LEGGETT & PLATT INC
Form 424B2
November 06, 2014
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-180182

CALCULATION OF REGISTRATION FEE [(1)]

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee [(2)]
3.80% Senior Notes due 2024	$300,000,000	99.744%	$299,232,000	$34,771

(1) *The information in this Calculation of Registration Fee table (including the footnotes hereto) updates, with respect to the securities offered hereby, the information set forth in the Calculation of Registration Fee table included in the Registration Statement on Form S-3 (No. 333-180182) filed by the registrant on March 16, 2012.*
(2) *The registration fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.*

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PROSPECTUS SUPPLEMENT

(To Prospectus dated March 16, 2012)

$300,000,000

3.80% Senior Notes due November 15, 2024

Interest payable May 15 and November 15.

We are offering $300 million aggregate principal amount of 3.80% notes due 2024. The notes will bear interest at the rate of 3.80% per year. Interest will be paid semi-annually on May 15 and November 15 of each year, commencing on May 15, 2015. The notes will mature on November 15, 2024. We may redeem the notes, in whole or in part, at any time and from time to time at the applicable redemption price described under Description of Notes Optional Redemption beginning on page S-11 of this prospectus supplement. If we experience a Change of Control Repurchase Event, unless we have exercised our right to redeem the notes, holders of the notes may require us to offer to repurchase the notes at a price equal to 101% of the principal amount. In all cases, we will pay accrued and unpaid interest to, but excluding, the date of redemption or repurchase, as the case may be.

The notes will be our senior unsecured obligations, and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The notes are a new issue of securities for which there are currently no trading markets. We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated dealer quotation system.

Investing in the notes involves risks. Please see Risk Factors beginning on page S-6 of this prospectus supplement.

	Per Note	Total
Price to public [1]	99.744%	$ 299,232,000
Underwriting Discount	0.650%	$ 1,950,000
Proceeds, before expenses, to us [1]	99.094%	$ 297,282,000

(1) *Plus accrued interest from November 10, 2014, if settlement occurs after that date.*

Neither the Securities and Exchange Commission nor any other state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to distribute the notes in book-entry form only through the facilities of The Depository Trust Company and its direct and indirect participants, including Clearstream and Euroclear, against payment in New York, New York on November 10, 2014.

Joint Book-Running Managers

J.P. Morgan **Wells Fargo Securities** **US Bancorp**

MUFG **SunTrust Robinson Humphrey**

Co-Managers

BBVA **PNC Capital Markets LLC** **RBS** **TD Securities**

BMO Capital Markets **Fifth Third Securities**

November 5, 2014

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are each part of an automatic shelf registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 of the Securities Act of 1933, as amended, or the Securities Act. Under the shelf registration process, we may, from time to time, offer and sell to the public any or all of the securities described in the registration statement in one or more offerings. This document is in two parts. The first part, which is this prospectus supplement, describes the specific terms of this offering and other matters relating to us and the notes we are offering. The second part, which is the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes offered by this prospectus supplement. Generally, when we refer to the prospectus, we are referring to both parts combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference therein, on the other hand, you should rely on the information contained in this prospectus supplement.

We and the underwriters have not authorized any dealer, salesperson or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy our securities, nor do this prospectus supplement and the accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy our securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus and any related free writing prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus is delivered or the notes offered hereby are sold on a later date. Our business, financial condition, results of operations and prospects may have changed since those dates.

Information that we file with the SEC subsequent to the date on the cover of this prospectus supplement will automatically update and supersede the information contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference the documents listed in the Where You Can Find More Information section in this prospectus supplement and any future filings made with the SEC until we issue all of the securities offered pursuant to this prospectus supplement and the accompanying prospectus. You should read this prospectus supplement, the accompanying prospectus and any related free writing prospectus we have authorized, together with the documents we incorporate by reference.

In this prospectus supplement, Leggett & Platt, Leggett, Company, we, us and our refer to Leggett & Platt, Incorporated and its subsidiari unless otherwise specified or indicated by the context, including without limitation, with respect to descriptions of the notes or their terms or provisions (which are obligations of Leggett but not any of its subsidiaries).

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference herein, whether written or oral, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, projections of revenue, income, earnings, capital expenditures, dividends, capital structure, cash flows or other financial items; possible plans, goals, objectives, prospects, strategies or trends concerning future operations; statements concerning future economic performance; and the underlying assumptions relating to forward-looking statements. These statements are identified either by the context in which they appear or by use of the words such as anticipate, believe, estimate, expect, intend, may, plan, project, should or the li forward looking statements, whether written or oral, and whether made by us or on our behalf, are expressly qualified by the cautionary statements described in this provision.

Any forward-looking statement reflects only the beliefs of Leggett & Platt or its management at the time the statement is made. Because all forward-looking statements deal with the future, they are subject to risks, uncertainties and developments which might cause actual events or results to differ materially from those envisioned or reflected in any forward-looking statement. Moreover, we do not have, and do not undertake any duty to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement was made, unless we are obligated under the federal securities laws to update and disclose material developments related to previously disclosed information. For all of these reasons, forward-looking statements should not be relied upon as a prediction of actual future events, objectives, strategies, trends or results.

Listed below and discussed elsewhere in further detail in this prospectus supplement, the accompanying prospectus and our Annual Report on Form 10-K for the year ended December 31, 2013, as updated by our quarterly reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 2014, respectively, which are incorporated by reference, are some important risks, uncertainties and contingencies that could cause actual events or results to differ materially from forward-looking statements. It is not possible to anticipate and list all of the risks, uncertainties and contingencies which could cause actual events or results to differ from forward-looking statements. However, some of these risks and uncertainties include the following:

- factors that could affect the industries or markets in which we participate, such as growth rates and opportunities in those industries;
- adverse changes in inflation, currency, political risk, U.S. or foreign laws or regulations (including tax law changes), consumer sentiment, housing turnover, employment levels, interest rates, trends in capital spending and the like;
- factors that could impact raw materials and other costs, including the availability and pricing of steel scrap and rod and other raw materials, the availability of labor, wage rates and energy costs;
- our ability to pass along raw material cost increases through increased selling prices;
- price and product competition from foreign (particularly Asian and European) and domestic competitors;
- our ability to improve operations and realize cost savings (including our ability to fix under-performing operations and to generate future earnings from restructuring-related activities);
- our ability to maintain profit margins if our customers change the quantity and mix of our components in their finished goods;
- our ability to realize 25-35% contribution margin on incremental unit volume growth;

our ability to achieve expected levels of cash flow;

our ability to maintain and grow the profitability of acquired companies;

our ability to maintain the proper functioning of our internal business processes and information systems and avoid modification or interruption of such systems, through cyber-security breaches or otherwise;

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a decline in the long-term outlook for any of our reporting units that could result in asset impairment;

our ability to control expenses related to conflict mineral regulations and to effectively manage our supply chains to avoid loss of customers; and

litigation including product liability and warranty, taxation, environmental, intellectual property, anti-trust and workers compensation expense.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights material information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus but does not contain all of the information you need to consider in making your decision to invest in the notes. This summary is subject to, and qualified in its entirety by reference to, the more detailed information and consolidated financial statements (including the notes thereto) included or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should read carefully this entire prospectus supplement and the accompanying prospectus and should consider, among other things, the matters set forth in the section entitled Risk Factors before deciding to invest in the notes.

THE COMPANY

Leggett & Platt was founded as a partnership in Carthage, Missouri in 1883 and was incorporated in 1901. The Company, a pioneer of the steel coil bedspring, has become an international diversified manufacturer that conceives, designs and produces a wide range of engineered components and products found in many homes, offices, automobiles and commercial aircraft. We have approximately 19,000 employees, and operate roughly 130 manufacturing facilities in 18 countries. We are organized into 18 business units, those units organized into 9 groups, and those groups into four segments, as indicated below:

- *Residential Furnishings* components for bedding and home furniture; fiber, fabric and foam; bed frames and ornamental beds; and related consumer products.

- *Commercial Fixturing & Components* components for office and institutional furnishings.

- *Industrial Materials* drawn steel wire, specialty wire products, steel rod and welded steel tubing; and titanium and nickel tubing for the aerospace industry.

- *Specialized Products* automotive seating suspensions and control cable systems; lumbar supports for automotive seating; and specialized machinery and equipment.

Leggett is a Missouri corporation with principal executive offices located at No. 1 Leggett Road, Carthage, Missouri 64836. Our telephone number is (417) 358-8131.

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THE OFFERING

Issuer	Leggett & Platt, Incorporated.
Securities Offered	$300 million aggregate principal amount of 3.80% notes due 2024.
Maturity	The notes will mature on November 15, 2024.
Interest Rate	The notes will bear interest at a rate of 3.80% per year.
Interest Payment Dates	Interest on the notes will accrue from November 10, 2014. Interest on the notes will be payable semi-annually in arrears on May 15 and November 15 of each year, commencing on May 15, 2015.
Ranking	The notes will be our unsecured and unsubordinated obligations and will rank on parity with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.
Optional Redemption	On or after August 15, 2024 (three months prior to their maturity date), we may redeem the notes, in whole or in part, at any time and from time to time, on at least 30 days, but not more than 60 days, prior notice mailed to each holder of the notes to be redeemed, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest to, but excluding, the redemption date.
	Prior to August 15, 2024 (three months prior to their maturity date), we may redeem the notes, in whole or in part, at any time and from time to time, at our option, at a redemption price equal to the greater of: 100% of the principal amount of the notes being redeemed; and the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined in Description of Notes Optional Redemption), plus 25 basis points; in each case, plus accrued and unpaid interest on the notes to, but excluding, the redemption date. See Description of Notes Optional Redemption on page S-11 of this prospectus supplement.
Repurchase at Option of Holders Upon Change of Control Repurchase Event	If we experience a Change of Control Repurchase Event (as defined in Description of Notes Repurchase at Option of Holders Upon Change of Control Repurchase Event beginning on page S-12 of this prospectus supplement), we will be required, unless we have exercised our right to redeem the notes, to offer to repurchase the notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest to, but excluding, the date of repurchase.
Covenants	Under the Senior Indenture, we have agreed to certain restrictions on our ability to incur debt secured by liens and to enter into certain transactions. See Description of Debt Securities Limitations on Liens, Limitations on Sale and Leaseback, and Consolidation, Merger, Conveyance, Sale of Assets and Other Transfers in the accompanying prospectus.

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Use of Proceeds	We intend to use the net proceeds from the sale of the notes for general corporate purposes, which may include the repayment or refinancing of existing indebtedness, including repayment of our 4.65% Senior Notes due November 15, 2014 at maturity and commercial paper indebtedness incurred for general corporate purposes, the funding of possible future acquisitions and/or stock repurchases. See Use of Proceeds on page S-8 of this prospectus supplement.
Further Issues of Notes	We may, from time to time, without giving notice to or seeking the consent of the holders of the notes, issue additional notes having the same terms (except for the issue date and, in some cases, the public offering price, the first interest payment date and the initial interest accrual date) as, and ranking equally and ratably with, the notes. Any additional notes having such similar terms, together with the notes, will constitute a single series of securities under the Senior Indenture, including for purposes of voting and redemptions. Such additional notes will only be issued as part of the series of these notes if they are fungible with the notes for U.S. federal income tax purposes.
Denomination and Form	We will issue the notes in the form of one fully registered book-entry global note registered in the name of the nominee of The Depository Trust Company, DTC or the Depositary. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in the Depositary, including accounts maintained by Clearstream or Euroclear, as the case may be, in the Depositary. Except in the limited circumstances described in this prospectus supplement, owners of beneficial interests in the notes will not be entitled to have notes registered in their names, will not receive or be entitled to receive notes in definitive form and will not be considered holders of the notes under the Senior Indenture. The notes will be issued only in denominations of $2,000 and integral multiples of $1,000 in excess thereof. See Ownership of Notes through the Depositary, Clearstream and Euroclear on page S-15 of this prospectus supplement.
Conflicts of Interest	The net proceeds from this offering may be used to repay indebtedness, including amounts owed in connection with certain hedging activity.
Risk Factors	You should read carefully and consider the information set forth in Risk Factors beginning on page S-6 of this prospectus supplement and the risk factors set forth under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013, as updated under the heading Risk Factors in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, June 30, 2014 and September 30, 2014, respectively, before investing in the notes.
Trustee	U.S. Bank National Association
Governing Law	New York

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Ratio of Earnings to Fixed Charges

The following table sets forth our ratio of earnings to fixed charges for the periods indicated. The ratios have been retrospectively adjusted to reflect the classification of our Store Fixtures business unit as discontinued operations.

