

GUANGSHEN RAILWAY CO LTD  
Form F-6 POS  
May 12, 2015

As filed with the U.S. Securities and Exchange Commission on May 12, 2015

Registration No. 333 -158740

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by American Depositary Receipts

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(Exact name of issuer of deposited securities as specified in its charter)

GUANGSHEN RAILWAY COMPANY LIMITED  
(Translation of issuer's name into English)

The People's Republic of China  
(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank, N.A.  
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12 , New York, NY, 10004  
Telephone (800) 990-1135  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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Depositary Management Corporation  
570 Lexington Avenue, Suite 2405  
New York, New York 10022  
(212) 319-4800  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:  
Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44th Floor  
New York, New York 10022  
(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing  
 on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

| Title of each class of Securities to be registered  | CALCULATION OF REGISTRATION FEE |   |   | Amount of registration fee |
|---|---------------------------------|---|---|----------------------------|
|   | Amount to be registered         | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) |                            |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 50 Class H ordinary shares of Guangshen Railway Company Limited | N/A                             | N/A   | N/A   | N/A                        |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-3370. This Registration Statement constitutes Post-Effective Amendments to Registration Statement No. 333-3370.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) is filed as Exhibit A to the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary   | Introductory paragraph   |
| (2) Title of American Depositary Receipts and identity of deposited securities   | Face of American Depositary Receipt, top center                              |
| Terms of Deposit:  |  |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                                 | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Paragraphs (11) and (12)   |
| (iii) Collection and distribution of dividends   | Paragraphs (4), (5), (7) and (10)  |
| (iv) Transmission of notices, reports and proxy soliciting material  | Paragraphs (3), (8) and (12)   |
| (v) Sale or exercise of rights   | Paragraphs (4), (5) and (10)   |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                           | Paragraphs (4), (5), (10) and (13)   |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs (16) and (17)   |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3)  |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Paragraphs (1), (2), (4) and (5)   |

(x) Limitation upon the liability of the  
Depository

Paragraphs (14), (17) and (19)

(3) Fees and Charges

Paragraph (7)

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
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| (b) Statement that Guangshen Railway Company Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, and accordingly, files certain reports with the Commission and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8)  |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Deposit Agreement. Form of Amended and Restated Deposit Agreement among Guangshen Railway Company Limited (the "Company"), JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on May 12, 2015.

Legal entity created by the form of Deposit Agreement for  
the issuance of ADRs evidencing American Depositary  
Shares

By: JPMORGAN CHASE BANK, N.A.,  
as Depositary

By: /s/ Gregory A. Levendis  
Name: Gregory A. Levendis  
Title: Executive Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Guangshen Railway Company Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on May 12, 2015.

GUANGSHEN RAILWAY COMPANY LIMITED

By: /s/ Wu Yong  
Name: Wu Yong  
Title: Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Wu Yong and Shen Yi, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on May 12, 2015 , in the capacities indicated.

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| Signature                               | Title   |
|---|---|
| /s/ Wu Yong<br>Wu Yong                  | Chairman of the Board of Directors                            |
| /s/ Shen<br>Yi<br>Shen Yi               | Director and General Manager (Principal<br>Executive Officer) |
| /s/ Sun Jing<br>Sun Jing                | Director  |
| Yu Zhiming                              | Director  |
| /s/ Huang Xin<br>Huang Xin              | Director  |
| /s/ Luo Qing<br>Luo Qing                | Director  |
| /s/ Chen Song<br>Chen Song              | Independent Director  |
| /s/ Jia Jianmin<br>Jia Jianmin          | Independent Director  |
| /s/ Wang Yunting<br>Wang Yunting        | Independent Director  |
| /s/ Tang<br>Xiangdong<br>Tang Xiangdong | Chief Accounting Officer (principal<br>financial officer)     |

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this Post-Effective Amendment to Registration Statement on Form F-6 in New York on May 12, 2015.

Depository Management Corporation

By: /s/ George Boychuk

Name: George Boychuk

Title: Managing Director

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INDEX TO EXHIBITS

Exhibit  
Number

- (a) Form of Amended and Restated Deposit Agreement
- (e) Rule 466 Certification