
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Flavors and Fragrances Company Limited 中國香精香料有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the "EGM") of China Flavors and Fragrances Company Limited 中國香精香料有限公司 to be held at Pacific Room, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 9 November 2012 at 10:30 a.m. is set out in this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish.

17 October 2012

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Articles”	the articles of association adopted by the Company, as amended from time to time by resolution of the Shareholders of the Company;
“Board”	the board of Directors;
“Company”	China Flavors and Fragrances Company Limited 中國香精香料有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Creative China”	Creative China Limited, a company incorporated in the British Virgin Islands with limited liability;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	16 October 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Requisition Notice”	the requisition notice dated 28 September 2012 sent by Creative China to the Company in relation to the requisition for the EGM pursuant to Article 58 of the Articles;
“EGM”	the extraordinary general meeting of the Company to be convened to approve the removal of WMB and WMY as Directors;
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“WMB”	Mr. Wong Ming Bun, an executive Director as at the Latest Practicable Date;
“WMY”	Mr. Wang Ming You, a non-executive Director as at the Latest Practicable Date; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive directors:

Mr. Wong Ming Bun
Mr. Wang Ming Fan
Mr. Li Qing Long
Mr. Qian Wu

Non-executive director:

Mr. Wang Ming You

Independent non-executive directors:

Mr. Leung Wai Man, Roger
Mr. Ng Kwun Wan
Mr. Zhou Xiao Xiong

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P. O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

***Principal place of business
in Hong Kong:***

Room 2101-02, 21/F
Wing On House
71 Des Voeux Road Central
Central
Hong Kong

17 October 2012

To the Shareholders

Dear Sir or Madam,

PROPOSED REMOVAL OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the proposed removal of WMB and WMY as Directors.

A notice convening the EGM is set out on page 6 to this circular.

REQUISITION FROM CREATIVE CHINA LIMITED

By the Company's announcement dated 3 October 2012, the Board (save and except WMB and WMY) announced that the Company on 28 September 2012 received the Requisition Notice from Creative China, a Shareholder of the Company holding approximately 51.62% of the issued share capital of the Company as at the date of the Requisition Notice.

LETTER FROM THE BOARD

Pursuant to the Requisition Notice, Creative China requested the Board to call for an EGM in accordance with the Articles for the purpose of considering, and if thought fit, passing special resolutions of the Company for removing WMB and WMY as Directors of the Company.

Pursuant to Article 58 of the Articles, an EGM shall be called by the Board on the written requisition of any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company to the Board or the secretary of the Company for the transaction of any business specified in such requisition. Such EGM must be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The directors of Creative China (save and except WMB and WMY) take the view that the management style and ideology of WMB and WMY are substantially different from that of the other board members of the Company and it would not be in the best interest of Company and Shareholders as a whole to allow WMB and WMY to continue to take part in the management of the Company.

Pursuant to Article 86(5) of the Articles, the Shareholders may, at any general meeting convened and held in accordance with the Articles, by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). Hence, special resolutions regarding removal of each of the Directors will be presented at the EGM in accordance with the Articles.

EGM

At the EGM, special resolutions for removal of WMB and WMY as Directors of the Company will be proposed. Notice of the EGM is set out on page 6 of this circular. All the resolutions set out in the notice of the EGM will be decided by poll in accordance with the Listing Rules.

A proxy form for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

By Order of the Board
China Flavors and Fragrances Company Limited
中國香精香料有限公司
Wang Ming Fan
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of CHINA FLAVORS AND FRAGRANCES COMPANY LIMITED (the “Company”) will be held at Pacific Room, Island Pacific Hotel, 152 Connaught Road West, Hong Kong, on Friday, 9 November 2012 at 10:30 a.m. to consider and, if thought fit passing with or without modification, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “THAT pursuant to Article 86(5) of the articles of association of the Company, Mr. Wong Ming Bun be removed from his office of director of the Company;” and
2. “THAT pursuant to Article 86(5) of the articles of association of the Company, Mr. Wang Ming You be removed from his office of director of the Company.”

By Order of the Board
China Flavors and Fragrances Company Limited
中國香精香料有限公司
Wang Ming Fan
Executive Director

Hong Kong, 17 October 2012

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s Hong Kong branch share registrar, Tricolor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
6. Any voting at the EGM or any adjournment thereof should be taken by poll.

As at the date of this notice, the executive directors of the Company are Mr. Wong Ming Bun, Mr. Wang Ming Fan, Mr. Li Qing Long and Mr. Qian Wu; the non-executive director of the Company is Mr. Wang Ming You; and the independent non-executive directors of the Company are Mr. Leung Wai Man, Roger, Mr. Ng Kwun Wan and Mr. Zhou Xiao Xiong.