



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, 2012

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 Empire Room 1, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on 10 May 2013 at 3:00 p.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 approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2012		
2.	(a) (i) to re-elect Mr. Wang Ming Fan as a director		
	(ii) to re-elect Mr. Qian Wu as a director		
	(b) to authorize the board of directors to fix the remuneration as directors		
3.	To re-appoint the Company’s auditors and to authorize the board of directors to fix their remuneration		
4.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares		
	(B) To grant a general mandate to the directors to repurchase the Company’s shares		
	(C) To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 4(A)		
SPECIAL RESOLUTIONS			
5.	(A) To approve the amendment to the memorandum of association of the Company to reflect the increase of the authorised share capital of the Company which was completed on 25 November 2005		
	(B) To approve the amendments to the articles of association of the Company		
6.	To adopt the amended and restated memorandum and articles of association of the Company		

Signature⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- 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).
- 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Hong Kong 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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.