

Notice of Annual General Meeting

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 3rd Floor, No. 1052 Heping Road, Shenzhen, Guangdong Province, the People's Republic of China ("PRC") at 9:30 a.m. on May 12, 2005 (Thursday) to consider and, if thought fit, to pass the following resolutions (apart from items 8 and 25 as special resolutions, all other items as ordinary resolutions):

1. "That the work report of the Board of the Company for 2004 be and is hereby considered and approved.";
2. "That the work report of the Supervisory Committee of the Company for 2004 be and is hereby considered and approved.";
3. "That the audited financial statements of the Company for 2004 be and is hereby considered and approved.";
4. "That the proposed profit distribution of the Company for 2004 be and is hereby considered and approved.";
5. "That the budget of the Company for 2005 be and is hereby considered and approved.";
6. "That the appointment of Pan-China (Schinda) Certified Public Accountants as the PRC auditor of the Company for 2005 be and is hereby considered and approved and the Board and the Audit Committee be and are hereby authorized to determine its remunerations.";
7. "That the appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) as the international auditor of the Company for 2005 be and is hereby considered and approved and the Board and the Audit Committee be and are hereby authorized to determine its remunerations.";
8. "That:
 - (a) the proposed amendment to Article 94 of the articles of association of the Company be and is hereby approved (Explanatory Note (A)); and
 - (b) the Board be and is hereby authorized to do all such further acts and things and take all steps which in its opinion may be necessary, desirable and expedient to give effect to such amendment, including but not limited to application for approval of, registration of or filing the amendment with the governmental bodies of the PRC and Hong Kong and making further amendments as governmental bodies of the PRC may require.";
9. "That the appointment of Mr. Wu Jinguang as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
10. "That the appointment of Mr. Li Kelie as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";

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11. "That the appointment of Mr. Hu Lingling as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
12. "That the appointment of Mr. Wu Houhui as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
13. "That the appointment of Mr. Wen Weiming as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
14. "That the appointment of Mr. Li Peng as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
15. "That the appointment of Mr. Chang Loong Cheong as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
16. "That the appointment of Ms. Deborah Kong as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine her remunerations.";
17. "That the appointment of Mr. Wilton Chau Chi Wai as a director of the fourth session of the Board be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
18. "That the appointment of Mr. Yao Muming as a supervisor of the fourth session of Supervisory Committee be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
19. "That the appointment of Mr. Tang Dinghong as a supervisor of the fourth session of Supervisory Committee be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
20. "That the appointment of Mr. Chen Yongbao as a supervisor of the fourth session of Supervisory Committee be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";
21. "That the appointment of Ms. Tan Jia as a supervisor of the fourth session of Supervisory Committee be and is hereby considered and approved and the Board be and is hereby authorized to determine her remunerations.";
22. "That the appointment of Mr. Chen Yunzhong as a supervisor of the fourth session of Supervisory Committee be and is hereby considered and approved and the Board be and is hereby authorized to determine his remunerations.";

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23. "That the remuneration of the directors of the Company be and is hereby considered and approved.";
24. "That the remuneration of the supervisors of the Company be and is hereby considered and approved.";
25. "That subject to the completion of the proposed public issue of Renminbi-denominated ordinary shares of the Company ("A Share Issue"), details of which is set out in the circular of the Company dated December 5, 2004,:
 - (a) the articles of association of the Company, a copy of which has been initialled by the chairman of the AGM and for the purpose of identification marked "A", be and is hereby approved and adopted (Explanatory Note (B)); and
 - (b) the Board be and is hereby authorized to do all such further acts and things and take all steps which in its opinion may be necessary, desirable and expedient to give effect to such approval and adoption, including but not limited to application for approval of, registration of or filing the articles of association with the governmental bodies of the PRC and Hong Kong and making further amendments as governmental bodies of the PRC may require.";
26. "That subject to the completion of the A Share Issue, the proposed amendments to the "Decision Making System Concerning Connected Transactions of the Company" be and is hereby approved and adopted." (Explanatory Note (C)); and
27. to consider and approve any other businesses.

