progress Billings over Work-In-Progress		2,782	1,503	0	0
Provision for Taxation		895	1,765	0	0
		<b>10,222</b>	<b>8,211</b>	<b>5,701</b>	<b>3,562</b>
Net Current Assets		23,058	24,339	19,454	25,241
Deferred Taxation		(117)	(115)	(47)	(47)
<b>NET ASSETS</b>		<b>61,922</b>	<b>61,356</b>	<b>51,613</b>	<b>56,996</b>
<b>FINANCED BY:</b>					
Share Capital		32,572	32,458	32,572	32,458
Reserves		29,350	28,898	19,041	24,538
<b>SHAREHOLDERS' INTEREST</b>		<b>61,922</b>	<b>61,356</b>	<b>51,613</b>	<b>56,996</b>

**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. The decrease in intangible assets due mainly to the foreign currency translation loss arising from the appreciation of the Singapore Dollar against the Hong Kong Dollar.

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

As at 31/03/2010		As at 30/06/2009	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	NIL	NIL	NIL

**Amount repayable after one year**

As at 31/03/2010		As at 30/06/2009	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	NIL	NIL	NIL

**Details of any collateral**

NIL

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

**CONSOLIDATED STATEMENT OF CASH FLOWS**

	GROUP			
	S\$'000			
	3rd Qtr 1 Jan 2010 to 31 Mar 2010	3rd Qtr 1 Jan 2009 to 31 Mar 2009	Year to Date 1 Jul 2009 to 31 Mar 2010	Year to Date 1 Jul 2008 to 31 Mar 2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit Before Tax	1,811	2,846	7,542	8,136
Adjustments for:				
- Depreciation of Property, Plant and Equipment	145	194	511	576
- Loss from Disposal of Property, Plant and Equipment	285	0	285	0
- Amortisation of Intangible Assets	16	14	50	42
- Impairment of Goodwill	0	75	82	225
- Exchange Difference	(246)	(5)	(226)	(1)
- Interest Income	(61)	(68)	(226)	(212)
- Income derived from Associate Company	(306)	(122)	(1,255)	(680)
Operating Profit Before Working Capital Changes	1,644	2,934	6,763	8,086
(Increase) / Decrease in Operating Receivables	(524)	(110)	(2,082)	1,587
Increase / (Decrease) in Operating Payables	2,566	804	1,610	(1,210)
Increase in Excess of Progress Billings over Work-In-Progress	1,130	1,215	1,302	815
Cash Generated from Operations	4,816	4,843	7,593	9,278
Payment of Income Tax	(511)	(812)	(1,814)	(2,241)
<b>Net Cash Generated from Operating Activities</b>	<b>4,305</b>	<b>4,031</b>	<b>5,779</b>	<b>7,037</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisition of Property, Plant and Equipment	(1,829)	(9)	(1,860)	(97)
Acquisition of Computer Software	0	0	(15)	(30)
Interest Received	126	73	249	172
<b>Net Cash (Used in) / Generated from Investing Activities</b>	<b>(1,703)</b>	<b>64</b>	<b>(1,626)</b>	<b>45</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from Exercise of Employee Share Options	5	0	114	38
Dividends Paid	(1,841)	(1,839)	(5,526)	(5,335)
<b>Net Cash Used in Financing Activities</b>	<b>(1,836)</b>	<b>(1,839)</b>	<b>(5,412)</b>	<b>(5,297)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>766</b>	<b>2,256</b>	<b>(1,259)</b>	<b>1,785</b>
Cash and Cash Equivalents at beginning	21,656	18,775	23,739	19,155
Exchange Gain Arising from Translation of Foreign Currency Cash & Cash Equivalents	101	105	43	196
<b>CASH AND CASH EQUIVALENTS AT END (31 MARCH)</b>	<b>22,523</b>	<b>21,136</b>	<b>22,523</b>	<b>21,136</b>

- 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.

#### STATEMENT OF CHANGES IN EQUITY

GROUP	Share Capital S\$'000	Exchange Translation Reserve S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
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Balance at 1 July 2009	32,458	(2,150)	634	30,414	61,356
Total Comprehensive Income for the period	-	(577)	-	4,933	4,356
Issue of shares (under Boardroom Share Option Scheme)	109	-	-	-	109
2009 final tax-exempt dividend of S\$0.020 per share	-	-	-	(3,685)	(3,685)
Balance at 31 December 2009	32,567	(2,727)	634	31,662	62,136
Total Comprehensive Income for the period	-	46	-	1,576	1,622
Issue of shares (under Boardroom Share Option Scheme)	5	-	-	-	5
2010 interim tax-exempt dividend of S\$0.010 per share	-	-	-	(1,841)	(1,841)
Balance at 31 March 2010	32,572	(2,681)	634	31,397	61,922

