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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 EXTRAORDINARY GENERAL MEETING HELD ON 29 MAY 2015

Reference is made to the announcement of China Flavors and Fragrances Company Limited (the “**Company**”) dated 22 April 2015 and the circular of the Company (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) both dated 8 May 2015 regarding, among others, the grant of Options.

Capitalized terms used in the Circular have the same meanings when used in this announcement, unless the context requires otherwise.

RESULTS OF THE EGM

As the EGM held on 29 May 2015, a poll was taken on the ordinary resolutions (the “**Resolutions**”) regarding the grant of Options as proposed and set out in the notice of EGM dated 8 May 2015. Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, there was a total of 628,783,885 Shares in issue entitling the Shareholders to attend the EGM.

Ordinary Resolution 1 – Grant of Options to Mr. Wang

As stated in the Circular, pursuant to Rule 17.04(1) of the Listing Rules, all core connected persons of the Company, including Mr. Wang and his associates (as defined in the Listing Rules), were required to and did abstain from voting in favour of the ordinary resolution 1 at the EGM. In addition, pursuant to Rule 17.03(4) of the Listing Rules and the terms of the Share Option Scheme, Mr. Wang and his associates (as defined in the Listing Rules) were required to and did abstain from voting in favour of the ordinary resolution 1 at the EGM. Save as aforesaid, there

was no other restriction on any Shareholder to cast votes on the ordinary resolution 1.

As such, Mr. Wang and Creative China Limited which held 373,983,378 Shares (representing approximately 59.48% of the issued share capital of the Company as at the date of the EGM) have so abstained from voting on the ordinary resolution 1. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution 1 at the EGM was 254,800,507 Shares (representing approximately 40.52% of the issued share capital of the Company as at the date of the EGM).

Ordinary Resolution 2 – Grant of Options to Mr. Qian

Pursuant to Rule 17.03(4) of the Listing Rules and the terms of the Share Option Scheme, Mr. Qian and his associates (as defined in the Listing Rules) were required to and did abstain from voting in favour of the ordinary resolution 2 at the EGM.

Mr. Qian, Mr Wang and Creative China Limited which held 373,983,378 Shares (representing approximately 59.48% of the issued share capital of the Company as at the date of the EGM) have so abstained from voting on the ordinary resolutions 2. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution 2 at the EGM was 254,800,507 Shares (representing approximately 40.52% of the issued share capital of the Company as at the date of the EGM). Save as aforesaid, there is no restriction on any Shareholders casting votes on the ordinary resolution 2 at the EGM.

The Board is pleased to announce that the Resolutions were duly passed by either the Independent Shareholders or the Shareholders by way of poll at the EGM. The poll results were set out as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	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.	101,602,910 (99.751%)	253,173 (0.249%)
2.	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.	101,602,910 (99.751%)	253,173 (0.249%)

As more than 50% of the above votes were cast in favour of the above Resolutions, the Resolutions were duly passed as ordinary resolutions of the EGM.

By Order of the Board
China Flavors and Fragrances Company Limited
Wang Ming Fan
Chairman

Hong Kong, 29 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Wang Ming Fan, Mr. Li Qing Long, Mr. Qian Wu and Ms. Sy Wai Shuen; and the independent non-executive directors of the Company are Mr. Leung Wai Man, Roger, Mr. Ng Kwun Wan and Mr. Zhou Xiao Xiong.