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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)**

## **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, Tricor 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.*