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

**(Stock Code: 00525)**

**ANNOUNCEMENT OF**  
**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING**  
**HELD ON 18 JUNE 2024**  
**(2) APPOINTMENT OF EXECUTIVE DIRECTOR**  
**AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**  
**(3) APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR**  
**(4) AMENDMENTS OF ARTICLES OF ASSOCIATION**  
**(5) CHANGE OF AUDITOR**  
**AND**  
**(6) PAYMENT OF 2023 FINAL DIVIDEND**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 JUNE 2024, APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES AND APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR**

The Board is pleased to announce that all the resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 18 June 2024.

At the AGM, Mr. Chen Shaohong was appointed as an Executive Director, and Mr. Niu Jianfeng was appointed as a Shareholder Representative Supervisor.

With effect from the conclusion of the AGM, Mr. Chen Shaohong has been appointed by the Board as a member of the Remuneration Committee and the Nomination Committee respectively, as resolved at the eighth meeting of the tenth session of the Board. Mr. Niu Jianfeng was elected as the chairman of the Supervisory Committee at the meeting of the Supervisory Committee.

**(2) AMENDMENTS OF ARTICLES OF ASSOCIATION**

The amendments to the Articles of Association as set out in the Circular have become effective upon conclusion of the AGM.

**(3) CHANGE OF AUDITOR**

As considered and approved by the shareholders at the annual general meeting for the year 2022 held on 15 June 2023, the Company appointed PricewaterhouseCoopers Zhong Tian LLP and

PricewaterhouseCoopers as its auditors for the year 2023, who shall hold office until the conclusion of the annual general meeting for the year 2023.

The Board would like to further announce that the ordinary resolution in relation to the appointment Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Company for the year 2024 and their remuneration was approved by the Shareholders at the 2023 AGM, with effect from the date of execution of the appointment agreement between the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP following the consideration and approval of its appointment at the 2023 AGM , and the Board will appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s auditor for the year 2024, for a term until the conclusion of the next annual general meeting of the Company.

Reference are made to the announcement, notice of the AGM (the “**AGM Notice**”) of Guangshen Railway Company Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) dated 29 April 2024, respectively. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

## **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the ordinary resolutions and the special resolution set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on 18 June 2024. The poll results in respect of the ordinary resolutions and the special resolution are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes and percentage</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain from voting</b>
1.	the work report of the board of directors of the Company for the year 2023 be and is hereby reviewed and approved.	2,968,957,981 99.89%	2,130,831 0.07%	1,126,050 0.04%
2.	the work report of the supervisory committee of the Company for the year 2023 be and is hereby reviewed and approved.	2,968,957,981 99.89%	1,600,431 0.05%	1,656,450 0.06%
3.	the audited financial statements of the Company for the year 2023 be and are hereby reviewed and approved.	2,969,007,981 99.89%	1,550,431 0.05%	1,656,450 0.06%
4.	the profits distribution proposal of the Company for the year 2023 be and is hereby reviewed and approved.	2,970,861,031 99.95%	1,353,831 0.05%	0 0.00%
5.	the financial budget of the Company for the year 2024 be and is hereby reviewed and approved.	2,970,274,131 99.93%	1,940,731 0.07%	0 0.00%
6.	the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Company for the year 2024 and their remuneration be and is hereby reviewed and approved.	2,970,451,331 99.94%	1,233,131 0.04%	530,400 0.02%
7.	the purchase of directors’ liability insurance be and is hereby reviewed and approved.	2,944,282,970 99.06%	17,059,506 0.57%	10,872,386 0.37%

8.	the election of Mr. Chen Shaohong as an executive director of the tenth session of the Board be and is hereby reviewed and approved.	2,966,562,838 99.81%	5,652,024 0.19%	0 0.00%
9.	the election of Mr. Niu Jianfeng as a shareholder representative supervisor of the tenth session of the Supervisory Committee be and is hereby reviewed and approved.	2,945,576,520 99.10%	26,638,342 0.90%	0 0.00%
<b>SPECIAL RESOLUTION</b>				
10.	the proposed amendments to the articles of association of the Company be and are hereby reviewed and approved.	2,669,052,331 89.80%	300,402,131 10.11%	2,760,400 0.09%

Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

Ms. Su Dunyuan and Ms. Deng Luning, attorneys from Jia Yuan Law Offices, witnessed the AGM and issued a legal opinion certifying that the procedures to call and convene the AGM, the qualifications of attendees and the voting process were in compliance with relevant laws, regulations and the Articles of Association and that the poll results of the AGM were lawful and valid.