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EXPLANATORY NOTES:

(A) Proposed amendment to the existing Article 94 of the Articles of Association of the Company and the reason for the amendment

The existing Article 94 of the articles of association of the Company shall be deleted in its entirety and replaced with the following:

“Article 94 The Company shall establish a board of directors. The board shall be composed of 9 directors. The board shall have one chairman.”

An extraordinary general meeting of the Company was held on December 30, 2004, at which the proposed application for the issue of A shares by the Company was approved. Pursuant to the relevant regulations of the China Securities Regulatory Commission (“CSRC”), board members of the Company shall include at least one-third of independent directors. The Board currently has 10 directors, 3 of which are independent directors. To satisfy the rules of the CSRC, adjustment has to be made to a representative of the shareholders acting as a director. The existing Article 94 of the articles of association of the Company shall be amended accordingly.

(B) Proposed amendments to the Articles of Association of the Company (Draft) and the reason for the amendments

An extraordinary general meeting of the Company was held on December 30, 2004, at which the “Articles of Association of Guangshen Railway Company Limited (Draft)” (the “Draft”) was approved. Pursuant to 《關於加強社會公眾股股東權益保護的若干規定》 (“Certain Regulations Regarding Strengthening of Protection of Interests of Public Shareholders”) and other requirements, the Company proposes to make the further amendments to the Draft as follows:

1. Article 63 of the Draft shall be deleted in its entirety and replaced with the following:

“When the Company convenes a shareholders’ general meeting, written notice of the meeting shall be given forty-five (45) days before the date of the meeting to notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning the attendance of the meeting to the Company twenty (20) days before the date of the meeting. After giving notice of an annual general meeting, the Company shall give the notice of the annual general meeting once again within three days after the record date.”

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2. Article 69 of the Draft shall be deleted in its entirety and replaced with the following:

"Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more other persons (whether a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:

- (1) the shareholder's right to speak at the meeting;
- (2) the right to demand or join in demanding a poll;
- (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

The board of directors of the Company, independent directors and shareholders who meet certain requirements may demand for voting rights in a shareholders' general meeting from the Company's shareholders pursuant to relevant regulations."

3. Article 76 of the Draft shall be deleted in its entirety and replaced with the following:

"When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right. For appointment of directors and supervisors, however, each share shall carry voting rights equal to the number of directors or supervisors to be appointed. Shareholders' voting rights can be used in a centralized manner to vote in relation to the appointment of one or several directors and supervisors."

4. Insert one article between Article 82 and Article 83 of the Draft:

"Subject to laws, administrative regulations and the articles of association of the Company and without violating the regulations, rules or codes formulated and/or implemented from time to time by the regulatory authorities of the places where the shares of the Company are listed, implementation of the following matters, or the application for the following matters can only be made upon approval by all shareholders in the general meeting of the Company and by more than half of the voting rights represented by the public shareholders (including both holders of overseas-listed foreign-invested shares and holders of domestic-invested shares listed in the PRC) voting on the resolutions:

1. the Company issuing new shares (including issue of overseas-listed foreign-invested shares or other rights or instruments in the nature of shares) to social public, issuing convertible bonds and placing of shares to existing shareholders (other than shareholders with de facto control undertaking to subscribe for such shares in full in cash before the meeting);

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2. material asset restructuring of the Company, the total consideration payable for acquiring the assets has a premium which is equal to or exceeds 20% of the audited net book value of such assets;
3. the repayment of debt owed to the Company by a shareholder using the shares of the Company that he holds;
4. the listing of a subsidiary of material importance to the Company overseas;
5. relevant matters in the development of the Company which have material impact on the interests of social public shareholders.

When voting on the above matters, the Company shall provide its shareholders with a network voting platform. The shareholders may vote through the network.”