	Nine Months Ended September 30,		Twelve Months Ended December 31,				
	2013	2014	2009	2010	2011	2012	2013
Ratio of earnings to fixed charges (1)	6.0	6.2	4.2	5.6	5.4	5.8	4.8

(1) Earnings consist principally of income from continuing operations before income taxes, plus fixed charges less capitalized interest. Fixed charges include interest expense, capitalized interest and implied interest included in operating leases. We have not paid a preference security dividend for any of the periods presented, and accordingly have not separately shown the ratio of combined fixed charges and preference dividends to earnings for these periods.

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Summary Historical Consolidated Financial Data

The following summary historical consolidated financial data are being provided to assist you in your analysis of an investment in the notes. You should read this information in conjunction with the consolidated financial statements and notes thereto incorporated by reference in this prospectus supplement. The summary consolidated statement of earnings data for the years ended December 31, 2011, 2012 and 2013 and the summary consolidated balance sheet data as of December 31, 2011, 2012 and 2013 have been derived from our historical consolidated financial statements audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm. The summary consolidated statement of earnings data for the nine months ended September 30, 2013 and 2014 and the summary consolidated balance sheet data as of September 30, 2013 and 2014 have been derived from our unaudited condensed consolidated financial statements. Our historical earnings data has been retrospectively adjusted to reflect the classification of our Store Fixtures business unit as discontinued operations. Also, our historical results are not necessarily indicative of the results to be expected in the future, and the results of interim periods are not necessarily indicative of the results for the entire year.

(In millions, except per share data)	Year Ended December 31, 2011	2012	2013	Nine Months Ended September 30, 2013	2014
Statement of Earnings Data					
Net Sales from Continuing Operations	$ 3,303	$ 3,415	$ 3,477	$ 2,618	$ 2,829
Earnings from Continuing Operations	$ 173	$ 231	$ 186	$ 176	$ 179
(Earnings) attributable to noncontrolling interest, net of tax	$ (3)	$ (2)	$ (2)	$ (2)	$ (2)
Earnings (Loss) from Discontinued Operations, net of tax	$ (17)	$ 19	$ 13	$ 18	$ (100)
Net Earnings attributable to Leggett & Platt, Inc.	$ 153	$ 248	$ 197	$ 192	$ 77
Earnings per share from Continuing Operations					
Basic	$ 1.16	$ 1.59	$ 1.27	$ 1.20	$ 1.25
Diluted	$ 1.15	$ 1.57	$ 1.25	$ 1.18	$ 1.23
Earnings (Loss) per share from Discontinued Operations					
Basic	$ (.11)	$ .13	$ .09	$ .12	$ (.70)
Diluted	$ (.11)	$ .13	$ .09	$ .12	$ (.69)
Net Earnings per share					
Basic	$ 1.05	$ 1.72	$ 1.36	$ 1.32	$ .55
Diluted	$ 1.04	$ 1.70	$ 1.34	$ 1.30	$ .54

	As of December 31, 2011	2012	2013	As of September 30, 2013	2014
Balance Sheet Data					
Cash and cash equivalents	$ 236	$ 359	$ 273	$ 299	$ 243
Net Property, plant and equipment	$ 581	$ 573	$ 575	$ 580	$ 547
Total assets	$ 2,915	$ 3,255	$ 3,108	$ 3,305	$ 3,185
Long-term debt	$ 833	$ 854	$ 688	$ 958	$ 619

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RISK FACTORS

We believe the following risk factors, as well as those relating to our business under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, June 30, 2014 and September 30, 2014, respectively, which are incorporated herein by reference, should be considered prior to purchasing any of the notes offered for sale pursuant to this prospectus supplement. These risks may be amended, supplemented or superseded from time to time by risk factors contained in the Securities Exchange Act of 1934, as amended, or the Exchange Act, reports that we file with the SEC, which will be incorporated by reference, or by a post-effective amendment to the registration statement of which this prospectus supplement forms a part. There may be additional risks that are not presently material or known. If any of the events below occur, our business, financial condition, results of operations, liquidity or access to the debt or capital markets could be materially adversely affected. The following risks could cause our actual results to differ materially from our historical experience and from any estimates or expectations set forth in forward-looking statements made in or incorporated by reference in this prospectus supplement or the documents incorporated herein by reference.

Risks Related to the Notes

We may incur additional indebtedness.

The indenture governing the notes does not prohibit us from incurring additional unsecured indebtedness in the future. We are also permitted to incur additional secured indebtedness that would be effectively senior to the notes subject to the limitations described in the sections entitled Description of Debt Securities Limitations on Liens and Limitations on Sale and Leaseback in the accompanying prospectus. In addition, the indenture does not contain any restrictive covenants limiting our ability to pay dividends or make any payments on junior or other indebtedness.

The terms of the indenture and the notes provide only limited protection against significant corporate events and other actions we may take that could adversely impact your investment in the notes.

While the indenture and the notes contain terms intended to provide protection to the holders of the notes upon the occurrence of certain events involving significant corporate transactions, such terms are limited and may not be sufficient to protect your investment in the notes. The definition of the term Change of Control Repurchase Event (as defined in Description of Notes Repurchase at Option of Holders Upon Change of Control Repurchase Event) does not cover a variety of transactions (such as acquisitions by us or recapitalizations) that could negatively affect the value of your notes. If we were to enter into a significant corporate transaction that would negatively affect the value of the notes but would not constitute a Change of Control Repurchase Event, we would not be required to offer to repurchase your notes prior to their maturity.

Furthermore, the indenture for the notes does not:

- require us to maintain specific levels of revenues, income or cash flow;
- limit our ability to incur indebtedness that is equal in right of payment to the notes;
- restrict our subsidiaries ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries and therefore rank effectively senior to the notes;
- restrict our ability to repurchase or prepay any other of our securities or other indebtedness; or
- restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes.

As a result of the foregoing, when evaluating the terms of the notes, you should be aware that the terms of the indenture and the notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the notes.

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Active trading markets may not develop for the notes.

The notes are a new issue of securities for which there are currently no trading markets. Although the underwriters have informed us that they currently intend to make a market in the notes after we complete the offering, they have no obligation to do so and may discontinue their market-making at any time without notice. In addition, any market-making activity will be subject to the limits imposed by federal securities laws and may be limited during the offering of the notes.

If active trading markets do not develop or are not maintained, the market prices and liquidity of the notes may be adversely affected. In that case, you may not be able to sell your notes at a particular time or you may not be able to sell your notes at a favorable price. The liquidity of any market for the notes will depend on a number of factors, including:

- the number of holders of the notes;
- our ratings published by credit rating agencies;
- our financial performance;
- the market for similar securities;
- the interest of securities dealers in making a market in the notes; and
- prevailing interest rates.

We cannot assure you that active markets for the notes will develop or, if developed, will continue.

Our credit ratings may not reflect all risks of an investment in the notes.

We expect the notes may be rated by at least one nationally recognized statistical rating organization. The ratings of our notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. Any rating is not a recommendation to purchase, sell or hold any particular security, including the notes. These ratings do not comment as to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety. The ratings of the notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, the notes. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

An increase in market interest rates could result in a decrease in the value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value. Consequently, if you purchase fixed rate notes and market interest rates increase, the market value of your notes may decline. We cannot predict the future level of market interest rates.

We may not be able to repurchase the notes upon a Change of Control Repurchase Event.

Upon the occurrence of a Change of Control Repurchase Event, unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or a part of such holder s notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. If we experience a Change of Control Repurchase Event, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to repurchase the notes would result in a default under the notes, which could have material adverse consequences for us and the holders of the notes. See Description of Notes Repurchase at Option of Holders Upon Change of Control Repurchase Event beginning on page S-12 of this prospectus supplement.

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The notes are effectively subordinated to the existing and future liabilities of our subsidiaries and to our secured debt.

Our subsidiaries are separate and distinct legal entities from us. The notes are obligations exclusively of Leggett & Platt, Incorporated and are not guaranteed by our subsidiaries, which have no obligation to pay any amounts due on the notes. Our subsidiaries are not prohibited from incurring additional debt or other liabilities, including senior indebtedness, that have priority over our interests in the subsidiaries. If our subsidiaries were to incur additional debt or liabilities that have priority over our interests in the subsidiaries, our ability to pay our obligations on the notes could be adversely affected. As of September 30, 2014, our consolidated subsidiaries had $0.4 million of indebtedness outstanding. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions or limitations. Payments to us by our subsidiaries will also be contingent upon the subsidiaries earnings and business considerations. Our right to receive any assets of any of our subsidiaries upon their bankruptcy, liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors. In addition, even if we are a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

The notes will be our senior unsecured obligations and will rank equal in right of payment to our other senior unsecured debt from time to time outstanding. As of September 30, 2014, we had a carrying value of approximately $1,001 million of long-term debt and current maturities of long-term debt, all of which was unsecured indebtedness that would rank equally with the notes. The notes are not secured by any of our assets. Any future claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to those assets. We do not currently have any material secured obligations.

USE OF PROCEEDS

We expect that the net proceeds from this offering will be approximately $296,682,000, after deducting the underwriting discount and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering for general corporate purposes, which may include the repayment or refinancing of existing indebtedness, including repayment of our $180 million aggregate principal amount of 4.65% Senior Notes due November 15, 2014 at maturity and of commercial paper indebtedness incurred for general corporate purposes, the funding of possible future acquisitions and/or stock repurchases. Before we use the net proceeds for these purposes, we may invest them in short term investments.

As of September 30, 2014, our commercial paper indebtedness matured in various timeframes ranging from daily to 14 days. As of September 30, 2014, we had $152 million of commercial paper outstanding at a weighted average interest rate of 0.23%.

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CAPITALIZATION

The following table sets forth our total debt and equity as of September 30, 2014 and as adjusted to give effect to the sale of the notes offered hereby. The following information should be read in conjunction with our consolidated financial statements and the accompanying notes, which are incorporated by reference herein. Refer to Where You Can Find More Information on page S-24 of this prospectus supplement.

	At September 30, 2014 Actual	At September 30, 2014 As Adjusted
	(Dollars in millions)	
Current maturities of long-term debt outstanding:		
4.65% Senior Notes due November 15, 2014[1]	$ 180	$ 0
5.00% Senior Notes due August 12, 2015[1]	200	200
Other	2	2
Total current maturities of long-term debt	$ 382	$ 202
Long-term debt outstanding:		
4.4% Senior Notes due 2018[1]	150	150
3.4% Senior Notes due 2022[1,2]	300	300
3.8% Senior Notes due 2024 offered hereby[3]	0	300
Commercial paper (classified as long-term debt)[4]	152	32
Industrial development bonds (principally variable interest rates)	15	15
Capitalized leases and other[5]	2	2
Total long-term debt	$ 619	$ 799
Total Debt	$ 1,001	$ 1,001
Equity:		
Common stock ($.01 par value per share)	$ 2	$ 2
Additional Contributed Capital	478	478
Retained earnings	2,085	2,085
Accumulated other comprehensive income	61	61
Treasury stock at cost	(1,407)	(1,407)
Total Company equity	$ 1,219	$ 1,219
Noncontrolling interest	10	10
Total Equity	$ 1,229	$ 1,229
Capitalization	$ 2,230	$ 2,230

1 Our Senior Notes are unsecured and unsubordinated obligations, ranking equally to the notes offered hereby. Regarding each Senior Note: (i) interest is paid semi-annually in arrears; (ii) principal is due at maturity with no sinking fund; and (iii) the Company may, at its option, at any time, redeem all or a portion of any of the debt at a make-whole redemption price equal to the greater of: (a) 100% of the principal amount of the notes being redeemed; and (b) the sum of the present values of the remaining scheduled payments of principal and interest thereon, discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at a specified discount rate determined by the terms of each respective Senior Note. The Senior Notes due 2022 may also be redeemed by the Company within 90 days of maturity at 100% of the principal amount plus accrued and unpaid interest, and we are required to offer to purchase such Senior Notes at 101% of the principal amount, plus accrued and unpaid interest, if we experience a Change of Control Repurchase Event, as defined in Description of Notes in this prospectus supplement. Also, each respective Senior Note contains restrictive covenants, including a limitation on secured debt of 15% of our consolidated assets, a limitation on sale and leaseback transactions, and a limitation on certain consolidations, mergers, and sales of assets.

