



China Flavors and Fragrances Company Limited
中國香精香料有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3318)

ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 DECEMBER 2005
FORM OF PROXY

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares (the “Shares”) of HK\$0.10 each in the capital of China Flavors and Fragrances Company Limited 中國香精香料有限公司 (the
“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
of _____
(who represents _____ shares held by me/us)² or _____ of
_____ (who represents _____ shares held by me/us)² as my/our
proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Grand I and
II function room, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 4 May 2006 at 10:00 a.m. (or at any adjournment thereof)
for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or
at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such
indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner
as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2005		
2	(i) (a) To re-elect Mr. Wong Ming Bun as a director		
	(b) To re-elect Mr. Wang Ming Fan as a director		
	(c) To re-elect Mr. Li Qing Long as a director		
	(d) To re-elect Mr. Goh Gen Cheung as a director		
	(e) To re-elect Mr. Leung Wai Man, Roger as a director		
	(f) To re-elect Mr. Zhou Xiao Xiong as a director		
	(ii) To authorize the board of directors to fix the directors' remuneration		
3.	To re-appoint the Company's auditors and authorize the board of directors to fix their remuneration		
4.	(a) To grant a general mandate to the directors of the Company to issue and allot additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
	(b) To grant a general mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
	(c) To extend, conditional upon the above resolution no. 4(a) and (b) being duly passed, the general mandate to allot shares by adding the aggregate nominal amount of the shares repurchased under resolution no. 4(b) to the aggregate nominal amount of shares which may be issued under resolution no. 4(a).		
SPECIAL RESOLUTION			
5.	To amend the articles of association of the Company		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, will be accepted to the exclusion of the votes of the joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.