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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stock broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Guangshen Railway Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**  
**(2) PROPOSED RE-ELECTION AND APPOINTMENT OF**  
**SHAREHOLDER REPRESENTATIVE SUPERVISORS**  
**AND**  
**(3) NOTICE OF 2022 ANNUAL GENERAL MEETING**

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A notice dated 27 April, 2023 convening the 2022 annual general meeting (the “AGM”) of Guangshen Railway Company Limited (the “Company”) to be held at the Meeting Room, 3/F., No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC on Thursday, June 15 2023 at 9:30 a.m. is set out on pages 10 to 13 of this circular.

Whether or not you propose to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned to the registered office of the Company at No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. If you intend to attend the AGM, you are required to complete and return the reply slip to the registered office of the Company at No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC on or before Friday, May 26 2023.

27 April 2023

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LETTER FROM THE BOARD

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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)**

**Board of Directors:**

*Executive Directors*

Wu Yong  
Hu Lingling  
Zhou Shangde

*Non-executive Directors*

Guo Jiming  
Hu Dan  
Zhang Zhe

*Independent Non-executive Directors*

Frederick Ma Si-Hang  
Tang Xiaofan  
Qiu Zilong

**Registered office:**

No.1052 Heping Road  
Shenzhen, Guangdong Province  
The People's Republic of China  
Postal Code: 518010

**Principal Place of business in  
Hong Kong:**

No.112, Floor M  
Hung Hom Station, Kowloon  
Hong Kong

27 April 2023

*To the Shareholders*

Dear Sir and Madam,

**(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**  
**(2) PROPOSED RE-ELECTION AND APPOINTMENT OF**  
**SHAREHOLDER REPRESENTATIVE SUPERVISORS**  
**AND**  
**(3) NOTICE OF 2022 ANNUAL GENERAL MEETING**

**A. INTRODUCTION**

The purpose of this circular is to provide you with (i) information reasonably necessary to enable you to make a decision on whether to vote for, against or abstain from voting on the ordinary resolutions to be proposed at the annual general meeting (the “AGM”) of Guangshen Railway Company Limited (the “Company”) which will be convened for the purpose of considering and, if thought fit, approving, among others, the proposed re-election and appointment of directors of the Company (the “Directors”, and each a “Director”), the

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## LETTER FROM THE BOARD

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proposed re- election and appointment of shareholder representative supervisors of the Company (the “**Shareholder Representative Supervisors**”, and each a “**Shareholder Representative Supervisor**”); and (ii) the notice of the AGM.

### **B. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**

The term of office of the ninth session of the board of Directors (the “**board**”) will expire upon conclusion of the AGM. The Company intends to appoint the tenth session of the Board and approve their proposed remunerations at the AGM. Upon the recommendation of the substantial shareholder of the Company and the nomination committee, and subject to the qualification of the nomination committee of the Board, it has nominated the candidates of the tenth session of the Board in accordance with the Articles of Association. The Company shall adopt the cumulative voting system in respect of the election of the proposed Directors in accordance with the Company’s “Rules for the Implementation of the Cumulative Voting System” (the “**Cumulative Voting System**”). The biographies of the nominated candidates for the proposed Directors are set out below.

#### **Candidates for Proposed Executive Directors and Non-Executive Directors**

**Mr. Wu Yong**, male, born in June 1963, an executive director and a chairman of the Board since December 2014, holds a bachelor’s degree and is a certified senior engineer. Mr. Wu had previously served as the deputy chief of Bengbu Sub-bureau of Shanghai Railway Bureau, the chief of Hefei-Wuhan Railway Engineering Construction Headquarter of Shanghai Railway Bureau, the assistant chief of Wuhan Railway Bureau, the deputy chief of Wuhan Railway Bureau and the chief of Chengdu Railway Bureau. He has been serving as the chairman, general manager and deputy secretary of the Party Committee of China Railway Guangzhou Group Co., Ltd. (the “**GRGC**”). He currently serves as the chairman and secretary of the Party Committee of the GRGC. He is also a member of remuneration committee and nomination committee of the Board.

