



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Flavors and Fragrances Company Limited

Date Submitted 1/3/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>03318</u>	Description : <u>CHINA FLAVORS</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>1,600,000,000</u>	<u>HK\$0.10</u>	<u>HK\$160,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>1,600,000,000</u>	<u>HK\$0.10</u>	<u>HK\$160,000,000.00</u>
(2) Stock code : <u>--</u>	Description : <u>--</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : <u> -- </u> Description : <u> -- </u>			
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : <u> -- </u> Description : <u> -- </u>			
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State
currency*) :

HK\$160,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	675,042,640	--	--	--
Increase/ (decrease) during the month	--	--	--	--
Balance at close of the month	675,042,640	--	--	--

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Exercise Price</u> <u>HK\$1.34</u> <u>Meeting approved</u> <u>(22/04/2015)</u> <u>Ordinary shares</u> <u>(Note 1)</u>	Nil	Nil	Nil	Nil	Nil	6,500,000
<u>2. Exercise Price</u> <u>HK\$1.34</u> <u>EGM approved</u> <u>(29/05/2015)</u> <u>Ordinary shares</u> <u>(Note 1)</u>	Nil	Nil	Nil	Nil	Nil	22,525,100
<u>3.</u> <u>(/ /)</u> <u>shares</u> <u>(Note 1)</u>						
			Total A. (Ordinary shares)		0	
			(Preference shares)		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)				--		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Perpetual Subordinated						
Convertible Securities						
	HKD	1,135,632,000	0	1,135,632,000	0	378,544,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HKD 3.00					
EGM approval date (if applicable) (dd/mm/yyyy)	(15 / 07 / 2016)					
2. Convertible Bonds						
due on 8 July 2018						
	USD	40,000,000	0	40,000,000	0	107,032,590
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HKD 2.915					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)		
				(Preference shares)		
				(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ (/ /) shares (Note 1)	_____	_____
2. _____ _____ (/ /) shares (Note 1)	_____	_____
3. _____ _____ (/ /) shares (Note 1)	_____	_____
Total D. (Ordinary shares)	_____	_____
(Preference shares)	_____	_____
(Other class)	_____	_____

Other Movements in Issued Share Capital

						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue							
1. Rights issue	At price :	State currency	_____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	_____	_____
				EGM approval date: (dd/mm/yyyy) (/ /)			
2. Open offer	At price :	State currency	_____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	_____	_____
				EGM approval date: (dd/mm/yyyy) (/ /)			
3. Placing	At price :	State currency	_____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	_____	_____
				EGM approval date: (dd/mm/yyyy) (/ /)			
4. Bonus issue				Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	_____	_____
				EGM approval date: (dd/mm/yyyy) (/ /)			

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price :	State currency	Class of shares issuable (<i>Note 1</i>) _____	(/ /)	_____
			Issue and allotment date : (dd/mm/yyyy)		
			AGM approval date: (dd/mm/yyyy)	(/ /)	_____
6. Repurchase of shares			Class of shares repurchased (<i>Note 1</i>) _____	(/ /)	_____
			Cancellation date : (dd/mm/yyyy)	(/ /)	_____
			EGM approval date: (dd/mm/yyyy)	(/ /)	_____
7. Redemption of shares			Class of shares redeemed (<i>Note 1</i>) _____	(/ /)	_____
			Redemption date: (dd/mm/yyyy)	(/ /)	_____
			EGM approval date: (dd/mm/yyyy)	(/ /)	_____
8. Consideration issue	At price :	State currency	Class of shares issuable (<i>Note 1</i>) _____	(/ /)	_____
			Issue and allotment date : (dd/mm/yyyy)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	_____

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) _____		
	Issue and allotment date : (dd/mm/yyyy) (/ /)		
	EGM approval date: (dd/mm/yyyy) (/ /)		
10. Other (Please specify) At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____		
	Issue and allotment date : (dd/mm/yyyy) (/ /)		
	EGM approval date: (dd/mm/yyyy) (/ /)		
Total E. (Ordinary shares) _____			
(Preference shares) _____			
(Other class) _____			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) _____	--
	(2) _____	--
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	_____	--
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	_____	--
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Tricor Investor Services Limited

Title: Branch Share Registrar
(Director, Secretary or other duly authorised officer)



Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*