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2 In 2010, we entered into forward starting interest rate swap agreements. The swaps managed benchmark interest rate risk associated with a $200 million debt issuance. The swaps had a weighted average interest rate of 4.0%. Upon the issuance of the 3.4% notes due 2022, the settlement of the swap agreements resulted in a cash payment of approximately $42.7 million, which is being amortized using the effective interest rate method each year, over the ten year term of the 3.4% notes. This converts the 3.4% interest rate into a fully weighted rate of 5% over the life of the notes.

3 In the fourth quarter of 2014, we entered into a treasury lock agreement. The treasury lock manages benchmark interest rate risk associated with a $50 million debt issuance. The treasury lock has an interest rate of 2.36%. Upon the issuance of the 3.80% Notes due 2024, the settlement of the treasury lock is not expected to result in a material gain or loss.

4 At September 30, 2014, we had $448 million of unused and available authority under our commercial paper program which is backed by a $600 million revolving credit agreement with a syndicate of 12 lenders. The credit agreement was amended in 2014 to, among other things, extend the maturity date to August 2019 (the Credit Agreement). The Credit Agreement allows us to issue letters of credit up to $250 million. When we issue letters of credit in this manner, our capacity under the Credit Agreement, and consequently, our ability to issue commercial paper, is reduced by a corresponding amount. We currently have no debt or outstanding letters of credit under the Credit Agreement. The Credit Agreement contains restrictive covenants, including (i) the amount of total indebtedness may not exceed 60% of our total capitalization; (ii) the amount of total secured debt may not exceed 15% of our total consolidated assets; and (iii) the amount of assets sold, transferred or disposed of in any trailing four quarter period may not exceed 25% of our total consolidated assets; (each (i), (ii) and (iii) above as determined by the terms of the Credit Agreement, filed with the SEC August 19, 2011 as Exhibit 10.1 to our Form 8-K; the First Amendment to Credit Agreement filed with the SEC on August 26, 2013 as Exhibit 10.2 to our Form 8-K and the Second Amendment to Credit Agreement, filed with the SEC on August 19, 2014 as Exhibit 10.3 to our Form 8-K).

5 Consists primarily of vehicle leases and discounts on Senior Notes.

DESCRIPTION OF NOTES

General

The following description of the particular terms of the notes offered by this prospectus supplement augments, and to the extent inconsistent replaces, the description of the general terms and provisions of the debt securities under Description of Debt Securities on page 3 of the accompanying prospectus. The following discussion summarizes selected provisions of the Senior Indenture, dated as of May 6, 2005, between Leggett and U.S. Bank National Association (successor in interest to JPMorgan Chase Bank, N.A.), as trustee (the Senior Indenture). Because this is only a summary, it is not complete and does not describe every aspect of the notes and the Senior Indenture. Whenever there is a reference to defined terms of the Senior Indenture, the defined terms are incorporated by reference, and the statement is qualified in its entirety by that reference. A copy of the Senior Indenture can be obtained by following the instructions under the heading Where You Can Find More Information on page S-24 of this prospectus supplement. You should read the Senior Indenture for provisions that may be important to you but which are not included in this summary.

Principal, Maturity and Interest

The notes will be initially limited to $300 million aggregate principal amount and will mature on November 15, 2024. The notes will bear interest at 3.80% per annum. Interest on the notes will begin accruing on November 10, 2014. Interest will be paid semi-annually on May 15 and November 15 of each year, commencing on May 15, 2015 to the person in whose name the note is registered at the close of business on the May 1 or November 1 (whether or not a business day) immediately preceding the applicable interest payment date. Interest on the notes will be computed on the basis of a 360-day year of 30-day months. If any interest payment date, any redemption date or the maturity date falls on a day that is not a business day, the required payment of principal and/or interest will be made on the next succeeding business day as if made on the date such payment was due, and no interest will accrue on such payment for the period from and after such interest payment date, redemption date or maturity date, as the case may be, to the date of such payment on the next succeeding business day. Interest payable at maturity or on a redemption date will be paid to the person to whom principal is payable.

Ranking and Further Issuances of Notes

The notes will rank equally with all of our other unsecured and unsubordinated debt. We may from time to time, without giving notice to or seeking the consent of the holders of the notes, issue debt securities having the same terms (except for the issue date and, in some cases, the public offering price, the first interest payment date and the initial interest accrual date) as, and ranking equally and ratably with, the notes. Any additional debt securities having such similar terms, together with the notes, will constitute a single series of securities under the Senior Indenture, including for purposes of voting and redemptions. Such additional notes will only be issued as part of the series of these notes if they are fungible with the notes for U.S. federal income tax purposes. As of September 30, 2014, we had a carrying value of approximately $1,001 million of long-term debt and current maturities of long-term debt, all of which was unsecured indebtedness that would rank equally with the notes.

Optional Redemption

On or after August 15, 2024 (three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

Prior to August 15, 2024 (three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at any time and from time to time, at our option, at a redemption price equal to the greater of: (i) 100% of the principal amount of the notes to be redeemed, and (ii) as determined by the Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of those payments of interest accrued as of the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined below) plus 25 basis points plus, in each case, accrued and unpaid interest thereon to, but excluding, the date of redemption.

Adjusted Treasury Rate means, with respect to any date of redemption, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that date of redemption.

Comparable Treasury Issue means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of those notes.

Comparable Treasury Price means, with respect to any date of redemption, (i) the average of the Reference Treasury Dealer Quotations for the date of redemption, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Quotation Agent obtains fewer than four Reference Treasury Dealer Quotations, the average of all such Reference Treasury Dealer Quotations.

Quotation Agent means the Reference Treasury Dealer appointed by us.

Reference Treasury Dealer means (i) J.P. Morgan Securities LLC and three additional primary U.S. Government securities dealers in New York, New York (each a Primary Treasury Dealer) selected by us and their successors; provided, however, that if any of them shall cease to be a Primary Treasury Dealer, we shall substitute another Primary Treasury Dealer; and (ii) any other Primary Treasury Dealers selected by us.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any date of redemption, the average, as determined by the Quotation Agent, after consultation with us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Quotation Agent by that Reference Treasury Dealer at 5:00 p.m., New York time, on the third business day preceding that date of redemption.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the date of redemption to each holder of the notes to be redeemed. Unless we default in payment of the redemption price, on and after the date of redemption, interest will cease to accrue on the notes or portions thereof called for redemption. If less than all of the notes are to be redeemed, the notes shall be selected for redemption by the trustee by such method as the trustee shall deem fair and appropriate; provided, that as long as the notes are represented by one or more global securities, beneficial interests in the notes will be selected for redemption by the Depositary in accordance with its standard procedures.

In addition, we may at any time purchase any of the notes by tender, in the open market or by private agreement, subject to applicable law.

Repurchase at Option of Holders Upon Change of Control Repurchase Event

If a Change of Control Repurchase Event (as defined below) occurs, unless we have exercised our right to redeem the notes by giving notice of such redemption to each holder of the notes to be redeemed as described above, we will make an offer to each holder of the notes to repurchase all or any part (equal to $1,000 and integral multiples of $1,000 in excess thereof, provided that the unrepurchased portion of any note must be in a minimum principal amount of $2,000) of that holder s notes at a repurchase price in cash equal to 101% of the aggregate principal amount of notes repurchased plus any accrued and unpaid interest on the notes repurchased to, but excluding, the date of repurchase. Within 30 days following any Change of Control Repurchase Event or, at our option, prior to any Change of Control (as defined below), but after the public announcement of an impending Change of Control, we will mail a notice to each holder, with a copy to the trustee, describing the transaction or transactions that constitute or may constitute the Change of Control Repurchase Event and offering to repurchase the notes on the payment date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed. The notice shall, if mailed prior to the date of consummation of the Change of Control, state that the offer to repurchase is conditioned on the Change of Control Repurchase Event occurring on or prior to the payment date specified in the notice.

Our ability to pay cash to holders of notes upon a repurchase may be limited by our then existing financial resources. See Risk Factors on page S-6 of this prospectus supplement. We may not be able to repurchase the notes upon a Change of Control Repurchase Event. Moreover, holders will not be entitled to require us to purchase their notes in the event of a takeover, recapitalization, leveraged buyout or similar transaction that is not a Change of Control Repurchase Event. Furthermore, holders may not be entitled to require us to purchase their notes upon a Change of Control Repurchase Event in certain circumstances involving a significant change in the composition of our board, including in connection with a proxy contest where our board does not endorse a dissident slate of directors but approves them for purposes of the definition of Continuing Directors below.

We will comply with the requirements of Rule 14e-1 under the Exchange Act, and any other securities laws and regulations thereunder, to the extent those laws and regulations are applicable in connection with the repurchase of the notes as a result of a Change of Control Repurchase Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Repurchase Event provisions of the notes, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control Repurchase Event provisions of the notes by virtue of such conflict.

On the Change of Control Repurchase Event payment date, we will, to the extent lawful:

accept for payment all notes or portions of notes properly tendered pursuant to our offer;

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deposit with the paying agent an amount equal to the aggregate purchase price in respect of all notes or portions of notes properly tendered; and

deliver or cause to be delivered to the trustee the notes properly accepted, together with an officers certificate stating the aggregate principal amount of notes being purchased by us.

We will not be required to make an offer to repurchase the notes upon a Change of Control Repurchase Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by us and such third party purchases all notes properly tendered and not withdrawn under its offer. An offer to repurchase the notes upon a Change of Control Repurchase Event may be made in advance of a Change of Control Repurchase Event, if a definitive agreement is in place for a Change of Control at the time of the making of such an offer.

We have no present intention to engage in a transaction involving a Change of Control, although it is possible that we would decide to do so in the future. We could, in the future, enter into certain transactions, including acquisitions, re-financings or other recapitalizations, that would not constitute a Change of Control, but that could increase the amount of debt outstanding at such time or otherwise affect our capital structure or credit ratings. If a Change of Control Repurchase Event occurs, this may have the effect of deterring certain mergers, tender offers or other takeover attempts of us, and could have a possible adverse effect on the market price of the notes, or on our ability to obtain additional financing in the future.

Definitions.

Below Investment Grade Rating Event occurs if the rating on the notes is lowered by each of the Rating Agencies (as defined below) and the notes cease to be rated Investment Grade by each Rating Agency on any date during the period (the Trigger Period) commencing on the date of the first public announcement by us of any Change of Control (or pending Change of Control) and ending 60 days following consummation of such Change of Control (which Trigger Period will be extended following consummation of a Change of Control for so long as any of the Rating Agencies has publicly announced that it is considering a possible ratings downgrade). If a Rating Agency is not providing a rating for the notes at the commencement of any Trigger Period, the ratings on the notes will be deemed to have been lowered below Investment Grade by such Rating Agency during that Trigger Period. Notwithstanding the foregoing, no Below Investment Grade Rating Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated.

Change of Control means the occurrence of any of the following:

(1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of our properties or assets and those of our subsidiaries taken as a whole to any person (as that term is used in Section 13(d)(3) of the Exchange Act), other than us or one of our subsidiaries;

(2) the adoption of a plan relating to our liquidation or dissolution;

(3) the first day on which a majority of the members of our Board of Directors are not Continuing Directors;

(4) the consummation of any transaction or series of related transactions (including, without limitation, any merger or consolidation) the result of which is that any person (as that term is used in Section 13(d)(3) of the Exchange Act), other than us or one of our subsidiaries, becomes the beneficial owner, directly or indirectly, of more than 50% of the then outstanding shares of our Voting Stock, measured by voting power rather than number of shares; or

(5) we consolidate with, or merge with or into, any person, or any person consolidates with, or merges with or into, us, in any such event pursuant to a transaction in which any of our outstanding Voting Stock or Voting Stock of such other person is converted into or exchanged for cash, securities or other property, other

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than any such transaction where our Voting Stock outstanding immediately prior to such transaction constitutes, or is converted into or exchanged for, Voting Stock representing more than 50% of the voting power of the Voting Stock of the surviving person immediately after giving effect to such transaction.

Notwithstanding the foregoing, a transaction will not be deemed to involve a Change of Control if (i) we become a direct or indirect wholly-owned subsidiary of a holding company and (ii) (A) the direct or indirect holders of the Voting Stock of such holding company immediately following that transaction are substantially the same as the holders of our Voting Stock immediately prior to that transaction or (B) immediately following that transaction no person (other than a holding company satisfying the requirements of this sentence) is the beneficial owner, directly or indirectly, of more than 50% of the Voting Stock of such holding company.