**Mr. Hu Lingling**, male, born in November 1963, an executive director since May 2016, and a general manager of the Company since December 2015, holds a bachelor’s degree and is an engineer. Mr. Hu had previously served as the deputy chief engineer and deputy station manager of Shaoguan Railway Station of Guangzhou Railway Group Yang Cheng Railway Company (currently Shaoguan East Station), the deputy chief engineer and deputy general manager of Guangzhou Railway Group Yang Cheng Railway Company, the head of the Transportation Section of GRGC, the deputy general manager of GRGC, a staff of the Global Business Department of the Permanent Headquarter of International Union of Railways in

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## LETTER FROM THE BOARD

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Paris, France and the deputy general manager of Guangzhou-Shenzhen-Hong Kong Express Rail Link Company Limited. He currently serves as the general manager of the Company. He is also a member of the remuneration committee and nomination committee of the Board.

**Mr. Zhou Shangde**, male, born in December 1970, an executive director since June 2021 and a deputy party secretary of the Company since March 2021, holds a master's degree and is a political engineer. Mr. Zhou had previously served as the deputy director of the Organization and Personnel Department, the director of the Office of the Party Committee and the chairman of the Trade Union of the Integrated Service Centre of the Company, the deputy director of the Personnel Department, the deputy director of the Office and the director of the Reception Office of the GRGC, the secretary of the Party General Branch of the Organ Affairs Department, the secretary of the Party Committee and the station manager of the Shenzhen Station of the Company, the station manager and the deputy secretary of the Party Committee of the Shenzhen North Station of the Company, and the supervisor of the Staff Representative of the Company, etc. He currently serves as the deputy secretary of the Party Committee of the Company.

**Mr. Guo Jiming**, male, born in December 1967, a non-executive director of the Company since December 2019, holds a bachelor's degree and is a senior accountant. Mr. Guo had previously served as the deputy head of the Finance Subsection of Wuhan Sub-bureau of Zhengzhou Railway Bureau, the deputy head and head of the Finance Section and the director of Capital Settlement Center of Wuhan Railway Bureau, the chief accountant of Jinan Railway Bureau and the director, chief accountant and a member of the Party Committee of China Railway Jinan Group Co., Ltd, the director of the GRGC. He currently serves as the chief accountant of the GRGC.

**Mr. Hu Dan**, male, born in June 1972, a non-executive director of the Company since June 2021, holds a bachelor's degree and is an engineer. Mr. Hu had previously served as the head of the General Analysis Section of the Safety Supervision Office, the deputy director of the Safety Supervision Office, the secretary of the Party Committee of the Loudi Section, the section manager of the Loudi Section and the station manager of the Zhuzhou Station of the GRGC. He currently serves as the director of the Transportation Department of the GRGC.

**Mr. Zhang Zhe**, male, born in October 1971, a non-executive director of the Company since December 2019, holds a bachelor's degree and is a senior engineer. Mr. Zhang had previously served as the head of Tangxi Railway Station of Guangzhou Railway Group Yang Cheng Railway Company, the head of the Freight Transportation and Marketing Subsection of Guangzhou Railway Group Yang Cheng Railway Company, the deputy director of the Safety Supervision Sub-office of Guangzhou Railway Office, the deputy head of Jiangcun Railway

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## LETTER FROM THE BOARD

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Station of the Company, the head of the Zhaoqing Train Section of Guangdong Sanmao Railway Co., Ltd. and the head of Guangzhou South Railway Station of the Company. He currently serves as the director of the passenger transportation department of the GRGC.

In accordance with Article 110 of the Articles of Association, Mr. Wu Yong, Mr. Hu Lingling, Mr. Zhou Shangde, Mr. Guo Jiming, Mr. Hu Dan and Mr. Zhang Zhe shall retire from office by rotation at the AGM, but may serve consecutive terms if re-elected upon the expiration of their terms. Each of Mr. Wu Yong, Mr. Hu Lingling and Mr. Guo Jiming, being eligible, has offered himself for re-election at the AGM.

