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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 AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
ADOPTION OF AN AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Flavors and Fragrances Company Limited (the “**Company**”) proposes to amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles**”) in order to, inter alia, bring the Memorandum and Articles in line with amendments made to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to adopt an amended and restated memorandum and articles of association which consolidates all of the proposed amendments and all previous amendments made pursuant to resolutions passed by the shareholders of the Company (the “**Shareholders**”) at general meetings.

Details of the proposed amendments to the Memorandum and Articles will be set out in a circular which will be despatched to the Shareholders in due course. The proposed amendments to the Memorandum and Articles and the adoption of the amended and restated memorandum and articles of association will be subject to the approval of the Shareholders by way of passing special resolutions at the upcoming annual general meeting 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

Chairman

Hong Kong, 3 April 2013

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