Rules of Procedure for the Board of Directors of Guangshen Railway Company Limited

(Approved by Special Resolution Adopted at the Annual General Meeting Held on June 26, 2008)

(Amended by Special Resolution Adopted at the Annual General Meeting Held on June 25, 2009)

(Amended by Special Resolution of the Shareholders' Meeting Held on December 4, 2025)

Chapter I General Provisions

Article 1 In order to regulate the discussion methods and decision-making procedures of the board of directors of Guangshen Railway Company Limited (hereinafter referred to as the "Company"), ensure that the board of directors exercises its functions and powers in accordance with laws, fulfills its duties, and undertakes its obligations, and improve the board of directors' operational efficiency and decision-making level, the Rules is hereby formulated in accordance with the *Company Law of the People's Republic of China*, *Securities Law of the People's Republic of China*, the *Guidelines for Articles of Association of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* and other relevant provisions, as well as the *Articles of Association of Guangshen Railway Company Limited* (hereinafter referred to as the "Articles of Association").

Article 2 As the Company's decision-making organ for operation and management, the board of directors shall adhere to the principles of statutory authority and responsibility, transparent authority and responsibility, and consistent authority and responsibility, and fulfill its roles in setting strategies, making decisions, and preventing risks, thereby continuously enhancing governance in accordance with laws.

Chapter II Functions and Powers of the Board of Directors

Article 3 According to the Articles of Association, the board of directors shall exercise the following functions and powers in accordance with laws:

(1) to decide to convene the shareholders' meeting and submit a report on the work of the board of directors to the shareholders' meeting;

(2) to decide on the plans for implementing resolutions adopted at the shareholders' meeting;

(3) to determine the business plans and investment proposals of the Company;

(4) to decide on the annual preliminary and final financial budgets, to prepare the regular reports of the listed company, financial accounting reports, internal control evaluation reports, and social responsibility reports (environmental, social and

governance [ESG] reports), and to provide special explanations when a non-standard audit opinion is issued for financial accounting reports;

(5) to decide on the modification of accounting policy and accounting estimation or correction of material accounting errors due to reasons outside of the modification of accounting standard, and to submit such modification requiring approval by the shareholders' meeting for their deliberation;

(6) to formulate the Company's profit distribution plans and plans for making up losses, as well as dividend return plans for shareholders and plans for increasing its share capital with the capital reserve;

(7) to formulate the Company's plans for increases or reductions in registered capital, issue of bonds or other securities, and plans for listing and delisting;

(8) to draw up the Company's plans for significant purchase or purchase of the shares of the Company, or merger, division, dissolution or change of company form, and to formulate plans for response measures to the acquisition of the Company;

(9) to decide matters concerning external investment, acquisition or sale of assets, mortgage of assets, external guarantees, entrusted wealth management, connected transactions, and external donations, as authorized by the shareholders' meeting,;

(10) to decide on the establishment of the Company's internal management structure;

(11) to elect the Chairman, to nominate, elect, and replace directors to the shareholders' meeting, and to draw up matters relating to their remuneration;

(12) to decide to appoint or dismiss the Company's general manager, secretary to the board of directors and other senior managers, and decide on their remuneration, rewards and punishments; and pursuant to the general manager's nomination, to decide to appoint or dismiss the deputy general manager, the chief accountant and other senior managers of the Company and to determine matters relating to their remuneration, rewards and punishments;

(13) to establish the Company's basic management system. The basic management system includes, but is not limited to, the work regulations for special committees of the board of directors, the rules of procedure for the general manager's office meeting, the information disclosure management policy, the insider information registration management system, and the investor relations management work policy.