### **Candidates for Proposed Independent Non-Executive Directors**

**Mr. Tang Xiaofan**, male, born in October 1968, an independent non-executive director of the Company since June 2020, holds a master's degree in economics management from the School of Economics and Trade at Jiangxi Agricultural University and is a senior auditor, a certified public accountant in the People's Republic of China, an accountant certified by the Association of International Accountants and a certified internal auditor. Mr. Tang also obtained the qualification of secretary of the board of companies listed on the Shanghai Stock Exchange and Shenzhen Stock Exchange, the securities and fund practitioner qualification certified by the Asset Management Association of China and is a securities investment advisor. Mr. Tang had previously served as the deputy section chief of Yichun Audit Bureau of Jiangxi, the audit manager of Shenzhen Dahua Tiancheng Accounting Firm, the audit manager of BDO China Shu Lun Pan Certified Public Accountants LLP and Yangcheng (HK) CPA Limited, the vice president and CFO of Guangzhou Greenery Cafe Company Limited, the secretary of the board and CFO of Guangzhou Jiacheng International Logistics Co., Ltd., the deputy general manager of Guangdong Xiyu Investment Management Co., Ltd. and a director and the senior vice president of Jiangxi Geto New Materials Corporation Limited, and a director and the general manager of Guangzhou Dening Investment Management Co., Ltd. He currently serves as the deputy general manager of Guangzhou Huizhi Venture Capital Co., Ltd. He is also a member of the audit committee, remuneration committee and nomination committee of the Board.

**Mr. Qiu Zilong**, male, born in March 1967, an independent non-executive director of the Company since June 2020, holds a bachelor's degree of physics in radio from Hunan Normal University and a master's degree in business administration from Peking University Shenzhen Graduate School and is currently the executive vice president of Shenzhen Changsha Chamber of Commerce. Mr. Qiu had previously served as the assistant engineer, assistant factory director and deputy factory director of Guangdong Panyu Safety Equipment Factory, the deputy general manager of Shenzhen Xingelan Electronic Co., Ltd., the managing director of Shenzhen Guanzhong Xie'an Electronic Technology Co., Ltd. and the managing director of

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## LETTER FROM THE BOARD

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Shenzhen Xingguanzhong Electronic Technology Co., Ltd. He is currently the general manager of Shenzhen Changshang Investment Management Co., Ltd. and a director of Shenzhen Beida Soft Bank Investment Corporation Limited. He is also a chairman of the nomination committee and member of the audit committee and remuneration committee of the Board.

**Ms. Wang Qin**, female, born in April 1970, a permanent resident of Hong Kong, joined the workforce in 1993 and graduated from the University of Windsor, Canada with a Bachelor's degree in Business Administration. She has worked for China Travel Service and Hongkong Post. She has previously served as the Vice President of the China (Overseas) Enterprises Reputation Association and is currently the General Manager of Centennial Chishui (Hong Kong) Wine Company Limited, Honorary Director of Hong Kong Famous Brand Technology Limited and Vice President of the Hong Kong Jiangsu Association.

The term of office of the tenth session of the Board shall be three years, starting from the conclusion of the AGM. The Board has proposed that (i) none of the foregoing executive Directors and non-executive Directors will receive any remuneration or allowance from the Company in relation to their position as Directors; and (ii) Ms. Wang Qin, a proposed independent non-executive Director to be elected at the AGM, will receive annual remuneration of HK\$168,000 from the Company, and each of Mr. Tang Xiaofan and Mr. Qiu Zilong, each a proposed independent non-executive Director to be elected at the AGM, will receive annual remuneration of RMB112,000. The proposed remunerations of the foregoing independent non-executive Directors to be elected at the AGM are determined in accordance with relevant laws and regulations with reference to the market remuneration level of similar companies.

Each of the proposed independent non-executive Directors has confirmed that he has satisfied the independence requirements to act as an independent non-executive director under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Board has assessed their independence and considers that each of them meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. In addition, the Board believes that the proposed independent non-executive Directors, with their extensive experiences and knowledge, will contribute to and enhance the corporate governance of the Company.

As at the Latest Practicable Date, none of the foregoing proposed Directors or their respective associates has any interest and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) which were (a) required to be notified to the Company and The Stock Exchange of

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## LETTER FROM THE BOARD

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Hong Kong Limited (the “HKSE”) pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) required to be recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (c) required to be notified to the Company and the HKSE pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules.

