

CHINA RAILSMEDIA CORPORATION LIMITED

中國鐵聯傳媒有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 745)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 9 SEPTEMBER 2011

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the capital of **China Railsmidia Corporation Limited** (the "Company") hereby appoint ^(note 3) _____
of _____
or failing him _____
of _____
or failing him, the Chairman of the meeting to act as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at Room 901, 9th Floor, Hong Kong Scout Centre, Scout Path, Austin Road, Kowloon, Hong Kong on Friday, 9 September 2011 at 9:00 a.m. and at any adjournment thereof as indicated below or, if no such indication is given, as my/our proxy thinks fit.

		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited financial statements, the report of the directors and the report of the auditors for the year ended 31 March 2011		
2.	(i) To re-elect retiring directors, Mr. Hui Chi Yung		
	(ii) To authorise the board of directors to fix the remuneration of directors		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration		
4.	Ordinary Resolution No. 4 of the Notice of Annual General Meeting (To give a general mandate to the Directors to repurchase shares of the Company)		
5.	Ordinary Resolution No. 5 of the Notice of Annual General Meeting (To give a general mandate to the Directors to issue new shares of the Company)		
6.	Ordinary Resolution No. 6 of the Notice of Annual General Meeting (To extend the general mandate to be given to the Directors to issue shares)		

Dated: _____ 2011 Shareholder's Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this proxy for m will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's Hong Kong Branch Registrar, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting.
- A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- Any alterations made in this form should be initialled by the person who signs it.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only