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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 (the “**Meeting**”) of China Flavors and Fragrances Company Limited (the “**Company**”) will be held on Friday, 19 December 2014 at 11:00 am at Pacific Room, Island Pacific Hotel, 152 Connaught Road West, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications or amendments, the following as ordinary resolution of the Company. Unless otherwise indicated, terms defined in the Company’s circular dated 4 December 2014 shall apply to this notice of EGM:

ORDINARY RESOLUTION

“THAT:

- (1) (a) the entering into of the JV Agreement dated 6 November 2014 and Supplemental JV Agreement dated 19 November 2014 (a copy of which marked “A” and “B” respectively have been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose) by Boton, an indirect wholly-owned subsidiary of the Company, in relation to the Formation of the JV and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) or authorised person(s) of the Company and/or Boton may consider necessary, desirable or appropriate;
- (b) any director(s) or authorised person(s) of the Company be and are hereby authorised 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 JV Agreement, the Supplemental JV Agreement and any ancillary documentation and transaction thereof;

- (2) (a) the entering into of the Loan Agreement dated 6 November 2014 (a copy of which marked “C” has been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose) by Boton in relation to the Loan and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified and in respect of the Loan Agreement, subject to such addition or amendment as any director(s) or authorised person(s) of the Company and/or Boton may consider necessary, desirable or appropriate; and
- (b) any director(s) or authorised person(s) of the Company be and are hereby authorised 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.”

Yours faithfully,
By Order of the Board
China Flavors and Fragrances Company Limited
Ma Man Wai
Company Secretary

Hong Kong, 4 December 2014

Head office and principal place of business in Hong Kong:
Room 2101-02, 21st Floor
Wing On House
71 Des Voeux Road Central
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person at his/her/its proxy to attend and vote in his/her/its stead in accordance with the bye-laws of the Company. A proxy needs not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. The instrument appointing a proxy shall be in writing under hand of the appointer or of his//her attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.
5. 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.

As at the date of this notice, the Board comprises six Directors, namely Mr. Wang Ming Fan, Mr. Li Qing Long and Mr. Qian Wu as executive Directors and Mr. Leung Wai Man, Roger, Mr. Ng Kwun Wan and Mr. Zhou Xiao Xiong as independent non-executive Directors.