Save as disclosed in this circular, as at the Latest Practicable Date, none of Mr. Wu Yong, Mr. Hu Lingling, Mr. Zhou Shangde, Mr. Guo Jiming, Mr. Hu Dan, Mr. Zhang Zhe, Mr. Tang Xiaofan, Mr. Qiu Zilong and Ms. Wang Qin (i) has held any directorship in any listed public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has any other major appointment or professional qualification; or (iii) has relationship with any other Directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Wu Yong, Mr. Hu Lingling, Mr. Zhou Shangde, Mr. Guo Jiming, Mr. Hu Dan and Mr. Zhang Zhe and the appointment of Mr. Tang Xiaofan, Mr. Qiu Zilong and Ms. Wang Qin that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### C. PROPOSED RE- ELECTION AND APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

The term of office of the ninth session of the supervisory committee of the Company (the “**Supervisory Committee**”) will expire upon conclusion of the AGM. The Company intends to appoint the tenth session of the Supervisory Committee at the AGM. The Company has received a recommendation from the substantial shareholder which has nominated the candidates for the tenth session of the Supervisory Committee in accordance with the Articles of Association. The Company shall adopt the cumulative voting system in respect of the re-election of the proposed Shareholder Representative Supervisors in accordance with the Cumulative Voting System. The biographies of the nominated candidates for the proposed Shareholder Representative Supervisors are set out below.

#### **Candidates for Proposed Shareholder Representative Supervisors**

**Mr. Huang Chaoxin**, male, born in December 1969, holds a bachelor’s degree and is a political engineer. Mr. Huang has previously served as the secretary of the delegation committee of Guangzhou Vehicle Section of Guangzhou Branch of Guangzhou Railway Bureau, the head of the Road Wind Supervision Office of the Discipline Inspection Committee and Supervision Department of Guangzhou Railway Group, the deputy secretary

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## LETTER FROM THE BOARD

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of the Party Working Committee and the secretary of the Discipline Inspection Committee of Guangdong Sanmao Railway Company Limited, the secretary of the Party Working Committee of Guangzhou Vehicle Section, the deputy secretary of the Discipline Inspection Committee and the head of the Supervision Department of GRGC, and currently serves as the deputy secretary of the Discipline Inspection Committee and the head of the Inspection Office of the Party Committee of GRGC.

**Mr. Chen Shaohong**, male, born in January 1967, a representative supervisor of the shareholders of the Company since June 2008, holds a bachelor's degree and is a senior economist. Mr. Chen had previously served as the deputy director of the Corporate Management Office of GRGC, the deputy chief economist of GRGC and the director of the Corporate Management and Legal Affairs Section of GRGC, the chief legal advisor and the director of the Corporate Management and Legal Affairs Section of GRGC, and the chief legal advisor and the director of the Corporate Management and Legal Affairs Department of GRGC. He currently serves as the general counsel of GRGC.

**Mr. Xiang Lihua**, male, born in September 1973, a representative supervisor of the shareholders of the Company since June 2019, holds a college degree and is a political engineer. Mr. Xiang had previously served as the secretary of the board and the head of the General Department of Guangzhou-Zhuhai Railway Company Limited, the deputy office director of the Party Committee of GRGC, the deputy secretary of the Party Committee and the secretary of the Discipline Inspection Committee of the Guangzhou Electricity Section of the Company and the head of the Publicity Department (the Corporate Culture Section) of GRGC. He currently serves as the head and the director of the Personnel Section (the Organization Department of the Party Committee) of GRGC.

**Mr. Meng Yong**, male, born in September 1967, a representative supervisor of the shareholders of the Company since December 2019, holds a bachelor's degree and is an accountant. Mr. Meng had previously served as the director of the Finance Planning Division of the Finance Section of GRGC, the deputy director of the Finance Section of GRGC and the deputy director of the Finance Department (Revenue Division) of GRGC. He currently serves as the director of the Audit Department of GRGC.