As at the date of the AGM, the Company has 7,083,537,000 shares in issue (the "Shares").

The total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 7,083,537,000. None of the Shareholders was required to abstain from voting on any resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against any resolutions or to abstain from voting at the AGM.

Pursuant to Rule 13.39(5A) of the Listing Rules, all Directors had attended the AGM in person.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

At the AGM, Mr. Chen Shaohong was appointed as an executive Director of the tenth session of the Board. In addition, the Board is pleased to announce that, with effect from the conclusion of the AGM, Mr. Chen Shaohong has been appointed as a member of each of the remuneration committee of the Company and the nomination committee of the Company as resolved at the eighth meeting of the tenth session of the Board.

Please refer to the Circular for biographic details of Mr. Chen Shaohong.

As at the date of this announcement, Mr. Chen Shaohong has no interest or is not deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the date of this announcement, Mr. Chen Shaohong (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; or (iii) has no relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders.

The term of office of Mr. Chen Shaohong 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, Mr. Chen Shaohong will not be entitled to any remuneration or allowance from the Company in relation to his service as a Director.

Save as disclosed above, as at the date of this announcement, there are no other matters concerning the appointment of Mr. Chen Shaohong that need 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.

#### **APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR**

At the AGM, Mr. Niu Jianfeng was appointed as Shareholder Representative Supervisor of the tenth session of the Supervisory Committee. Mr. Niu Jianfeng was elected as the chairman of the Supervisory Committee at the meeting of the Supervisory Committee. Please refer to the Circular for biographic details of Mr. Niu Jianfeng.

Save as disclosed above, as at the date of this announcement, Mr. Niu Jianfeng (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 Shareholders.

The term of office of Mr. Niu Jianfeng 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. Niu Jianfeng 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, as at the date of this announcement, there is no other matter in relation to Mr. Niu Jianfeng 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.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The amendments to the Articles of Association as set out in the Circular have become effective upon conclusion of the AGM.

#### **CHANGE OF AUDITOR**

As considered and approved by the shareholders at the annual general meeting for the year 2022 held on 15 June 2023, the Company appointed PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as its auditors for the year 2023 (PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers are collectively referred to as "PwC"), who shall hold office until the conclusion of the annual general meeting for the year 2023.

The Board would like to further announce that the ordinary resolution in relation to the appointment Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Company for the year 2024 and their remuneration was approved by the Shareholders at the 2023 AGM with effect from the date of execution of the appointment agreement between the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP following the consideration and approval of its appointment at the 2023 AGM, and the Board will appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor for the year 2024, for a term until the conclusion of the next annual general meeting of the Company.

The Board and the Audit Committee have reviewed the qualifications, competence and experience of Deloitte Touche Tohmatsu Certified Public Accountants LLP, and consider that they meet the regulatory requirements in terms of their qualifications, professional competence, independence and integrity.

PwC has confirmed that there are no matters relating to its retirement that need to be brought to the attention of the shareholders of the Company. The Board has also confirmed that the Company has no disagreement or unresolved matters with PwC, and is not aware of any matters that need to be brought to the attention of the shareholders of the Company.

## PAYMENT OF 2023 FINAL DIVIDEND

A final cash dividend of RMB0.07 per Share (including tax) (the “**2023 Final Dividend**”) will be distributed to the Shareholders whose names appear on the register of members of the H Shares (the “**H Shareholders**”) on Tuesday, 2 July 2024. The register of members of the Company will be closed from Wednesday, 26 June 2024 to Tuesday, 2 July 2024 (both days inclusive), during which period no transfer of Shares will be registered. For any H Shareholders to be qualified for the 2023 Final Dividend, 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 Tuesday, 25 June 2024.

In accordance with the Articles of Association, dividends payable to H Shareholders shall be declared and calculated in Renminbi and paid in Hong Kong dollars based on the following formula:

$$\text{Final dividend in Hong Kong} = \frac{\text{The Renminbi value of the final dividend}}{\text{The average closing exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China during the week prior to the date on which the dividend is declared}}$$

dollars

Accordingly, in respect of the 2023 Final Dividend to be paid to the H Shareholders, the average closing exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China during the week prior to the date on which the dividend is declared (which is 18 June 2024) was HK\$1.09794/RMB1.00. Therefore, the 2023 Final Dividend to be paid to the H Shareholders will be HK\$0.07686 per H Share.