The definition of Change of Control includes a phrase relating to the direct or indirect sale, transfer, conveyance or other disposition of all or substantially all of our properties or assets and those of our subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase substantially all there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale, transfer, conveyance or other disposition of less than all of our properties and assets and those of our subsidiaries taken as a whole to another person or group may be uncertain.

Change of Control Repurchase Event means the occurrence of both a Change of Control and a Below Investment Grade Rating Event.

Continuing Directors means, as of any date of determination, any member of our Board of Directors who (1) was a member of such Board of Directors on the date of the issuance of the notes; or (2) was nominated for election, elected or appointed to such Board of Directors with the approval of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination, election or appointment (either by a specific vote or by approval of our proxy statement in which such member was named as a nominee for election as a director).

Holders would not be entitled to require us to purchase the notes in certain circumstances involving a significant change in the composition of our Board of Directors, including in connection with a proxy contest where our Board of Directors does not approve a dissident slate of directors but approves them as Continuing Directors, even if our Board of Directors initially opposed the directors.

Investment Grade means a rating of Baa3 or better by Moody s (or its equivalent under any successor rating categories of Moody s) and a rating of BBB- or better by S&P (or its equivalent under any successor rating categories of S&P) or the equivalent investment grade credit rating from any additional Rating Agency or Rating Agencies selected by us in accordance with the definition of Rating Agency below.

Moody s means Moody s Investors Service Inc., and its successors.

Rating Agency means (1) each of Moody s and S&P; and (2) if any of Moody s or S&P ceases to rate the notes or fails to make a rating of the notes publicly available for reasons outside of our control, a nationally recognized statistical rating organization within the meaning of Section 3(a)(62) of the Exchange Act, selected by us as a replacement agency for Moody s or S&P, as the case may be.

S&P means Standard & Poor s Ratings Services, a division of The McGraw-Hill Companies, Inc., and its successors.

Voting Stock means, with respect to any person, capital stock of any class or kind the holders of which are ordinarily, in the absence of contingencies, entitled to vote for the election of directors (or persons performing similar functions) of such person, even if the right so to vote has been suspended by the happening of such a contingency.

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Paying Agent

U.S. Bank National Association, the trustee under the Senior Indenture, is our paying agent at its principal corporate trust office at U.S. Bank National Association, Corporate Trust Services, SL-MO-T3 CT, One U.S. Bank Plaza, St. Louis, MO 63101. We may at any time designate additional paying agents or rescind the designations or approve a change in the offices where they act.

Global Securities

We will issue the notes only in fully registered, book-entry form, without coupons, through the facilities of The Depository Trust Company, DTC or the Depositary, and sales in book-entry form may be affected only through a participating member of the Depositary. The notes will be represented by a global security registered in the name of the nominee of the Depositary. We will issue the notes only in denominations of $2,000 and integral multiples of $1,000 in excess thereof. We will deposit the global security with the Depositary or its custodian and will register the global security in the name of the Depositary s nominee. See Global Debt Securities beginning on page 15 of the accompanying prospectus.

Ownership of Notes through the Depositary, Clearstream and Euroclear

When you purchase notes through the Depositary system, the purchases must be made by or through a direct participant, which will receive credit for the notes on the Depositary s records. When you actually purchase the notes, you will become their beneficial owner. Your ownership interest will be recorded only on the direct or indirect participants records. The Depositary will have no knowledge of your individual ownership of the notes. The Depositary s records will show only the identity of the direct participants and the principal amount of the notes held by or through them. You will not receive a written confirmation of your purchase or sale or any periodic account statement directly from the Depositary. You should instead receive these from your direct or indirect participant. As a result, the direct or indirect participants are responsible for keeping accurate account of the holdings of their customers. We understand that under existing industry practice, in the event an owner of a beneficial interest in the global security desires to take any actions that the Depositary, as the holder of the global security, is entitled to take, the Depositary would authorize the participants to take such action, and that participants would authorize beneficial owners owning through such participants to take such action or would otherwise act upon the instructions of beneficial owners owning through them.

No beneficial owner of an interest in the global security will be able to transfer the interest except in accordance with the Depositary s applicable procedures, in addition to those provided for under the indenture and, if applicable, those of Euroclear Bank S.A./N.V. (Euroclear) and Clearstream Banking S.A. (Clearstream), which are two European international clearing systems similar to the Depositary. The trustee will wire payments on the notes to the Depositary s nominee. We and the trustee will treat the Depositary s nominee as the owner of each global security for all purposes. Accordingly, we, the trustee and any paying agent will have no direct responsibility or liability to pay amounts due on a global security to you or any other beneficial owners in that global security.

It is the Depositary s current practice, upon receipt of any payment of distributions or liquidation amounts, to proportionately credit direct participants accounts on the payment date based on their holdings. In addition, it is the Depositary s current practice to pass through any consenting or voting rights to such participants by using an omnibus proxy. Those participants will, in turn, make payments to and solicit votes from you, the ultimate owner of the notes, based on their customary practices. Payments to you will be the responsibility of the participants and not of the Depositary, the trustee or us.

Links have been established among the Depositary, Clearstream and Euroclear to facilitate the cross-market transfers of the notes associated with secondary market trading. Note holders may hold their notes through the accounts maintained by either Euroclear or Clearstream in the Depositary only if they are participants of such European international clearing system, or indirectly through organizations which are participants in such system. Euroclear and Clearstream will hold omnibus book-entry positions on behalf of their participants through customers securities accounts in Euroclear s or Clearstream s names on the books of their respective depositaries which in turn will hold such positions in customers securities accounts in the names of the nominees of the depositaries on the books of the Depositary. All securities in Euroclear and Clearstream are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts.

Transfers of notes by persons holding through Euroclear or Clearstream participants will be effected through the Depositary, in accordance with the Depositary s rules, on behalf of the relevant European international clearing system by its depositaries; however, such transactions will require delivery of exercise instructions to the relevant European international clearing system by the participant in such system in accordance with its rules and procedures and within its established deadlines. The relevant European international clearing system will, if the exercise meets its requirements, deliver instructions to its depositaries to take action to effect exercise of the notes on its behalf by delivering the notes through the Depositary and receiving payment in accordance with its normal procedures for next-day funds settlement. Payments with respect to the notes held through Euroclear or Clearstream will be credited to the cash accounts of Euroclear participants or Clearstream participants in accordance with the relevant European international clearing systems rules and procedures, to the extent received by its depositaries.

All information in this prospectus supplement on the Depositary, Euroclear and Clearstream is derived from the Depositary, Euroclear or Clearstream, as the case may be, and reflects the policies of such organizations. These organizations may change these policies without notice.

Sinking Fund

There is no sinking fund.

Defeasance

The notes are subject to our ability to choose legal defeasance and covenant defeasance as described under the caption Defeasance; Satisfaction and Discharge beginning on page 13 of the accompanying prospectus. The covenants subject to defeasance include the covenant described under the caption Repurchase at Option of Holders Upon Change of Control Repurchase Event in this prospectus supplement.

Definitive Securities

A permanent global security is exchangeable for definitive notes registered in the name of any person other than the Depositary or its nominee, only if:

(i) the Depositary notifies us that it is unwilling, unable or no longer qualified to continue as a depositary, unless a replacement is named;

(ii) when an Event of Default on the notes has occurred and has not been cured; or

(iii) when and if we decide (subject to the procedures of the Depositary) to terminate the global security.

Same-Day Settlement and Payment

The underwriters will make settlement for the notes in immediately available or same-day funds. So long as the notes are represented by the global security, we will make all payments of principal and interest in immediately available funds. Secondary trading in notes and debentures of corporate issuers is generally settled in clearing-house or next-day funds. In contrast, so long as the notes are represented by the global security registered in the name of the Depositary or its nominee, the notes will trade in the Depositary s Same-Day Funds Settlement System. Secondary market trading activity in the notes represented by the global security will be required by the Depositary to settle in immediately available or same-day funds. We cannot give any assurances as to the effect, if any, of settlement in same-day funds on trading activity in the notes.

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Governing Law

The Senior Indenture provides that it and the notes will be governed by, and construed in accordance with, the laws of the State of New York.

Trustee

We maintain customary banking relationships with U.S. Bank National Association, the trustee under the Senior Indenture, and its affiliates. U.S. Bancorp Investments, Inc., an affiliate of the trustee, is one of the underwriters.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

This section summarizes the material U.S. tax consequences to holders of notes. However, the discussion is limited in the following ways:

- The discussion only covers you if you buy your notes in the initial offering.
- The discussion only covers you if you hold your notes as a capital asset (that is, for investment purposes), and if you do not have a special tax status.
- The discussion does not cover tax consequences that depend upon your particular tax situation in addition to your ownership of notes. In particular, this discussion does not apply to you if you are subject to special tax rules, such as:
  - certain financial institutions;
  - insurance companies;
  - dealers or traders in securities or currencies;
  - tax-exempt entities;
  - regulated investment companies;
  - expatriates;
  - if you will hold the notes as part of a hedging or conversion transaction or as a position in a straddle or as part of a synthetic security or other integrated transaction for U.S. federal income tax purposes;
  - if you will hold the notes through partnerships or other pass-through entities; and
  - if you have a functional currency other than the U.S. dollar.

The discussion is based on current law. Changes in the law may change the tax treatment of the notes.

The discussion does not cover state, local or foreign tax law.

We have not requested a ruling from the IRS on the tax consequences of owning the notes. As a result, the IRS could disagree with portions of this discussion.

If you are considering buying notes, we suggest that you consult your tax advisor about the tax consequences of holding the notes in your particular situation.

Possible Treatment as Contingent Payment Debt Instruments

We may be obligated to pay amounts in excess of the stated interest or principal on the notes (Additional Amounts), including as described under Description of Notes Optional Redemption and Description of Notes Repurchase at Option of Holders Upon Change of Control Repurchase Event. These potential payments may implicate the provisions of Treasury regulations relating to contingent payment debt instruments. According to the applicable Treasury regulations, certain contingencies will not cause a debt instrument to be treated as a contingent payment debt instrument if such contingencies, as of the date of issuance, are remote or incidental. We intend to take the position that the foregoing contingencies are remote or incidental, and we do not intend to treat the notes as contingent payment debt instruments. Our determination regarding the remoteness of such contingency is binding on each U.S. holder unless a U.S. holder explicitly discloses to the IRS, in the proper manner, that its determination is different than ours.

Our determination is not binding on the IRS and it is possible that the IRS may take a different position regarding the likelihood of such additional payments, in which case, if that position were sustained, the timing, amount and character of income recognized with respect to a note may be substantially different than described herein and a holder may be required to recognize income significantly in excess of payments received and may be required to treat as interest income all or a portion of any gain recognized on the disposition of a note. The remainder of this discussion assumes that the IRS will not take a different position, or, if it takes a different position, that such position will not be sustained. Prospective purchasers should consult their own tax advisors as to the tax considerations that relate to the possibility of additional payments.

Tax Consequences to U.S. Holders

This section applies to you if you are a U.S. holder. A U.S. holder is:

- a U.S. citizen or resident alien;
- a corporation or entity taxable as a corporation for U.S. federal income tax purposes that was created under U.S. law (federal or state); or
- an estate or trust whose world-wide income is subject to U.S. federal income tax.

This summary does not address holders of equity interests in a U.S. holder. If a partnership holds notes, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner of a partnership holding notes, we suggest that you consult your tax advisor.

Interest. If you are a cash method taxpayer (including most individual holders), you must report interest (including any tax withheld from interest payments and any Additional Amounts paid in respect of such tax withheld) on the notes in your income when you receive it. If you are an accrual method taxpayer, you must report interest (including any tax withheld from interest payments and any Additional Amounts paid in respect of such tax withheld) on the notes in your income as it accrues.

Sale or Retirement of Notes. On your sale or retirement of your note:

- You will have taxable gain or loss equal to the difference between the amount received by you and your tax basis in the note. Your tax basis in the note is your cost, subject to certain adjustments.
- Your gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if you held the note for more than one year. Deductibility of capital losses is subject to limitations.
- If you sell the note between interest payment dates, a portion of the amount you receive reflects interest that has accrued on the note but has not yet been paid by the sale date. That amount is treated as ordinary interest income and not as sale proceeds.

Payments by Guarantors. A payment on a note made by a guarantor will be treated in the same manner as if made directly by us.

