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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of China ZhongDi Dairy Holdings Company Limited (the “**Company**”) dated 22 April 2016 (the “**Announcement**”) in relation to the proposed change of auditors. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

It was stated in the Announcement that DTT “will not offer themselves for re-appointment” at the forthcoming AGM. The Board wishes to clarify that as at the date of the Announcement, DTT had not indicated to the Company that they would not offer themselves for re-appointment as auditors of the Company. However, as at the date hereof, DTT has confirmed in writing that they decided not to seek for re-appointment as auditors of the Company.

Further, it was stated in the Announcement that “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”. The Board wishes to clarify that due to internal and external miscommunications between the Company and DTT, as at the date of the Announcement, such written confirmation had not been provided by DTT to the Company. However, as at the date hereof, DTT has confirmed in writing that save as disclosed herein, there are no matters in relation to its retirement that need to be brought to the attention of the Shareholders.

The Board confirms that the above clarification does not affect other information contained in the Announcement. Save as disclosed herein, the remaining contents of the Announcement remain unchanged.

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

Beijing, 27 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.