
NOTICE OF EXTRAORDINARY GENERAL MEETING

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广深铁路股份有限公司
GUANGSHEN RAILWAY COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00525)

2011 NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “**Extraordinary General Meeting**”) of Guangshen Railway Company Limited (the “**Company**”) will be held at 9:30 a.m. on 10 November 2011 (Thursday) in the Meeting Room of the Company at 3/F, No. 1052 Heping Road, Shenzhen, Guangdong Province, The People’s Republic of China (the “**PRC**”) to consider and, if thought fit, approve the following ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. To approve the termination of engagement of Mr. Guo Zhuxue as a non-independent director of the Board of the Company. (Please refer to Appendix I of the Notice for arrangements in relation to the proposed changes in directorship.)
2. To approve the election of Mr. Li Wenxin as a non-independent director of the Board of the Company. (Please refer to Appendix I of the Notice for biography of Mr. Li Wenxin.)

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 10 October 2011 (Monday) to 10 November 2011 (Thursday) (both days inclusive), during which no transfer of H shares will be registered. To attend the EGM and vote at the meeting, all transfers accompanied by the relevant share certificates must be delivered to the Company’s H share registrar Hongkong Registrars Limited no later than 4:30 pm on 10 October, 2011 (Monday): Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Shareholders of the Company whose names appear on the registers of members of the Company at 4:30 p.m. on 10 October 2011 or their proxies, are entitled to attend the Extraordinary General Meeting by presenting their identity cards or passports. Holders of the A shares of the Company will be notified separately regarding the Extraordinary General Meeting.

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- (2) Each shareholder entitled to attend and vote at the Extraordinary General Meeting 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 exercise the voting right when a poll is taken.
- (4) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorized in writing. If the appointer is corporation, this proxy form must be executed under its common seal or under the hand of a director or an attorney of the corporation duly authorised in writing. If the proxy form is signed by an attorney on behalf of the appointor, the power of attorney or relevant instrument must be certified by a notary public. To be valid, the proxy form, together with a notarized and 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 Extraordinary General Meeting or any adjournment thereof (as the case may be).
- (5) Shareholders who intend to attend the Extraordinary General Meeting 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 October 2011 (Friday).
- (6) The Extraordinary General Meeting is expected to last for half a day. Shareholders and proxies attending the Extraordinary General Meeting 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: 86-755-2591480

By Order of the Board
Guangshen Railway Company Limited
Guo Xiangdong
Company Secretary

Shenzhen, the PRC
22 September 2011

As at the date of this notice, the executive Directors are Mr. Xu Xiaoming, Mr. Shen Yi and Mr. Luo Qing; the non-executive Directors are Mr. Guo Zhuxue, Mr. Liliang and Mr. Yu Zhiming; and the independent non-executive directors of the Company are Mr. Lu Minlin, Mr. Liu Xueheng and Mr. Liu Feiming.

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APPENDIX 1:

Proposed Changes in Directorship:

The Company received notices Guangzhou Railway (Group) Company (“GRGC”), being the largest shareholder of the Company holding approximately 37.12% of the issued share capital of the Company, that it intended to remove Mr. Guo Zhuxue as director of the sixth session of the board of directors of the Company (the “Board”) due to changes in his position and to elect Mr. Li Wenxin as director of the sixth section of the Board.

Biography of the proposed Director:

Li Wenxin, aged 48, graduated with a master degree and is a senior engineer. Mr. Li had worked at different railway departments for many years. He had been an intern and a researcher of Academy of Railway Sciences Institute. He was an assistant engineer and then an engineer of Guangzhou North Railway Station of Guangzhou Railway Bureau, as well as the secretary of Secretary Section of Office of Guangzhou Railway Bureau. He was also the deputy stationmaster of Shiweitang Railway Station of Yangcheng Railway Company and Guangzhou South Railway Station, stationmaster of Guangzhou West Railway Station, the chief of Xinjie Train Operation Section, the deputy chief of the freight transportation department, deputy chief and chief of the transportation department. Since March 2001, he has been General Manager Assistant of GRGC. From June 2002, he served as General Manager of Huaihua Railway Company of GRGC. From June, he has served as chief secretary of Party committee and Vice Chairman of the Board of GRGC. He served as the General Manager and deputy secretary of Party committee of Qingzhang Railway Company since April 2005, From September 2006, he served as deputy chief of transportation control center and chief of transportation capacity resource center of MOR. From January, he had been deputy secretary of Party committee and deputy dean of Railway Research Institute. He served as chief of diversified development center of MOR from September 2009, and since June 2011, he has been serving as deputy Chairman of the Board, General Manager and deputy secretary of Party committee.

To the best of the Directors’ knowledge and as the disclosed above, Mr. Li Wenxin has not held any directorships of other public companies the securities of which are listed on any securities market in Hongkong or overseas in the three years prior to the date of this notice. As Mr. Li Wenxin served as a Vice Chairman of the Board and General Manager of the largest shareholder (GRGC) of the Company, Mr. Li Wenxin affiliated with the Company. As at the date of this notice, Mr. Li Wenxin has no interest in Company’s shares within the meaning of Part XV of the Securities and Futures Ordinance.

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The term of office of Mr. Li Wenxin shall be the remaining term of the sixth session of the Board. In line with the Company's remuneration and allowance package for the sixth session of the Board, Mr. Li Wenxin will not be entitled to any director's fee but will be entitled to an annual subsidy of RMB12,000.

Except as disclosed above, there is no information to be disclosed pursuant to Rule 13.51 (2)(h) to (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hongkong Limited and there is no other matter relating to the appointment of Mr. Li Wenxin that needs to be brought to the attention to the shareholders of the Company.