

**Notice is hereby given** that the Board of Directors (“Board”) 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 of the Company on 3/F, No. 1052 Heping Road, Shenzhen, Guangdong Province, the People’s Republic of China (“PRC”) on 10 June, 2003 (Tuesday) at 9:00 a.m.:

1. to consider and approve the work report of the Board of the Company for 2002;
2. to consider and approve the work report of the Supervisory Committee of the Company for 2002;
3. to consider and approve the audited financial statements of the Company for 2002;
4. to consider and approve the proposed profit distribution of the Company for 2002;
5. to consider and approve the Company’s budget for 2003;
6. to consider and approve the appointment of Pan-China (Schinda) Certified Public Accountants as the Company’s PRC auditors for 2003 and to authorise the Board and the Audit Committee to determine its remunerations;
7. to consider and approve the appointment of PricewaterhouseCoopers as the Company’s international auditors for 2003 and to authorise the Board and the Audit Committee to determine its remunerations;
8. to consider any other businesses.

*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 11 May, 2003 to 10 June, 2003 (both days inclusive), during which no transfers of H Shares will be registered. Holders of the Company’s H Shares who wish to qualify for entitlement to final dividends must lodge all transfer documents together with the relevant share certificates to the Company’s registrar, Hong Kong Registrars Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:00 p.m. on 9 May, 2003. Holders of the Company’s H Shares whose names appear on the register of members of the Company on 11 May, 2003, 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/her proxies may only exercise the voting right when a poll is taken.
- (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 (if any) 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 21 May, 2003. 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. Shareholders and proxies attending the AGM shall be responsible for their own traveling, accommodation and other related expenses.

*Registered Office of the Company:*

No. 1052 Heping Road  
Shenzhen, Guangdong Province  
The People's Republic of China  
Tel: (86-755)-25588146 or 25598693  
Fax: (86-755)-25591480

By Order of the Board

**Yao Xiaocong**

*Company Secretary*

Shenzhen, the PRC

23 April, 2003