(14) to formulate plans for any amendments to the Articles of Association and its appendices, and such appendices include rules of procedure for shareholders' meetings and rules of procedure for the board of directors;

(15) to propose to the shareholders' meeting for the engagement or replacement of the accounting firm for the Company's regular statutory audit of financial reports;

(16) to formulate and change plans for the issues regarding the change of purpose of raised funds;

(17) to formulate the equity incentive plan and employee stock ownership plan;

(18) to decide on material transactions of the listed company within the authority limits (non-connected transactions) and submit them to the shareholders' meeting for deliberation;

The authority limits are as follows:

For financial assistance matters, all of the following conditions shall be set simultaneously: 1) the amount of a single financial assistance does not exceed 10% of the Company's last audited net assets; 2) the asset-to-liability ratio of the recipient does not exceed 70% based on its most recent financial statements; 3) the cumulative amount of financial assistance provided over any consecutive 12-month period does not exceed 10% of the Company's last audited net assets.

For guarantee matters, all of the following conditions shall be set simultaneously: 1) the amount of a single guarantee does not exceed 10% of the listed company's last audited net assets; 2) the total guarantees provided by the Company and its controlled subsidiaries do not exceed 50% of the Company's last audited net assets or 30% of its total assets; 3) the cumulative amount of guarantees calculated over any consecutive 12-month period does not exceed 30% of the Company's last audited total assets; 4) the asset-to-liability ratio of the guaranteed party does not exceed 70%.

For other material transactions, excluding financial assistance and guarantees, with transaction calculation indicators of 5% or more but within 50%, transactions related to the same subject matter under identical transaction categories shall be calculated cumulatively over any consecutive 12-month period. Specifically, for asset acquisition/sales, the transaction amount shall not exceed 30% of the Company's last audited total assets, regardless of whether the transaction subjects are related.

(19) to decide on daily transactions (non-connected transactions) of the listed company within the authority limit of the general manager's office;

(20) to decide on connected transactions within the authority limit of the listed company and submit to the shareholders' meeting for approval any connected transactions exceeding the authority limit;

The authority limits are as follows: Excluding financial assistance, guarantees, or agreements without specific transaction amounts, the transaction amount between the Company and connected parties (including assumed debts and costs) shall not exceed 5% of the Company's last audited net assets (in absolute value) and shall meet the transaction measurement indicators as described in the *Listing Rules* of Hong Kong Stock Exchange, and the calculation of connected transactions with the same or different connected parties under the same category over the consecutive 12-month period shall not exceed the 5% threshold. Special circumstances exempting transactions exceeding 5% from shareholder approval shall be subject to specific provisions in the *Listing Rules* of the listing exchange.

(20) other functions and powers conferred by laws, administrative regulations, department rules, the Articles of Association, or the shareholders' meeting. Any decisions by the board of directors that require review and approval by the special committees and independent directors of the board of directors in advance shall first be reviewed and approved according to the relevant work regulations.

Chapter III Composition and Working Body of the Board of Directors

Article 4 The board of directors consists of nine directors, including one Chairman, one employee representative director ("employee director") and three independent

directors. The proportion of independent directors among the members of the board of directors shall not be less than one-third and the number shall be at least three; the total number of directors who concurrently hold positions as senior managers and employee directors shall not exceed half of the total number of directors in the Company.

The Chairman shall be elected and dismissed by the board of directors with more than half of all directors for a three-year term of office and can be reelected and reappointed consecutively. The chairman has the right to convene and preside over meetings of the board of directors, supervise and inspect the implementation of resolutions of the board of directors, and exercise other functions and powers conferred by the board of directors. Should the Chairman be unable to perform or fail to perform the duty, one director shall be jointly recommended by more than half of the directors to perform the duty.

The directors shall be elected or replaced at the shareholders' meeting, and the employee directors are elected democratically by the Company's employees through a congress of employee representatives, employee congress, or other forms, and shall not be subject to deliberation by the shareholders' meeting. The directors shall serve for a three-year term of office, and may be reelected and reappointed consecutively upon expiration of the term of office.

The directors may be relieved of their duties by the shareholders' meeting before the expiration of their term of office. The term of office of the directors shall be calculated from the date of employment until the expiration of the term of office of the current board of directors.

