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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 2016 ANNUAL GENERAL MEETING

The Board is pleased to announce that all resolutions proposed at the AGM held on 13 May 2016 were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular of the Company (the “**Circular**”) and the notice of annual general meeting both dated 6 April 2016. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise specified.

The Board of 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 6 April 2016 were duly passed by the Shareholders or Independent Shareholders by way of poll at the AGM of the Company held on 13 May 2016.

As at the date of the AGM, the total number of shares in the issued share capital of the Company was 669,402,897 Shares. None of the Shareholders were required to abstain from voting at the AGM in respect of the resolutions no. 1 to no. 5(C) proposed at the AGM. Accordingly, there was a total of 669,402,897 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions no. 1 to no. 5(C) proposed at the AGM.

As the resolution no. 5(D) proposed at the AGM requires approval by Independent Shareholders, the five Grantees, including Mr. Wang Ming Fan (the chairman and an executive director of the Company), Mr. Qian Wu (an executive director of the Company) and Ms. Sy Wai Shuen (a non-executive director of the Company), their associates and all core connected persons of the Company, were entitled to attend but were required to abstain from voting in favour of the ordinary resolution in respect of resolution no. 5(D) at the AGM. As at the date of the AGM, the five Grantees, their associates and all core connected persons of the Company held 428,217,227 Shares (or 63.97% of the issued share capital of the Company) in aggregate. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution no. 5(D) proposed at the AGM was 241,185,670 Shares, representing 36.03% of the entire issued share capital of the Company as at the date of the AGM.

As at the date of the AGM, Creative China Limited was interested in 330,562,056 Shares, Full Ashley Enterprises Limited was interested in 18,333,333 Shares and Mr. Wang Ming Fan had a direct interest of 67,846,938 Shares. Creative China Limited is held as to 41.19% of its issued share capital by Mr. Wang Ming Fan while Full Ashley Enterprises Limited is wholly-owned by Mr. Wang Ming Fan. Accordingly, both Creative China Limited and Full Ashley Enterprises Limited are close associates of Mr. Wang Ming Fan.

Due to inadvertent mistakes, the 292,665,058 Shares out of the 330,562,056 Shares held by Creative China Limited, the 333,333 Shares out of the 18,333,333 Shares held by Full Ashley Enterprises Limited and the 50,346,938 Shares out of the 67,846,938 Shares held by Mr. Wang Ming Fang had been casted in favour of resolution no. 5(D) at the AGM.

Immediately upon discovery of the mistakes, Creative China Limited, Full Ashley Enterprises Limited and Mr. Wang Ming Fan had informed the Company and the scrutineer of the AGM to disregard their votes casted in favour of resolution no. 5(D) (i.e. 343,345,329 Shares). Save as disclosed above, the five Grantees, their close associates and all core connected persons of the Company had abstained from voting in favour of the ordinary resolution in respect of resolution no. 5(D) at the AGM.

Save as disclosed above, no other Shareholder was required to abstain from voting on any of the proposed resolutions, and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions.

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 2015	494,814,080 (99.999%)	17 (0.001%)
2.	(a) To re-elect Mr. Wang Ming Fan as executive director	494,826,080 (99.955%)	222,017 (0.045%)
	(b) To re-elect Mr. Qian Wu as executive director	495,004,080 (99.991%)	44,017 (0.009%)
	(c) To re-elect Ms. Sy Wai Shuen as non-executive director	494,826,080 (99.955%)	222,017 (0.045%)
	(d) To re-elect Mr. Leung Wai Man, Roger as independent non-executive director	494,870,080 (99.964%)	178,017 (0.036%)
	(e) To authorize the board of directors to fix the directors' remuneration	495,048,080 (99.999%)	17 (0.001%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
3.	To re-appoint the Company's auditors and to authorize the board of directors to fix the remuneration of the auditors	495,048,080 (99.999%)	17 (0.001%)
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	495,048,080 (99.999%)	17 (0.001%)
5.	(A) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares	490,030,257 (98.986%)	5,017,840 (1.014%)
	(B) To grant a general mandate to the directors to repurchase the Company's shares	495,048,080 (99.999%)	17 (0.001%)
	(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)	490,446,257 (99.070%)	4,601,840 (0.930%)
	(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	91,237,928 (94.787%)	5,017,840 (5.213%)

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, 13 May 2016

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; the non executive director of the Company is 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.