Balance at 1 July 2008	32,420	(3,726)	634	25,815	55,143
Total Comprehensive Income for the period	-	1,032	-	4,365	5,397
Issue of shares (under Boardroom Share Option Scheme)	38	-	-	-	38
2008 final tax-exempt dividend of S\$0.019 per share	-	-	-	(3,496)	(3,496)
Balance at 31 December 2008	32,458	(2,694)	634	26,684	57,082
Total Comprehensive Income for the period	-	1,432	-	2,309	3,741
Issue of shares (under Boardroom Share Option Scheme)	0	-	-	-	0
2009 interim tax-exempt dividend of S\$0.010 per share	-	-	-	(1,839)	(1,839)
Balance at 31 March 2009	32,458	(1,262)	634	27,154	58,984

COMPANY	Share Capital S\$'000	Exchange Translation Reserve S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
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Balance at 1 July 2009	32,458	0	634	23,904	56,996
Total Comprehensive Income for the period	-	-	-	(59)	(59)
Issue of shares (under Boardroom Share Option Scheme)	109	-	-	-	109
2009 final tax-exempt dividend of S\$0.020 per share	-	-	-	(3,685)	(3,685)
Balance at 31 December 2009	32,567	0	634	20,160	53,361
Total Comprehensive Income for the period	-	-	-	88	88
Issue of shares (under Boardroom Share Option Scheme)	5	-	-	-	5
2010 interim tax-exempt dividend of S\$0.010 per share	-	-	-	(1,841)	(1,841)
Balance at 31 March 2010	32,572	0	634	18,407	51,613

Balance at 1 July 2008	32,420	0	634	17,845	50,899
Total Comprehensive Income for the period	-	-	-	2,307	2,307
Issue of shares (under Boardroom Share Option Scheme)	38	-	-	-	38
2008 final tax-exempt dividend of S\$0.019 per share	-	-	-	(3,496)	(3,496)
Balance at 31 December 2008	32,458	0	634	16,656	49,748
Total Comprehensive Income for the period	-	-	-	7,762	7,762
Issue of shares (under Boardroom Share Option Scheme)	0	-	-	-	0
2008 final tax-exempt dividend of S\$0.019 per share	-	-	-	(1,839)	(1,839)
Balance at 31 March 2009	32,458	0	634	22,579	55,671

**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 well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, 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 15,000 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 \$32,566,893.75 as at 31 December 2009 to \$32,572,078.75 as at 31 March 2010.

As at 31 March 2010, there were 555,000 (as at 31 March 2009: 838,000) unissued ordinary shares under exercisable options granted and unexercised under the Boardroom Share Option Scheme. There were no shares held as treasury shares as at 31 March 2010 and 31 March 2009.

**1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

The total number of issued shares excluding treasury shares as at 31 March 2010 was 184,230,250 and as at 30 June 2009 was 183,947,250.

**1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

Nil.

**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.**

**Interpretations and amendments to published standards effective in 2009**

On 1 July 2009, the Group adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application from their effective dates. The following are the new or amended FRS and INT FRS that are relevant to the Group:-

		Effective Date
FRS 1 (Revised)	Presentation of Financial Statements - Revised Presentation	01.01.2009
FRS 2 (Revised)	Inventories	01.01.2009
FRS 7 (Amendment)	Cash Flow Statements	01.01.2009
FRS 8 (Revised)	Accounting Policies, Changes in Accounting Estimates and Errors	01.01.2009
FRS 16 (Revised)	Property, Plant and Equipment	01.01.2009
FRS 19 (Amendment)	Employee Benefits	01.01.2009
FRS 27 (Revised)	Consolidated and Separate Financial Statements	01.07.2009
FRS 33 (Revised)	Earnings per Share	01.01.2009
FRS 34 (Amendment)	Interim Financial Reporting	01.01.2009
FRS 36 (Revised)	Impairment of Assets	01.01.2009
FRS 38 (Revised)	Intangible Assets	01.01.2009
FRS 102 (Amendment)	Share-based Payment - Amendments relating to vesting conditions and cancellations	01.01.2009
FRS 103 (Revised)	Business Combinations	01.07.2009
Amendments to FRS 107	Amendments to FRS 107 Financial Instruments: Disclosures - Improving Disclosures about Financial Instruments	01.01.2009
FRS 108	Operating Segments	01.01.2009

The adoption of the above new or amended FRS and INT FRS did not result in any substantial changes to the Group's accounting policies nor any significant impact on these financial statements except for the disclosure of a statement of comprehensive income in accordance with FRS 1 (Revised) Presentation to Financial Statements.

**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 2010	31 MAR 2009
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	3.54 cents	3.63 cents
(b) On a fully diluted basis	3.53 cents	3.62 cents

**Notes:**

- The earnings per share is calculated based on the profit after tax on the weighted average number of shares in issue of 184,132,027 (31 March 2009 – 183,918,247).
- 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 184,346,704 (31 March 2009 – 184,158,202).

