

BOARDROOM LIMITED

(Incorporated in Singapore)

(Company Registration Number: 200003902Z)

APPLICATION OF SCRIP DIVIDEND SCHEME TO THE SECOND INTERIM DIVIDEND OF TWO (2) SINGAPORE CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2014

1. INTRODUCTION

The Board of Directors ("**Board**") of Boardroom Limited ("**Company**") wishes to announce that the Boardroom Limited Scrip Dividend Scheme ("**Scrip Dividend Scheme**") will be applicable to the second interim tax-exempt (one-tier) dividend of two (2) Singapore cents per ordinary share ("**Share**") of the Company ("**Dividend**").

The application of the Scrip Dividend Scheme will provide shareholders of the Company ("**Shareholders**") with the option to elect to receive fully paid new Shares ("**New Shares**") in the ordinary share capital of the Company *in lieu* of part only or all of the cash amount for the Dividend

2. NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

Notice is hereby given that the Register of Members and Register of Transfer Books of the Company will be closed at 5.00 p.m. on 22 September 2014 ("**Books Closure Date**") for the purpose of determining the entitlements of Shareholders to the Dividend.

Duly completed registrable transfers of Shares received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 22 September 2014 will be registered before entitlements to the Dividend are determined. Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares as at 5.00 p.m. on 22 September 2014 will rank for the Dividend.

Payment of the Dividend will be made on or about 11 November 2014.

3. ELIGIBILITY

Shareholders entitled to the Dividend will be eligible to participate in the Scrip Dividend Scheme subject to the terms and conditions as set out in the Scrip Dividend Scheme Statement, and may elect to receive New Shares in the capital of the Company in respect of all (or part thereof) of his/her entitlement to the Dividend.

Shareholders with registered addresses outside Singapore ("**Overseas Shareholders**") and who wish to participate in the Scrip Dividend Scheme must provide an address in Singapore for the service of notices and documents by notifying the Company at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, or, if the Overseas Shareholder is a depositor, the CDP, at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589, no later than three (3) market days prior to the Books Closure Date.

Overseas Shareholders who have not provided the Company or CDP (as the case may be) with addresses in Singapore for the service of notices and documents no later than three (3) market days prior to the Books Closure Date, will not be eligible to participate in the Scrip Dividend Scheme for the Dividend.

4. HOW TO PARTICIPATE

Notices of election ("**Notice of Election**") will be despatched to eligible Shareholders on or about 7 October 2014. Eligible Shareholders can elect to participate in the Scrip Dividend Scheme for the purpose of the Dividend only, or they can make a permanent election to participate in the Scrip Dividend Scheme in respect of the Dividend and all future qualifying dividends. These options will be provided for in the Notice of Election.

Where a permanent election has been made, participating Shareholders may cancel their participation and withdraw from the Scrip Dividend Scheme at any time, subject to giving appropriate notice in accordance with the Scrip Dividend Scheme.

Shareholders who wish to receive the Dividend in cash need not take any action.

5. ISSUE PRICE

In accordance with the terms of the Scrip Dividend Scheme, for the purpose of calculating the number of New Shares to be allotted to Shareholders, the issue price of a New Share ("**Issue Price**") shall not be set at more than ten per cent. (10%) discount to the average of the last dealt prices per Share on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") during the price determination period between 18 September 2014 and 22 September 2014 (both dates inclusive) (being the period commencing on the day on which the Shares are first quoted ex-dividend on the SGX-ST and ending on the Books Closure Date).

The Issue Price will be announced on or around 22 September 2014.

6. FRACTIONAL ENTITLEMENTS

Fractional entitlements to New Shares under the Scrip Dividend Scheme will be rounded down to the nearest whole number *in lieu* of such fractional entitlements.

By Order of the Board

Kim Yi Hwa
Company Secretary

Singapore, 10 September 2014