In accordance with Article 136 of the Articles of Association, Mr. Lei Chunliang, Mr. Chen Shaohong, Mr. Xiang Lihua and Mr. Meng Yong shall retire from office by rotation at the AGM, but may serve consecutive terms if re-elected upon the expiration of their terms. Each of Mr. Chen Shaohong, Mr. Xiang Lihua and Mr. Meng Yong, being eligible, has offered himself for re-election at the AGM. Mr. Huang Chaoxin is the proposed appointment shareholder representative supervisor.

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## LETTER FROM THE BOARD

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The term of office of the tenth session of the Supervisory Committee shall be three years, starting from the conclusion of the AGM. The Board has proposed that none of the foregoing Shareholder Representative Supervisors will receive any remuneration or allowance from the Company in relation to their services as Shareholder Representative Supervisors.

Save as disclosed in this circular, as at the Latest Practicable Date, none of Mr. Huang Chaoxin, Mr. Chen Shaohong, Mr. Xiang Lihua and Mr. Meng Yong (i) has held any directorship in any listed public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has any other major appointment or professional qualification; (iii) has interest or is deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of SFO; or (iv) has relationship with any other Directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Huang Chaoxin, Mr. Chen Shaohong, Mr. Xiang Lihua and Mr. Meng Yong that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **D. ANNUAL GENERAL MEETING**

The voting in respect of the approval of the resolutions will be conducted by way of poll. The Cumulative Voting System shall be adopted for the voting of Resolutions No. 8.1 to No. 8.6, Resolutions No. 9.1 to No. 9.3 and Resolutions No. 10.1 to No. 10.4. For details of the Cumulative Voting System, please refer to the Articles of Association and the Company's "Rules for the Implementation of the Cumulative Voting System".

For the purpose of determining the list of holders of H shares of the Company ("**H Shares**") that are entitled to attend the AGM, the register of members of H Shares will be closed from Tuesday, May 16 2023 to Thursday, June 15 2023 (both days inclusive), during which no transfer of H Shares will be registered. If any holder of H Shares intends to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's registrar for H Shares, Hong Kong Registrars Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, May 15 2023.

Shareholders of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Monday, May 15 2023, or their proxies, are entitled to attend the AGM by presenting their identity cards or passports.

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## LETTER FROM THE BOARD

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A notice convening the AGM is set out on pages 10 to 13 of this circular. Reply slips for confirming attendance at the AGM have been sent to the relevant shareholders of the Company. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned to the registered office of the Company at No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. If you intend to attend the AGM, you are required to complete and return the reply slip to the registered office of the Company at No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC on or before Friday, May 26 2023.

Yours faithfully,

For and on behalf of

**Guangshen Railway Company Limited**

**Wu Yong**

*Chairman*

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## NOTICE OF 2022 ANNUAL 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)**

## NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 Annual General Meeting of Guangshen Railway Company Limited (the “**Company**”) will be held at the Meeting Room, 3/F., No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC on Thursday, June 15 2023 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions of the Company:

### **RESOLUTIONS WITHOUT THE ADOPTION OF CUMULATIVE VOTING SYSTEM:**

#### **ORDINARY RESOLUTIONS**

1. **THAT** the work report of the board of directors of the Company for the year 2022 be and is hereby reviewed and approved.
2. **THAT** the work report of the supervisory committee of the Company for the year 2022 be and is hereby reviewed and approved.
3. **THAT** the audited financial statements of the Company for the year 2022 be and are hereby reviewed and approved.
4. **THAT** the profits distribution proposal of the Company for the year 2022 be and is hereby reviewed and approved.
5. **THAT** the financial budget of the Company for the year 2023 be and is hereby reviewed and approved.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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6. **THAT** the re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the auditors of the Company for the year 2023 and their remuneration be and are hereby review and approved.
7. **THAT** the motion on the criteria for remuneration of independent non-executive Directors of the Board be and is hereby reviewed and approved.

