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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 HELD ON 19 DECEMBER 2014**

Reference is made to the announcements of China Flavors and Fragrances Company Limited (the “**Company**”) dated 6 November 2014 and 19 November 2014 respectively and the circular of the Company (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) both dated 4 December 2014 regarding, among others, the Formation of JV and the Loan.

Capitalized terms used in the Circular have the same meanings when used in this announcement, unless the context requires otherwise.

### **RESULTS OF THE EGM**

At the EGM held on 19 December 2014, a poll was taken on the ordinary resolutions (the “**Resolutions**”) regarding the Formation of JV and the Loan as proposed and set out in the notice of EGM dated 4 December 2014. 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, there was a total of 628,783,885 Shares in issue entitling the Shareholders to attend the EGM. As stated in the Circular, Mr. Wang and Creative China Limited which held 373,983,378 Shares (representing approximately 59.48% of the issued share capital of the Company as at the date of the EGM) were required to abstain and have so abstained from voting on any of the Resolutions. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions at the EGM was 254,800,507 Shares (representing approximately 40.52 % of the issued share capital of the Company as at the date of the EGM). There is no restriction on any Independent Shareholders casting votes on the resolution at the EGM and no parties had stated their intention in the Circular to vote against the Resolutions and there were no shares of the Company entitling the holders to attend and vote only against the Resolutions at the EGM.

The Board is pleased to announce that the Resolutions were duly passed by the Independent Shareholders by way of poll at the EGM. The poll results were set out as follows:

<b>ORDINARY RESOLUTIONS</b>			<b>Number of votes (%)</b>	
			<b>FOR</b>	<b>AGAINST</b>
1.	(a)	To approve the agreement dated 6 November 2014 and supplemental agreement dated 19 November 2014 in relation to the formation of a joint venture company and the transaction contemplated thereunder.	116,648,058 (99.615%)	450,486 (0.385%)
	(b)	To authorise any director(s) or authorised person(s) of the Company for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds as such director(s) or authorised person(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the agreement and supplemental agreement stated in 1(a) above and any ancillary documentation and transaction thereof.	116,648,058 (99.615%)	450,486 (0.385%)
2.	(a)	To approve the loan agreement dated 6 November 2014 and the transaction contemplated thereunder.	116,648,058 (99.615%)	450,486 (0.385%)
	(b)	To authorise any director(s) or authorised person(s) of the Company for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds as such director(s) or authorised person(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the loan agreement and any ancillary documentation and transaction thereof.	116,648,058 (99.615%)	450,486 (0.385%)

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

By Order of the Board  
**China Flavors and Fragrances  
Company Limited**  
**Ma Man Wai**  
*Company Secretary*

Hong Kong, 19 December 2014

*As at the date of this announcement, the Board comprises six Directors, namely Mr. Wang Ming Fan, Mr. Li Qing Long and Mr. Qian Wu as executive Directors and Mr. Leung Wai Man, Roger, Mr. Ng Kwun Wan and Mr. Zhou Xiao Xiong as independent non-executive Directors.*