

BOARDROOM LIMITED
(Registration No. 200003902Z)

FIRST QUARTER FINANCIAL STATEMENT FOR THE PERIOD ENDED 30 SEPTEMBER 2009

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		%
	1st Qtr 1 Jul 2009 to 30 Sep 2009	1st Qtr 1 Jul 2008 to 30 Sep 2008	Increase/ (Decrease)
Corporate Secretarial Fees	3,671	3,805	-3.5%
Share Registration Fees	1,636	1,240	31.9%
Accountancy Fees	2,705	2,914	-7.2%
Others	200	276	-27.5%
Total Revenue	8,212	8,235	-0.3%
Other income	97	124	-21.8%
Staff Cost	(4,435)	(4,640)	-4.4%
Operating Expenses	(1,383)	(1,280)	8.0%
Depreciation and Amortisation	(201)	(204)	-1.5%
Impairment of Goodwill	(82)	(75)	9.3%
(Loss) / Gain on Foreign Exchange	(66)	3	NM
	2,142	2,163	-1.0%
Share of Associate's Result	434	268	61.9%
Profit Before Tax	2,576	2,431	6.0%
Less: Income Tax	(357)	(462)	-22.7%
Profit After Tax	2,219	1,969	12.7%
Other Comprehensive Income			
Exchange translation difference arising from financial statements of foreign subsidiaries and associate company	(499)	1,180	-142.3%
Total Comprehensive Income for the Period	1,720	3,149	-45.4%

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	
		30 SEP 2009	30 JUN 2009	30 SEP 2009	30 JUN 2009
NON-CURRENT ASSETS					
Property, Plant & Equipment		1,096	1,281	94	114
Computer Software		197	200	106	114
Interest in Subsidiaries		0	0	25,156	25,156
Interest in Associate		8,080	7,535	6,418	6,418
Intangible Assets	1	27,436	28,116	0	0
		36,809	37,132	31,774	31,802
CURRENT ASSETS					
Trade Receivables		6,405	7,517	0	0
Unbilled Disbursements		143	77	0	0
Other Receivables		1,789	1,217	1,449	2,205
Loans to Subsidiaries		0	0	6,375	6,375
Amount due from Subsidiaries (non-trade)		0	0	1,088	1,080
Cash & Cash Equivalents		25,464	23,739	20,800	19,143
		33,801	32,550	29,712	28,803
Less:					
CURRENT LIABILITIES					
Trade Payables		3,419	4,800	483	971
Disbursements Billed in Advance		17	26	0	0
Other Payables		131	117	0	0
Amount owing to Subsidiaries (non-trade)		0	0	3,803	2,591
Excess of Progress Billings over Work-In-Progress		1,709	1,503	0	0
Provision for Taxation		2,089	1,765	0	0
		7,365	8,211	4,286	3,562
Net Current Assets		26,436	24,339	25,426	25,241
Deferred Taxation		(116)	(115)	(47)	(47)
NET ASSETS		63,129	61,356	57,153	56,996
FINANCED BY:					
Share Capital		32,511	32,458	32,511	32,458
Reserves		30,618	28,898	24,642	24,538
SHAREHOLDERS' INTEREST		63,129	61,356	57,153	56,996

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 and Malaysian Ringgit.

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

As at 30/09/2009		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 30/09/2009		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	
	1st Qtr 1 Jul 2009 to 30 Sep 2009	1st Qtr 1 Jul 2008 to 30 Sep 2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit Before Tax	2,576	2,431
Adjustments for:		
- Depreciation of Property, Plant and Equipment	183	190
- Amortisation of Intangible Assets	18	14
- Impairment of Intangible Assets	82	75
- Exchange Difference	59	8
- Interest Income	(85)	(67)
- Income derived from Associate Company	(434)	(268)
Operating Profit Before Working Capital Changes	2,399	2,383
Decrease in Operating Receivables	459	812
Decrease in Operating Payables	(1,355)	(1,153)
Increase / (Decrease) in Excess of Progress Billings over Work-In-Progress	234	(134)
Cash Generated from Operations	1,737	1,908
Payment of Income Tax	(17)	(83)
Net Cash Generated from Operating Activities	1,720	1,825
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of Property, Plant and Equipment	(7)	(56)
Acquisition of Computer Software	(15)	(30)
Interest Received	40	38
Net Cash Generated from / (Used in) Investing Activities	18	(48)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Exercise of Employee Share Options	53	33
Net Cash Generated from Financing Activities	53	33
Net Increase in Cash and Cash Equivalents	1,791	1,810
Cash and Cash Equivalents at beginning	23,739	19,155
Exchange (Loss) / Gain Arising from Translation of Foreign Currency Cash & Cash Equivalents	(66)	88
CASH AND CASH EQUIVALENTS AT END (30 SEPTEMBER)	25,464	21,053