5. Article 83 of the Draft shall be deleted in its entirety and replaced with the following:

“Where the shareholders’ general meeting is considering matters related to a connected transaction, a connected shareholder shall not participate in voting and the shares with voting rights which they represent shall not be counted in the total number of valid votes. Announcement on the resolutions passed at the shareholders’ general meeting shall adequately disclose the details of the unconnected shareholders’ votes. If the connected shareholders are unable to abstain from voting due to special reasons, they may vote according to the normal procedures after the Company has obtained consent of the competent authority. Detailed explanation shall be given in the announcement regarding the resolutions passed at the general meeting.

A connected transaction referred to in the preceding paragraph refers to an event whereby a transfer of resources or obligations takes place between connected parties, regardless of whether a consideration is paid, for instance:

- (1) the sale or purchase of merchandise;
- (2) the sale or purchase of assets other than merchandise;
- (3) external investments (including entrusted financial management, entrusted loans, etc.);
- (4) provision of financial assistance;
- (5) provision of guarantee (excluding counter-guarantee);
- (6) leasing of assets;

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- (7) entrusting others or entrusted by others to manage assets and business;
- (8) giving out or receiving assets as gift;
- (9) restructuring of creditor's rights or debt ;
- (10) signing of licence agreements;
- (11) transfer of research and development projects to others or accepting transfer of research and developments projects from others;
- (12) provision or receipt of labour services;
- (13) entrusting others or entrusted by others to conduct sales;
- (14) joint investment with connected parties;
- (15) other matters leading to transfer of resources or obligations through agreement or other transactions deemed to be connected transactions by stock exchanges.

Without violating the regulations, rules or codes formulated and/or implemented from time to time by the regulatory authorities of the places where the shares of the Company are listed, the following transactions between the Company and a connected party can be exempted from voting and disclosure requirements applicable to connected transactions:

- (1) a party subscribing for publicly issued shares, company debentures, corporate debentures, convertible bonds or other derivative products of another party in cash;
- (2) a party underwriting the publicly issued shares, company debentures, corporate debentures, convertible bonds or other derivative products of another party as a member of an underwriting syndicate;
- (3) a party receiving dividends, bonuses or remuneration pursuant to a resolution of shareholders' general meeting of another party;
- (4) a connected transaction resulting from a connected party participating in open bidding and auction, etc.;
- (5) other transactions deemed to be connected transactions by stock exchanges.

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A connected shareholder shall voluntarily abstain from voting and surrender his voting rights in the shareholders' general meeting. In the event that a connected shareholder does not voluntarily abstain from voting, the chairman of the meeting shall request the connected shareholder to abstain from voting. In case where the chairman needs to abstain from voting, the vice-chairman or other directors shall request the chairman and other connected shareholders to abstain from voting. Any shareholder who does not need to abstain from voting may request connected shareholders to abstain from voting.

Should a shareholder being requested to abstain from voting or other shareholders object to the nature of the connected transaction and the disclosure of interest, abstention from voting and surrender of voting rights in the meeting arising therefrom, an extraordinary board meeting of the directors who do not need to abstain from voting may be sought to resolve the matter. Such resolution shall be final. Should the dissenter still have an objection, he may file a complaint to the agency of the Securities Regulatory Commission or seek to solve the case in other ways after the shareholders' general meeting."

6. Article 88 of the Draft shall be deleted in its entirety and replaced with the following:

"If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minutes of the meeting and signed by directors present at the meeting. The minutes of the shareholders' general meeting shall record the following matters:

- (1) the number of shares carrying the right to vote attending the shareholders' general meeting and its ratio to the total number of shares of the Company;
- (2) the date and venue of the meeting;
- (3) the name of the chairman of the meeting and agenda;
- (4) the key points of speech made by all speakers on each matter under consideration;
- (5) the voting result of each matter resolved;
- (6) details of the queries and suggestions of shareholders and the responses or explanations of the board of directors and supervisory committee;
- (7) other matters that should be recorded in the minute book according to the shareholders' general meeting and these articles of association.

