

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

**FIRST QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015**

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

- 1(a) An income statement and statement of comprehensive income or 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		%
	1Q15 1 Jan 2015 to 31 Mar 2015	3Q14 1 Jan 2014 to 31 Mar 2014	Increase/ (Decrease)
Corporate Secretarial Fees	4,918	4,067	20.9%
Share Registry Fees	6,995	6,516	7.3%
Accounting & Payroll Fees	4,202	3,540	18.7%
<b>Total Revenue</b>	<b>16,115</b>	<b>14,123</b>	<b>14.1%</b>
Other income	249	236	5.5%
Staff Cost	(10,285)	(8,684)	18.4%
Operating Expenses	(3,262)	(3,372)	-3.3%
Interest on Borrowings	(68)	(90)	-24.4%
Depreciation and Amortisation	(825)	(780)	5.8%
Gain / (Loss) on Foreign Exchange	94	(175)	-153.7%
<b>Profit Before Tax</b>	<b>2,018</b>	<b>1,258</b>	<b>60.4%</b>
Less: Income Tax	(414)	(501)	-17.4%
<b>Profit After Tax</b>	<b>1,604</b>	<b>757</b>	<b>111.9%</b>
<b>Other Comprehensive Income</b> Items that may be reclassified subsequently to profit or loss			
Foreign Currency Translation	(771)	1,325	-158.2%
<b>Other Comprehensive Income for the Period</b>	<b>(771)</b>	<b>1,325</b>	<b>-158.2%</b>
<b>Total Comprehensive Income for the Period</b>	<b>833</b>	<b>2,082</b>	<b>-60.0%</b>
<b>PROFIT AFTER TAX ATTRIBUTABLE TO:</b>			
Owners of the Parent	1,604	757	111.9%
Non-Controlling Interests	-	-	NM
<b>Profit After Tax</b>	<b>1,604</b>	<b>757</b>	<b>111.9%</b>
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>			
Owners of the Parent	833	2,082	-60.0%
Non-Controlling Interests	-	-	NM
<b>Total Comprehensive Income for the Period</b>	<b>833</b>	<b>2,082</b>	<b>-60.0%</b>

NM: Not Meaningful

**Notes:**

In 2014, the Company has changed its financial year end from 30 June to 31 December (please refer to the announcement reference no. SG140623OTHRGCO dated 23 June 2014). The comparative results in this announcement covered the period from 1 January 2015 to 31 March 2015 ("1Q15") against 1 January 2014 to 31 March 2014 ("3Q14").

**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 2015	31 DEC 2014	31 MAR 2015	31 DEC 2014
<b>NON-CURRENT ASSETS</b>					
Property, Plant & Equipment		2,164	2,278	231	268
Computer Software		2,494	1,570	449	472
Interest in Subsidiaries		-	-	86,788	86,303
Intangible Assets	1	66,876	68,680	-	-
Deferred Income Tax Assets		1,125	1,192	-	-
		<b>72,659</b>	<b>73,720</b>	<b>87,468</b>	<b>87,043</b>
<b>CURRENT ASSETS</b>					
Trade Receivables		13,173	14,098	-	-
Unbilled Disbursements		242	157	-	-
Other Receivables		2,604	3,591	1,338	1,774
Loans to Subsidiaries		-	-	3,065	2,764
Amount due from Subsidiaries (non-trade)		-	-	4,707	4,546
Derivative Assets		102	93	102	93
Cash & Cash Equivalents		16,233	14,222	2,213	2,794
		<b>32,354</b>	<b>32,161</b>	<b>11,425</b>	<b>11,971</b>
Less:					
<b>CURRENT LIABILITIES</b>					
Trade Payables		9,082	10,604	1,165	1,244
Disbursements Billed in Advance		-	41	-	-
Term Loan - Current Portion		1,500	1,500	1,500	1,500
Other Payables		1,252	1,493	47	47
Amount owing to Subsidiaries (non-trade)		-	-	2,882	4,171
Excess of Progress Billings over Work-In-Progress		3,237	2,990	-	-
Provision for Taxation		1,082	1,048	224	6
		<b>16,153</b>	<b>17,676</b>	<b>5,818</b>	<b>6,968</b>
Net Current Assets		16,201	14,485	5,607	5,003
Term Loan		(11,500)	(11,500)	(11,500)	(11,500)
Provision for Employees Benefits		(476)	(273)	-	-
Deferred Taxation		(6,207)	(6,588)	(164)	(164)
<b>NET ASSETS</b>		<b>70,677</b>	<b>69,844</b>	<b>81,411</b>	<b>80,382</b>
<b>FINANCED BY:</b>					
<b>Equity attributable to owners of the parent</b>					
Share Capital		37,554	37,554	37,554	37,554
Reserves		33,123	32,290	43,857	42,828
<b>TOTAL EQUITY</b>		<b>70,677</b>	<b>69,844</b>	<b>81,411</b>	<b>80,382</b>

**Notes:**

- Intangible Assets represent primarily goodwill arising from acquisitions of Arthur Andersen's Corporate Secretarial and Accounting Business, Aspire CS Pte Ltd (formerly known as Chorpee Corporate Services Pte Ltd), Hong Kong, Malaysian, Australian and China subsidiaries. Any excess of the consideration over the fair value of the net assets as at the date of the acquisition represents goodwill.

