

FRAGRANCE GROUP LIMITED
(Company Registration No. 200006656M)
(Incorporated in the Republic of Singapore)
(the “Company”)

Minutes of the Annual General Meeting of the Company (“AGM” or the “Meeting”)

Date : Monday, 29 June 2020

Time : 9:00 a.m.

Place : By electronic means

Present : As per attendance record maintained by the Company

Chairman : Mr Koh Wee Meng (the “Chairman”)

WELCOME ADDRESS

The Chairman welcomed the shareholders of the Company who had joined the Meeting by webcast and audio means (the “Shareholders”), for the first time in the Company’s history. He informed Shareholders that there was quorum present and called the Meeting to order.

The notice convening the Meeting (the “Notice”) was taken as read.

Prior to proceeding with the business of the Meeting, the Chairman introduced the board members to the Shareholders and share the process of how the Meeting would be conducted in accordance with the COVID-19 Alternative Arrangements for Meetings Order.

The Chairman informed the Shareholders that he had been appointed as proxy by shareholders of the Company who have submitted valid proxy forms at least 72 hours before the start of the AGM. All resolutions proposed for the Meeting would be voted by poll in accordance with the proxy voting instructions received by the Company.

The Chairman informed that Messrs Janusys Consultants Pte. Ltd. had been appointed as scrutineer for the AGM (the “Scrutineer”). The Scrutineer had independently checked and verified the validity of the proxy forms and votes received by the Company before the Meeting. He would announce the poll results for each resolution during the Meeting.

The Chairman also informed the Shareholders that the Company did not receive any questions to be raised at the Meeting, he then moved into the respective agenda items of the Meeting.

MEETING AGENDA

RESOLUTION 1 – DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE AUDITORS' REPORT THEREON.

The Chairman informed that the Resolution 1 is to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report thereon.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,029,249,800	100.00	0	0.00

Based on the result, the Chairman declared the Resolution 1 duly carried.

RESOLUTION 2 – DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019.

The Chairman informed that Resolution 2 is to approve the payment of the proposed Directors' Fees of S\$195,000/- for the financial year ended 31 December 2019. The amount is to be divided among the Non-Executive Directors only.

The results of the poll were as follows:

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 (%)
5,029,249,800	5,029,249,800	100.00	0	0.00

Based on the result, the Chairman declared the Resolution 2 duly carried.

RESOLUTION 3 – RE-ELECTION OF MR TEO CHENG KUANG AS A DIRECTOR PURSUANT TO REGULATION 89 OF THE COMPANY’S CONSTITUTION.

- (a) The Chairman informed that Resolution 3 is to re-elect Mr Teo Cheng Kuang as a Director of the Company. Mr Teo Cheng Kuang is an Independent Director, the Chairman of Nominating Committee, a member of the Audit and Remuneration Committees of the Company is due to retire in accordance with Regulation 89 of the Company’s Constitution, and he being eligible, has offered himself for re-election and would continue in the same capacities.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,020,332,900	99.82	8,916,900	0.18

Based on the result, the Chairman declared the Resolution 3 duly carried.

RESOLUTION 4 – RE-ELECTION OF MR WATT KUM KUAN AS A DIRECTOR PURSUANT TO REGULATION 89 OF THE COMPANY’S CONSTITUTION.

- (b) The Chairman informed that Resolution 4 is to re-elect Mr Watt Kum Kuan as a Director of the Company. Mr Watt Kum Kuan is an Independent Director, the Chairman of Remuneration Committee, a member of the Audit and Nominating Committees of the Company is due to retire in accordance with Regulation 89 of the Company’s Constitution, and he being eligible, has offered himself for re-election and would continue in the same capacities.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,020,332,900	99.82	8,916,900	0.18

Based on the result, the Chairman declared the Resolution 4 duly carried.

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

The Chairman informed that Resolution 5 is to re-appoint Messrs Deloitte & Touche LLP as auditors who have expressed their willingness to continue in office and to authorise the Directors to fix their remuneration.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,029,249,800	100.00	0	0.00

Based on the result, the Chairman declared the Resolution 5 duly carried.

Chairman informed that the next agenda is to consider any other ordinary business of an AGM. Prior to the start of the meeting, the Company Secretary had confirmed that no notice had been received of any other ordinary business.

RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES UP TO 50% OF ISSUED SHARE CAPITAL EXCLUDING TREASURY SHARES OF THE COMPANY

The Chairman informed that it is the Company usual practice to seek limited authorisation from members to issue shares should the need arise. Resolution 6 is to authorise the Directors to issue shares as enumerated in the notice of the AGM dated 28 May 2020.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,020,332,900	99.82	8,916,900	0.18

Based on the result, the Chairman declared the Resolution 6 duly carried.

RESOLUTION 7 – AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE FRAGRANCE PERFORMANCE SHARE PLAN

The Chairman informed that the last item on the agenda, Resolution 7 is to seek from members' approval for the Director to grant awards and issue shares under the Fragrance Performance Share Plan as enumerated in the Notice of AGM dated 28 May 2020.

The results of the poll were as follows: -

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 (%)
5,029,249,800	5,020,189,900	99.82	9,059,900	0.18

Based on the result, the Chairman declared the Resolution 7 duly carried.

CONCLUSION

There being no other ordinary business to be transacted, the Chairman declared the Meeting closed at 9.10 a.m. and thanked the Shareholders for their attendance.

Confirmed by

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MR KOH WEE MENG
CHAIRMAN OF THE MEETING