

Guangshen Railway Company Limited

Stock Code: (601333.A) (0525.HK) (GSH.NY)

Procedures for Shareholders to Propose a Person for Election as Director

1. Upon the expiration of the term of office of a Company's director or in the event that a vacancy occurs in the board of directors of the Company, shareholders (hereinafter referred to as "the nominator") of the Company that fulfill the following criteria may, in accordance with these Procedures, nominate to the Company a candidate for director. Shareholders, individually or collectively holding 3 per cent. or more of the issued shares of the Company may by way of a written proposal nominate to the Company a candidate for non-independent director; shareholders, individually or collectively holding 1 per cent or more of the issued shares of the Company may by way of a written proposal nominate to the Company a candidate for independent director, and any election of directors of the Company shall be approved at a general meeting of the Company.
2. The written notice of an intention to nominate a candidate for director by the nominator and that of a willingness to accept the nomination by the candidate shall be delivered no earlier than the day after the dispatch of the notice of the meeting for election of the relevant director and no later than 7 days prior to the date of the general meeting.
3. The nominator shall obtain the consent of the nominee prior to the nomination. The nominator shall fully understand such information as occupation, education background, professional title, working experience and all part-time jobs of the nominee, and shall be responsible to provide the Company with the written materials of such information. For the nomination of a candidate for independent director, the nominator shall provide a statement on the qualification of the nominee to be an independent director and his/her

independence.

4. The candidate for director shall provide a written undertaking to the Company and a written consent as to acceptance of such nomination. The candidate for director shall undertake that his / her information publicly disclosed is true and complete and that he/she has full capacity to perform the duties and functions of the director after his/her appointment. The candidate for independent director shall also make a public statement that he/she does not have any relationship with the Company which may affect his/her in making independent and objective judgment.
5. The nominator may submit to the board of the Company in person, by fax or by mail, *etc.* the written proposal for nominating the candidate for director and shall provide the following documents at the same time:
 - (a) identification document of the nominator;
 - (i) if being a individual shareholder, copy of his/her identification document shall be provided (with the original available for inspection);
 - (ii) if being a corporate shareholder, copy of its business license shall be provided (with the original available for inspection);
 - (iii) copy of the stock account card (with the original available for inspection);
 - (iv) share certificate;
 - (b) nomination letter in favour of the candidate for director (which shall be signed by the nominator);
 - (c) consent letter of the candidate for director as to the nomination (which shall be signed by the candidate for director);
 - (d) copy of the identification document of the candidate for director (with the original available for inspection);
 - (e) resume of the candidate for director;
 - (f) copy of the certificate of education, degree, professional title, etc. of the candidate for director (with the originals available for inspection);

- (g) for the nomination of a candidate for independent director, documents such as the Nominator's Statement on Independent Director, Statement of the Candidate for Independent Director and copy of training certificate for independent director (with the original available for inspection), etc. shall also be provided (the format of the above documents shall comply with the requirements of the securities regulatory authority).
6. For the nominator who nominates a candidate for director pursuant to these Procedures, the board of the Company shall examine the qualification of the relevant candidates and finalize the nomination list of the candidates, which shall be submitted to the general meeting of the Company for review and discussion.
 7. For the nomination of the candidate for independent director, the Company shall, in accordance with the regulations and rules of China Securities Regulatory Commission, the Shanghai Stock Exchange, the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited etc., submit to the securities regulatory authorities and/or the stock changes relevant information of the candidate for independent director, including but not limited to such written documents as the Nominator's Statement on Independent Director, Statement of the Candidate for Independent Director, Resume of Independent Director, Declaration and Undertaking with regard to Directors of an Issuer Incorporated in the People's Republic of China, Independent Non-Executive Director's Confirmation as to Independence (if applicable) etc. within two trading days from the date of the nomination being finalized or within other specific periods as required by the relevant stock changes. If the board of directors of the Company has any objections over the relevant information of the candidates for the independent directors, it shall submit the written opinion of the board of directors at the same time.
 8. The candidate for independent director and the nominator for independent director shall, pursuant to the requirements of the securities regulatory authorities submit relevant supplemental materials and respond to the queries of the securities regulatory authorities in a timely manner.
 9. If the relevant securities regulatory authority has not raised any object over the qualification of the candidate for independent director within the time prescribed by relevant laws and regulations, the Company may follow the decision-making procedure to elect the independent director.

27 March 2012