### **RESOLUTIONS WITH THE ADOPTION OF CUMULATIVE VOTING SYSTEM:**

#### **ORDINARY RESOLUTIONS**

8. The election of the following executive and non-executive Directors of the tenth session of the Board by adopting the cumulative voting system:
  - 8.1. **THAT** the re-election of Mr. Wu Yong as an executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 8.2. **THAT** the re-election of Mr. Hu Lingling as an executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 8.3. **THAT** the re-election of Mr. Zhou Shangde as an executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 8.4. **THAT** the re-election of Mr. Guo Jiming as a non-executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 8.5. **THAT** the re-election of Mr. Hu Dan as a non-executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 8.6. **THAT** the re-election of Mr. Zhang Zhe as a non-executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
9. The election of the following independent non-executive Directors of the tenth session of the Board by adopting the cumulative voting system:
  - 9.1. **THAT** the re-election of Mr. Tang Xiaofan as an independent non- executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
  - 9.2. **THAT** the re-election of Mr. Qiu Zilong as an independent non-executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- 9.3. **THAT** the appointment of Ms. Wang Qin as an independent non-executive Director by adopting the cumulative voting system be and is hereby reviewed and approved.
10. The election of the following shareholder representative supervisors of the tenth session of the Supervisory Committee by adopting the cumulative voting system:
- 10.1. **THAT** the appointment of Mr. Huang Chaoxin as a shareholder representative supervisor of the Company by adopting the cumulative voting system be and is hereby reviewed and approved.
- 10.2. **THAT** the re-election of Mr. Chen Shaohong as a shareholder representative supervisor of the Company by adopting the cumulative voting system be and is hereby reviewed and approved.
- 10.3. **THAT** the re-election of Mr. Xiang Lihua as a shareholder representative supervisor of the Company by adopting the cumulative voting system be and is hereby reviewed and approved.
- 10.4. **THAT** the re-election of Mr. Meng Yong as a shareholder representative supervisor of the Company by adopting the cumulative voting system be and is hereby reviewed and approved.

*Notes:*

- (1) For the purpose of determining the list of holders of H shares of the Company (“**H Shares**”) that are entitled to attend the AGM, the register of members of H Shares will be closed from Tuesday, May 16 2023 to Thursday, June 15 2023 (both days inclusive), during which no transfer of H Shares will be registered. If any holder of H Shares intends to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s registrar for H Shares, Hong Kong Registrars Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, May 15 2023. Shareholders of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Monday, May 15 2023, or their proxies, are entitled to attend the AGM by presenting their identity cards or passports. Holders of A shares of the Company will be given a separate notice of the AGM.
- (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 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. Where the appointer is a corporation, the instrument must be executed under its common seal or under the hand of a director or an attorney of the corporation duly authorized in writing. If the proxy form is signed by an attorney on behalf of the appointer, the power of attorney or any other authority must be notarially certified. To be

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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valid, the proxy form, together with a notarially certified copy of the power of attorney or any other authority, must be delivered to the registered office 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 reply slip to the registered office of the Company at No. 1052 Heping Road, Luohu District, Shenzhen, Guangdong Province, the PRC, in person, by post or by facsimile on or before Friday, May 26 2023.
- (6) The AGM is expected to last for half a day. Shareholders and proxies attending the AGM shall be responsible for their own travelling, accommodation and other related expenses.
- (7) Subject to the development of the Novel Coronavirus infection and the provisions of the epidemic prevention policies introduced by the country and Shenzhen municipal government from time to time, the Company will adopt epidemic prevention measures, including but not limited to the wearing face masks and body temperature check in a timely manner.

*Registered office of the Company:*

No.1052 Heping Road, Luohu District  
Shenzhen, Guangdong Province  
The People's Republic of China  
Telephone: 86-755-25588150  
Facsimile: 86-755-25591480

By Order of the Board  
**Guangshen Railway Company Limited**  
**Tang Xiangdong**  
*Company Secretary*

Shenzhen, the PRC  
27 April 2023

*As at the date of this notice, the executive directors are Mr. Wu Yong, Mr. Hu Lingling and Mr. Zhou Shangde; the non-executive directors are Mr. Guo Jiming, Mr. Hu Dan and Mr. Zhang Zhe; and the independent non-executive directors are Mr. Frederick Ma Si-Hang, Mr. Tang Xiaofan and Mr. Qiu Zilong.*