

Notice of the Annual General Meeting

Notice is hereby given that the Board of Directors of Guangshen Railway Company Limited (the “Company”) has resolved that the Annual General Meeting (the “AGM”) of the Company is to be held at the meeting room at 3/F, No. 1052 Heping Road, Shenzhen, Guangdong Province, the People’s Republic of China (the “PRC”) on 8th May, 2001 at 9:00 a.m. for the following purposes:—

1. To consider and approve the work report of the Board of Directors of the Company for 2000.
2. To consider and approve the work report of the Supervisory Committee of the Company for 2000.
3. To consider and approve the audited financial statements of the Company for 2000.
4. To consider and approve the proposed profit distribution of the Company for 2000.
5. To consider and approve the re-appointment of Pan-China (Schinda) Certified Public Accounts as the Company’s PRC auditors for 2001.
6. To consider and approve the re-appointment of Arthur Andersen & Co., Certified Public Accounts as the Company’s international auditors for 2001.
7. To consider and approve other matters, if any.

Notes:

- (1) Holders of the Company’s H Shares are advised that the register of members of the Company’s H Shares will be closed from 6th April, 2001 to 8th May, 2001 (both days inclusive), during which no transfer of H Shares will be registered. To qualify for the final dividend, holders of H Shares must deliver the transfer documents together with the relevant share certificates to the Company’s registrar, Hong Kong Registrars Limited, at 2nd Floor, Viewood Plaza, 199 Des Voeux Road Central, Hong Kong no later than 4:00 p.m. on 4th April, 2001. Holders of the Company’s H Shares whose names appear on the register of members of the Company on 6th April, 2001, or their proxies, are entitled to attend the AGM by presenting their identity cards or passports.
- (2) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
- (3) Where a shareholder appoints more than one proxy, his proxies may only exercise the voting right when a poll is taken.

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- (4) The instrument appointing a proxy must be in writing and signed by the appointor or his attorney duly authorized in writing. If the proxy form is signed by an attorney on behalf of the appointor, the power of attorney or other authority must be notarially certified. To be valid, the proxy form, together with a notarially certified copy of the power of attorney or other authority, must be delivered to the registered address of the Company not less than 24 hours before the commencement of the AGM or any adjournment thereof (as the case may be).
- (5) Shareholders who intend to attend the AGM are requested to deliver the attendance confirmation reply form to the registered office of the Company in person, by post or by facsimile on or before 17th April, 2001. The return of the attendance confirmation reply form will not affect the shareholder's right to attend and vote at the AGM.
- (6) The AGM is expected to last for half a day. The shareholders and proxies attending the AGM shall be responsible for their own travelling, accommodation and other related expenses.

Registered Office of the Company:

No. 1052 Heping Road

Shenzhen, Guangdong Province

The People's Republic of China

Telephone: 86-755-5588146 or 5598693

Facsimile: 86-755-5591480

By Order of the Board

Yao Xiacong

Company Secretary

Shenzhen, the PRC, 13th March, 2001