



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/10/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Flavors and Fragrances Company Limited

Date Submitted 1/11/2017

**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<br>(State currency) | Authorised share capital<br>(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<br>(State currency) | Authorised share capital<br>(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<br>preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>classes of<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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   | <b>682,642,045</b>     | --  | --                      | --                             |
| Increase/ (decrease) during the month | --                     | --  | --                      | --                             |
| Balance at close of the month         | <b>682,642,045</b>     | --  | --                      | --                             |

## 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><br><u>HK\$1.34</u><br><u>Meeting approved</u><br><u>(22/04/2015)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u> | Nil                       | Nil       | Nil                        | Nil    | Nil  | 6,500,000   |
| <u>2. Exercise Price</u><br><u>HK\$1.34</u><br><u>EGM approved</u><br><u>(29/05/2015)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u>     | Nil                       | Nil       | Nil                        | Nil    | Nil  | 22,525,100  |
| <u>3.</u><br><u>( / / )</u><br><u>shares</u><br><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<br>(Date of expiry - dd/mm/yyyy)   | Currency of<br>nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| <del>1. _____<br/>_____<br/>_____<br/>( / / )<br/>Stock code (if listed) _____<br/>Class of shares<br/>issuable (Note 1) _____<br/>Subscription price _____<br/>EGM approval date<br/>(if applicable)<br/>(dd/mm/yyyy) ( / / )</del> |                                 |  |                                  |   |   |   |
| <del>2. _____<br/>_____<br/>_____<br/>( / / )<br/>Stock code (if listed) _____<br/>Class of shares<br/>issuable (Note 1) _____<br/>Subscription price _____<br/>EGM approval date<br/>(if applicable)<br/>(dd/mm/yyyy) ( / / )</del> |                                 |  |                                  |   |   |   |
| <del>3. _____<br/>_____<br/>_____<br/>( / / )<br/>Stock code (if listed) _____<br/>Class of shares<br/>issuable (Note 1) _____<br/>Subscription price _____<br/>EGM approval date<br/>(if applicable)<br/>(dd/mm/yyyy) ( / / )</del> |                                 |  |                                  |   |   |   |
| <del>4. _____<br/>_____<br/>_____<br/>( / / )<br/>Stock code (if listed) _____<br/>Class of shares<br/>issuable (Note 1) _____<br/>Subscription price _____<br/>EGM approval date<br/>(if applicable)<br/>(dd/mm/yyyy) ( / / )</del> |                                 |  |                                  |   |   |   |
| <del>( / / )<br/>Stock code (if listed) _____<br/>Class of shares<br/>issuable (Note 1) _____<br/>Subscription price _____<br/>EGM approval date<br/>(if applicable)<br/>(dd/mm/yyyy) ( / / )</del>                                  |                                 |  |                                  |   |   |   |
| Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(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 |
|---|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| <u>1. Perpetual Subordinated Convertible Securities</u> |                                |                                    |                            |                              |  |   |
|   | 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 )             |                                    |                            |                              |  |   |
| <u>2. Convertible Bonds due on 8 July 2018</u>          |                                |                                    |                            |                              |  |   |
|   | 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)          | ( / / )                        |                                    |                            |                              |  |   |
| <u>3.</u>   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                                  |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )              |                                |                                    |                            |                              |  |   |
| Subscription price                                      |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)          | ( / / )                        |                                    |                            |                              |  |   |
| <u>4.</u>   |                                |                                    |                            |                              |  |   |
| 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)  |   |



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 ( <i>Note 1</i> ) _____ | Issue and allotment date : (dd/mm/yyyy) ( / / ) | _____  | _____   |
|                 |            |                |       | EGM approval date: (dd/mm/yyyy) ( / / )          |   |  |   |
| 2. Open offer   | 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) ( / / )          |   |  |   |
| 3. Placing      | 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) ( / / )          |   |  |   |
| 4. Bonus issue  |            |                |       | 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 |
|-------------------------|------------|----------------|--|--|---|
| 5. Scrip dividend       | At price : | State currency | Class of shares issuable (Note 1) _____    | ( / / )  |   |
|                         |            |                | Issue and allotment date : (dd/mm/yyyy)    |  |   |
|                         |            |                | AGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 6. Repurchase of shares |            |                | Class of shares repurchased (Note 1) _____ |  |   |
|                         |            |                | Cancellation date : (dd/mm/yyyy)           | ( / / )  |   |
|                         |            |                | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 7. Redemption of shares |            |                | Class of shares redeemed (Note 1) _____    |  |   |
|                         |            |                | Redemption date : (dd/mm/yyyy)             | ( / / )  |   |
|                         |            |                | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 8. Consideration issue  | At price : | State currency | 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 |
|--|--|--|---|
| 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> |       |    |

