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CHINA ZHONGDI DAIRY HOLDINGS COMPANY LIMITED

中國中地乳業控股有限公司

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1492)

PROPOSED CHANGE OF AUDITORS

This announcement is made by China ZhongDi Dairy Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) hereby announces that due to expiry of contract, Deloitte Touche Thomatsu (“**DTT**”) will retire as the auditors of the Company upon expiry of their term of services and will not offer themselves for re-appointment at the forthcoming annual general meeting of the Company to be held on Monday, 30 May 2016 (the “**AGM**”).

DTT has confirmed in writing that there are no matters in relation to its retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board confirmed there is no disagreement between DTT and the Company and nothing needs to be brought to the attention of the Shareholders in connection with the proposed appointment of auditors.

The Board has proposed the appointment of Ernst & Young as the new auditors of the Company to fill in the vacancy arising from the retirement of DTT and to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company to be held in 2017, subject to the approval of the Shareholders at the AGM.

An ordinary resolution in relation to the proposed appointment of Ernst & Young will be proposed to the Shareholders at the AGM for consideration. A circular and notice of the AGM containing, among other things, such ordinary resolution, will be despatched to the Shareholders in due course pursuant to the requirements of the Listing Rules and articles of association of the Company.

On Behalf of the Board
China ZhongDi Dairy Holdings Company Limited
Zhang Jianshe
Chairman

Beijing, 22 April 2016

As at the date of this announcement, the Board comprises Mr. Zhang Jianshe and Mr. Zhang Kaizhan as executive Directors, Mr. Liu Dai, Mr. Du Yuchen, Mr. Li Jian and Ms. Yu Tianhua as non-executive Directors and Prof. Li Shengli, Dr. Zan Linsen and Mr. Joseph Chow as independent non-executive Directors.