

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. FOR ALL THE ISSUED SHARES IN THE CAPITAL OF
FRAGRANCE GROUP LIMITED**

**DESPATCH OF NOTIFICATION OF ELECTRONIC DISSEMINATION OF THE OFFEREE
CIRCULAR (“NOTIFICATION”)**

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 announcement dated 9 July 2021 (the “**Offer Announcement**”) made by DBS Bank Ltd. (“**DBS Bank**”), for and on behalf of JK Global Treasures Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) for all the issued 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;
- (b) the announcement dated 9 July 2021 made by the Company, in response to the Offer Announcement;
- (c) the announcement dated 12 July 2021 (the “**Offer Unconditional Announcement**”) made by DBS Bank, for and on behalf of the Offeror, released on 12 July 2021 announcing that, *inter alia*, the Offer has become unconditional in all respects;
- (d) the announcement dated 16 July 2021 made by the Company, in relation to the appointment of Ernst & Young Corporate Finance Pte Ltd as the independent financial adviser (“**IFA**”) to the directors of the Company (“**Directors**”) who are considered independent for the purposes of the Offer (“**Independent Directors**”); and
- (e) the formal offer document dated 30 July 2021 (the “**Offer Document**”) issued by DBS Bank, for and on behalf of the Offeror, setting out the terms and conditions of the Offer.

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. DESPATCH OF NOTIFICATION

- 2.1 Further to the above announcements, the Board wishes to inform Shareholders that the notice to Shareholders (the “**Notification**”) containing the address and instructions for the electronic retrieval of the circular to Shareholders dated 13 August 2021 in relation to the Offer which contains, *inter alia*, the recommendation of the IFA and the Independent Directors (the “**Offeree Circular**”), has been despatched to Shareholders on 13 August 2021.
- 2.2 The Company has opted for electronic dissemination of the Offeree Circular through publication on SGXNET and the Company’s corporate website. Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.

- 2.3 Electronic copies of the Notification and the Offeree Circular are available on the SGXNET announcement page of the Company at <https://www.sgx.com/securities/company-announcements?value=FRAGRANCE%20GROUP%20LIMITED&type=company> and the website of the Company at <http://www.fragrancegroup.com.sg>.
- 2.4 **The Offeree Circular requires the immediate attention of the Shareholders. Shareholders should carefully read the Offer Document, the Offer Announcement, the Offeree Circular and the letter from the IFA set out in the Offeree Circular carefully and consider the recommendations of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether or not to accept the Offer.**
- 2.5 Shareholders who have not received the Notification within two (2) business days from the date hereof may, during normal business hours and up to 5.30 p.m. (Singapore time) on the closing date of the Offer, obtain a copy of the Notification from the Registrar at the following address:

Tricor Barbinder Share Registration Services
80 Robinson Road
#02-00
Singapore 068898

3. CLOSING DATE

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 27 August 2021, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4. DIRECTORS' RESPONSIBIITY STATEMENT

The Directors (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 Announcement, the Offer Unconditional Announcement and the Offer Document), 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
Fragrance Group Limited

Mr. Leow Chung Chong Yam Soon
Lead Independent Director