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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 2015 ANNUAL GENERAL MEETING**

The Board is pleased to announce that all resolutions proposed at the AGM held on 8 May 2015 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 2 April 2015 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 8 May 2015 (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 was 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 2014	485,583,469 (100.000%)	0 (0.000%)
2.	(a) To re-elect Mr. Li Qing Long as an executive director	485,583,469 (100.000%)	0 (0.000%)
	(b) To re-elect Mr. Ng Kwun Wan as an independent non-executive director	485,583,469 (100.000%)	0 (0.000%)
	(c) To authorize the board of directors to fix the directors' remuneration	485,583,469 (100.000%)	0 (0.000%)
3.	To re-appoint the Company's auditors and to authorize the board of directors to fix the remuneration of the auditors	485,583,469 (100.000%)	0 (0.000%)
4.	To approve the declaration of a final dividend for the year ended 31 December 2014 to be satisfied wholly by way of scrip dividend	485,583,469 (100.000%)	0 (0.000%)
5.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares	485,332,296 (99.948%)	251,173 (0.052%)
	(B) To grant a general mandate to the directors to repurchase the Company's shares	485,583,469 (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. 5(A)	485,332,296 (99.948%)	251,173 (0.052%)
	(D) To adopt the new share option scheme of the Company and terminate the existing share option scheme of the Company	485,332,296 (99.948%)	251,173 (0.052%)

As more than 50% of the votes were cast in favour of each of the above resolutions no. 1 to no. 5(D), all such resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 8 May 2015

*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.*