

FRAGRANCE GROUP LIMITED
Incorporated in Singapore
(Company Registration No.: 200006656M)

**VOLUNTARY UNCONDITIONAL CASH OFFER BY DBS BANK LTD FOR AND ON BEHALF OF
JK GLOBAL TREASURES PTE. LTD.**

LOSS OF FREE FLOAT AND COMPULSORY ACQUISITION

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Fragrance Group Limited (the “**Company**”) wishes to refer shareholders of the Company (“**Shareholders**”) to:

- (a) the offer document dated 30 July 2021 (the “**Offer Document**”) issued by DBS Bank Ltd (“**DBS Bank**”), for and on behalf of JK Global Treasures Pte. Ltd. (the “**Offeror**”), setting out, *inter alia*, the terms and conditions of the voluntary unconditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**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 “**Offeror Concert Parties**”);
- (b) the announcement dated 12 August 2021 (the “**Level of Acceptance Announcement**”) made by DBS Bank, for and on behalf of the Offeror, in relation to, *inter alia*, (i) the level of acceptances of the Offer as at 6.00p.m. (Singapore time) on 12 August 2021; and (ii) the Offeror’s entitlement and intention to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Fragrance Shares held by the Dissenting Shareholders, at the Offer Price of S\$0.138 for each remaining Fragrance Share.

Unless and otherwise defined, all capitalised terms not defined herein shall have the same meaning ascribed to them in the Offer Document and the relevant announcements.

2. LOSS OF FREE FLOAT AND SUSPENSION IN TRADING

2.1 As stated in the Level of Acceptance Announcement, *inter alia*:

- (a) the total number of Fragrance Shares owned, controlled or agreed to be acquired by the Offeror (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 12 August 2021 amount to an aggregate of 6,295,715,048 Fragrance Shares, representing approximately 93.78%¹ of the total number of issued Fragrance Shares; and
- (b) the total number of Fragrance Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror Concert Parties (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 12 August 2021 amount to an aggregate of 6,431,964,048 Fragrance Shares, representing approximately 95.80% of the total number of issued Fragrance Shares.

¹ As stated in the Level of Acceptance Announcement, this is calculated as a percentage of the total number of issued Fragrance Shares in issue as at the date of the Level of Acceptance Announcement.

- 2.2 Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of issued Fragrance Shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public (the “**Free Float Requirement**”).
- 2.3 **In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that:**
- (a) **the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned, controlled or agreed to be acquired by the Offeror to above 90% of the total number of issued Fragrance Shares (excluding treasury shares); and**
 - (b) **the percentage of Fragrance Shares held by the public as at 6.00 p.m. (Singapore time) on 12 August 2021 is therefore less than the requisite 10% under the Free Float Requirement.**
- 2.4 Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Fragrance Shares (excluding treasury shares), thus causing the percentage of the total number of Fragrance Shares (excluding treasury shares) held in public hands to fall below 10%, **the SGX-ST will suspend trading of the Fragrance Shares on the SGX-ST only at the close of the Offer.**
- 2.5 As stated in, *inter alia*, the Offer Document and the Level of Acceptances Announcement, the Offeror intends to privatise the Company and does not intend to preserve the listing status of the Company. In the event that the trading of Fragrance Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

3. CLOSING DATE

Shareholders should note that the Offer remains open for acceptance until **5.30 p.m.** (Singapore time) on **27 August 2021** or such later date as may be announced from time to time by or on behalf of the Offeror.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (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 herein are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and the Level of Acceptance Announcement), the sole responsibility of the directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced herein.

BY ORDER OF THE BOARD

Periakaruppan Aravindan
Deputy CEO and Executive Director
13 August 2021