A director may resign before the expiration of the term of office. A director shall submit a written resignation report to the board of directors if he or she resigns. The resignation takes effect on the date when the Company receives the resignation report, and the Company shall disclose relevant information within two trading days.

If the number of the members of the board of directors of the Company falls below the statutory quorum due to circumstances where the term of office of a director expires and a new director is not elected in a timely manner, or the resignation of a director, the original director shall still perform his or her duties in accordance with the provisions of laws, administrative regulations, department rules, and the Articles of Association before the newly elected director takes office.

Article 5 The Company shall be staffed with the secretary to the board of directors, who shall be appointed or dismissed by the board of directors and be responsible for the preparation for shareholders' meetings and meetings of the board of directors of the Company, document keeping, management of shareholders' materials of the Company, handling of information disclosure and other matters. The secretary to the board of directors shall possess the necessary professional knowledge and experience and be accountable to the board of directors.

The board of directors shall have a board secretariat to assist the secretary to the board of directors in handling daily affairs, and the secretary to the board of directors may also serve as the head of the board secretariat.

Article 6 The board of directors shall set up special committees such as the audit committee, nomination committee and remuneration committee. The special committees are responsible to the board of directors and are to carry out duties in

accordance with the Articles of Association and authorization by the board of directors. The proposals of the special committees shall be delivered to the board of directors for approval.

The special committees shall entirely consist of directors, with the audit committee, nomination committee and remuneration committee consisting of a majority of independent directors who shall also take the role of convener. Among them, the members of the audit committee shall be directors who do not serve as senior managers of the Company, and accounting professionals among independent directors shall act as conveners.

The special committees may hire agents to provide professional advice. The fees incurred by the special committees for carrying out their duties shall be borne by the Company.

Article 7 The members of the audit committee shall consist of five directors who do not serve as senior managers in the Company. There shall be three independent directors, one employee director and one director that do not serve as a senior manager in the Company, and the convener shall be an accounting professional among the independent directors. The main duties, functions and powers of the audit committee are:

(1) to review a listed company's financial information and its disclosure;

(2) to supervise and assess the external auditing work, and to recommend the engagement or replacement of external auditing institutions;

(3) to supervise and assess the internal auditing work, and to coordinate between the internal and external auditors;

(4) to oversee and assess the Company's internal control;

(5) to exercise functions and powers of the supervisory committee specified in the *Company Law*; and

(6) to conduct other matters authorized by laws, regulations and the Articles of Association and by the board of directors.

Specifically, the audit committee shall exercise the functions and powers of the supervisory committee as prescribed in the *Company Law*:

(1) to conduct an inspection on the financial affairs of the Company;

(2) to supervise the execution of functions by the directors and senior managers;

(3) to require a director or senior manager whose conduct causes any harm to the interests of the Company to make a correction;

(4) propose the convening of an extraordinary shareholders' meeting;

(5) to propose the convening of an extraordinary shareholders' meeting and convening and presiding over a shareholders' meeting when the board of directors fails to perform the duty of convening and presiding over a shareholders' meeting as prescribed in laws;

(6) to introduce proposals at a shareholders' meeting;

(7) to accept the request of shareholders to initiate proceedings against the directors and senior managers other than the members of the audit committee who have violated laws, administrative regulations or the Articles of Association in the performance of their duties and caused losses to the Company; and

(8) other functions and powers prescribed in laws and regulations, self-regulatory rules of the stock exchange and the Articles of Association.

Article 8 The audit committee is responsible for reviewing the Company's financial information, disclosure, supervision, and evaluation of internal and external audit work and internal control. The following matters shall be submitted to the board of directors for review after being approved by more than half of all members of the audit committee:

(1) Disclosure of financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;

(2) Employment or dismissal of the accounting firm that undertakes the Company's regular statutory audit of financial reports;

(3) Appointment or dismissal of the Company's chief accountant;

(4) Modification of accounting policy and accounting estimation or correction of material accounting errors due to reasons outside of the modification of accounting standards; and

(5) Other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission (CSRC), and the Articles of Association.