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

As at 31/03/2015		As at 31/12/2014	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	1,500	NIL	1,500

**Amount repayable after one year**

As at 31/03/2015		As at 31/12/2014	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	11,500	NIL	11,500

**Details of any collateral**

NIL

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

**CONSOLIDATED STATEMENT OF CASH FLOWS**

	GROUP	
	S\$'000	
	1Q15 1 Jan 2015 to 31 Mar 2015	3Q14 1 Jan 2014 to 31 Mar 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	2,018	1,258
Adjustments for:		
- Depreciation and Amortisation	825	780
- Loss from Disposal of Property, Plant and Equipment	1	0
- Exchange Difference	(56)	397
- Interest Income	(43)	(22)
- Interest On Borrowings	68	90
<b>Operating Profit Before Working Capital Changes</b>	<b>2,813</b>	<b>2,503</b>
Decrease in Operating Receivables	1,776	190
Decrease in Operating Payables	(1,531)	(74)
Increase in Excess of Progress Billings over Work-In-Progress	147	3,551
<b>Cash Generated from Operations</b>	<b>3,205</b>	<b>6,170</b>
Interest Paid	(68)	(90)
Payment of Income Tax	(497)	(1,182)
<b>Net Cash Generated from Operating Activities</b>	<b>2,640</b>	<b>4,898</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of Property, Plant and Equipment	(267)	(148)
Acquisition of Computer Software	(356)	(43)
Proceeds from Disposal of Property, Plant and Equipment	-	2
Interest Received	43	22
<b>Net Cash Used in Investing Activities</b>	<b>(580)</b>	<b>(167)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Exercise of Employee Share Options	-	19
Dividends Paid	-	(1,875)
Repayment of Borrowings	-	(750)
Proceeds from Loans & Borrowings	-	1,000
<b>Net Cash Used in Financing Activities</b>	<b>-</b>	<b>(1,606)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>2,060</b>	<b>3,125</b>
Cash and Cash Equivalents at beginning	14,222	7,807
Exchange (Loss) / Gain Arising from Translation of Foreign Currency Cash & Cash Equivalents	(49)	99
<b>CASH AND CASH EQUIVALENTS AT END (31 MARCH)</b>	<b>16,233</b>	<b>11,031</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	Attributable to Owners of the Parent						Non-Controlling Interests	Total
	Share Capital	Exchange Translation Reserve	Premium paid on acquisition of Non-Controlling Interests	Capital Reserve	Retained Earnings			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000		
<b>Balance at 1 January 2015</b>	37,554	(10,816)	(12,569)	(290)	55,965	-	69,844	
Total Comprehensive Income for the period	-	(802)	-	31	1,604	-	833	
<b>Balance at 31 March 2015</b>	37,554	(11,618)	(12,569)	(259)	57,569	-	70,677	
<b>Balance at 1 January 2014</b>	34,325	(9,673)	(12,569)	(327)	52,417	-	64,173	
Total Comprehensive Income for the period	-	1,357	-	(32)	757	-	2,082	
Issue of shares (under Boardroom Share Option Scheme)	19	-	-	-	-	-	19	
2014 interim tax-exempt dividend of S\$0.010 per share	-	-	-	-	(1,875)	-	(1,875)	
<b>Balance at 31 March 2014</b>	34,344	(8,316)	(12,569)	(359)	51,299	-	64,399	

COMPANY	Share Capital	Exchange Translation Reserve	Premium paid on acquisition of Non- Controlling Interests	Capital Reserve	Retained Earnings	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000

<b>Balance at 1 January 2015</b>	<b>37,554</b>	-	-	<b>634</b>	<b>42,194</b>	<b>80,382</b>
Total Comprehensive Income for the period	-	-	-	-	1,029	1,029
<b>Balance at 31 March 2015</b>	<b>37,554</b>	-	-	<b>634</b>	<b>43,223</b>	<b>81,411</b>

<b>Balance at 1 January 2014</b>	<b>34,325</b>	-	-	<b>634</b>	<b>42,591</b>	<b>77,550</b>
Total Comprehensive Income for the period	-	-	-	-	1,370	1,370
Issue of shares (under Boardroom Share Option Scheme)	19	-	-	-	-	19
2014 interim tax-exempt dividend of S\$0.010 per share	-	-	-	-	(1,875)	(1,875)
<b>Balance at 31 March 2014</b>	<b>34,344</b>	-	-	<b>634</b>	<b>42,086</b>	<b>77,064</b>

**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.**

The Company's share capital of \$37,553,746 as at 31 March 2015 remained the same as of 31 December 2014.

