

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

**FIRST QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 30 SEPTEMBER 2008**

**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		%
	1st Qtr 1 Jul 2008 to 30 Sep 2008	1st Qtr 1 Jul 2007 to 30 Sep 2007	Increase/ (Decrease)
Corporate Secretarial Fees	3,805	3,935	-3.3%
Share Registration Fees	1,240	1,141	8.7%
Accountancy Fees	2,914	2,790	4.4%
Others	276	361	-23.5%
<b>Total Revenue</b>	<b>8,235</b>	<b>8,227</b>	<b>0.1%</b>
Other income	124	123	0.8%
Staff Cost	(4,640)	(4,425)	4.9%
Operating Expenses	(1,280)	(1,316)	-2.7%
Depreciation and Amortisation	(204)	(155)	31.6%
Impairment of Goodwill	(75)	(125)	-40.0%
Gain / (Loss) on Foreign Exchange	3	(95)	NM
	2,163	2,234	-3.2%
Share of Associate's Result	268	59	354.2%
Gain from Dilution of Associate	0	92	NM
<b>Profit Before Tax</b>	<b>2,431</b>	<b>2,385</b>	<b>1.9%</b>
Less: Income Tax	(462)	(653)	-29.2%
<b>Profit After Tax</b>	<b>1,969</b>	<b>1,732</b>	<b>13.7%</b>

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	
		30 SEP 2008	30 JUN 2008	30 SEP 2008	30 JUN 2008
<b>NON-CURRENT ASSETS</b>					
Property, Plant & Equipment		1,778	1,892	192	195
Computer Software		207	192	139	148
Interest in Subsidiaries		0	0	25,156	25,156
Interest in Associate		7,114	6,846	6,418	6,418
Intangible Assets	1	28,003	26,996	0	0
		<b>37,102</b>	<b>35,926</b>	<b>31,905</b>	<b>31,917</b>
<b>CURRENT ASSETS</b>					
Trade Receivables		7,579	8,452	0	0
Unbilled Disbursements		153	175	0	0
Other Receivables		1,290	1,180	847	873
Loans to Subsidiaries		0	0	6,421	6,407
Amount due from Subsidiaries (non-trade)		0	0	1,263	1,612
Cash & Cash Equivalents		21,053	19,155	16,979	14,278
		<b>30,075</b>	<b>28,962</b>	<b>25,510</b>	<b>23,170</b>
Less:					
<b>CURRENT LIABILITIES</b>					
Trade Payables		4,322	5,441	357	951
Disbursements Billed in Advance		24	0	0	0
Other Payables		312	338	0	0
Amount owing to Subsidiaries (non-trade)		0	0	3,873	3,190
Excess of Progress Billings over Work-In-Progress		1,810	1,888	0	0
Provision for Taxation		2,265	1,962	0	0
		<b>8,733</b>	<b>9,629</b>	<b>4,230</b>	<b>4,141</b>
Net Current Assets		21,342	19,333	21,280	19,029
Deferred Taxation		(119)	(116)	(47)	(47)
<b>NET ASSETS</b>		<b>58,325</b>	<b>55,143</b>	<b>53,138</b>	<b>50,899</b>
<b>FINANCED BY:</b>					
Share Capital		32,453	32,420	32,453	32,420
Reserves		25,872	22,723	20,685	18,479
<b>SHAREHOLDERS' INTEREST</b>		<b>58,325</b>	<b>55,143</b>	<b>53,138</b>	<b>50,899</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.

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

As at 30/09/2008		As at 30/06/2008	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
NIL	NIL	NIL	NIL

**Amount repayable after one year**

As at 30/09/2008		As at 30/06/2008	
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	
	1st Qtr 1 Jul 2008 to 30 Sep 2008	1st Qtr 1 Jul 2007 to 30 Sep 2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	2,431	2,385
Adjustments for:		
- Depreciation of Property, Plant and Equipment	190	142
- Amortisation of Intangible Assets	14	13
- Impairment of Intangible Assets	75	125
- Exchange Difference	8	96
- Interest Income	(67)	(79)
- Income derived from Associate Company	(268)	(59)
- Gain from Dilution of Associate	0	(92)
Operating Profit Before Working Capital Changes	2,383	2,531
Decrease / (Increase) in Operating Receivables	812	(201)
Decrease in Operating Payables	(1,153)	(368)
(Decrease) / Increase in Excess of Progress Billings over Work-In-Progress	(134)	757
Cash Generated from Operations	1,908	2,719
Payment of Income Tax	(83)	(153)
<b>Net Cash Generated from Operating Activities</b>	<b>1,825</b>	<b>2,566</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of Property, Plant and Equipment	(56)	(341)
Acquisition of Computer Software	(30)	(14)
Interest Received	38	73
<b>Net Cash Used in Investing Activities</b>	<b>(48)</b>	<b>(282)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Exercise of Employee Share Options	33	66
<b>Net Cash Generated from Financing Activities</b>	<b>33</b>	<b>66</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>1,810</b>	<b>2,350</b>
Cash and Cash Equivalents at beginning	19,155	15,665
Exchange Gain / (Loss) Arising from Translation of Foreign Currency Cash & Cash Equivalents	88	(89)
<b>CASH AND CASH EQUIVALENTS AT END (30 SEPTEMBER)</b>	<b>21,053</b>	<b>17,926</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.

