

**FRAGRANCE GROUP LIMITED**

Company Registration No.: 200006656M

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Fragrance Group Limited will be convened and held by way of electronic means on 27 April 2021 at 9.00 a.m., to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended December 31, 2020 together with the Directors' Statement and the Report of the Auditors thereon. **[Resolution 1]**
2. To approve the proposed Directors' fees of S\$195,000/- for the financial year ended December 31, 2020. [2019: S\$195,000/-] **[Resolution 2]**
3. To re-elect the following Directors who retire pursuant to the Company's Constitution:-
 - (a) Mr Koh Wee Meng {retiring pursuant to Regulation 89} **[Resolution 3]**
 - (b) Mr Leow Chung Chong Yam Soon {retiring pursuant to Regulation 89} **[Resolution 4]**
 - (c) Mr Tham Chee Soon {retiring pursuant to Regulation 88} **[Resolution 5]**

[See Explanatory Notes on Ordinary Business (i)]
4. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 6]**
5. To transact any other ordinary business that may be properly transacted at the Annual General Meeting.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:-

6. Authority to allot and issue shares up to 50% of issued share capital excluding treasury shares.

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to issue and allot new shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company), of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company), and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier." **[Resolution 7]**

[See Explanatory Notes on Special Business (i)]

By Order of the Board

KELOTH RAJ KUMAR (MR)

Company Secretary

Date: 5 April 2021



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Explanatory Notes on Ordinary Business: -

- (i) Ordinary Resolutions 3(a) and 3(b) are to re-elect Mr Koh Wee Meng and Mr Leow Chung Chong Yam Soon who will be retiring by rotation under Regulation 89 of the Constitution of the Company whereas Ordinary Resolution 3(c) is to re-elect Mr Tham Chee Soon who will be retiring under Regulation 88 of the Constitution of the Company.

Mr Koh Wee Meng is an Executive Chairman and Chief Executive Officer, who is a member of the Nominating Committee and he will continue in the said capacities upon re-election as a Director of the Company.

Mr Leow Chung Chong Yam Soon is a lead independent Director, who is the Chairman of the Audit Committee as well as a member of the Nominating Committee and he will continue in the said capacities upon re-election as a Director of the Company.

Mr Tham Chee Soon is an independent Director, who is the Chairman of the Remuneration Committee as well as a member of the Audit and Nominating Committees and he will continue in the said capacities upon re-election as a Director of the Company.

Detailed information on these Directors (including information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited) can be found under "Supplemental Information on Directors Seeking Re-election".

Explanatory Notes on Special Business: -

- (i) In the proposed Resolution 7 above, the percentage of issued share capital is calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings in each class at the time of the passing of the resolution approving the mandate after adjusting for:- (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from vesting of share awards date, provided the awards were granted in compliance with Part VIII of Chapter 8; and (c) any subsequent bonus issue, consolidation or subdivision of shares. The proposed Resolution 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is earlier, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise). The number of shares which the Directors may issue under this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company). For issue of shares other than on a pro-rata basis to all existing shareholders of the Company, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company).



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Notes:-

1. The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time).
2. Printed copies of this Notice will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to the (i) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast and/or live audio-only stream); (ii) submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions in advance of the AGM; and (iii) voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's announcement dated 5 April 2021 which has been uploaded together with the Notice of AGM on SGXNet on the same day.

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a live audio-visual webcast via mobile phone, tablet or computer or listen to these proceedings through a live audio-only stream via telephone. In order to do so, a member who wishes to watch the live audio-visual webcast or listen to the live audio-only stream must pre-register by 9.00 a.m. on 24 April 2021, at the URL <https://online.meetings.vision/fragrancegl-agm-registration>. Following authentication of status as members, authenticated members will receive email instructions on how to access the live audio-visual webcast and live audio-only stream of the proceedings of the AGM by 26 April 2021.

A member who pre-registers to watch the live audio-visual webcast or listen to the live audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 9.00 a.m. on 24 April 2021:

- (a) via the pre-registration website at the URL <https://online.meetings.vision/fragrancegl-agm-registration>; or
 - (b) in hard copy by sending personally or by post and lodging the same at the Registered Office of the Company at 456 Alexandra Road #26-01 Fragrance Empire Building Singapore 119962.
4. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person.** If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the Meeting as proxy has been uploaded together with this Notice of AGM made available for downloading from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

5. Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes by 5.00 p.m. on 15 April 2021, being at least seven (7) working days before the AGM.



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6. The Chairman of the AGM, as a proxy need not be a Member of the Company.

The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (i) Submitted by post, be deposited at the Registered Office of the Company at 456 Alexandra Road #26-01 Fragrance Empire Building Singapore 119962,

not less than 72 hours before the time set for the AGM.

A member who wishes to submit an instrument of proxy can download a copy from the SGX website, and complete and sign the proxy form, before submitting it by post to the address provided above.

7. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members either before or during the AGM through live audio-visual webcast and/or live audio-only stream.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) 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 processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines..