

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of China Railsmidia Corporation Limited (the “Company”) will be held at Room 901, 9th Floor, Hong Kong Scout Centre, Scout path, Austin Road, Kowloon, Hong Kong on Friday, 30 March 2012 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) as defined in the circular dated 14 March 2012 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) subject to the ordinary resolutions no. 2 and no. 3 below being duly passed, the creation, allotment and issue of the Convertible Preference Shares (as defined in the Circular) in accordance with the terms of the Agreement be and are hereby approved;
- (c) the issue and allotment by the Company of new shares in the capital of the Company from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Preference Shares (as defined in the Circular) be and are hereby approved;
- (d) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Agreement, the issue of the Convertible Preference Shares, the issue and allotment of new shares in the capital of the Company from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Preference Shares.”

\* *For identification purpose only*

2. **“THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 10,000,000,000 shares (the “**Shares**”) of HK\$0.01 each to HK\$590,000,000 divided into 10,000,000,000 Shares and 7,000,000,000 non-voting convertible preference shares (the “**Convertible Preference Shares**”) of HK\$0.07 each in the share capital of the Company with the rights and restrictions of the Convertible Preference Shares as set out in the terms of the Convertible Preference Shares as referred to in the ordinary resolution no. 3 below by the creation of an additional 7,000,000,000 Convertible Preference Shares (the “**Proposed Increase in Authorised Share Capital**”);
- (b) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Proposed Increase in Authorised Share Capital.”

3. **“THAT**

- (a) the terms of the Convertible Preference Shares as set out in the Agreement be and is hereby approved, and shall, subject to the articles of association of the Company, constitute the entire terms of the Convertible Preference Shares; and;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement and/or give effect to the terms of the Convertible Preference Shares.”

By Order of the Board  
**Hui Chi Yung**  
*Chairman*

Hong Kong, 14 March 2012

*Registered Office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business:*  
Flat C, 3/F, Shing Lee Commercial Building  
No. 8 Wing Kut Street, Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

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