

**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.**

**APPROVAL FOR DELISTING FROM THE SGX-ST**

---

**1. INTRODUCTION**

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

- (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;
- (b) the announcement dated 27 August 2021 (the “**27 August Announcement**”) released by DBS Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the extension of Closing Date and the level of acceptances of the Offer as at 6.00p.m. (Singapore time) on 26 August 2021;
- (c) the announcement dated 30 August 2021 (the “**Compulsory Acquisition Announcement**”) released by DBS Bank, for and on behalf of the Offeror, in relation to the despatch of notices with regard to, *inter alia*, the Offeror’s exercise of its right of compulsory acquisition pursuant to Section 215(1) of the Companies Act (the “**Compulsory Acquisition**”);
- (d) the Company’s announcement dated 8 September 2021 in relation to the application made to the SGX-ST to seek the SGX-ST’s approval to delist the Company from the Official List of the SGX-ST in accordance with Rule 1308 of the SGX- ST Listing Manual after the completion of the Compulsory Acquisition (“**Proposed Delisting**”); and
- (e) the announcement dated 10 September 2021 (the “**Close of Offer Announcement**”) made by DBS Bank Ltd, for and on behalf of the Offeror, in relation to, *inter alia*, (i) the close of the Offer at 5.30 p.m. (Singapore time) on 10 September 2021; (ii) the final level of acceptances of the Offer as at 5.30 p.m. (Singapore time) on 10 September 2021; and (iii) the Offeror’s intention to proceed with the Compulsory Acquisition.

(collectively, the “**Documents**”).

*Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Documents.*

## **2. APPROVAL FOR THE PROPOSED DELISTING**

The Board wishes to announce that on 14 September 2021, the SGX-ST informed the Company that based on the submissions and representations made by the Company to the SGX-ST, the SGX-ST advised that as the Offeror and its concert parties hold, in aggregate, more than 90% of all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury shares), resulting in the Company's free float falling below 10%, and taking into consideration the Offeror's intention to exercise its right to the Compulsory Acquisition, the SGX-ST has no objection to the Proposed Delisting of the Company from the Official List of the SGX-ST.

The SGX-ST's decision set out above is not an indication of the merits of the Proposed Delisting.

The date and time of the delisting of the Company from the Official List of the SGX-ST will be announced in due course.

## **3. 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 Documents), the sole responsibility of the directors of the Company 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 & Executive Director  
15 September 2021