

BOARDROOM LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200003902Z)

MANDATORY CONDITIONAL CASH OFFER BY CIMB BANK BERHAD, SINGAPORE BRANCH FOR AND ON BEHALF OF SALACCA PTE. LTD. FOR BOARDROOM LIMITED

1. Introduction

The board of directors (the **"Board"** or the **"Directors"**) of Boardroom Limited (the **"Company"**) wishes to inform shareholders of the Company (the **"Shareholders"**) that CIMB Bank Berhad, Singapore branch (**"CIMB Singapore"**), for and on behalf of Salacca Pte. Ltd. (the **"Offeror"**), on 22 January 2014 issued an announcement (the **"Offer Announcement"**) relating to the mandatory conditional cash offer (the **"Offer"**) for all the issued and paid-up ordinary shares (the **"Shares"**) in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (the **"Offer Shares"**). A copy of the Offer Announcement is attached as the Appendix to this announcement.

2. Offer Document

According to the Offer Announcement, the offer document to be issued by CIMB Singapore, for and on behalf of the Offeror (the **"Offer Document"**), which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance of the Offer, will be despatched to the holders of the Offer Shares not earlier than 14 days and not later than 21 days from the date of the Offer Announcement. The Offer Announcement also states that the Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of the Offer Document.

3. Independent Financial Adviser

- 3.1 The Board will appoint an independent financial adviser to advise the directors who are regarded as independent for the purposes of the Offer under the Singapore Code on Takeovers and Mergers (the **"Independent Directors"**). A circular containing the advice of the independent financial adviser and the recommendation of the Independent Directors of the Company will be sent to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by the Offeror.
- 3.2 **In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendation of the Independent Directors**

as well as the advice of the independent financial adviser which will be sent out in the circular to be issued by the Company in due course.

4. Responsibility Statement

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

By Order of the Board

Kim Yi Hwa
Secretary

Singapore, 23 January 2014