



# 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)

## EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 19 DECEMBER 2014 OR AT ANY ADJOURNMENT THEREOF FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ 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 MEETING<sup>3</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> as my/our proxy to attend and  
act for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at Pacific  
Room, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 19 December 2014 at 11:00 am (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 <sup>4</sup>	AGAINST <sup>4</sup>
1.	(a) To approve the agreement dated 6 November 2014 and supplemental agreement dated 19 November 2014 in relation to the formation of a joint venture company and the transaction contemplated thereunder. (Note 10)		
	(b) To authorise any director(s) or authorised person(s) of the Company for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds as such director(s) or authorised person(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the agreement and supplemental agreement stated in 1(a) above and any ancillary documentation and transaction thereof. (Note 10)		
2.	(a) To approve the loan agreement dated 6 November 2014 and the transaction contemplated thereunder. (Note 10)		
	(b) To authorise any director(s) or authorised person(s) of the Company for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds as such director(s) or authorised person(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the loan agreement and any ancillary documentation and transaction thereof. (Note 10)		

Signature<sup>5</sup> \_\_\_\_\_

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 INITIALED 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 branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, 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 of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- 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.
- The full text of the proposed resolution appears in the notice of the Meeting.