NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BoardRoom Limited (“the Company”) will be held at 50 Raffles Place, #31-01 Singapore Land Tower, Singapore 048623 on 23rd April 2019 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS
1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31st December 2018 together with the Auditor’s Report.

(Resolution 1)

2. To declare a first and final one-tier tax exempt dividend of 2.00 Singapore cents per share for the financial year ended 31st December 2018. (2017: first and final one-tier tax exempt dividend of 2.50 Singapore cents per share)

(Resolution 2)

3. To re-elect the following Directors of the Company retiring pursuant to Article 110 of the Constitution of the Company:
   - Mr Charles Teo Song Huat
   - Mr Thomas Too Liang Huat
   - Mr Goh Gek Kheen

(Resolution 3a) [See Explanatory Note (ii)]

(Resolution 3b) [See Explanatory Note (iii)]

4. To approve the payment of Directors’ fees of $315,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears in FOSDE: $315,000.

(Resolution 4)

5. To re-elect Ernst & Young LLP as the Auditor of the Company and to authorise the Directors of the Company to fix remuneration payable to the Auditor.

(Resolution 5)

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS
7. To consider and, if thought fit, to pass the following resolutions with or without any modifications as Ordinary Resolutions:

(a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:
   (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "instruments") that might or would require shares to be issued, including but not limited to any rights, bonus or otherwise and in issue (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and subject to such terms and conditions as the Directors may in their absolute discretion deem fit.

(Resolution 6)

(b) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 7)

(c) (a) The Directors of the Company be authorised and empowered to:
   (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "instruments") that might or would require shares to be issued, including but not limited to any rights, bonus or otherwise and in issue (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and subject to such terms and conditions as the Directors may in their absolute discretion deem fit; and
   (iii) Resolution 7, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, to allot and issue up to 35% of the number of total issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
      (a) new shares arising from the conversion of any convertible securities;
      (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
      (c) any subsequent bonus issue, consolidation or subdivision of shares, and
   (d) in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 8)

(d) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares as may be allotted and issued pursuant to the BoardRoom Limited Scrip Dividend Scheme.

(Resolution 9)

Notes:
1. A proxy need not be a member of the Company.
2. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

By the Board of the

Ngiam May Ling
Company Secretary

5 April 2019

Explanatory Notes:
(i) Resolution 1 (Resolution 3) are for the re-election of Mr Goh Gek Kheen and Mr Thomas Too Liang Huat respectively, Directors of the Company who retire by rotation at the Annual General Meeting. For more information on these Directors, please refer to the “Board of Directors” section in the Report.

(ii) Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the next date by which the next Annual General Meeting of the Company is required by law to be held, to:
   (a) allot the maximum number of new shares as permitted by law (being the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
      (a) new shares arising from the conversion of any convertible securities;
      (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
      (c) any subsequent bonus issue, consolidation or subdivision of shares, and
   (b) in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 10)

(iii) In respect of sub-paragraphs (2) and (3) of Resolution 6, the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution will be calculated as follows:
   (a) refers to the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
      (a) new shares arising from the conversion of any convertible securities;
      (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, after adjusting for:
      (a) new shares arising from the conversion of any convertible securities;
      (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
      (c) any subsequent bonus issue, consolidation or subdivision of shares, and
   (d) in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 11)

(iv) Resolution 7 will, if passed, empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, to allot and issue up to 35% of the number of total issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of the Resolution, after adjusting for:
   (a) new shares arising from the conversion of any convertible securities;
   (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, after adjusting for:
      (a) new shares arising from the conversion of any convertible securities;
      (b) new shares arising from the exercise of share option or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
      (c) any subsequent bonus issue, consolidation or subdivision of shares, and
   (d) in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 12)

(v) Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(Resolution 13)

(vi) The word “relevant intermediary” has the meaning assigned to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

(Resolution 14)

(vii) A person need not be a member of the Company.

(Resolution 15)

(viii) The instrument appointing a proxy must be deposited at the registered office of the Company at 50 Raffles Place #31-01, Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the Annual General Meeting.

A Declaration

By submitting an instrument appointing a proxy(s) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the proceeding, administration and analysis of the attendance lists and minutes and other documents relating to the Annual General Meeting (including voting) and/or the production of reports (by or on behalf of the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “Purposes”); (ii) warrants that where the member discloses the personal data of an intermediary (by or on behalf of the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(and/or representative) for the collection, use and disclosure by the Company (for its agents or service providers) of the personal data of such principal and/or representative for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

BOARDROOM LIMITED
Company Registration No. 200003902Z
(Registered in Singapore with limited liability)