GROUP	Share Capital S\$'000	Exchange Translation Reserves S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
Balance at 1 July 2008	32,420	(3,726)	634	25,815	55,143
Issue of shares (under Boardroom Share Option Scheme)	33	-	-	-	33
Net Profit for the period	-	-	-	1,969	1,969
Share option expenses	-	-	0	-	0
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	-	1,180	-	-	1,180
Balance at 30 September 2008	32,453	(2,546)	634	27,784	58,325
Balance at 1 July 2007	32,223	(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	(1,582)	639	22,586	53,932

COMPANY	Share Capital S\$'000	Exchange Translation Reserves S\$'000	Capital Reserve S\$'000	Retained Earnings S\$'000	Total S\$'000
Balance at 1 July 2008	32,420	0	634	17,845	50,899
Issue of shares (under Boardroom Share Option Scheme)	33	-	-	-	33
Net Profit for the period	-	-	-	2,206	2,206
Share option expenses	-	-	0	-	0
Balance at 30 September 2008	32,453	0	634	20,051	53,138
Balance at 1 July 2007	32,223	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	639	15,761	48,689

- 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 99,000 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 \$32,420,073.75 as at 30 June 2008 to \$32,452,943.75 as at 30 September 2008.

As at 30 September 2008, there were 876,000 (as at 30 September 2007: 1,597,000) 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 30 September 2008 and 30 September 2007.

- 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 30 September 2008 was 183,933,250 and as at 30 September 2007 was 183,491,250.

- 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.**

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	
	30 SEP 2008	30 SEP 2007
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	1.07 cents	0.94 cents
(b) On a fully diluted basis	1.07 cents	0.94 cents

**Notes:**

- The earnings per share is calculated based on the profit after tax on the weighted average number of shares in issue of 183,864,915 (30 September 2007 – 183,347,082).
- 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 184,210,740 (30 September 2007 – 183,841,396).

**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	
	30 SEP 2008	30 JUN 2008	30 SEP 2008	30 JUN 2008
Net asset value per ordinary share based on issued share capital (excluding treasury shares) at the end of the period reported on	31.71 cents	30.00 cents	28.89 cents	27.69 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 3 months ended 30 September 2008 (1Q09) was \$8.2 million, which was unchanged, compared with that recorded for the three months ended 30 September 2007 (1Q08).

The sustained revenue was achieved amid a turbulent global financial market and a slowing economy.

**Staff Costs**

The increase of 4.9% in staff costs for 1Q09 was mainly attributable to salary adjustments and the establishment of an in-house administration function in the Group's Hong Kong subsidiary. This function was previously outsourced to a third party.

**Operating Expenses**

Operating expenses for the quarter fell by 2.7% mainly due to lower professional charges and a reduction in provision of bad and doubtful debts which mitigated the higher rental expenses resulting from the relocation of the Group's Hong Kong office at the end of 2007.

**Depreciation and Amortisation**

The Group's depreciation cost increased 31.6% to \$204,000, mainly due to the higher depreciation charge on office leasehold improvements resulting from the relocation of its offices.

### Foreign Exchange

The Group recorded a \$3,000 gain on foreign exchange in 1Q09, compared to a loss of \$95,000 in 1Q08, due to the weakening of the Singapore dollar against the Malaysian ringgit, on amount owed by our Malaysian subsidiary.

### Associated Company

The Group's share of associate's profit registered an increase of 354% to \$268,000, due to the improved performance of Newreg Pty Limited, its Australia-based associated company.

### Income Tax

Group income tax registered a decline of 29.2% to \$462,000 for 1Q09 as compared to 1Q08. The higher taxation incurred in 1Q08 was the result of under-provision for income tax by the Group's Hong Kong subsidiary in 1Q08.

### Profit After Tax

In view of the above, the Group's profit after tax increased 13.7% to \$1.97 million, compared to the same quarter last year.

### Exchange Translation Reserves

The lower foreign currency translation loss of \$2.5 million as compared to that recorded on 30 June 2008, was due to the exchange translation difference arising from financial statements of foreign subsidiaries, and taking into consideration the strengthening of the Hong Kong dollar and Malaysian ringgit against the Singapore 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.

In view of the softening economic condition in Singapore and the region, the level of corporate activity by existing clients is expected to decline significantly, as is the number of Initial Public Offerings (IPO) coming on-stream. This, together with continued pricing pressure from second-tier corporate secretarial services companies, is expected to pose a challenge to the Group's business expansion plans.

Costs are expected to remain relatively high on the back of committed fixed overheads. To this end, the Management will remain vigilant in keeping overall expenses under control.

The Group will continue to seek business opportunities both locally and in the region.

The Group remains cautiously optimistic about its prospects for the rest of the financial year.

## 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(4)**

We, Goh Geok Khim and Tan Cher Liang, 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 30 September 2008 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Goh Geok Khim  
Chairman

Tan Cher Liang  
Managing Director

**BY ORDER OF THE BOARD**

**Tan Cher Liang**  
**Managing Director**  
6 November 2008