

# BOARDROOM LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration Number 200003902Z

## ANNOUNCEMENT

### VOLUNTARY UNCONDITIONAL GENERAL OFFER FOR BOARDROOM LIMITED

### ELECTRONIC DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION

#### 1. Introduction

The Board of Directors (the “**Board**”) of Boardroom Limited (“**Boardroom**” or the “**Company**”) refers the shareholders of the Company (“**Shareholders**”) to the voluntary unconditional general offer made by United Overseas Bank Limited (“**UOB**”), for and on behalf of Apricus Global Pte. Ltd. (the “**Offeror**”), for all the issued and paid up ordinary shares (the “**Shares**”) in the capital of the Company (excluding Shares held in treasury), in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”, and the offer, the “**Offer**”) which closed on 21 February 2022, and the announcement dated 25 February 2022 made by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the compulsory acquisition in relation to the Shares, and the despatch of the documents in relation to the compulsory acquisition (“**Despatch of CA Documents Announcement**”).

*All capitalised terms used herein and not otherwise defined shall bear the same meanings as ascribed to them in the formal offer document dated 24 January 2022 issued by UOB for and on behalf of the Offeror in connection with the Offer, the circular to Shareholders dated 7 February 2022 issued by the Company in respect of the Offer which contained, inter alia, the advice and recommendation of SAC Capital Private Limited, the independent financial adviser to the Directors of the Company who were considered independent for the purposes of the Offer and the Despatch of CA Documents Announcement, as the case may be.*

#### 2. Compulsory Acquisition

As stated in the Despatch of CA Documents Announcement, the Offeror is entitled to and will exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”) at a price equal to the Offer Price. Accordingly, the Offeror has today despatched to Dissenting Shareholders the following documents:

- (a) a letter (the “**Letter**”) with regard to, *inter alia*, the Offeror's exercise of its right of compulsory acquisition under Section 215(1) of the Companies Act and the right of Dissenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Shares held by them; and
- (b) the relevant forms prescribed under the Companies Act pursuant to Sections 215(1) and 215(3) of the Companies Act, namely, Form 57 (“**Form 57**”) and Form 58 (“**Form 58**”) respectively.

Electronic copies of the Despatch of CA Documents Announcement, the Letter, Form 57 and Form 58 have been published and may be accessed on the “Shareholder Information | Shareholder Announcements” page on the website of the Company at the following URL: <https://www.boardroomlimited.com/shareholder-information-2021>. Shareholders are advised to refer to the full text of the Despatch of CA Documents Announcement for, inter alia, further information in relation to the proposed compulsory acquisition of the Shares.

### **3. Directors’ Responsibility Statement**

The Directors (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed 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 Offeree Circular), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Lim Ai Min  
Company Secretary  
Singapore, 25 February 2022