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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

The Board is pleased to announce that the ordinary resolution proposed at the EGM was duly passed by the Independent Shareholders by way of poll at the EGM held by 8 September 2016.

Reference is made to the circular of the Company (the “**Circular**”) and the notice of EGM both dated 22 August 2016 regarding the Refreshment of General Mandate.

Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise specified.

### RESULTS OF THE EGM

At the EGM held on 8 September 2016, a poll was taken on the ordinary resolution (the “**Resolution**”) as proposed and set out in the notice of EGM dated 22 August 2016. 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, the total number of Shares in the issued share capital of the Company was 675,042,640 Shares. As stated in the Circular, pursuant to Rule 13.36(4) of the Listing Rules, any of the controlling Shareholders and their respective associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive and all their respective associates, shall abstain from voting in favour of the Resolution approving the Refreshment of General Mandate at the EGM. As Mr. Wang Ming Fan, Creative China Limited, Full Ashley Enterprises Limited and Mr. Qian Wu are deemed to be interested in an aggregate of 445,779,248 Shares, representing approximately 66.04% of the existing issued share capital of the Company, they were required to abstain from voting in favour of the Resolution regarding the Refreshment of General Mandate at the EGM.

As at the date of the EGM, Creative China Limited was interested in 334,254,113 Shares, Full Ashley Enterprises Limited was interested in 18,538,098 Shares and Mr. Wang Ming Fan had a direct interest of 87,956,573 Shares. Creative China Limited is held as to 41.19% of its issued share capital by Mr. Wang Ming Fan and 6.89% of its issued share capital by Mr. Qian Wu while Full Ashley Enterprises Limited is wholly-owned by Mr. Wang Ming Fan. Mr. Qian Wu had a direct interest of 5,030,464 Shares at the date of the EGM.

Due to inadvertent mistakes, the 292,665,058 Shares out of the 334,254,113 Shares held by Creative China Limited, the 18,538,098 Shares held by Full Ashley Enterprises Limited, the 50,346,938 Shares out of the 87,956,573 Shares held by Mr. Wang Ming Fan and the 5,030,464 Shares held by Mr. Qian Wu had been casted in favour of the Resolution at the EGM.

Immediately upon discovery of the mistakes, Creative China Limited, Full Ashley Enterprises Limited, Mr. Wang Ming Fan and Mr. Qian Wu had informed the Company and the scrutineer of the EGM to disregard their votes casted in favour of Resolution (i.e. 366,580,558 Shares). Save as disclosed above, any of the controlling Shareholders and their respective associates had abstained from voting in favour of the Resolution at the EGM.

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 Board of the Company is pleased to announce that the Resolution was duly passed by the Independent Shareholders by way of poll at the EGM of the Company. Independent Shareholders holding 229,263,392 Shares, representing approximately 33.96% of the issued share capital of the Company as at the date of the EGM, attended and voted in person or by proxy at the EGM.

The poll results in respect of the Resolution at the EGM are set out as follows:

<b>ORDINARY RESOLUTION</b>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
1	To refresh a general mandate and authorise the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital.	74,791,835 (94.05%)	4,732,656 (5.95%)

Please refer to the Notice for the full version of the above Resolution.

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

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

Hong Kong, 8 September 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.*