

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

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR AND RELATED DOCUMENTS

Board of Directors:

Mr. Koh Wee Meng
Ms. Lim Wan Looi
Mr. Periakaruppan Aravindan
Mr. Leow Chung Chong Yam Soon
Mr. Lo Kim Seng
Mr. Tham Chee Soon

Registered Office:

456 Alexandra Road
#26-01
Fragrance Empire Building
Singapore 119962

13 August 2021

To: The Shareholders of Fragrance Group Limited

Dear Sir/Madam,

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (“NOTICE”)

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, 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**”);

- (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;
- (f) the news release issued by the Singapore Exchange Trading Limited on 29 June 2021 announcing that the Monetary Authority of Singapore (“**MAS**”), the Securities Industry Council (“**SIC**”) and the Singapore Exchange Regulation (“**SGX RegCo**”) have extended the temporary measure to allow listed issuers and parties involved in rights issues and take-over or merger transactions to electronically disseminate Offer Documents through publication on SGXNET and their corporate websites, until the temporary measure is revoked or amended by MAS, SIC and SGX RegCo, with at least six months’ advance notice to be given before the temporary measure ceases to be available; and
- (g) the public statement on the Further Extension of the Temporary Measure to allow for Electronic Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers issued by SIC on 29 June 2021.

2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR

- 2.1. The Board would like to inform the Shareholders that the Company has today, disseminated to Shareholders a circular dated 13 August 2021 (the “**Offeree Circular**”) containing, *inter alia*, the advice of the IFA to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer.

- 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. The electronic version of the Offeree Circular is located on the SGXNET announcement page of the Company.

To access the electronic version of the Offeree Circular, please access the following URL: <https://www.sgx.com/securities/company-announcements?value=FRAGRANCE%20GROUP%20LIMITED&type=company>

- 2.4. The electronic version of the Offer Document and its related documents may also be accessed on the website of the Company (<http://www.fragrancegroup.com.sg>) or by scanning the following QR Code:



- 2.5. Should any Shareholder require assistance in accessing the electronic version of the Offeree Circular, please contact Ms Angela Lim by phone at 63466888 or by email to contact@fragrancegroup.com.sg.

- 2.6. The Company has also today, despatched a printed copy of this Notice to Shareholders.

- 2.7. The Offeree Circular requires the immediate attention of the Shareholders. Shareholders should carefully read and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer set out in the Offeree Circular before deciding whether to accept or reject the Offer. **Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**

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, being the last day for the lodgement of acceptances for the Offer.

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.

Yours faithfully,
For and on behalf of
Fragrance Group Limited

Mr Leow Chung Chong Yam Soon
Lead Independent Director