The minutes, the signature book of shareholders attending the meeting and the proxy forms shall be kept at the office of the Company.

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When the Company announces the resolutions of the shareholders' general meeting, the number of social public shareholders attending the meeting, the total number of shares held by them, the ratio of such shares to the total number of social public shares of the Company and voting results should be included. Shareholdings and voting results of the ten largest social public shareholders participating in the voting should also be disclosed."

7. Insert a new article between Article 150 and Article 151 of the Draft

"When any current director behaves against Article 57 or Article 58 of the Company Law or is considered by the China Securities Regulatory Commission as a person who shall be prohibited from participating in the securities market, the board should immediately suspend the relevant director's duties from the day the board learns about the occurrence of the relevant situation and should propose to the general meeting to dismiss him.

When any current supervisor behaves against Article 57 or Article 58 of the Company Law or is considered by the China Securities Regulatory Commission as a person who shall be prohibited from participating in the securities market, the supervisory committee should immediately suspend the relevant supervisor's duties from the day the committee learns about the occurrence of the relevant situation and should propose to the general meeting to dismiss him.

When any current manager behaves against Article 57 or Article 58 of the Company Law or is considered by the China Securities Regulatory Commission as a person who shall be prohibited from participating in the securities market, the board should immediately suspend the relevant manager's duties since the day the board learns about the occurrence of the relevant situation and should convene a board meeting to dismiss him."

8. Article 160 of the Draft shall be deleted in its entirety and replaced with the following:

"The Company adopts internal audit system, establishes internal audit department or should have internal auditors to conduct internal audit and supervision for financial balances and economic activities of the Company under the leadership of the board."

9. Others

The number of Articles or other Articles being affected by the above proposed amendments will be accordingly adjusted in proper order.

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(C) Proposed amendments to the “Decision Making System Concerning Connected Transactions” of the Company and the reason for the amendments

The Company held the 2004 extraordinary general meeting on December 30, 2004 at which the “Decision Making System Concerning Connected Transactions of Guangshen Railway Company Limited” was approved. Pursuant to the latest listing rules of the Shanghai Stock Exchange, the following amendments are proposed:

1. The existing Article 2 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:

“Article 2

Connected transactions of the Company refer to transactions which involve the transfer of resources or obligations between the Company or its controlling subsidiaries and their respective connected persons, including but not limited to:

- (1) the sale or purchase of merchandise;
- (2) the sale or purchase of assets other than merchandise;
- (3) external investments (including entrusted financial management, entrusted loans, etc.);
- (4) provision of financial assistance;
- (5) provision of guarantee (excluding counter-guarantee);
- (6) leasing of assets;
- (7) entrusting others or entrusted by others to manage assets and business;
- (8) giving out or receiving assets as gift;
- (9) restructuring of creditor’s rights or debt;
- (10) signing of licence agreements;
- (11) transfer of research and development projects to others or accepting transfer of research and developments projects from others;
- (12) provision or receipt of labour services;
- (13) entrusting others or entrusted by others to conduct sales;

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- (14) joint investment with connected parties;
- (15) other matters leading to transfer of resources or obligations through agreement or other transactions deemed to be connected transactions by stock exchanges."

- 2. Under the title of Chapter 2 of the "Decision Making System Concerning Connected Transactions"**
The current provision: "Connected persons of the Company include connected legal persons, connected natural persons and potential connected persons." should be changed to:

"Article 3

Connected persons of the Company include connected legal persons and connected natural persons."

This provision shall be listed separately as new Article 3.

