

FRAGRANCE GROUP LIMITED
(Company Registration No. 200006656M)
(Incorporated in the Republic of Singapore)
(the “Company”)

Minutes of the Annual General Meeting of the Company (“AGM” or the “Meeting”)

Date : Tuesday, 27 April 2021

Time : 9:00 a.m.

Place : By electronic means

Present : As per attendance record maintained by the Company

Chairman : Mr Koh Wee Meng (the “Chairman”)

WELCOME ADDRESS

The Chairman welcomed the shareholders of the Company who had joined the Meeting by webcast and audio means (the “Shareholders”). He informed Shareholders that there was a quorum present and called the Meeting to order.

The notice convening the Meeting (the “Notice”) was taken as read.

Prior to proceeding with the agenda business of the Meeting, the Chairman introduced the board members present to the Shareholders and thereafter shared the process of how the Meeting would be conducted in accordance with the SGX Guidance and the Joint Statement issued by ACRA-MAS-SGX, which was announced by the company on 5 April 2021.

Messrs Trusted Services Pte Ltd and Messrs Janusys Consultants Pte Ltd has been appointed as the polling agent and the scrutineer respectively. The Scrutineer has independently checked and verified the validity of the proxy forms and votes received by the Company before the Meeting. The poll results for each resolution will be announced accordingly when dealing with the respective agenda item.

Chairman informed the Shareholders that due to the current circumstances, there will not be a live question and answer session. However, the Company have received questions from the Securities Investors Association (Singapore) and the Shareholders, 72 hours before the meeting and have released an announcement via SGX-NET containing those questions and the corresponding answers. Following this, the Chairman moved into the respective agenda items of the Meeting.

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MEETING AGENDA**RESOLUTION 1- DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE AUDITORS' REPORT THEREON.**

The Chairman informed the shareholders that Resolution 1 is to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditors' Report thereon.

The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,727,318,700	100.00	0	0.00

Based on the result, the Chairman declared that the following Resolution 1 is duly carried:-

“Resolved that the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditor’s Report thereon, be hereby adopted.”

RESOLUTION 2 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020.

The Chairman informed the shareholders that Resolution 2 is to approve the payment of the proposed Directors' Fees of S\$195,000/- for the financial year ended 31 December 2020. This amount is to be divided among the Non-Executive Directors only.

The results of the poll are as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,727,312,700	100.00	6,000	0.00

Based on the result, the Chairman declared that the following Resolution 2 is duly carried:-

“Resolved that the Directors’ Fees of S\$195,000/- for the financial year ended 31 December 2020 be approved and that such amount be divided amongst the Directors in such a manner as may be determined by them.”

RESOLUTION 3 – RE-ELECTION OF MR KOH WEE MENG AS A DIRECTOR PURSUANT TO REGULATION 89 OF THE COMPANY’S CONSTITUTION.

- (a) The Chairman informed the shareholders that Resolution 3 is to re-elect himself as a Director of the Company. In view of this, he handed over the meeting to Mr Aravind to take through the motion. Mr Aravind took over the Chairmanship of the meeting and informed the shareholders that Mr Koh Wee Meng being the Chairman and CEO as well as a member of Nominating Committee of the Company, is due to retire in accordance with Regulation 89 of the Company’s Constitution, and he being eligible, has offered himself for re-election and will continue in the same capacities upon re-election.

The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,727,175,700	100.00	143,000	0.00

Based on the result, Mr Aravind declared that the following Resolution 3 is duly carried:-

“Resolved that Mr Koh Wee Meng retiring as a Director pursuant to Regulation 89 of the Company’s Constitution be re-elected as a Director of the Company.”

Mr Aravind hand the meeting back to the Chairman.

RESOLUTION 4 – RE-ELECTION OF MR LEOW CHUNG CHONG YAM SOON AS A DIRECTOR PURSUANT TO REGULATION 89 OF THE COMPANY’S CONSTITUTION.

- (b) The Chairman informed the shareholders that Resolution 4 is to re-elect Mr Leow Chung Chong Yam Soon as a Director of the Company. Mr Leow Chung Chong Yam Soon is the Lead Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee of the Company, is due to retire in accordance with Regulation 89 of the Company’s Constitution, and he being eligible, has offered himself for re-election and would continue in the same capacities upon re-election.

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The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,715,545,300	99.79	11,773,400	0.21

Based on the result, the Chairman declared that the following Resolution 4 is duly carried:-

“Resolved that Mr Leow Chung Chong Yam Soon retiring as a Director pursuant to Regulation 89 of the Company’s Constitution be re-elected as a Director of the Company.”

RESOLUTION 5 – RE-ELECTION OF MR THAM CHEE SOON AS A DIRECTOR PURSUANT TO REGULATION 89 OF THE COMPANY’S CONSTITUTION.

- (c) The Chairman informed the shareholders that Resolution 5 is to re-elect Mr Tham Chee Soon as a Director of the Company. Mr Tham Chee Soon is an Independent Director, the Chairman of Remuneration Committee, a member of the Audit and Nominating Committees of the Company, is due to retire in accordance with Regulation 88 of the Company’s Constitution, and he being eligible, has offered himself for re-election and would continue in the same capacities upon re-election.

The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,724,294,700	99.95	3,024,000	0.05

Based on the result, the Chairman declared that the following Resolution 5 is duly carried:-

“Resolved that Mr Tham Chee Soon retiring as a Director pursuant to Regulation 88 of the Company’s Constitution be re-elected as a Director of the Company.”

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RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

The Chairman informed the shareholders that Resolution 6 is to re-appoint the auditors, Messrs Deloitte & Touche LLP, who have expressed their willingness to continue in office and to authorize the Directors to fix their remuneration.

The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,318,700	5,724,294,700	99.95	3,024,000	0.05

Based on the result, the Chairman declared that the following Resolution 6 is duly carried:-

“Resolved that Messrs Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore, the retiring Auditors, be hereby re-appointed Auditors of the Company until the conclusion of the next Annual General Meeting at remuneration to be agreed upon between the Directors and the Auditors.”

Chairman informed that the next agenda is to consider any other ordinary business of an AGM. Prior to the start of the meeting, the Company Secretary has informed the Chairman that no notice has been received of any other ordinary business. Chairman then proceeded to deal with the special business of the Meeting.

RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES UP TO 50% OF ISSUED SHARE CAPITAL EXCLUDING TREASURY SHARES OF THE COMPANY

The Chairman informed the shareholders that it is the Company’s usual practice to seek a limited authorisation from members to issue shares should the need arise. Resolution 7 is to authorize the Directors to issue shares as enumerated in the notice of the AGM dated 5 April 2021.

The results of the poll are as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
5,727,313,700	5,715,540,300	99.79	11,773,400	0.21

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Based on the result, the Chairman declared that the following Resolution 7 is duly carried:-

“Resolved that the authority to issue shares in the share capital of the Company as enumerated in the notice of the AGM dated 5 April 2021 be hereby approved.

CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 9.15 a.m. and thanked the Shareholders for their attendance.

Confirmed by

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MR KOH WEE MENG
CHAIRMAN OF THE MEETING