The audit committee shall hold at least one meeting every quarter, and an extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the audit committee may be held only if two-thirds or more of its members are present.

A resolution of the audit committee shall be adopted by more than half of the members of the audit committee.

In voting on a resolution of the audit committee, each member shall have one vote.

The resolutions of the audit committee shall be recorded in meeting minutes as required, and the members of the audit committee attending the meeting shall affix their signatures to the meeting minutes.

The working procedures of the audit committee shall be developed by the board of directors.

Article 9 The nomination committee of the board of directors is responsible for drafting the selection criteria and procedures for directors and senior managers, selecting and reviewing candidates and their qualifications, assisting the board of directors in preparing the skill list of the board of directors and the Company in regular evaluation of the performance of the board of directors, and making recommendations to the board of directors on the following matters:

(1) Nomination or appointment and dismissal of directors;

(2) Recruitment or dismissal of senior managers; and

(3) Other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.

If the board of directors has not adopted or fully adopted the recommendations of the nomination committee, the opinions of the nomination committee and the specific reasons for not adopting them shall be recorded and disclosed in the resolution.

Article 10 The remuneration committee of the board of directors is responsible for formulating assessment standards for directors and senior managers, conducting assessments, formulating and reviewing the remuneration decision-making mechanism, decision-making procedures, arrangements for payment and cessation of payment and recourse and other remuneration policies and plans for directors and senior managers, and making recommendations to the board of directors on the following matters:

(1) Remuneration of the directors and senior managers;

(2) Formulation or modification of the equity incentive plan and employee stock ownership plan, and conditions for granting rights and exercising rights to incentivized targets;

(3) Directors and senior managers arrange a shareholding plan in the subsidiary they plan to spin off; and

(4) Other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.

If the board of directors has not adopted or fully adopted the recommendations of the remuneration committee, the opinions of the remuneration committee and the specific reasons for not adopting them shall be recorded and disclosed in the resolution.

Chapter IV Meeting System of the Board of Directors

Section I Convening of Meetings

Article 11 Meetings of the board of directors shall be classified into regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year, with an average of one meeting per quarter.

Article 12 An extraordinary meeting shall be convened by the board of directors in the following circumstances:

(1) when shareholders holding one-tenth or more of the voting rights propose a meeting;

(2) when one-third or more of the directors propose a meeting;

(3) when the Chairman considers it necessary;

(4) when the audit committee proposes a meeting;

(5) when more than half of all independent directors propose a meeting;

(6) when the general manager of the Company proposes a meeting;

(7) when required by the securities regulatory authority; and

(8) other circumstances as specified in the Articles of Association.

Article 13 In case of proposing to convene an extraordinary meeting of the board of directors in accordance with Article 12, a written proposal with the signature (seal) of the proposer shall be submitted to the Chairman of the board of directors through the board secretariat. A written proposal shall indicate the following information:

(1) the name or title of the proposer;

(2) the reasons for the proposal or the objective reasons on which the proposal is based;

(3) the proposed time or time limit, place and way of the meeting;

(4) a clear and specific proposal; and

(5) the contact information of the proposer and the date when the proposer proposes.

The Chairman shall convene and preside over the extraordinary meeting of the board of directors within ten days after receiving the proposal or request from the securities regulatory authority.

If the Chairman believes that the content of the proposal is unclear, unspecific, or that the relevant materials are insufficient, the Chairman may ask the proposer to revise or supplement, and shall convene and preside over the meeting within ten days of receiving the amended or supplemented proposal.

Article 14 Meetings of the board of directors shall be convened and presided over by the Chairman. If the Chairman is unable to or does not perform his or her duties, then a director, as recommended by more than half of the members, shall convene and preside over the meeting.