Medicare Tax. A 3.8% Medicare tax will be imposed on a portion or all of the net investment income of certain individuals with a modified adjusted gross income of over $200,000 ($250,000 in the case of joint filers or $125,000 in the case of married individuals filing separately) and on the undistributed net investment income of certain estates and trusts. For these purposes, net investment income generally will include interest (including

interest paid with respect to a note), dividends, annuities, royalties, rents, net gain attributable to the disposition of property not held in a trade or business (including net gain from the sale, exchange, redemption or other taxable disposition of a note) and certain other income, but will be reduced by any deductions properly allocable to such income or net gain. If you are a U.S. holder that is an individual, estate or trust, you are urged to consult your tax advisors regarding the applicability of the Medicare tax to your income and gains in respect of your investment in the notes.

Information Reporting and Backup Withholding. Under the tax rules concerning information reporting to the U.S. Internal Revenue Service (the IRS):

- Assuming you hold your notes through a broker or other securities intermediary, the intermediary must provide information to the IRS and to you on Form 1099 concerning interest and retirement proceeds on your notes, unless an exemption applies.

- Similarly, unless an exemption applies, you must provide the intermediary with your Taxpayer Identification Number for its use in reporting information to the IRS. If you are an individual, this is your social security number. You are also required to comply with other IRS requirements concerning information reporting.

- If you are subject to these requirements but do not comply, the intermediary must withhold tax on all amounts payable to you on the notes (including principal payments) or the proceeds from the sale or other disposition of the notes. This is called backup withholding. Backup withholding is not an additional tax. If the intermediary withholds payments, you may use the withheld amount as a credit against your U.S. federal income tax liability and you may be entitled to a refund of such amounts.

- All individuals are subject to these requirements. Some holders, including all corporations, are exempt from these requirements.

Tax Consequences to Non-U.S. Holders

This section applies to you if you are a non-U.S. holder. A non-U.S. holder is a person or entity that is not a U.S. holder.

Withholding Taxes. Generally, payments of principal and interest on the note will not be subject to U.S. withholding taxes. The same rules will apply to payments of Additional Amounts and payments made by a guarantor on a note.

However, for the exemption from withholding taxes to apply to you, you must meet one of the following requirements:

- You provide a completed IRS Form W-8BEN (or substitute form) to the bank, broker or other intermediary through which you hold your notes. The IRS Form W-8BEN contains your name, address and a statement made under penalties of perjury that you are the beneficial owner of the notes and that you are not a United States person (as defined under the U.S. Internal Revenue Code of 1986, as amended (the Code)).

- You hold your notes directly through a qualified intermediary, and the qualified intermediary has sufficient information in its files indicating that you are not a United States person (as defined under the Code). A qualified intermediary is a bank, broker or other intermediary that (1) is either a U.S. or non-U.S. entity, (2) is acting out of a non-U.S. branch or office and (3) has signed an agreement with the IRS providing that it will administer all or part of the U.S. tax withholding rules under specified procedures.

- You are entitled to an exemption from withholding tax on interest under a tax treaty between the United States and your country of residence. To claim this exemption, you must generally complete

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IRS Form W-8BEN and claim this exemption on the form. In some cases, you may instead be permitted to provide documentary evidence of your claim to the intermediary, or a qualified intermediary may already have some or all of the necessary evidence in its files.

The interest income on the notes is effectively connected with the conduct of your trade or business in the United States, and is not exempt from U.S. federal income tax under a tax treaty. To claim this exemption, you must complete IRS Form W-8ECI (or substitute form).

Even if you meet one of the above requirements, interest paid to you will be subject to withholding tax under any of the following circumstances:

The withholding agent or an intermediary knows or has reason to know that you are not entitled to an exemption from withholding tax. Specific rules apply for this test.

The IRS notifies the withholding agent that information that you or an intermediary provided concerning your status is false.

An intermediary through which you hold the notes fails to comply with the procedures necessary to avoid withholding taxes on the notes. In particular, an intermediary is generally required to forward a copy of your IRS Form W-8BEN (or other documentary information concerning your status) to the withholding agent for the notes. However, if you hold your notes through a qualified intermediary or if there is a qualified intermediary in the chain of title between yourself and the withholding agent for the notes the qualified intermediary will not generally forward this information to the withholding agent.

You are treated as owning 10% or more of the total combined voting power of all classes of the voting stock of Leggett, are a controlled foreign corporation with respect to Leggett, or are a bank making a loan in the ordinary course of its business. In these cases, you will be exempt from withholding taxes only if you are eligible for a treaty exemption or if the interest income is effectively connected with your conduct of a trade or business in the United States, as discussed above.

Interest payments made to you will generally be reported to the IRS and to you on IRS Form 1042-S. However, this reporting does not apply to you if you hold your notes directly through a qualified intermediary and the applicable procedures are complied with.

The rules regarding withholding are complex and vary depending on your individual situation. They are also subject to change. In addition, special rules apply to certain types of non-U.S. holders of notes, including partnerships, trusts, and other entities treated as pass-through entities for U.S. federal income tax purposes. We suggest that you consult with your tax advisor regarding the specific methods for satisfying these requirements.

Sale or Retirement of Notes. If you sell a note or it is retired, you will not be subject to U.S. federal income tax on any gain unless one of the following applies:

The gain is connected with a trade or business that you conduct in the United States.

You are an individual, you are present in the United States for at least 183 days during the year in which you dispose of the note, and certain other conditions exist.

The gain represents accrued interest, in which case the rules for interest would apply.

U.S. Trade or Business. If you hold your note in connection with a trade or business that you are conducting in the United States:

Any interest on the note, and any gain from disposing of the note, generally will be subject to U.S. federal income tax as if you were a U.S. holder.

If you are a corporation, you may be subject to the branch profits tax on your earnings that are connected with your U.S. trade or business, including earnings from the note. This tax is 30%, but may be reduced or eliminated by an applicable income tax treaty.

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Estate Taxes. If you are an individual, your notes will not be subject to U.S. estate tax when you die. However, this rule only applies if, at your death, payments on the notes were not connected to a trade or business that you were conducting in the United States and you did not actually or constructively own 10% or more of the total combined voting power of all classes of the voting stock of Leggett.

Information Reporting and Backup Withholding. U.S. rules concerning information reporting and backup withholding are described above. These rules apply to non-U.S. holders as follows:

Principal and interest payments you receive will be automatically exempt from the usual rules if you are a non-U.S. holder exempt from withholding tax on interest, as described above. The exemption does not apply if the withholding agent or an intermediary knows or has reason to know that you should be subject to the usual information reporting or backup withholding rules. In addition, as described above, interest payments made to you may be reported to the IRS on IRS Form 1042-S.

Sale proceeds you receive on a sale of your notes through a broker may be subject to information reporting and/or backup withholding if you are not eligible for an exemption. In particular, information reporting and backup reporting may apply if you use the U.S. office of a broker, and information reporting (but not backup withholding) may apply if you use the foreign office of a broker that has certain connections to the United States. In general, you may file IRS Form W-8BEN to claim an exemption from information reporting and backup withholding. We suggest that you consult your tax advisor concerning information reporting and backup withholding on a sale.

UNDERWRITING (CONFLICTS OF INTEREST)

Subject to the terms and conditions in the underwriting agreement between us and the underwriters named below for whom J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and U.S. Bancorp Investments, Inc. are acting as representatives, we have agreed to sell to each underwriter, and each underwriter has severally agreed to purchase from us, the principal amount of notes set forth opposite the names of the underwriters below.

Underwriter	Principal Amount of Notes
J.P. Morgan Securities LLC	$ 72,000,000
Wells Fargo Securities, LLC	72,000,000
U.S. Bancorp Investments, Inc.	60,000,000
Mitsubishi UFJ Securities (USA), Inc.	28,500,000
SunTrust Robinson Humphrey, Inc.	19,500,000
BBVA Securities Inc.	9,000,000
PNC Capital Markets LLC	9,000,000
RBS Securities Inc.	9,000,000
TD Securities (USA) LLC	9,000,000
BMO Capital Markets Corp.	6,000,000
Fifth Third Securities, Inc.	6,000,000
Total	$ 300,000,000

The underwriting agreement provides that the underwriters will purchase all of the notes if any of them are purchased. The underwriters initially propose to offer the notes to the public at the public offering price that appears on the cover page of this prospectus supplement. The underwriters may offer the notes to selected dealers at the public offering price minus a concession of up to 0.40% of the principal amount of the notes. In addition, the underwriters may allow, and those selected dealers may reallow, a concession of up to 0.25% of the principal amount of the notes. After the initial offering, the underwriters may change the public offering price and any other selling terms. The underwriters may offer and sell notes through certain of their affiliates.

In the underwriting agreement, we have agreed that:

We will pay our expenses related to the offering, which we estimate will be approximately $600,000, not including the underwriting discount.

We will indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or contribute to payments that the underwriters may be required to make in respect of those liabilities.

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The notes are a new issue of securities, and there is currently no established trading market for the notes. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for the notes to be quoted on any quotation system. The underwriters have advised us that they intend to make a market in the notes, but they are not obligated to do so. The underwriters may discontinue any market-making in the notes at any time in their sole discretion. Accordingly, we cannot assure you that a liquid trading market will develop for the notes.

In connection with the offering of the notes, the underwriters may engage in over-allotment, stabilizing transactions and syndicate covering transactions. Over-allotment involves sales in excess of the offering size, which creates a short position for the underwriters. Stabilizing transactions involve bids to purchase the notes in the open market for the purpose of pegging, fixing or maintaining the price of the notes. Syndicate-covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions and syndicate-covering transactions may cause the price of the notes to be higher than it would otherwise be in the absence of those transactions. If the underwriters engage in stabilizing or syndicate-covering transactions, they may discontinue them at any time.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives of the underwriters have repurchased notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

The underwriters and/or their affiliates have provided and in the future may provide investment banking, commercial banking, corporate trust and/or advisory services to us from time to time for which they have received and in the future may receive customary fees and expenses and may have entered into and in the future may enter into other transactions with us. The net proceeds from this offering may be used to repay indebtedness, including amounts owed in connection with certain hedging activity. In addition, in the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and instruments of ours or our affiliates. If any of the underwriters or any of their affiliates has a lending relationship with us, certain of those underwriters or their affiliates will routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations or publish or express independent research views in respect of such securities or financial instruments and may at any time hold, or recommend to clients that they acquire, long or short positions in such securities and instruments.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) no offer has been made and will not in the future be made of notes which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State prior to publication of a prospectus in relation to the notes that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that with effect from and including the Relevant Implementation Date, an offer of notes may be offered to the public in that Relevant Member State at any time:

a) to any legal entity that is a qualified investor as defined in the Prospectus Directive;

b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives; or

c) in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of notes shall require us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the expression may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State, and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Each underwriter has also represented and agreed that it has not and will not in the future take any steps which would render the above statements to be incorrect. The sellers of the notes have not authorized and do not authorize the making of any offer of the notes through any financial intermediary on their behalf, other than offers made by the underwriters with a view to the final placement of the notes as contemplated in this prospectus supplement. Accordingly, no purchaser of the notes, other than the underwriters, is authorized to make any further offer of the notes on behalf of the sellers or the underwriters.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

Each underwriter has represented and agreed that it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to Leggett and it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

This prospectus supplement is addressed to and intended for only (i) persons outside the United Kingdom, or (ii) investment professionals under clause 19(5) of the FSMA (Financial Promotion) Order 2005, or (iii) persons as set out by clause 49 (2) (a) to (d) (high net worth companies, unincorporated associations, etc.). The persons mentioned in paragraphs (i), (ii) and (iii) being Authorised Persons . The notes which are the subject of the offering contemplated by this prospectus supplement are only intended for Authorised Persons and all invitations, offers, underwriting agreements, purchases or acquisitions of the notes may only be made with an Authorised Person. No persons apart from Authorised Persons may use, or make decisions based on, this prospectus supplement.

LEGAL MATTERS

The binding nature of the notes will be passed upon for the Company by John G. Moore, Senior Vice President, Chief Legal & HR Officer and Secretary of the Company, Carthage, Missouri. We pay Mr. Moore a salary and a bonus and he is a participant in various employee benefit plans offered by us and owns and has equity awards relating to shares of our common stock. Certain legal matters will be passed upon for the underwriters by Cravath, Swaine & Moore LLP, New York, New York.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC s Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on their public reference room. Our SEC filings are also available to the public at the SEC s website at http://www.sec.gov. Our common stock is listed and traded on the New York Stock Exchange (the NYSE). You may also inspect the information we file with the SEC at the NYSE s offices at 20 Broad Street, New York, New York 10005. Information about us, including our SEC filings, is also available at our Internet site at http://www.leggett.com. However, the information on our Internet site is not a part of this prospectus supplement or the accompanying prospectus.