- 3. The existing Article 3 of the "Decision Making System Concerning Connected Transactions" shall be deleted in its entirety and replaced with the followings:**

"Article 4

Any legal person who has the following relationship with the Company shall be deemed to be a connected legal person of the Company:

- (1) legal person which has direct or indirect control over the Company;
- (2) other legal persons directly or indirectly controlled by the legal person in (1) above, except for the Company and its controlling subsidiaries;
- (3) legal persons directly or indirectly controlled by a connected natural person referred to in Article 5, or those of which the connected natural person is a director or senior management, except for the Company and its controlling subsidiaries;
- (4) legal person holding more than 5 per cent of the shares of the Company;
- (5) other legal persons who are considered by securities regulatory authorities, stock exchanges or the Company pursuant to the principle of "substance over form" as having special relationship with the Company and such relationship would lead to possible bias of the Company's interests in their favour."

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4. **The existing Article 4 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:**

“Article 5

Any person who falls within any of the following categories shall be deemed to be a connected natural person of the Company:

- (1) any natural person who holds directly or indirectly more than 5 per cent of the shares of the Company;
- (2) a director, supervisor or senior management of the Company;
- (3) the director, supervisor and senior management of the legal person referred to in item (1) of Article 4;
- (4) closely-tied family members of the natural person referred to in items 1 and 2 of this Article, including spouse, children of the age of 18 and their spouses, parents and parents of spouse, siblings and spouse of the siblings, siblings of the spouse, parents of the children’s spouse;
- (5) other legal persons who are considered by securities regulatory authorities, stock exchanges or the Company pursuant to the principle of “substance over form” as having special relationship with the Company and such relationship would lead to possible bias of the Company’s interests in their favour.”

5. **The existing Article 5 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:**

“Article 6

Any legal person or natural person who falls within any of the following categories shall be deemed to be a connected person of the Company:

- (1) any person who will fall within either Article 4 or Article 5 of this Chapter pursuant to any agreement or arrangement entered into with a connected person after the agreement or arrangement becoming effective or within the next 12 months;
- (2) any person who fell within either Article 4 or Article 5 of this Chapter during the past 12 months.”

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6. **The existing Article 16 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:**

“Article 17

Where the board of directors considers any proposal or matter which involves any connected director, the connected director may attend the board meeting and explain his view in accordance with the laws and regulations, but he may not vote on such proposal or matter. If any director absent from the board meeting is a connected director, he may not authorize other directors to vote on his behalf on such proposal or matter.

Any resolution in respect of any proposal or matter which involves any connected director shall be valid when it is passed by a majority of the unconnected directors. Should there be an insufficient quorum as a result of connected directors abstaining from voting, all directors (including the connected directors) should pass resolutions on procedural issues relating to submitting such transactions to the shareholders’ meeting for approval, etc. and relevant resolutions on such transactions shall be passed by the shareholders’ meeting.”

7. **The existing Article 31 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:**

“Article 32

Disclosure of a connected transaction by the Company shall include but not limited to the following:

- (1) a summary of transaction and the basic information of the subject matter of the transaction;
- (2) prior approval and independent advice of the independent directors;
- (3) voting result of the board (if applicable);
- (4) connection of the parties to the transaction and basic information of the connected person;
- (5) policy for determining the consideration and basis of determination of the consideration of the transaction, the relationship between the consideration and book value or valuation of the subject matter of the transaction and the clear and fair market price, and other matters relevant to the determination of consideration which have to be set out due to the special nature of the subject matter of the transaction;
- (6) explanation should be given if there is a huge difference between the consideration and the book value, valuation or the market price. Disclosure of flow of benefits generated by the connected transaction should also be made if the transaction is not fair;

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- (7) other main terms of the transaction agreement, including consideration and settlement, nature and extent of the interests of the connected person in the transaction, conditions precedent to the agreement taking effect, when the agreement will take effect and implementation period;
- (8) the estimated total amount of the connected transaction for the full year shall be set out for those continuing and regular connected transactions in the ordinary course of business;
- (9) purpose of the transaction and the impact on the Company, including the true intention and necessity of conducting the connected transaction, the impact on the Company's current and future financial position and operating result etc.;
- (10) total amount of all kinds of connected transactions with the connected person from the beginning of the year up to the date disclosure is made;
- (11) other content which assists in explaining the real situation of the transaction as requested by the securities regulatory authorities and stock exchanges."

