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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 that an extraordinary general meeting of China Flavors and Fragrances Company Limited (the “**Company**”) will be held at EDICO Financial Press Services Limited, 8/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on 29 May 2015, at 11:00 a.m. for purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as an ordinary resolution of the Company by way of poll:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of options to Mr. Wang under the share option scheme adopted by the Company on 25 November 2005 (the “**Share Option Scheme**”) to subscribe for an aggregate of 35,000,000 ordinary shares of HK\$0.1 each of the Company at the exercise price of HK\$1.34 per share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 8 May 2015 (the “**Circular**”) be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”
2. “**THAT** the grant of options to Mr. Qian under the Share Option Scheme to subscribe for an aggregate of 10,000,000 ordinary shares of HK\$0.1 each of the Company at the exercise price of HK\$1.34 per share and on the terms and conditions as set out in the Circular be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”

By order of the Board

China Flavors and Fragrances Company Limited
Wang Ming Fan
Chairman

Hong Kong, 8 May 2015

Head office and principal place of business in Hong Kong:

Room 2101-02, 21/F
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 executive directors of the Company are Mr. Wang Ming Fan, Mr. Li Qing Long, 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.