The SEC allows us to incorporate by reference information into this prospectus supplement and accompanying prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus supplement and accompanying prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those made pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information furnished to the SEC) after the date of this prospectus supplement and before the end of the offering of the notes (SEC File No. 001-07845):

- Our Annual Report on Form 10-K for the year ended December 31, 2013 filed February 26, 2014, Items 1, 6, 7 and 15 of which, and Exhibits 12 and 23.1 to which, have been updated by our Current Report on Form 8-K filed on November 4 , 2014;

- Our Quarterly Reports on Form 10-Q filed May 7, August 5 and November 4, 2014;

- Portions of our definitive proxy statement on Schedule 14A that are deemed filed with the SEC under the Exchange Act (filing date March 25, 2014);

- Our Current Reports on Form 8-K filed March 3, March 31, May 12, June 10, July 14, two reports on August 19, September 25 and two reports on November 4, 2014; and

- The description of our common stock contained in our Form 8-A dated June 5, 1979, as amended on Form 8 dated May 10, 1984 and as updated on Form 8-K dated February 18, 2009, including any amendments or reports filed for the purpose of updating such description.

We encourage you to read our periodic and current reports, as they provide additional information about us which prudent investors find important. You may request a copy of these filings without charge (other than exhibits, unless the exhibits are specifically incorporated by reference), by writing to or by telephoning us at the following address:

Investor Relations

Leggett & Platt, Incorporated

No. 1 Leggett Road

Carthage, MO 64836

(417) 358-8131

Electronic mail: invest@leggett.com

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PROSPECTUS

Debt Securities

Common Stock

Preferred Stock

Depositary Shares

Warrants

Purchase Contracts

Rights

Units

We may offer and sell from time to time our securities in one or more classes, separately or together in any combination and as separate series, and in amounts, at prices and on terms that we will determine at the times of the offerings. Selling security holders to be named in a prospectus supplement may offer and sell from time to time securities in such amounts as set forth in a prospectus supplement. Unless otherwise set forth in a prospectus supplement, we will not receive any proceeds from the sale of such securities by any selling security holders.

We will provide specific terms of any offering in supplements to this prospectus. The supplements may add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest.

We or any selling security holder may offer the securities independently or together in any combination for sale directly to purchasers or through underwriters, dealers or agents to be designated at a future date. The supplements to this prospectus will provide the specific terms of the plan of distribution.

Our common stock is listed on the New York Stock Exchange under the symbol LEG .

Investing in our securities involves risk. See Risk Factors on page 1 of this prospectus, in the documents incorporated in this prospectus by reference and in any applicable prospectus supplement.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is March 16, 2012.

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FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference into this prospectus contain certain forward-looking statements as that term is defined by Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). The forward-looking statements may include, but not limited to: projections of revenue, income, earnings, capital expenditures, dividends, capital structure, cash flows or other financial items; possible plans, goals, objectives, prospects, strategies or trends concerning future operations; statements concerning future economic performance; and the underlying assumptions relating to the forward-looking statements. These statements are identified either by the context in which they appear or by use of words such as anticipate, believe, estimate, expect, intend, may, plan, project, should or the like. All such forward-looking statements, whether written or ora whether made by us or on our behalf, are expressly qualified by the cautionary statements described in this provision.

Any forward-looking statement reflects only our beliefs at the time the statement is made. Because all forward-looking statements deal with the future, they are subject to risks, uncertainties and developments which might cause actual events or results to differ materially from those envisioned or reflected in any forward-looking statement. Moreover, we do not have, and do not undertake, any duty to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement was made. For all of these reasons, you should not rely upon forward-looking statements as a prediction of actual future events, objectives, strategies, trends or results.

It is not possible to anticipate and list all risks, uncertainties and developments which may affect our future operations or performance, or which otherwise may cause actual events or results to differ materially from forward-looking statements. However, some of these risks and uncertainties include the following:

- factors that could affect the industries or markets in which we participate, such as growth rates and opportunities in those industries;
- adverse changes in inflation, currency, political risk, U.S. or foreign laws or regulations, consumer sentiment, housing turnover, employment levels, interest rates, trends in capital spending and the like;
- factors that could impact raw materials and other costs, including the availability and pricing of steel scrap and rod and other raw materials, the availability of labor, wage rates and energy costs;
- our ability to pass along raw material cost increases through increased selling prices;
- price and product competition from foreign (particularly Asian and European) and domestic competitors;
- our ability to improve operations and realize cost savings (including our ability to fix under-performing operations and to generate future earnings from restructuring-related activities);
- our ability to maintain profit margins if our customers change the quantity and mix of our components in their finished goods;
- our ability to achieve expected levels of cash flow;
- our ability to maintain and grow the profitability of acquired companies;

our ability to maintain the proper functioning of our internal business processes and information systems and avoid modification or interruption of such systems, through cyber-security breaches or otherwise;

a decline in the long-term outlook for any of our reporting units that could result in asset impairment; and

litigation including product liability and warranty, taxation, environmental, intellectual property, anti-trust and workers compensation expense.

Other factors and risks to our business, many of which are beyond our control, that may cause our actual results to differ from the forward-looking statements contained or incorporated by reference herein, are described under the heading Risk Factors in this prospectus, in the documents incorporated by reference and in any applicable prospectus supplement.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this shelf process, we may, from time to time, sell the securities or combinations of the securities described in this prospectus in one or more offerings. For further information about our business and the securities, you should refer to the registration statement and its exhibits. The exhibits to our registration statement contain the full text of certain contracts and other important documents we have summarized in this prospectus. Since these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we offer, you should review the full text of these documents. The registration statement and the exhibits can be obtained from the SEC as indicated under the heading Where You Can Find More Information.

This prospectus provides you with a general description of the securities that we or selling security holders may offer. Each time we or such security holders offer securities, we will provide a prospectus supplement and/or other offering material that will contain specific information about the terms of that offering. When we refer to a prospectus supplement, we are also referring to any free writing prospectus or other offering material authorized by us. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement, you should rely on the information in the prospectus supplement. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement together with additional information described under the heading Where You Can Find More Information.

You should rely only on the information incorporated by reference or provided in this prospectus or in any prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document which we incorporate by reference is accurate as of any date other than the date on its cover. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, in this prospectus Leggett & Platt, Company, we, us, our and ours refer to Leggett & Platt, Incorpo and its subsidiaries.

RISK FACTORS

Investing in our securities involves risks. You should carefully consider the risks described under Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011 and in the other documents incorporated by reference into this prospectus (which risk factors are incorporated by reference herein), as well as the other information contained or incorporated by reference in this prospectus or in any prospectus supplement hereto before making a decision to invest in our securities. Each of these risk factors could have a material adverse effect on our business, results of operations, financial position or cash flows, which may result in the loss of all or part of your investment. See Where You Can Find More Information.

LEGGETT & PLATT, INCORPORATED

Leggett & Platt, Incorporated was founded as a partnership in Carthage, Missouri in 1883 and was incorporated in 1901. The Company, a pioneer of the steel coil bedspring, has become an international diversified manufacturer that conceives, designs and produces a wide range of engineered components and products found in many homes, offices, retail stores and automobiles. We are a Missouri corporation and our principal executive offices are located at No. 1 Leggett Road, Carthage, Missouri 64836. Our telephone number is (417) 358-8131.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC s Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on their public reference room. Our SEC filings are also available to the public at the SEC s website at http://www.sec.gov. Our common stock is listed and traded on the New York Stock Exchange (the NYSE). You may also inspect the information we file with the SEC at the NYSE s offices at 20 Broad Street, New York, New York 10005. Information about us, including our SEC filings, is also available at our Internet site at http://www.leggett.com. However, the information on our Internet site is not a part of this prospectus or any prospectus supplement.

The SEC allows us to incorporate by reference information into this prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those made pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information furnished to the SEC) after the date of this prospectus and before the end of the offering of the securities pursuant to this prospectus (SEC File No. 001-07845):

Our Annual Report on Form 10-K for the year ended December 31, 2011 filed February 24, 2012;

Portions of our definitive proxy statement on Schedule 14A that are deemed filed with the SEC under the Exchange Act (filing date March 30, 2011);

Our Current Reports on Form 8-K filed January 6, 2011, March 30, 2011, May 17, 2011, September 15, 2011 and January 12, 2012; and

The description of our common stock contained in our Form 8-A dated June 5, 1979, as amended on Form 8 dated May 10, 1984 and as updated on Form 8-K dated February 18, 2009, including any amendments or reports filed for the purpose of updating such description.

We encourage you to read our periodic and current reports, as they provide additional information about us which prudent investors find important. You may request a copy of these filings without charge (other than exhibits, unless the exhibits are specifically incorporated by reference), by writing to or by telephoning us at the following address:

Investor Relations

Leggett & Platt, Incorporated

No. 1 Leggett Road

Carthage, MO 64836

(417) 358-8131

Electronic mail: invest@leggett.com

SELLING SECURITY HOLDERS

We may register securities covered by this prospectus for re-offers and resales by any selling security holders to be named in a prospectus supplement. Because we are a well-known seasoned issuer, as defined in Rule 405 of the Securities Act, we may add secondary sales of securities by any selling security holders by filing a prospectus supplement with the SEC. We may register these securities to permit selling security holders to resell their securities when they deem appropriate. A selling security holder may resell all, a portion or none of such security holder s securities at any time and from time to time. Selling security holders may also sell, transfer or otherwise dispose of some or all of their securities in transactions exempt from the registration requirements of the Securities Act. We do not know when or in what amounts any selling security holders may offer securities for sale under this prospectus and any prospectus supplement. We may pay some or all expenses incurred with respect to the registration of the securities owned by the selling security holders. We will provide a prospectus supplement naming any selling security holders, the amount of securities to be registered and sold and any other terms of securities being sold by each selling security holder.

USE OF PROCEEDS

Unless we specify another use in the applicable prospectus supplement, we will use the net proceeds from the sale of any securities offered by us for general corporate purposes. Such general corporate purposes may include working capital additions, investments in or extensions of credit to our subsidiaries, capital expenditures, stock repurchases, debt repayment or financing for acquisitions. Pending such use, the proceeds may be invested temporarily in short-term, interest-bearing, investment-grade securities or similar assets. Except as may otherwise be specified in the applicable prospectus supplement, we will not receive any proceeds from any sales of securities by any selling security holder.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the ratio of earnings to fixed charges for the periods indicated:

	Twelve Months Ended December 31,				
	2011	2010	2009	2008	2007
Ratio of earnings to fixed charges	4.8	5.8	4.6	3.7	2.7

Earnings consist principally of income from continuing operations before income taxes, plus fixed charges. Fixed charges include interest expense, capitalized interest and implied interest included in operating leases. We have not paid a preference security dividend for any of the periods presented, and accordingly have not separately shown the ratio of combined fixed charges and preference dividends to earnings for these periods.

DESCRIPTION OF DEBT SECURITIES

The following description of the terms of the debt securities sets forth general terms that may apply to the debt securities. The particular terms of any debt securities will be described in the prospectus supplement relating to those debt securities.

The debt securities will be either our senior debt securities or our subordinated debt securities. For purposes of this description of debt securities, the terms we, our, ours and us refer only to Leggett & Platt, Incorporated and not to any of its subsidiaries.

The Indentures

The senior debt securities will be issued in one or more series under our Senior Indenture, dated May 6, 2005, between us and U.S. Bank National Association, as successor trustee. The subordinated debt securities will be issued in one or more series under a subordinated indenture, to be entered into by us and a financial institution as trustee, if and when we issue subordinated debt securities. The description of the indentures set forth below assumes that we enter into a subordinated indenture. The statements herein relating to the debt securities and the indentures are summaries and are subject to the detailed provisions of the applicable indenture, and may not contain all of the information you may find useful. Each of the indentures will be subject to and governed by the Trust Indenture Act of 1939 (the Trust Indenture Act). We urge you to read the indentures because they, and not the summaries, define many of your rights as a holder of our debt securities. If you would like to read the indentures, they are on file with the SEC, as described under Where You Can Find More Information. Whenever we refer to particular sections or defined terms in an indenture, those sections and definitions are incorporated by reference.

