
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 APPOINTMENT OF DIRECTORS
(2) PROPOSED APPOINTMENT OF SHAREHOLDER
REPRESENTATIVE SUPERVISOR
AND
(3) NOTICE OF EGM

A notice dated 22 December 2023 convening the extraordinary general meeting (the “**EGM**”) 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 Tuesday, 6 February 2024 at 9:30 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you propose to attend the EGM, 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 EGM or any adjournment thereof. If you intend to attend the EGM, 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 Wednesday, 17 January 2024.

22 December 2023

LETTER FROM THE BOARD



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

Hu Dan
Zhang Zhe

Independent Non-executive Directors

Tang Xiaofan
Qiu Zilong
Wang Qin

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

22 December 2023

To the Shareholders

Dear Sir and Madam,

(1) PROPOSED APPOINTMENT OF DIRECTORS
(2) PROPOSED APPOINTMENT OF SHAREHOLDER
REPRESENTATIVE SUPERVISOR
AND
(3) NOTICE OF EGM

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 extraordinary general meeting (the “**EGM**”) of Guangshen Railway Company Limited (the “**Company**”) which will be convened for the purpose of considering and, if thought fit, approving, among others, (a) the proposed appointment of directors of the Company (the “**Directors**”, and each a “**Director**”); and (b) the proposed appointment of shareholder representative supervisor of the Company (the “**Shareholder Representative Supervisor**”); and (ii) the notice of the EGM.

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF DIRECTORS

The Company has received a written notice from China Railway Guangzhou Group Co., Ltd. (“GRGC”), the largest shareholder of the Company holding approximately 37.12% of the issued share capital of the Company as of 20 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”), that it intended to recommend: (i) Mr. Wei Hao as an executive Director of the tenth session of the board of the Company (the “**Board**”), and (ii) Mr. Luo Jinglun as a non-executive Director of the tenth session of the Board. The nomination committee of the Board had reviewed the above recommended person and had made recommendation to the Board. Based on the proposed nomination of the nomination committee of the Board, the Board had resolved to propose to appoint (i) Mr. Wei Hao as an executive Director of the tenth session of the Board of the Company, and (ii) Mr. Luo Jinglun as a non-executive Director of the tenth session of the Board (the “**Proposed Appointments**”). In accordance with the articles of association of the Company (the “**Articles of Association**”), the Proposed Appointments are subject to the approval by the shareholders of the Company (the “**Shareholders**”) at a general meeting of the Company. None of the foregoing executive and non-executive Directors proposed to be elected is an independent Director as defined under the Articles of Association.

The Company shall adopt the cumulative voting system (the “**Cumulative Voting System**”) in respect of the election of the foregoing proposed Directors in accordance with the Articles of Association and the Company’s “Rules for the Implementation of the Cumulative Voting System”. The biographies of the proposed Director candidates are set out below.

Biographies of Proposed Director Candidates

Mr. Wei Hao, male, born in October 1971, holds a bachelor’s degree and is a senior engineer. Mr. Wei had previously served as the head of the Vehicle Division of the Shanghai Railway Branch, the Deputy Director and the head of the Vehicle Department of the Shanghai Railway Bureau, the head of the Vehicle Department of the Transport Bureau of the Ministry of Railways, the Deputy Secretary of the Transport Bureau of the China Railway Corporation and the Director of the Vehicle Department, the Deputy Secretary of the Party Committee, the Vice Chairman of the Board of Directors and the General Manager of the GRGC, the Director, General Manger and the Deputy Secretary of the Party Committee of the GRGC, and the Director of the Department of the Vehicle Department of the China Railway Group Company Limited, and he is currently the Secretary of the Party Committee and the Chairman of the Board of Directors of the GRGC.

LETTER FROM THE BOARD

Mr. Luo Jinglun, male, born in August 1971, holds a master’s degree and is a senior accountant. Mr. Luo had previously served as the Chief Accountant of Diversified Operation Management Center (Diversified Operation Group Company) of Chengdu Railway Bureau, the Deputy Director of the Finance Department of Chengdu Railway Bureau and Deputy Secretary-General of the Financial Accounting Society of Chengdu Railway Bureau, the Secretary-General of the Financial Accounting Society of Chengdu Railway Bureau, the Deputy Director and the Director of the Finance Department (Revenue Department) of China Railway Chengdu Bureau Group Company Limited and is currently the Chief Accountant of the GRGC.

Save as disclosed in this circular, as of the Latest Practicable Date, none of Mr. Wei Hao and Mr. Luo Jinglun (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 the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”); or (iv) has relationship with any other Directors, supervisors, senior management or substantial or controlling shareholder(s) of the Company.

