

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.**

- APPLICATION FOR DELISTING PURSUANT TO RULE 1308 OF THE LISTING MANUAL

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; and
- (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**”).

(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. APPLICATION FOR DELISTING PURSUANT TO RULE 1308 OF THE LISTING MANUAL

The Board wishes to announce that, in view of the Compulsory Acquisition, an application was made to the SGX-ST to seek the SGX-ST’s approval (“**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 on the following grounds:

- (a) following the Compulsory Acquisition, the Company will be a wholly-owned subsidiary of the Offeror;
- (b) trading of Fragrance Shares on the SGX-ST will be suspended after the Final Closing Date (being 10 September 2021); and

- (c) the Offeror had stated that it has no intention to undertake or support any action for the public float of the Company to be restored.

The Company will make further announcements in relation to the status and results of the Approval 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.

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 in herein.

The directors of the Company jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

Periakaruppan Aravindan
Deputy CEO & Executive Director
8 September 2021