



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22nd Floor Prince's Building
Central Hong Kong

**TO THE SHAREHOLDERS OF
GUANGSHEN RAILWAY COMPANY LIMITED**

(Incorporated in the People's Republic of China with limited liability)

We have audited the accompanying balance sheets of Guangshen Railway Company Limited (the "Company") and its subsidiaries (the "Group") as of 31 December, 2002 and the consolidated income and cash flow statements for the year then ended. These financial statements set out on pages 47 to 92 are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the financial statements give a true and fair view of the financial position of the Group and the Company as of 31 December, 2002 and of the results of the Group's operations and cash flows for the year then ended in accordance with International Financial Reporting Standards, and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong,
23 April, 2003