

BoardRoom
Smart Business Solutions
Boardroom Limited
(Incorporated in the Republic of Singapore)
Co. Reg. No. 2000003902Z

7 February 2022

NOTICE TO SHAREHOLDERS
- ELECTRONIC DISSEMINATION OF OFFEREE BOARD CIRCULAR

Dear Shareholder

We refer to:

- (i) the announcement dated 10 January 2022 (the “**Offer Announcement**”) issued by United Overseas Bank Limited (“**UOB**”) for and on behalf of Apricus Global Pte. Ltd. (the “**Offeror**”) in relation to the voluntary conditional general offer (the “**Offer**”) to acquire all the issued and paid-up ordinary shares (“**Shares**”) in the capital of Boardroom Limited (the “**Company**”) (excluding Shares held in treasury) other than those already owned, controlled or agreed to be acquired by the Offeror, in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (ii) the formal offer document issued on 24 January 2022 by UOB for and on behalf of the Offeror in relation to the Offer (the “**Offer Document**”);
- (iii) the announcement dated 27 January 2022 issued by UOB, for and on behalf of the Offeror, in relation to the Offer becoming wholly unconditional in accordance with its terms (the “**Unconditional Offer Announcement**”); and
- (iv) the offeree board circular dated the date hereof issued by the Company in relation to the Offer, containing the opinion and the recommendation of SAC Capital Private Limited, the independent financial adviser to the directors of the Company (the “**Directors**”) in relation to the Offer, and the recommendation of the Directors in relation to the Offer (the “**Offeree Board Circular**”).

All capitalised terms used herein and not otherwise defined shall bear the same meanings as ascribed to them in the Offeree Board Circular.

The Company wishes to inform Shareholders that in connection with the Offer, the Company has electronically issued the Offeree Board Circular pursuant to the Securities Industry Council's Public Statement on Despatch of Take-over Documents under the Code issued on 6 May 2020 and Public Statement on the Further Extension of Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-over Documents under the Code issued on 29 June 2021.

The Offeree Board Circular, the Offer Announcement, the Offer Document, the Unconditional Offer Announcement, as well as all other documents relating to the Offer, including the Form of Acceptance and Transfer for Offer Shares, are available and may be accessed at the Company's website at <https://www.boardroomlimited.com/shareholder-information-2021/>. You may scan the QR code below for direct access to the Company's website via any smart devices.



A printed copy of the Offeree Board Circular may also be obtained from the Company at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 by submitting a request via telephone at +65 6536 5355 during normal business hours or by e-mail at srs.teamb@boardroomlimited.com.

For and on behalf of
Boardroom Limited

The Directors (including any who may have delegated detailed supervision of the preparation of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice which relate to the Company are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Notice, and the Directors jointly and severally accept responsibility accordingly. Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Notice.

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