

# JK Global Treasures Pte. Ltd.

(Incorporated in the Republic of Singapore)  
Company Registration No. 201734224G

30 August 2021

To: The Shareholders of Fragrance Group Limited

**Compulsory Acquisition of shares in the capital of Fragrance Group Limited (the “Company”) pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “Companies Act”) by JK Global Treasures Pte. Ltd. (the “Offeror”) and rights pursuant to Section 215(3) of the Companies Act**

## 1. Introduction

1.1 **Offer.** We refer to the formal offer document dated 30 July 2021 in relation to the voluntary unconditional cash offer (the “**Offer**”) by DBS Bank Ltd. (“**DBS Bank**”), for and on our behalf, for all the issued ordinary shares (“**Fragrance Shares**”) in the capital of the Company, including all the Fragrance Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (the “**Offer Document**”).

*Unless otherwise defined, all capitalised terms used in this Letter shall bear the same meanings as ascribed to them in the Offer Document.*

**If you have already (i) validly accepted the Offer in respect of all your Fragrance Shares by completing and returning a Relevant Acceptance Form or (ii) sold all your Fragrance Shares prior to the date of this Letter, please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below).**

**YOU CAN STILL TENDER YOUR ACCEPTANCE AT ANY TIME PRIOR TO 5.30 PM ON THE CLOSING DATE. THE PROCEDURES FOR ACCEPTING THE OFFER CAN BE FOUND AT APPENDIX 2 OF THE OFFER DOCUMENT.**

1.2 **Aggregate Shareholding.** As announced by DBS Bank, for and on our behalf, as at 6.00 p.m. (Singapore time) on 12 August 2021, we have received valid acceptances in respect of 6,295,715,048 Fragrance Shares representing approximately 93.78 per cent. of all the issued Fragrance Shares which, together with the Fragrance Shares acquired or agreed to be acquired by us, comprise an aggregate of 6,431,964,048 Fragrance Shares representing approximately 95.80 per cent. of all the issued Fragrance Shares.

1.3 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, as we have received valid acceptances and/or acquired Fragrance Shares from the Despatch Date in respect of not less than 90 per cent. of the total number of Fragrance Shares in issue (other than those already held by us, our related corporations or our respective nominees as at the Despatch Date), we are entitled, and intend, to exercise our right under Section 215(1) of the Companies Act to compulsorily acquire all the Fragrance Shares held by Shareholders who have not accepted the Offer as at the date of this Letter (the “**Dissenting Shareholders**”), at the Offer Price of S\$0.138 per Fragrance Shares.

## 2. Compulsory Acquisition under Section 215(1) of the Companies Act

**2.1 Dissenting Shareholder.** According to the records maintained by The Central Depository (Pte) Limited (“**CDP**”) and/or Tricor Barbinder Share Registration Services (the “**Registrar**”), as the case may be, you may not have accepted the Offer. Accordingly, we are writing to inform you that we are exercising our right under Section 215(1) of the Companies Act to acquire all the Fragrance Shares held by you at the Offer Price of S\$0.138 for each Fragrance Share that you own (the “**Offer Consideration**”). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (the “**Form 57**”).

**Please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below in paragraph 3.1) if you have already validly accepted the Offer in respect of all your Fragrance Shares or sold all your Fragrance Shares prior to the date of this Letter.**

**2.2 Compulsory Acquisition.** We will exercise the right of compulsory acquisition to acquire all the Fragrance Shares held by you on or after 30 September 2021 (the “**Transfer Date**”), being the date falling after the expiration of one month from the date of the Form 57, subject to and on the terms set out in the enclosed Form 57.

**2.3 Registration of Transfer.** Upon the payment of the Offer Consideration to the Company by us, the Company will cause to be transferred to us all the Fragrance Shares held by you and register us as the holder of all those Fragrance Shares as soon as practicable. The Offer Consideration will be held by the Company on trust for you in a separate bank account to be established by the Company.

**2.4 Settlement.** Subject to and in accordance with the provision of Section 215(1) of the Companies Act and the terms set out in the Form 57, as soon as practicable after the Transfer Date, remittances in the form of S\$ cheques for the Offer Consideration in respect of your Fragrance Shares will be despatched (or by such other manner as you may have agreed with CDP for the payment of any cash distribution) to you (or, if you hold Fragrance Shares which are not deposited with CDP, your designated agents, as you may direct) by ordinary post, in each case at your own risk.

## 3. Rights under Section 215(3) of the Companies Act

**3.1 Non-Assenting Shareholder.** Under Section 215(3) of the Companies Act, you have the right to require us to acquire your Fragrance Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (the “**Form 58**”) is enclosed with this Letter. You may, within three months from the date of the Form 58 (that is, by 30 November 2021), require us to acquire your Fragrance Shares and we shall be entitled and bound to acquire those Fragrance Shares on the same terms as those offered under the Offer at the Offer Price of S\$0.138 for each Fragrance Share.

**3.2 No Action.** As we would be proceeding to compulsorily acquire your Fragrance Shares pursuant to Section 215(1) of the Companies Act, you need not take any action in relation to the Form 58. Shareholders who wish to exercise their right under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

## 4. Delisting

**4.1 Listing Status of the Company.** Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of Fragrance Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”). As announced by the Company on 13 August 2021, the Free Float Requirement is no longer satisfied. As stated in the Offer Document, **we do not intend to support any action by the Company to meet the Free Float Requirement.**

**4.2 Application for Delisting.** An application will be made to the SGX-ST for the delisting of the Company, subject to the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act (the “**Delisting Application**”). The result of the Delisting Application will be announced in due course.

**4.3 Timing of Suspension and Delisting:**

**4.3.1** Pursuant to Rule 1303(1) of the Listing Manual, trading in the listed securities of the Company, being the Fragrance Shares, on the SGX-ST will be suspended after the close of the Offer.

**4.3.2** Subject to the result of the Delisting Application, the Company will be delisted upon the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act. The date on which the Company will be delisted from the SGX-ST will be announced in due course, following the completion of such compulsory acquisition.

**5. General**

If you are in any doubt about any of the matters referred to in this Letter, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

**6. Responsibility Statement**

The director of the Offeror (including where he has delegated detailed supervision of this Letter) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter are fair and accurate and that no material facts have been omitted from this Letter, and accepts responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company or its subsidiaries), the sole responsibility of the director of the Offeror 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 Letter.

Yours faithfully  
For and on behalf of  
**JK Global Treasures Pte. Ltd.**

Koh Wee Meng  
Director

Enclosed: Form 57 and Form 58

