



# 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)

## EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JULY 2016 OR AT ANY ADJOURNMENT THEREOF FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ 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 MEETING<sup>3</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> as my/our proxy to attend and act for me/us and on my/our behalf  
at the extraordinary general meeting (the “Meeting”) of the Company to be held at Jasmine Room, Best Western Plus Hotel Hong  
Kong, 308 Des Voeux Road West, Hong Kong on 15 July 2016 at 11:00 a.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 RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the First Agreement, Second Agreement, Third Agreement and Fourth Agreement (as defined in the circular of the Company dated 21 June 2016), the Specific Mandate and all the transactions contemplated thereunder.		
2.	To increase the authorised share capital of the Company from HK\$80,000,000 (divided into 800,000,000 Shares) to HK\$160,000,000 (divided into 1,600,000,000 Shares) by the creation of an additional 800,000,000 Shares, and that each such new Share, upon issue, shall rank <i>pari passu</i> in all respects with the existing Shares.		

Signature<sup>5</sup> \_\_\_\_\_

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 Meeting, 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 Meeting 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 resolutions appear in the notice of the Meeting.