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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)

POLL RESULTS OF THE 2013 ANNUAL GENERAL MEETING

The Board is pleased to announce that all resolutions proposed at the AGM held on 10 May 2013 were duly passed by the Shareholders by way of poll at the AGM.

The board of directors (the “**Board**”) of China Flavors and Fragrances Company Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of annual general meeting of the Company dated 8 April 2013 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 10 May 2013 (the “**AGM**”).

As at the date of the AGM, the total number of shares in the issued share capital of the Company was 628,783,885 shares. None of the Shareholders were required to abstain from voting at the AGM. Accordingly, there were a total of 628,783,885 shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of all the resolutions at the AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
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	413,180,254 (100.000%)	0 (0.000%)
2.	(a) (i) To re-elect Mr. Wang Ming Fan as a director	413,153,974 (99.994%)	26,280 (0.006%)
	(ii) To re-elect Mr. Qian Wu as a director	413,151,974 (99.993%)	28,280 (0.007%)
	(b) To authorize the Board to fix the remuneration of directors	413,151,974 (99.993%)	28,280 (0.007%)
3.	To re-appoint the Company's auditors and to authorize the Board to fix their remuneration	413,178,254 (99.999%)	2,000 (0.001%)
4.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares	389,987,517 (94.387%)	23,192,737 (5.613%)
	(B) To grant a general mandate to the directors to repurchase the Company's shares	413,180,254 (100.000%)	0 (0.000%)
	(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)	389,989,517 (94.387%)	23,190,737 (5.613%)
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	413,151,974 (99.993%)	28,280 (0.007%)
	(B) To approve the amendments to the articles of association of the Company	413,153,974 (99.994%)	26,280 (0.006%)
6.	To adopt the amended and restated memorandum and articles of association of the Company	413,153,974 (99.994%)	26,280 (0.006%)

As more than 50% of the votes were cast in favour of each of the above resolutions no. 1 to no. 4(C), all such resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of each of the above resolutions no. 5(A) to no. 6, all such resolutions were duly passed as special resolutions of the Company.

On behalf of the Board
China Flavors and Fragrances Company Limited
Wang Ming Fan
Chairman

Hong Kong, 10 May 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.