8. The existing Article 32 of the "Decision Making System Concerning Connected Transactions" shall be deleted in its entirety and replaced with the following:

"Article 33

In the event that the aggregate amount of a connected transaction proposed to be entered into between the Company and a connected person exceeds RMB30,000,000 and 5 per cent of the latest audited net asset value of the Company, the board of directors shall disclose the transaction promptly after the resolution has been passed. The particulars to be disclosed shall comply with the requirements of Article 32.

For such kind of connected transaction, the board of directors of the Company shall advise whether such transaction is in the interests of the Company. Meanwhile, the Company shall engage an independent financial adviser to advise whether such transaction is fair and reasonable so far as the shareholders as a whole are concerned and shall explain the reasons, major assumptions and factors taken into account. Meanwhile, the Company shall engage intermediaries with relevant qualifications to conduct securities and futures businesses to audit or assess the subject matter of the transaction, and put forward the transaction to the shareholders' general meeting for consideration. Such connected transaction can only be implemented after receiving the approval of the shareholders at a general meeting of the Company. Any connected person interested in such connected transaction shall abstain from voting on the resolution in the shareholders' general meeting. The Company shall disclose the information of the relevant transaction in detail in the forthcoming periodic report.

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If the subject matter of the connected transaction in the preceding paragraph is shares of a company, the Company shall engage an accountant firm with relevant qualifications to conduct securities and futures businesses to audit the financial report of the subject matter of the transaction for the most recent 1 year and 1 quarter. The last day of the reporting period of the audit shall not exceed six months from the day the agreement is signed. If the subject matter of the connected transaction is non-cash assets other than a company's shares, the Company shall engage an asset valuation firm with relevant qualifications to conduct securities and futures businesses to conduct a valuation. The reference day of the valuation should not exceed one year from the day the agreement is signed.

Audit or valuation is not required for subject matters of the following connected transactions relating to ordinary business:

- (1) purchase of raw materials, fuel and power;
- (2) sale of products and merchandise;
- (3) provision or receipt of labour services;
- (4) entrusting other to or entrusted by others to conduct sales."

9. The existing Article 36 of the "Decision Making System Concerning Connected Transactions" shall be deleted in its entirety and replaced with the following:

"Article 37

If the Company and the connected person enter into the following connected transactions, the Company shall be exempted from voting and disclosure requirements applicable to connected transactions:

- (1) a party subscribing for publicly issued shares, company debentures, corporate debentures, convertible bonds or other derivative products of another party in cash;
- (2) a party underwriting the publicly issued shares, company debentures, corporate debentures, convertible bonds or other derivative products of another party as a member of an underwriting syndicate;
- (3) a party receiving dividends, bonuses or remuneration pursuant to a resolution of shareholders' general meeting of another party;
- (4) a connected transaction resulting from a connected party participating in open bidding and auction, etc.;
- (5) other transactions deemed to be connected transactions by stock exchanges."

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- 10. The existing Article 38 of the “Decision Making System Concerning Connected Transactions” shall be deleted in its entirety and replaced with the following:**

“Article 39

In the event of any circumstances which is not regulated by this System and any conflict with the Company Law, the Articles of Association and the relevant laws, regulations, policies of the State or rules of securities regulatory authorities or stock exchanges, the Company Law, the Articles of Association and the relevant laws, regulations, policies of the State or rules of securities regulatory authorities or stock exchanges shall prevail. Meanwhile, the implementation of this System shall not affect the compliance by the Company with those principles and obligations that the Company is required to follow or fulfil in accordance with the regulations, rules or codes formulated and/or implemented from time to time by the regulatory authorities overseas where its shares or securities are listed.”