Section II Proposal and Notice of Meetings

Article 15 Proposals shall be submitted in writing to the board secretariat within a reasonable time before the convening of the meeting of the board of directors. The content of the proposal shall fall within the scope of the functions and powers of the board of directors as stipulated by the Articles of Association, and any relevant materials related to the proposal shall also be submitted.

Article 16 Meetings of the board of directors shall be notified in the following ways:

(1) The Chairman of the board of directors shall notify all directors of the time and venue of the meeting by telex, telegram, fax, express post, registered mail, personal delivery or e-mail at least 14 days prior to the meeting. In case of special or urgent circumstances, the extraordinary meeting of the board of directors may not be limited by the notified time, but reasonable notice shall be given;

(2) Notice shall be written in Chinese and, where necessary, shall have attached an English version thereof and shall include the agenda of the relevant meeting of the board of directors. Any director may waive his or her right to receive notice of the meeting of the board of directors; and

(3) In the event that a director has attended the meeting and did not raise an objection for not having received the notice of the meeting before or on the convening date of

the meeting, then the notice of the meeting shall be deemed to have been issued to him or her.

Article 17 The notice for convening the meeting of the board of directors shall indicate the following information:

(1) Date and place of the meeting;

(2) Duration of the meeting;

(3) Issues and topics for discussion; and

(4) Date on which the notice is sent.

Article 18 After a written meeting notice of the regular meeting of the board of directors is issued, if it is necessary to change the time, place and other matters of the meeting, or to supplement, change or cancel the meeting proposals, a written change notice shall be issued three days before the original meeting date, to explain reasons and clarify relevant content of the new proposal and related materials. If it is less than three days, the meeting date shall be postponed accordingly or held as scheduled with the approval of all participating directors.

After the meeting notice of the extraordinary meeting of the board of directors is issued, if it is necessary to change the time, place and other matters of the meeting or to supplement, change or cancel the meeting proposals, the approval of all participating directors shall be obtained, and corresponding records shall be made.

Section III Convening of Meetings

Article 19 A meeting of the board of directors shall be held only if more than half of the directors are present at the meeting. Where a director is connected with an enterprise or individual involved in a matter to be resolved at a meeting of the board of directors, the meeting may be held if more than half of the unconnected directors attend the meeting. Where the number of unconnected directors attending the meeting of the board of directors is less than three, the board shall submit the matter to the shareholders' meeting for consideration.

The general manager and deputy general managers shall be present at meetings of the board of directors. Where the meeting presider deems it necessary, other relevant personnel may also be notified to attend the meeting as non-voting attendees. Such attendees may express opinions, provide consultations, or make statements during the meeting, but they do not have voting rights.

Article 20 Directors shall attend the meetings of the board of directors in person. If the director cannot present due to any reason, he or she may entrust the other director in writing to attend the meeting by proxy, and the power of attorney shall specify the name of the proxy, agent matters, the scope of authority and term of validity and shall be signed or sealed by the principal.

A director appointed to attend the meeting by proxy shall exercise the rights of a director within the scope of authority. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his or her behalf, he or she shall be deemed to have waived his or her right to vote at such meeting.

Article 21 The following principles shall be followed for appointing others or being appointed to attend the meeting:

(1) When reviewing matters regarding connected transactions, a non-connected director shall not appoint a connected director to attend the meeting on his or her behalf, and the connected director shall not accept the appointment;

(2) An independent director shall not appoint a non-independent director to attend on his or her behalf, and the independent director shall not accept the appointment;

(3) A director shall not appoint any other director to attend the meeting with all powers under the circumstance that he or she does not explain his or her own opinions and the votes on the proposals, and the relevant director also shall not accept the appointment with all powers or with unclear authorization; and

(4) A director shall not accept the appointment of more than two directors, or appoint any director who has accepted the appointment of other two directors to attend the meeting.