As at 31 March 2015, there are no more unissued ordinary shares (as at 31 March 2014: 72,000) being exercisable options granted under the Boardroom Share Option Scheme, i.e all share options lapsed. There were no shares held as treasury shares as at 31 March 2015 and 31 March 2014.

**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 was 193,660,184 as at 31 March 2015 and 31 December 2014.

**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.**

The Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as those of the audited financial statements for the financial year ended 31 December 2014.

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 2015	31 Mar 2014
Earnings per ordinary share for the period attributable to owners of the parent after deducting any provision for preference dividends :-		
(a) Based on weighted average number of ordinary shares on issue; and	0.83 cents	0.41 cents
(b) On a fully diluted basis	0.83 cents	0.41 cents

**Notes:**

- The earnings per share is calculated on the profit after tax attributable to owners of the parent on the weighted average number of shares in issue of 193,660,184 (31 March 2014 – 185,551,061).
- The diluted earnings per share is calculated on the profit after tax attributable to owners of the parent on the number of shares in issue adjusted for the effect of dilutive potential ordinary shares. The total number of shares amounted to 193,660,184 (31 March 2014 – 185,581,546).

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 2015	31 Dec 2014	31 Mar 2015	31 Dec 2014
Net asset value per ordinary share based on issued share capital (excluding treasury shares) at the end of the period reported on	36.50 cents	36.07 cents	42.04 cents	41.51 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.**

## **REVIEW OF PERFORMANCE OF THE GROUP**

### 3 months to 31 March 2015

The Group's revenue for the three months ended 31 March 2015 ("1Q15") amounted to \$16.1 million against previous corresponding quarter ended 31 March 2014 ("3Q14") of \$14.1 million. The growth of 14.1% was mainly attributed to revenue growth from the Corporate Secretarial, Accounting & Payroll and Share Registry business.

Other Income for 1Q15 increased by 5.5% to \$249,000 (3Q14: \$236,000) mainly due to the receipt of Productivity and Innovation Credit ("PIC") claims made.

Staff cost increased by 18.4% to \$10.3 million in 1Q15 (3Q14: \$8.7 million) due to salary increments, increased headcounts and bonuses, in a highly competitive labour market across the region. Operating expenses decreased by 3.3% to \$3.3 million in 1Q15 (3Q14: \$3.4 million).

Interest on borrowings decreased by 24.4% to \$68,000 in 1Q15 (3Q14: \$90,000), as the term loan amount was reduced to \$13 million as at 31 March 2015 (\$16 million as at 31 March 2014) with scheduled loan repayments and more competitive interest rate offered by the bank.

Depreciation and amortisation charge for 1Q15 amounted to \$825,000 (3Q14: \$780,000). The foreign exchange gain of \$94,000 recorded in 1Q15 (3Q14: \$175,000 loss) arose mainly from realized gains for Australia dollar denominated forward contracts.

The Group's profit before tax for 1Q15 amounted to \$2.0 million (3Q14: \$1.3 million), an increase of 60.4% compared to 3Q14. Income tax for 1Q15 decreased by 17.4% compared to 3Q14 as there was an additional provision made in 3Q14 for \$143,000 which was not provided for previously.

The Group's net profit after tax for 1Q15 of \$1.6 million represented a 111.9% increase when compared to 3Q14.

Other comprehensive loss of \$771,000 for 1Q15 (3Q14: \$1.3 million gain) was a result that arose from the translation of financial statements of foreign subsidiaries as the Australian dollar continued to weaken against the Singapore dollar in 1Q15.

### Balance Sheet

#### Computer Software

Investment in developing an operational system by Boardroom Australia is the main reason for the increase in capitalised computer software cost from \$1.6 million as of 31 December 2014 to \$2.5 million as of 31 March 2015.

#### Net Current Assets Position of the Group

The Group reported a higher net current assets position of \$16.2 million as of 31 March 2015, compared to \$14.5 million as of 31 December 2014, mainly due to the decrease in trade and other payables.

#### Term loan and Revolving Credit Facility

Term loan remained at \$13 million as at 31 March 2015 and 31 December 2014.

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

The Group's performance for the 1<sup>st</sup> Quarter 2015 was in line with the statement (Paragraph 10) in the Company's announcement dated 25 February 2015 on the Full Year 2014 results.

**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.**

Despite the improvement in the first quarter results, the Group still expects the uncertainties in the global and regional economies to have a negative effect on business sentiment. Competition for talent in a tight labour market continues to be a challenge. In addition, the recent movement in the foreign exchange market adds to the uncertainties ahead.

The Group will continue to leverage on our regional footprint to expand and grow our business. Concurrently we must remain vigilant against the rising costs pressures and fierce competition.

**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.**

Not applicable.

**13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

The Group does not have an interested person transaction mandate.

**14. Negative 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 first quarter ended 31 March 2015 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**

**Kim Teo Poh Jin**  
**Chief Executive Officer**  
13 May 2015