The term of office of Mr. Wei Hao and Mr. Luo Jinglun shall be the remaining term of the tenth session of the Board, which ends on the date of the 2025 annual general meeting of the Company. In line with the Company’s remuneration and allowance package for the tenth session of the Board, each of Mr. Wei Hao and Mr. Luo Jinglun will not be entitled to any remuneration or allowance from the Company in relation to his service as a Director.

Save as disclosed above, there is no other matter in relation to the proposed appointment of Mr. Wei Hao and Mr. Luo Jinglun that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited (the “HKSE”), nor any information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

C. PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

The Company has received a written proposal from GRGC, the largest shareholder of the Company holding approximately 37.12% of the issued share capital of the Company, that it intended to elect Mr. Li Songqing as a Shareholder Representative Supervisor of the tenth session of the supervisory committee of the Company (the “Supervisory Committee”). The biography of the proposed Shareholder Representative Supervisor candidate is set out below.

LETTER FROM THE BOARD

Biography of Proposed Shareholder Representative Supervisor Candidate

Mr. Li Songqing, male, born in October 1972, holds a bachelor's degree and is a senior political engineer. Mr. Li had previously served as the head of the political work section, the head and deputy director of the research and supervision section of the office of Guangzhou Railway (Group) Corporation (Party Committee Office), the head (director) of the publicity department of the Party Committee (Corporate Culture Department) of GRGC, and is currently the manager (head) of the Personnel Department (Organization Department of the Party Committee) of the GRGC.

Save as disclosed in this circular, as of the Latest Practicable Date, Mr. Li Songqing (i) has not 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 no other major appointment or professional qualification; (iii) has no interest and is not deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO; or (iv) has no relationship with any other Directors, supervisors, senior management or substantial or controlling shareholder(s) of the Company.

The term of office of Mr. Li Songqing shall be the remaining term of the tenth session of the Supervisory Committee, which ends on the date of the 2025 annual general meeting of the Company. In line with the Company's remuneration and allowance package for the tenth session of the Supervisory Committee, Mr. Li Songqing will not be entitled to any remuneration or allowance from the Company in relation to his service as a Shareholder Representative Supervisor.

Save as disclosed above, there is no other matter in relation to the proposed appointment of Mr. Li Songqing that needs to be brought to the attention of the Shareholders or the HKSE, nor any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

D. EXTRAORDINARY GENERAL MEETING

The voting in respect of the approval of the resolutions at the EGM will be conducted by way of poll. The Cumulative Voting System shall be adopted for the voting of Resolutions No. 2.1 to No. 2.2. 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 EGM, the register of members of H Shares will be closed from Sunday, 7 January 2024 to Tuesday, 6 February 2024 (both days inclusive), during which no

LETTER FROM THE BOARD

transfer of H Shares will be registered. If any holder of H Shares intends to attend the EGM, 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 Friday, 5 January 2024.

Shareholders of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 5 January 2024, or their proxies, are entitled to attend the EGM by presenting their identity cards or passports.

A notice convening the EGM is set out on pages 6 to 7 of this circular. Reply slip for confirming attendance at the EGM has been sent to the relevant shareholders of the Company. Form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete and return the enclosed forms 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 EGM or any adjournment thereof. If you intend to attend the EGM, 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 Wednesday, 17 January 2024.

Yours faithfully,
For and on behalf of
Guangshen Railway Company Limited
Wu Yong
Chairman

NOTICE OF THE EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 Tuesday, 6 February 2024 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions of the Company:

AS ORDINARY RESOLUTIONS

1. **THAT** the appointment of Mr. Li Songqing as a shareholder representative supervisor of the Company be and is hereby reviewed and approved.
2. The appointment of the following directors of the Company by adopting the cumulative voting system:
 - 2.1. **THAT** the appointment of Mr. Wei Hao as an executive director of the Company by adopting the cumulative voting system be and is hereby reviewed and approved.
 - 2.2. **THAT** the re-election of Mr. Luo Jinglun as a non-executive director 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 and vote at the EGM, the register of members of H Shares will be closed from Sunday, 7 January 2024 to Tuesday, 6 February 2024 (both days inclusive), during which no transfer of H Shares will be registered. If any holder of H Shares intends to attend the EGM, 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 Friday, 5

NOTICE OF THE EGM

January 2024. Shareholders of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 5 January 2024, or their proxies, are entitled to attend the EGM by presenting their identity cards or passports. Holders of A shares of the Company will be given a separate notice of the EGM.

- (2) Each shareholder entitled to attend and vote at the EGM 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 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 EGM or any adjournment thereof (as the case may be).
- (5) Shareholders who intend to attend the EGM 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 Wednesday, 17 January 2024.
- (6) Shareholders and proxies attending the EGM shall be responsible for their own travelling, accommodation and other related expenses.

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

22 December 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. Hu Dan and Mr. Zhang Zhe; and the independent non-executive directors are Mr. Tang Xiaofan, Mr. Qiu Zilong, and Ms. Wang Qin.