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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)

PROFIT WARNING

This announcement is made by China Railsmidia Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that it is expected that the consolidated results of the Group for the year ended 31 March 2009 may experience a significant decline as compared to the same period of 2008. Such decline was primarily attributable to (i) the increase in professional fee relating to current litigation; and (ii) the impairment of goodwill adversely affected by, among others, the economic downturn.

As the Company is still in the process of finalizing the results for the year ended 31 March 2009, the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the management accounts of the Group. Shareholders of the Company and potential investors should read the Group’s financial results announcement for the year ended 31 March 2009 carefully, which is expected to be published in mid July 2009.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board

China Railsmidia Corporation Limited

Hui Chi Yung

Chairman

Hong Kong, 7 July 2009

As at the date of this announcement, the Board of Directors comprises Mr. Hui Chi Yung, Mr. Yiu Kai Yeuk, Raphael and Mr. Hui Kau Mo as Executive Directors and Mr. Liu Kwong Sang, Mr. Sit Hing Wah and Dr. Hu Chung Kuen, David as Independent Non-Executive Directors.

** For identification purpose only*