



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)

ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 DECEMBER, 2015 FORM OF PROXY

I/We¹ _____
of _____

being the registered holder(s) of² _____ 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 MEETING³, or _____ of

(who represents _____ shares held by me/us)³ or _____
of _____

(who represents _____ shares held by me/us)² as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Pacific Room, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 13 May 2016 at 3:30 p.m. (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 ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2015		
2.	(a) To re-elect Mr. Wang Ming Fan as executive director		
	(b) To re-elect Mr. Qian Wu as executive director		
	(c) To re-elect Ms. Sy Wai Shuen as non-executive director		
	(d) To re-elect Mr. Leung Wai Man, Roger as independent non-executive director		
	(e) To authorize the board of directors to fix the directors’ remuneration		
3.	To re-appoint the Company’s auditors and to authorize the board of directors to fix the remuneration of the auditors		
4.	To declare and approve a final dividend of HK\$0.03 per share of HK\$0.1 each in the capital of the Company (each a “Share”) for the year ended 31 December 2015 by way of a scrip dividend scheme with an option to elect, on a separate basis, to receive wholly or partly an allotment and issue of Shares credited as fully paid in lieu of cash payment in respect of the final dividend		
5.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares		
	(B) To grant a general mandate to the directors to repurchase the Company’s shares		
	(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)		
	(D) (a) To approve and confirm the Proposed Amendments (as defined in the circular of the Company dated 6 April 2016 (the “Circular”)) of the options granted on 22 April 2015 pursuant to the Old Share Option Scheme (as defined in the Circular); and (b) to authorize any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute and enter into all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in this resolution		

Signature⁵ _____

Date: _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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).
3. 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.**
4. **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.
5. 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.
6. 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.
7. In the case of joint holders of shares, any one of such holders may vote at the AGM, 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 AGM 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.
10. The full text of the proposed resolution appears in the notice of the Meeting.