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General

The indentures do not limit the aggregate amount of debt securities which we may issue nor do they limit other debt we may issue. We may issue debt securities under the indentures up to the aggregate principal amount authorized by our board of directors from time to time. Except as may be described in a prospectus supplement, the indentures will not limit the amount of other secured or unsecured debt that we may incur or issue.

The debt securities will be our unsecured general obligations. The senior debt securities will rank equally with all our other unsecured and unsubordinated obligations. Unless otherwise specified in the applicable prospectus supplement, the subordinated debt securities will be subordinated and junior in right of payment to all our present and future senior indebtedness to the extent and in the manner set forth in the subordinated indenture. See Subordination of the Subordinated Debt Securities below. The indentures provide that the debt securities may be issued from time to time in one or more series. Unless otherwise provided, all debt securities of any one series may be reopened for issuance of additional debt securities of such series. (Section 3.1 of each indenture). We may authorize the issuance and provide for the terms of a series of debt securities pursuant to a supplemental indenture.

The applicable prospectus supplement relating to the particular series of debt securities will describe specific terms of the debt securities offered thereby, including, where applicable:

- the title and any limit on the aggregate principal amount of the debt securities;
- the price at which we are offering the debt securities, usually expressed as a percentage of the principal amount;
- the date or dates on which the principal of and any premium on such debt securities, or any installments thereof, will mature or the method of determining such date or dates;
- the rate or rates, which may be fixed, floating or zero, at which such debt securities will bear any interest or the method of calculating such rate or rates;
- the date or dates from which any interest will accrue or the method of determining such dates;
- the date or dates on which any interest will be payable and the applicable record dates;
- the place or places where principal of, premium, if any, and interest, if any, on such debt securities, or installments thereof, if any, will be payable or may be redeemed, in whole or in part, at our option;
- any of our rights or obligations to redeem, repay, purchase or offer to purchase such debt securities pursuant to any sinking fund or analogous provisions or upon a specified event and the periods, prices and the other terms and conditions of such redemption or repurchase, in whole or in part;
- the denominations in which such debt securities will be issued;

any currency or currency units for which such debt securities may be purchased or in which debt securities may be denominated, in which principal of, any premium and any interest on such debt securities, or any installments thereof will be payable and whether we or the holders of any such debt securities may elect to receive payments in a currency or currency unit other than that in which such debt securities are payable;

any index, formula or other method used, including reference to an index based on a currency or currencies other than that in which the debt securities are stated to be payable or changes in the prices of particular securities or commodities, to determine the amount of principal, any premium and any interest payments, or any installments thereof, on the debt securities;

if other than the entire principal amount, the portion of the principal amount of debt securities which becomes payable upon a declaration of acceleration of maturity or the method of determining such portion;

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- the person to whom any interest is payable if other than the person in whose name such debt security is registered on the applicable record date;
- any addition to, or modification or deletion of, any term of subordination, event of default or covenant specified in the indenture with respect to such debt securities;
- any manner of defeasance specified for such debt securities;
- any terms upon which the holders may convert or exchange debt securities into or for our common or preferred stock or other securities or property of us or another issuer;
- in the case of the subordinated debt securities, provisions relating to any modification of the subordination provisions described elsewhere in this prospectus;
- material federal income tax considerations, if applicable; and
- any other special terms pertaining to such debt securities. (Section 3.1 of each indenture).

Unless otherwise specified in the applicable prospectus supplement, the debt securities will not be listed on any securities exchange or included in any market.

None of our shareholders, officers or directors, past, present or future, will have any personal liability with respect to our obligations under the indenture or the debt securities on account of that status. (Section 1.14 of each indenture).

Debt securities may also be issued pursuant to the indenture in transactions exempt from the registration requirements of the Securities Act. Those debt securities will not be considered in determining the amount of securities issued under this registration statement.

Form and Denominations

Unless we specify otherwise in the applicable prospectus supplement, debt securities will be issued only in fully registered form, without coupons, and will be denominated in U.S. dollars issued only in denominations of U.S. $1,000 and any integral multiple thereof. (Section 3.2 of each indenture).

Original Issue Discount Securities

Debt securities may be sold at a substantial discount below their stated principal amount and may bear no interest or interest at a rate which at the time of issuance is below market rates. Important federal income tax consequences and special considerations applicable to any such debt securities will be described in the applicable prospectus supplement.

Indexed Securities

If the amount of payments of principal of, and premium, if any, or any interest on, debt securities of any series is determined with reference to any type of index or formula or changes in prices of particular securities or commodities, the federal income tax consequences, specific terms and other information with respect to such debt securities and such index or formula and securities or commodities will be described in the applicable prospectus supplement.

Foreign Currencies

If the principal of, and premium, if any, or any interest on, debt securities of any series are payable in a foreign or composite currency, the restrictions, elections, federal income tax consequences, specific terms and other information with respect to such debt securities and such currency will be described in the applicable prospectus supplement.

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Optional Redemption, Prepayment or Conversion in Certain Events

The prospectus supplement relating to a particular series of debt securities which provides for the optional redemption, prepayment or conversion of such debt securities on the occurrence of certain events, such as a change of control of us, will provide if applicable:

- a discussion of the effects that such provisions may have in deterring certain mergers, tender offers or other takeover attempts, as well as any possible adverse effect on the market price of our securities or our ability to obtain additional financing in the future;
- a statement that we will comply with any applicable provisions of the requirements of Rule 14e-1 under the Exchange Act and any other applicable securities laws in connection with any optional redemption, prepayment or conversion provisions and any related offers by us, including, if such debt securities are convertible, Rule 13e-4;
- a disclosure as to whether the securities will be subject to any sinking fund or similar provision, and a description of any such provision;
- a disclosure of any cross-defaults in other indebtedness which may result as a consequence of the occurrence of certain events so that the payments on such debt securities would be effectively subordinated;
- a disclosure of the effect of any failure to repurchase under the applicable indenture, including in the event of a change of control of us;
- a disclosure of any risk that sufficient funds may not be available at the time of any event resulting in a repurchase obligation; and
- a discussion of any definition of change of control contained in the applicable indenture.

Payment

Unless we specify otherwise in the applicable prospectus supplement:

- payments in respect of the debt securities will be made in the designated currency at the office or agency we may designate from time to time, except that, at our option interest payments on debt securities in registered form may be made by checks mailed to the holders of debt securities entitled to payments at their registered addresses or, if provided in the applicable prospectus supplement or in the case of holders of $1 million or more in aggregate principal amount of debt securities, by wire transfer to an account designated by the registered holder; and
- payment of any installment of interest on debt securities in registered form will be made to the person in whose name such debt security is registered at the close of business on the regular record date for such interest. (Section 3.7 of each indenture).

If we do not pay interest when due, that interest will no longer be payable to the registered holder of the debt securities on the record date for such interest. We will pay any defaulted interest, at our election:

to the person in whose name the debt securities are registered at the close of business on a special record date set by the trustee between 10 15 days before the payment of such defaulted interest and at least 10 days after the receipt by the trustee of notice of the payment by us; or

in any other lawful manner that is consistent with the requirements of any securities exchange on which the debt securities are listed if, after we give notice to the trustee, the trustee determines the manner of payment is practicable. (Section 3.7 of each indenture).

Transfer and Exchange

Unless we specify otherwise in the applicable prospectus supplement, debt securities in registered form will be transferable or exchangeable at the agency maintained for such purpose we designate from time to time. Debt securities may be transferred or exchanged generally without service charge, other than any tax or other

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governmental charge imposed in connection with such transfer or exchange. (Section 3.5 of each indenture). We have appointed the trustee under the senior indenture as security registrar with respect to securities issued under that indenture.

Consolidation, Merger, Conveyance, Sale of Assets and Other Transfers

We may not consolidate with or merge with or into, whether or not we are the surviving corporation, or sell, assign, convey, transfer or lease our properties and assets substantially as an entirety to any person, unless:

- the surviving corporation or other person is organized and existing under the laws of the United States or one of the 50 states, any U.S. territory or the District of Columbia, and assumes the obligation to pay the principal of, and premium, if any, and interest on all the debt securities and coupons, if any, and to perform or observe all covenants of each indenture; and

- immediately after the transaction, there is no event of default under each indenture. (Section 10.1 of each indenture).

Upon the consolidation, merger or sale, the successor corporation formed by the consolidation, or into which we are merged or to which the sale is made, will succeed to, and be substituted for us under each indenture. (Section 10.2 of each indenture).

Unless we specify otherwise in the applicable prospectus supplement, the indenture and the terms of the debt securities will not contain any covenants designed to afford holders of any debt securities protection in a highly leveraged or other transaction involving us, whether or not resulting in a change of control, which may adversely affect holders of the debt securities.

Limitations on Liens

Unless we specify otherwise in the applicable prospectus supplement or as permitted below, neither we nor any subsidiary will create or have outstanding any mortgage, lien, pledge or other encumbrance upon any property, without providing that the debt securities will be secured equally and ratably or prior to the debt.

A subsidiary generally is any corporation or other entity of which we or one of our subsidiaries owns more than 50% of the total voting power of shares of capital stock.

The limitation on liens does not apply to:

- liens existing on the date of the indenture;

- liens that secure or pay the costs of acquiring, developing, refurbishing, constructing or improving that property;

- liens on any acquired property existing at the time it is acquired by us, whether or not we assume the related indebtedness;

- liens on property, shares of capital stock or other assets of a subsidiary existing at the time it becomes a subsidiary;

- liens securing debt of a subsidiary owed to us or another of our subsidiaries or securing our debt to a subsidiary;

- liens on any property, shares of stock or assets existing at the time it is acquired by us, whether by merger, consolidation, purchase, lease or some other method;

liens on property which the creditor has no or limited recourse to us, except to such property or proceeds from it;

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liens on property which do not materially detract from its value;

any extension, renewal or replacement of any of the liens referred to above;

liens in connection with legal proceedings with respect to any of our material property;

liens for taxes or assessments, landlords liens, mechanics liens, or charges incidental to the conduct of business or ownership of property, not incurred by borrowing money or securing debt, or not overdue, or liens we are contesting in good faith, or liens released by deposit or escrow; and

liens for penalties, assessments, clean-up costs or other governmental charges relating to environmental protection matters.

The limitation also does not apply to any liens not excluded by the above examples if at the time and after giving effect to any debt secured by a lien, such liens do not exceed 15% of our consolidated assets. (Section 12.5 of each indenture).

Consolidated assets is defined to mean the gross book value of the assets of the Company and our subsidiaries, determined on a consolidated basis in accordance with generally accepted accounting principles.

Limitations on Sale and Leaseback

Unless we specify otherwise in the applicable prospectus supplement or as permitted below, neither we nor any subsidiary of ours will enter into any sale and leaseback transaction. A sale and leaseback transaction occurs when we or a subsidiary of ours sells or arranges to sell or transfer a principal property back to a lender or other third party and we or our subsidiary will in turn lease the principal property back from the lender or other third party, except for temporary leases for a term, including renewals at the option of the lessee, if not more than three years and except for leases between us and one of our subsidiaries or between our subsidiaries. A principal property is any of our owned or leased manufacturing plants located in the United States of America, not including any plant(s) our board of directors determines are not of material importance to the business of our company and its subsidiaries taken as whole.

The restrictions on sale and leaseback transactions do not apply where either: (a) we or a subsidiary would be entitled to create debt secured by a lien on the property to be leased in an amount at least equal to attributable debt (as referred to below), without equally and ratably securing the debt securities, or (b) within a period twelve months before and twelve months after the consummation of the sale and leaseback transaction, we or one of our subsidiaries generally expends on the property, an amount equal to:

the net proceeds of the sale of the real property leased pursuant to the transaction and we designate this amount as a credit against the transaction, or

part of the net proceeds of the sale of the real property leased pursuant to the transaction and we designate this amount as a credit against the transaction and apply an amount equal to the remainder due as described below.

Attributable debt is the present value discounted at the interest rate implicit in the terms of the lease of the lessee s obligation for the remaining net rent payments due under the remaining term of the lease, including any effective renewal term or period which may, at the option of the lessor, be extended.

The limitation on sale and leaseback transactions also does not apply if at the time of the sale and leaseback we apply, within 90 days of the effective date of any transaction, a cash amount equal to the attributable debt to retire debt for money we or our subsidiaries borrowed, not subordinate to the debt securities, which matures at, or is extendible or renewable to, a date more than 12 months after the creation of the debt at the obligor s sole option without the consent of the obligee. (Section 12.6 of each indenture).