Article 22 Any regular or extraordinary meeting of the board of directors may be held by means of telephone or similar communication equipment. So long as all the directors participating in such a meeting can clearly hear and communicate with each other, all such directors shall be deemed to be present in person at such meeting.

Article 23 "One director, one vote" shall apply to the voting on resolutions of the board of directors, and the board of directors shall make resolutions through voting by raising hands. Resolutions of the board of directors shall be passed by a simple majority of the directors. For matters that shall be approved by two-thirds or more of all directors with voting rights as stipulated in laws, administrative regulations, other normative documents or provisions of the Articles of Association, such laws, administrative regulations, other normative documents, or the Articles of Association shall prevail.

Opinions of the directors for voting shall be divided into consent, objection or abstention. Directors attending the meeting shall choose one of the aforesaid opinions. If any director has not chosen any kind of opinion or simultaneously chosen two or more kinds of opinions, the presider shall require him or her to make a new choice. If he or she refuses to do so, it shall be regarded as an abstention. If any director leaves the meeting venue halfway and thus does not make a choice, it shall be regarded as an abstention.

Where a director is interested in any resolution proposed at a board meeting, such director shall not be present at such meeting and shall not have the right to vote. In respect of any matter requiring the resolution of any extraordinary meeting of the board of directors, a valid resolution may be formed without the need to convene a meeting of the board of directors, provided that the content of the proposed resolutions has been distributed in writing to all directors and the number of directors consenting in signature has reached the quorum required for such decision.

Article 24 The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors present at the meeting and the person who recorded the minutes. Directors shall be liable for the resolutions passed at the meeting of the board of directors. If a resolution of the board of directors violates laws, administrative regulations or the Articles of Association, as

a result of which the Company sustains substantial losses, the directors participating in the adoption of such resolution shall be liable for compensating the Company. However, if it can be proven that a director expressly objected to the resolution that was put to a vote and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.

Article 25 The minutes of the meeting of the board of directors shall be kept as the Company's files for at least ten years.

The minutes of the meeting of the board of directors shall include the following information:

(1) Date, place and name of convener of the meeting;

(2) Names of the directors and authorized directors (proxies) attending the meeting of the board of directors;

(3) Agenda of the meeting;

(4) Essentials of the speeches delivered by the directors; and

(5) Voting means and results for each resolution (the voting results shall clearly indicate the number of affirmative votes, dissenting notes and abstention votes).

Chapter V Implementation of the Resolutions of the Board of Directors and Information Disclosure

Article 26 After a proposal of the meeting of the board of directors is approved in a meeting, it shall be formalized into a resolution made by the board of directors and issued in documents for implementation.

Article 27 A resolution made by the board of directors shall be organized and implemented by the Company's general manager and relevant departments, with regular reports to the board of directors. The Chairman or the executive director shall track and inspect the implementation of the resolution. The Company's audit committee shall supervise the implementation of the resolution.

Article 28 After the board of directors forms a resolution, the Company shall promptly submit the resolution to the relevant regulatory authority in accordance with the requirements of the regulatory authority within the Company's listing jurisdiction, as well as the securities regulatory rules. The Company shall also disclose matters and resolutions that need to be disclosed in a timely, truthful, accurate and complete manner. Before the resolution is publicly disclosed, attending directors, non-voting attendees, recorders, and service personnel have an obligation to keep the contents of the resolution confidential.

Chapter VI Supplementary

Article 29 Matters not covered in the Rules or any inconsistencies with laws, administrative regulations, other normative documents, the Articles of Association, and the rules of shareholders' general meetings shall be subject to the provisions of laws, administrative regulations, other normative documents, the Articles of Association, and the rules of shareholders' general meetings.

Article 30 The Rules shall be amended by the board of directors and become effective upon approval by the Company's shareholders' meeting.

Article 31 The Rules shall be interpreted by the board of directors.