- 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
Issue of shares (under Boardroom Share Option Scheme)	53	-	-	-	53
Total Comprehensive Income for the period	-	(499)	-	2,219	1,720
Balance at 30 September 2009	32,511	(2,649)	634	32,633	63,129

Balance at 1 July 2008	32,420	(3,726)	634	25,815	55,143
Issue of shares (under Boardroom Share Option Scheme)	33	-	-	-	33
Total Comprehensive Income for the period	-	1,180	-	1,969	3,149
Balance at 30 September 2008	32,453	(2,546)	634	27,784	58,325

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
Issue of shares (under Boardroom Share Option Scheme)	53	-	-	-	53
Total Comprehensive Income for the period	-	-	-	104	104
Balance at 30 September 2009	32,511	0	634	24,008	57,153

Balance at 1 July 2008	32,420	0	634	17,845	50,899
Issue of shares (under Boardroom Share Option Scheme)	33	-	-	-	33
Total Comprehensive Income for the period	-	-	-	2,206	2,206
Balance at 30 September 2008	32,453	0	634	20,051	53,138

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 129,000 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 \$32,457,913.75 as at 30 June 2009 to \$32,510,728.75 as at 30 September 2009.

As at 30 September 2009, there were 709,000 (as at 30 September 2008: 876,000) 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 2009 and 30 September 2008.

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 2009 was 184,076,250 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	
	30 SEP 2009	30 SEP 2008
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	1.21 cents	1.07 cents
(b) On a fully diluted basis	1.20 cents	1.07 cents

Notes:

- The earnings per share is calculated based on the profit after tax on the weighted average number of shares in issue of 183,968,750 (30 September 2008 – 183,864,915).
- 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 184,192,055 (30 September 2008 – 184,210,740).

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 2009	30 JUN 2009	30 SEP 2009	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	34.29 cents	33.36 cents	31.05 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 30 September 2009 (1Q10) was \$8.2 million, which was comparable to the three months ended 30 September 2008 (1Q09).

Revenue from the Share Registration business for 1Q10 increased by 31.9% compared to 1Q09 on the back of increased corporate activities, capital raising initiatives and Initial Public Offerings (IPO) by the Group's clients. However this increase was eroded by a 3.5% and 7.2% decline in revenue from Corporate Secretarial and Accountancy respectively, compared to 1Q09. Revenue from these businesses was affected by continued pricing pressure in a difficult economic environment.

Other Income

The Group's other income, which consisted of mainly interest income and sundry income decreased by \$27,000 or 21.8% for this quarter compared to 1Q09. This was mainly due to a decline in our non-regular sundry income.

Staff Cost

Staff cost for 1Q10 fell 4.4% to \$4.4 million, compared to 1Q09. This was mainly due to better utilization of Group's human resources along with payroll subsidies from the Singapore Government's Jobs Credit Scheme.

Operating expenses

Operating expenses for the quarter 1Q10 increased by 8.0% mainly due to the provision of bad and doubtful debts of \$65,000 in this current quarter compared to a write back of provision of \$76,000 for 1Q09.

Foreign Exchange

The Group recorded a \$66,000 loss on foreign exchange in 1Q10, compared to a gain of \$3,000 in 1Q09, due to the strengthening of the Singapore dollar against the Malaysian ringgit, on amount owed by our Malaysian subsidiary.

Associated Company

The Group's share of associate's result registered an increase of 61.9% to \$434,000, due to the improved performance by its Australia-based associated company, Newreg Pty Limited.

Income Tax

Group income tax registered a decline of 22.7% to \$357,000 for 1Q10 as compared to 1Q09. This was mainly due to utilization of Group's unabsorbed tax losses and the reduction of Singapore corporate tax rate to 17%.

Profit after tax

In view of the above, the Group's profit after tax increased 12.7% to \$2.22 million, compared to the same quarter last year of \$1.97 million.

Other Comprehensive Income

The other comprehensive loss for 1Q10 was due to the exchange translation loss of \$499,000 as compared to a gain of \$1.18 million in the corresponding period in the previous year. The exchange translation loss incurred in 1Q10 was due to exchange translation difference arising from the financial statements of its Hong Kong and Malaysia subsidiaries, and takes into consideration the strengthening of the Singapore Dollar against the Hong Kong Dollar and Malaysian Ringgit.

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.

Amidst signs of a modest economic recovery in Singapore and the region, there appears to be a gradual pick-up in corporate activities, and in the number of IPOs coming on-stream. As such, the Group is cautiously optimistic about its prospect for the financial year ahead. Pricing pressure is expected to prevail, and the Group plans to mitigate this by enhancing its skill sets and seeking ways to add more value to its clients. The Group will also seek business opportunities both locally and in the region to broaden its service offerings and geographic coverage, as well as expand its client base.

The Group will remain vigilant of its costs, and will continue to grow its core businesses through increased marketing effort and initiatives to improve its operational efficiency.

Barring any unforeseen circumstances, 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 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 2009 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
5 November 2009