

**FRAGRANCE GROUP LIMITED**

Company Registration No.: 200006656M

RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 APRIL 2016

The Board of Directors (the “Board”) of Fragrance Group Limited (the “Company”) is pleased to announce, in accordance with Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited, that on a poll vote, all the resolutions as set out in the Notice of the Annual General Meeting dated 30 March 2016 have been duly passed by the Shareholders of the Company at the Annual General Meeting held on 15 April 2016 (“the Meeting”).

(a) The results of the poll on each of the resolutions put to vote at the Meeting are set out below for information:

Resolution number and details	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 (%)
Ordinary Business					
<u>Resolution 1</u> To receive and adopt the Audited Accounts for the financial year ended December 31, 2015 together with the Directors’ Statement and the Report of Auditors thereon.	5,766,337,250	5,766,337,250	100.00	0	0.00
<u>Resolution 2</u> To approve the proposed Directors’ fees of \$221,667/- for the financial year ended December 31, 2015 [2014: \$260,000/-].	5,030,737,250	5,030,737,250	100.00	0	0.00
<u>Resolution 3</u> To re-elect Ms Lim Wan Looi as a Director (retiring pursuant to Article 91).	5,031,337,250	5,031,082,250	99.99	255,000	0.01
<u>Resolution 4</u> To re-elect Mr Periakaruppan Aravindan as a Director (retiring pursuant to Article 91).	5,764,521,250	5,764,461,250	100.00	60,000	0.00

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		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 (%)
Ordinary Business					
<u>Resolution 5</u> To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.	5,766,337,250	5,766,287,250	100.00	50,000	0.00
Special Business					
<u>Resolution 6</u> Authority to allot and issue shares up to 50% of issued share capital excluding treasury shares.	5,766,337,250	5,756,527,450	99.83	9,809,800	0.17
<u>Resolution 7</u> Authority to purchase up to 10% of issued ordinary shares excluding treasury shares under the Share Buy Back Mandate.	5,766,337,250	5,765,302,250	99.98	1,035,000	0.02
<u>Resolution 8</u> Authority to issue shares under the Fragrance Performance Share Plan.	5,757,041,250	5,747,804,450	99.84	9,236,800	0.16

(b) Details of parties who are required to abstain from voting on any resolution(s)**Ordinary Resolution 2: To approve the proposed Directors' fees of \$221,667/- for the financial year ended December 31, 2015 [2014: \$260,000/-].****Ordinary Resolution 3: To re-elect Ms Lim Wan Looi as a Director (retiring pursuant to Article 91).**

Ms Lim Wan Looi holding 735,000,000 ordinary shares in the Company in her own name, being interested in Ordinary Resolutions 2 and 3, had abstained from voting thereof.



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(b) Details of parties who are required to abstain from voting on any resolution(s)

Ordinary Resolution 4: To re-elect Mr Periakaruppan Aravindan as a Director (retiring pursuant to Article 91).

Mr Periakaruppan Aravindan holding 256,000 ordinary shares in the Company in his own name and 1,560,000 ordinary shares under OCBC nominees account, being interested in Ordinary Resolution 4, had abstained from voting thereof.

Ordinary Resolution 8: Authority to issue shares under the Fragrance Performance Share Plan (“PSP”).

Mr Periakaruppan Aravindan holding 256,000 ordinary shares in the Company in his own name and 1,560,000 ordinary shares under OCBC nominees account, being interested in Ordinary Resolution 8, had abstained from voting thereof.

All shareholders of the Company who are eligible to participate in the PSP had abstained from voting on Ordinary Resolution 8. An aggregate of 9,296,000 ordinary shares were held by such shareholders present at the Meeting.

(c) Name of firm appointed as Scrutineer

B.A.C.S. Private Limited was appointed as the scrutineer of the Meeting.

BY ORDER OF THE BOARD
FRAGRANCE GROUP LIMITED

Periakaruppan Aravindan
Executive Director

15 April 2016