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

	GROUP		COMPANY	
	31 MAR 2010	30 JUN 2009	31 MAR 2010	30 JUN 2009
Net asset value per ordinary share based on issued share capital (excluding treasury shares) at the end of the period reported on	33.61 cents	33.36 cents	28.02 cents	30.99 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 3 months ended 31 March 2010 (3Q10) fell 9.5% to \$8.0 million compared to the same period the year before (3Q09). Revenue for the nine months ended 31 March 2010 (9M10) declined 4.5% to \$24.7 million compared to \$25.9 million recorded for the nine months ended 31 March 2009 (9M09).

On the back of increased corporate and initial public offering (IPO) activities, the Share Registration business registered revenue improvement of 22.0% and 32.4% for 3Q10 and 9M10 respectively, compared to previous corresponding periods. However, this increase was eroded by lower revenue from the Corporate Secretarial and Accounting businesses, as in view of the highly competitive business environment. Revenue from the Corporate Secretarial business fell 17.9% for 3Q10 and 9.0% for 9M10, while that from the Accounting business recorded year-on-year decline of 8.5% and 10.8% for 3Q10 and 9M10 respectively.

#### **Staff Costs**

Staff cost for 9M10 fell 1.5% year-on-year, mainly due to subsidies arising from the Jobs Credit scheme in Singapore. However, staff cost for 3Q10 rose 3.9% compared to 3Q09, following the reduction of such subsidies during the quarter, and as the Company increased its headcount.

#### **Other Income**

Other income for 3Q10 and 9M10 increased 11.3% and 9.1% respectively compared to 3Q09 and 9M09, mainly due to an increase in interest income.

#### **Operating Expenses**

Operating expenses increased by 38.1% for 3Q10 and 15.4% for 9M10 compared to the same periods in the previous year. This was mainly due to relocation costs incurred by our Singapore office, an increase in rental expenses, a \$285,000 write-off of assets and a \$240,000 provision for doubtful debts compared to a write back of provision of \$48,000 in 9M09.

#### **Foreign Exchange**

The Group registered year-on-year gains on foreign exchange for 3Q10 and 9M10, on the back of the appreciation of Malaysian ringgit against the Singapore dollar.

#### **Share of Associate's Result**

Share of associate's profit registered increases of 150.8% to \$306,000 for 3Q10, and 84.6% to \$1,255,000 for 9M10, due to improved performance of the Group's Australia-based associate company, Newreg Pty Limited.

#### **Income Tax**

Group income tax decreased by 56.2% for 3Q10 and 29.3% for 9M10 compared to the same periods in the previous year. This was due to a write back on over-provision in prior years.

#### **Profit after tax**

In view of the above, the Group's profit after tax decreased by 31.7% and 2.5% for 3Q10 and 9M10 respectively, as compared to the previous corresponding periods.

#### **Other Comprehensive Income**

The other comprehensive loss for 9M10 was mainly due to exchange translation difference arising from the financial statements of its Hong Kong subsidiary resulted 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.**

General economic and business outlook remains challenging. Competition within the industry, coupled with the constant effort by clients to implement cost saving measures, will put downward pressures on service fees.

Operating costs on the other hand, are expected to increase in the face of higher office rental and staffing costs, coupled with a reduction in the Government's Jobs Credit grants and property tax rebates.

In the face of these pressures, the Group will continue to explore opportunities to expand its geographical coverage and broaden its service offerings to add value to clients. Concurrently, we will continue our effort to seek ways to increase our operational efficiency and productivity by streamlining our processes where feasible.

As disclosed in our announcement dated 24 March 2010, the proposed disposal of our interest in Australian associate company Newreg Pty Ltd to Link Market Services Limited was called off following opposition by the Australian Competition & Consumer Commission.

Notwithstanding the foregoing, the Group expects to turn in another profitable year for FY10.

**11. Dividend**

**(a) Current Financial Period Reported On**

Any dividend declared for the current financial period reported on?

None.

**(b) Corresponding Period of the Immediately Preceding Financial Year**

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

None.

**(c) Date payable**

Not applicable.

**(d) Books closure date**

Not applicable.

**12. If no dividend has been declared/recommended, a statement to that effect.**

No dividend has been declared for the current financial period.

**13. Confirmation By The Board Pursuant To Rule 705(5)**

We, Goh Geok Khim and Kim Teo Poh Jin, being two directors of Boardroom Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of our knowledge, nothing has come to the attention of the board of directors of the Company which may render the financial statements for the third quarter ended 31 March 2010 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Goh Geok Khim  
Chairman

Kim Teo Poh Jin  
Chief Executive Officer

**BY ORDER OF THE BOARD**

**Tan Cher Liang**  
**Managing Director**  
6 May 2010