- 11. Others**

The number of Articles or other Articles being affected by the above proposed amendments will be accordingly adjusted in proper order.

CANDIDATES OF DIRECTORS:

Wu Junguang, age 56, is the Chairman of the third session of the board of directors of the Company (the “Board”) and the Chairman of the board of directors and the General Manager of Guangzhou Railway (Group) Company (the parent company of the Company). Mr. Wu graduated from South China Normal University (華南師範大學). Since 1964, he has served in various managerial positions in various railway departments. He had served as the Stationmaster of Guangzhou Station, the General Manager of Yangcheng Railway Company and in other positions.

Li Kelie, age 57, is a Director of the third session of the Board and the General Manager of the Company. Mr. Li is a member of Chinese Writers’ Association and a vice chairman of Guangzhou Writers’ Association (廣州市作家協會). Mr. Li has participated in the operation and management of railway transportation for years and has extensive industry experience. Since 1994, Mr. Li held various senior positions within Guangzhou Railway (Group) Company and its subsidiaries. He is currently a member of the senior management of Guangzhou Railway (Group) Company. Before he joined the Company, he was the Chairman and the General Manager of Sanmao Railway Company Limited (三茂鐵路股份有限公司).

Hu Lingling, age 41, is a Director of the third session of the Board. Mr. Hu graduated from Changsha Railway Institute (長沙鐵道學院) and is an engineer. Since 1985, Mr. Hu has served in various technical and managerial positions in various railway departments. He had served as the Deputy General Manager of Yangcheng Railway Company and the Director of Transportation Department of Guangzhou Railway (Group) Company. Mr. Hu is currently the Deputy General Manager of Guangzhou Railway (Group) Company.

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Wu Houhui, age 56, is a Director of the third session of the Board. He graduated from Dalian Railway College (大連鐵道學院) and is a senior economist. Mr. Wu served in various managerial positions in Guangzhou Railway (Group) Company from 1984 to 2003. He is currently the Chief Economist of Guangzhou Railway (Group) Company.

Wen Weiming, age 42, is a Director of the third session of the Board. Mr. Wen graduated from Workers University of Guangzhou Railway Bureau (廣州鐵路局職工大學) and Party School of the CPC (中央黨校) and is a senior accountant. He has many years of experience in the financial field. He had served as the Director of the Finance Sub-section of Yangcheng Railway Company and the Director of Finance Department of Guangzhou Railway (Group) Company. Mr. Wen is currently the Deputy Chief Accountant of Guangzhou Railway (Group) Company.

Li Peng, age 58, is a Director of the third session of the Board and the Chairman of the Trade Union of the Company. Mr. Li graduated from the East China Civil Engineering Institute (華東工程學院). He had served in various executive and labour administration positions in Yangcheng Railway Company since 1977. He was the Deputy General Manager of the predecessor of the Company, Guangshen Railway Company, and Guangshen Railway Enterprise Development Company from 1992 to 1997. Mr. Li joined the Company in December 1997.

Chang Loong Cheong, age 59, is an independent non-executive Director of the third session of the Board. Mr. Chang holds a management certificate from the Hong Kong Management Association. He is also a director of Shanghai Xinhua Iron & Steel Company Limited and Orient International (Shanghai) Limited. Mr. Chang had been a manager of Cathay Restaurant in Lagos, Nigeria, a member of the senior management of Island Navigation Corporation International Limited in West Africa and Orient Overseas Container Line Limited, and the General Manager and a director of Noble Ascent Company Limited.

Deborah Kong, age 45, is an independent non-executive Director of the third session of the Board. Ms. Kong is currently an executive director of Centennial Resources Company Limited. Ms. Kong holds a Bachelor of Arts degree from Sydney University and has obtained a Master Diploma in Finance from Macquarie University in Australia. She is a member of the People's Political Consultative Standing Committee of Shandong Province in the PRC.