According to the requirements of the Income Tax Law of the People’s Republic of China effective from 1 January 2008 and the implementation rules thereof and the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders which are Overseas Non-resident Enterprises (《關於中國居民企業向境外 H 股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No.897) issued by the State Administration of Taxation on 6 November 2008, the 2023 Final Dividend payable to the non-resident enterprise Shareholders whose names appear on the register of members of the H Shares on Tuesday, 2 July 2024 is subject to a withholding tax at a rate of 10%. Any Shares registered in the name of the non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees and other groups and organizations will be treated as being held by non-resident enterprise Shareholders and therefore will be subject to the withholding of the enterprise income tax of 10%.

According to the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No.045 (《關於國稅發[1993]045 號檔廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No.348) issued by the State Administration of Taxation on 28 June 2011 and the Letter on the Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by the HKSE on 4 July 2011, when domestic companies other than foreign invested enterprises which issue shares in Hong Kong distribute

dividends to their shareholders, the non-resident individuals in general will be subject to a withholding tax at a rate of 10%. As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the Company temporarily withholds individual income tax at the rate of 10%. Where non-resident individual holders of H shares need to enjoy the treatment under tax agreements (arrangements), it may file an application with the competent tax authority in accordance with the requirements of the Measures for the Administration of Non-resident Taxpayers Enjoying the Treatment under Agreements (SAT Announcement [2019] No. 35). As for non-resident individual holders of H shares in countries and regions which have entered into an agreement with China in respect of a 10% tax rate, the Company withholds individual income tax at the rate of 10%. As for non-resident individual holders of H shares in countries which have entered into an agreement with China in respect of a tax rate between 10% and 20%, the Company withholds individual income tax at the actual rate agreed thereunder. As for non-resident individual holders of H shares in countries which have no tax agreement with China or are under any other circumstances, the Company withholds individual income tax at the tax rate of 20%.

According to the relevant requirements of the Notice Regarding Tax Policies Related to the Shanghai-Hong Kong Stock Connect (Finance Tax [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》) jointly published by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission, the Company shall withhold an individual income tax at the rate of 20% on dividends derived from the H Shares acquired from the HKSE through the Shanghai-Hong Kong Stock Connect by mainland individual investors. Reference shall be made to individual income tax regulations for dividends received by mainland securities investment funds from shares acquired from the HKSE through the Shanghai-Hong Kong Stock Connect. Dividends received by mainland enterprises investors from shares acquired from the HKSE through the Shanghai-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax. The Company shall not withhold income tax on dividends to mainland enterprise investors who shall report and pay their income tax themselves.

Pursuant to the Circular on Tax Policies Concerning the Pilot Programme of the Shenzhen and Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) jointly issued by the Ministry of Finance, the State Administration of Taxation and China Securities Regulatory Commission, for dividends received by domestic individual investors from investing in the H Shares listed on the HKSE through Shenzhen-Hong Kong Stock Connect, the Company is obliged to withhold personal income tax on behalf of domestic individual investors at a tax rate of 20% when the Company shall apply to China Securities Depository and Clearing Corporation Limited for the registrar of domestic individual investors. The Company will not withhold the income tax on dividend for the domestic enterprise investors, and the tax payable shall be declared and paid by the domestic enterprise investors.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent of the H Shareholders in Hong Kong (the “**Receiving Agent**”) to receive on behalf of the H Shareholders dividends declared in respect of the H Shares and to hold the same pending payment in trust for the H Shareholders. The 2023 Final Dividend payable to the H Shareholders will be paid by the Receiving Agent and dispatched on 16 August 2024. Dividends distributed to the H Shareholders by mail shall be posted at the risk of the recipients.

By Order of the Board  
**Guangshen Railway Company Limited**

**Tang Xiangdong**  
*Company Secretary*

Shenzhen, the PRC

18 June 2024

As at the date of this announcement, the Board consists of:

***Executive Directors***

Wei Hao  
Chen Shaohong  
Zhou Shangde

***Non-executive Directors***

Luo Jinglun  
Hu Dan  
Zhang Zhe

***Independent Non-executive Directors***

Tang Xiaofan  
Qiu Zilong  
Wang Qin