Wilton Chau Chi Wai, age 43, is an independent non-executive Director of the third session of the Board. Mr. Chau holds a bachelor degree in applied mathematics from The University of Hong Kong, a Bachelor of Laws degree from University of Wolverhampton and a Master of Business Administration from the University of Wales. Mr. Chau is a fellow member of the Association of Chartered Certified Accountants, a member of Singapore Institute of Arbitrators and a Council member of Hong Kong Biotechnology Association. Since 1987, Mr. Chau has served in senior positions in various financial institutions overseeing investment and development in railway, road and airport infrastructure projects. Mr. Chau is currently the chairman of Qleap Venture Limited.

Notice of Annual General Meeting

CANDIDATES OF SUPERVISORS:

Yao Muming, age 51, is a Supervisor of the third session of the Supervisory Committee of the Company. Mr. Yao graduated from South China Normal University (華南師範大學) and had served as the Deputy Director of the Guangzhou and Zhuhai Animal and Plant Quarantine Bureaus. From 1997 to 2003, he was a member of the senior management of the Company. Since July 2003, Mr. Yao has been a member of the senior management of Guangzhou Railway (Group) Company.

Tang Dinghong, age 55, is a Supervisor of the third session of the Supervisory Committee of the Company. Mr. Tang graduated from Zhongshan University (中山大學). He joined the railway departments in 1969 and had served in various senior managerial positions of Guangzhou Railway (Group) Company. Mr. Tang joined the Company in July 2003.

Chen Yongbao, age 53, is a Supervisor of the third session of the Supervisory Committee of the Company. Mr. Chen graduated from Zhuzhou Railway Mechanical Secondary Technical School (株洲鐵路機械學校). Since 1975, he had served in various managerial positions in Guangzhou Railway Sub-administration and Yangcheng Railway Company. From 1997 to 2001, Mr. Chen served in the administration supervisory position of Guangzhou Railway (Group) Company. Since May 2001, Mr. Chen has been the chief of the Supervision Department of Guangzhou Railway (Group) Company.

Tan Jia, age 51, graduated from North Jiaotong University (北方交通大學) and is a senior accountant. Ms Tan joined the railway industry in 1977 and had served as chief accountant to Sanmao Railway Enterprise Co. Ltd, Deputy Director of Auditing Department, Deputy Director of Financial Department, Director of Transportation Settlement Office to Guangzhou Railway (Group) Company and Chief Accountant to Huaihua Railway Company Ltd. Since August, 2004 she has been the Director of Auditing Department to Guangzhou Railway (Group) Company.

Chen Yunzhong, age 52, is a Supervisor of the third session of the Supervisory Committee of the Company. Mr. Chen graduated from Guangzhou Railway Driver's School (廣州鐵路司機學校), Guangdong Jinan University (廣東暨南大學) and Party School of the CPC (中央黨校). He was a member of the senior management of Hainan Railway Company. Mr. Chen joined the Company in May 2000 and is currently a member of the senior management of the Company.

Notice of Annual General Meeting

Notes:

- (1) Holders of the H shares of the Company are advised that the register of members of the Company's H shares will be closed from April 12, 2005 to May 12, 2005 (both days inclusive), during which no transfer of H shares will be registered. To qualify for the final dividend, holders of H shares must lodge the transfer documents together with the relevant share certificates with the Company's registrar, Hong Kong Registrar Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on April 11, 2005. Holders of the Company's H shares whose names appear on the register of members of the Company on April 12, 2005, 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 the meeting and vote on his behalf.
- (3) Where a shareholder appoints more than one proxy, his proxies may only vote on a poll.
- (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 April 22, 2005.
- (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
Telephone: 86-755-25587920 or 25588146
Facsimile: 86-755-25591480

By Order of the Board
Guo Xiangdong
Company Secretary

Shenzhen, the PRC
March 17, 2005