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Waiver of Certain Covenants

The indentures provide that we will not be required to comply with certain restrictive covenants, including those described above under Limitations on Liens and Limitations on Sale and Leaseback, if the holders of at least a majority in principal amount of each series of

Freight transportation network usage services	406.2	229.3	232.3
Other Transportation-Related Services[2]	1,708.2	2,171.0	2,941.2
Railway operation services	1,383.9	1,773.3	2,387.2
Other Services[3]	324.3	397.7	554.0
Total	**5,034.7**	**5,031.2**	**5,874.7**

(1) In the past, we divided the Railway Network Usage Service into locomotive traction, track usage, electric catenary (overhead wires used to transmit electrical energy to trains), vehicle coupling and other services. Since 2014, we have divided the Railway Network Usage Service into passenger transportation network usage services and freight transportation railway network usage services to better reflect the business structure of transportation network clearance service.

(2) Other transportation-related services include provision of railway operation services and other services.

(3) Other services include lease of locomotive and passenger trains, fueling of locomotive and passenger trains, parcel transportation and other transportation.

Other Businesses

Revenue from our other businesses accounted for 6.9% of our total revenue in 2015. Our other businesses mainly consist of on-board catering services, leasing, sales of materials and supplies, sale of goods and other businesses related to railway transportation.

Revenue from our other businesses was RMB1,091.6 million in 2015, compared to RMB1,017.6 million in 2014.

Seasonality of Our Railway Transportation Business

There is some seasonality in our businesses. The first quarter of each year typically contributes the highest portion of our annual revenue, mainly because it coincides with the Spring Festival holidays when Chinese people customarily travel from all over the country back to their hometowns. In addition, the Spring Festival holidays, the Qingming Festival holidays, the Labor Day holidays, the Dragon Boat Festival holidays, summer holidays and the National Day holidays in China are also high travel seasons. During these holidays, we usually operate additional passenger trains to meet the increased transportation demand.

Sales

Passenger Transportation

Our passenger tickets are currently sold primarily at ticket counters and automatic selling machines and located in our train stations as well as through telephone and the internet. Additionally, our tickets are sold in Hong Kong and major cities in the Guangdong Province through ticket agents, travel agents and hotels, at our usual prices plus nominal commissions.

Hong Kong Through Train tickets are sold in Guangdong Province through our railway stations, as well as through various ticket outlets, hotels and travel agents. In Hong Kong, these tickets are sold exclusively by the MTR. As MTR s sales network for these tickets is relatively limited, MTR has engaged the China Travel Service (HK) Ltd., or CTS, as the primary agent for such sales on a non-exclusive basis.

Our stations along the Guangzhou-Shenzhen line have adopted a real-name ticketing system, allowing passengers to use their identification cards to purchase tickets and board trains. Customers who provide their second generation China identification cards or Hong Kong and Macau identification cards may purchase tickets aboard trains without customer service representatives. Customers can also purchase tickets for our Guangzhou-Shenzhen inter-city trains online. As of 2015, we had a total of 173 automatic ticket selling machines, 130 automatic ticket inspection machines and 135 internet ticket printing machines along the Guangzhou-Shenzhen line.

The current settlement method for passenger transportation is stipulated by the MOR and is still under execution. It provides that all revenue from passenger train services (including revenue generated from luggage and parcel services) is considered passenger transportation revenue and belongs to the railway bureau that operates that train. The railway bureau in turn pays other railway bureaus the fees for the use of their rail lines, hauling services, in-station passenger services, water supply, electricity for electric locomotives and contact wire use fees, etc. Under this settlement method, the railway bureaus operating the long-distance train services are required to pay us the following fees: (i) the portion of the revenue from the sale of tickets that is higher than the PRC national railway standards due to our special pricing standards and (ii) other fees including those for railroad line usage, in-station passenger service, haulage service, power supply for electric locomotives, usage fees of contact wires and water supply. This settlement method does not apply to the settlement of our revenue from the passenger trains between Guangzhou and Shenzhen, between Beijing and Hong Kong, between Shanghai and Hong Kong, between Zhaoqing and Hong Kong and the Hong Kong Through Trains. See ITEM 4. INFORMATION ON THE COMPANY B. Business Overview Regulatory Overview Pricing.

Freight Transportation

Since June 2013, CRC implemented the door-to-door freight fee for railway freight transportation which covers all fees incurred from loading goods, transportation from departure station to arrival station and ultimately to the designated destination. Door-to-door freight fees are charged one-time on the consignor s account and evidenced by consignment invoice, which lists all chargeable services with corresponding prices.

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We charge door-to-door freight fees where we are responsible to goods delivery. After deducting freight fees payable to us incurring in the railway lines under our control, we settled the balance with other relevant Railway Bureau through CRC s clearing system on a monthly basis. For goods not delivered by us but transported through our lines, we received the settlement through National Railway Corporation s clearing system on a monthly basis.

In May 2013, CRC restructured the businesses between CRCT, CREC and China Railway Special Cargo Services CO., Ltd. (CRSCS). After the restructuring, CRCT took charge of the container operation and management and left the container transportation business with all relevant assets to State Railway Bureaus (including GRGC). CREC transformed into a logistics company, providing services to the public, while National Railway Bureau was responsible for the operation and management of luggage carts, postal trains, postal and parcel express special trains and operational bases. CRSCS expanded the businesses into container, mail and luggage transportation.

On November 30, 2013, we entered into an asset transfer agreement with China Railway Express Co., Ltd. Guangzhou Branch (CREC GB) and China Railway Container Transport Co. Ltd. Dalang Processing Station (CRCT DS). CREC GB and CRCT DS are all subsidiaries of CRC. The consideration for CREC GB and CRCT DS were approximately RMB102.3 million and RMB79.9 million, respectively. On the same day, control of the assets and operations of CREC and CRCT were transferred to us. The results of operations of the above-mentioned entities have been included in our consolidated comprehensive income statements starting on November 30, 2013.

Our revenue from container, postal transportation and postal and parcel express special train services have been included into transportation revenue after business optimization.

We and State Railway Bureaus (including GRGC) pay CRC a fee for railway containers, which is collected by CRCT. Special cargo transportation income, partially paid to National Railway Bureau and us as railroad usage fees and locomotive traction fees, is attributable to CRSCS.

Competition

We provide passenger and freight transportation services on the Shenzhen-Guangzhou-Pingshi Railway. We expect competition to increase in the future as the marketization reform of the railway industry (including the reformation of the investment and financing system, the transportation management system and the pricing system) gradually deepens. We compete for long-distance traveling passengers against other railway service providers operating within our service territory. The Guangzhou-Shenzhen section of the Guangzhou-Shenzhen-Hong Kong passenger line commenced operation in December 2011, the Beijing-Guangzhou passenger line commenced operation in December 2012, the Xiamen-Shenzhen passenger line commenced operation in December 2013 and the Nanning-Guangzhou and Guiyang-Guangzhou passenger lines commenced operation in December 2014. In addition, in areas where our railroad connects with lines of other railway companies, such as in the Guangzhou area where our railroad connects with the Guangzhou-Maoming Line, and in the Dongguan area where our railroad connects with the Guangzhou-Meizhou-Shantou Line, we face competition from the railway companies operating in these areas. We believe that the entry barrier to the industry will decrease, investors in the industry will become more diversified and the State s high-speed railway network with Four East-West Lines and Four South-North Lines and numerous inter-city railways will complete construction and commence operation, leading to increased competition within the industry itself.

We also face competition from the providers of a variety of other means of transportation within our service territory. With respect to passenger transportation, we face competition from bus services, which are available between Guangzhou and Hong Kong, between Guangzhou and Shenzhen and between many other locations that we provide passenger transportation services. Bus fares are typically lower than the fares for our passenger train services. Furthermore, buses can offer added convenience to passengers by departing from or arriving at locations outside their central terminals, such as hotels. However, train services generally offer greater speed, safety and reliability than bus services. In addition, since the implementation of our As-Frequent-As-Buses operating model, our high-speed train services and Hong Kong Through Train services have enabled us to compete more effectively with bus operators in terms of speed and frequency. We also compete to a lesser extent with commercial air passenger transportation services and ferry services operating between Guangzhou and Hong Kong.

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With respect to freight transportation, we face increasing competition from truck transportation in the medium-and short-distance freight transportation market as the expressway and highway networks in our service region and neighboring areas have increasingly improved. By comparison, in the long-distance freight transportation market, especially in the areas where water transportation is not well developed, our freight transportation service has many advantages compared to truck transportation due to the higher cost of truck transportation, susceptibility of truck transportation to traffic conditions and a scarcity of heavy duty trucks. Our freight transportation also competes with water transportation as the waterway networks have increasingly improved. Supported by its more extensive network, railway freight transportation is more competitive in terms of speed and safety compared to water transportation, especially in those areas that are far from coasts and main waterways. As air freight is very expensive and attracts a different group of customers, we do not consider that our freight transportation services face significant competition from air freight. In China, a significant portion of the bulky freight with low added-value is still transported by railroad.

Equipment, Tracks and Maintenance

As of December 31, 2015, we operated 137 diesel locomotives, 73 electric locomotives, 22 EMUs and 1,311 passenger coaches for our operations.

The freight cars we use are all leased from CRC, to which we pay uniform rental fees based on the national standards set by CRC. The amounts of such usage fees we paid to CRC in 2013, 2014 and 2015 were approximately RMB231.5 million, RMB269.1 million and RMB251.3 million, respectively.

From 2007, we started the operation of our CRHs, which we bought from Bombardier Sifang Power (Qingdao) Transportation Ltd. and Bombardier Sweden Transportation Ltd. Each CRH is designed to have a top speed of 200 kilometers per hour and we believe that the introduction of CRHs has strengthened our capability to deliver safety, speed, comfort and quality in our transport services and increased our efficiency and competitiveness.

Our repair and maintenance facilities, including our Guangzhou passenger vehicle maintenance facility, Shipai passenger vehicle maintenance facility, Shenzhen North passenger vehicle maintenance facility, Guangzhou vehicle maintenance facility and Guangzhou North vehicle maintenance facility, provide services for general maintenance and routine repairs on our coaches and locomotives. Major repairs and overhauls are performed by manufacturers or qualified railway bureaus or plants. The repair and maintenance services for the CRHs are provided by our Guangzhou EMU vehicle maintenance facility.

We believe that our existing tracks and equipment meet the needs of our current business and operations. Most of the rails and ties on our main lines have been installed within the last decade and are maintained and upgraded on an ongoing basis as required. In 2013, 2014 and 2015, we replaced approximately 95 kilometers, 133 kilometers and 7 kilometers of railway lines, respectively.

Major Suppliers and Service Providers

GRGC, our single largest shareholder, and its subsidiaries are major suppliers of our materials and supplies. In 2015, we purchased approximately RMB384.3 million in materials and supplies from GRGC and its subsidiaries, which represented 31.4% of our total purchase of materials and supplies. See ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS B. Related Party Transactions.

The companies or bureaus owned or controlled by CRC, including the GRGC, our single largest shareholder, are our major customers. In 2015, we collected approximately RMB2,508.9 million from GRGC and its subsidiaries, which represented 16.0% of our operating revenues.

The electricity we use, including electricity used for our lines, is supplied through various entities under the jurisdiction of the Guangdong provincial power bureau on normal commercial terms. In 2013, 2014 and 2015, we paid approximately RMB675.2 million, RMB585.8 million and RMB599.3 million, respectively, in electricity charges.

Regulatory Overview

As a joint stock limited company with publicly traded shares, we are subject to regulation by the PRC securities regulatory authorities with respect to our compliance with PRC securities laws and regulations.

Prior to March 14, 2013, we were regulated by the MOR. However, on March 14, 2013, the First Session of the 12th National People s Congress of the PRC considered and approved the plan on State Council institutional reform and transformation of government functions, pursuant to which the MOR was dissolved. In accordance with the plan, administrative functions pertaining to railway development planning and policies were transferred to the MOT, other administrative functions previously performed by the MOR were transferred to the National Railway Administration, supervised by the MOT, and commercial functions previously performed by the MOR were transferred to the China Railway Corporation. Upon the completion of the transfer, the de facto control of our largest shareholder was transferred to China Railway Corporation. The details of this plan have not yet been announced. Therefore, the following discussion regarding the regulation of the PRC national railway system may change substantially to reflect this plan. See ITEM 3. KEY INFORMATION D. Risk Factors Risks Relating to Our Business Extensive government regulation of the railway transportation industry may limit our flexibility in responding to market conditions, competition or changes in our cost structure.

National Railway System

Railroads in the PRC fall largely into three categories: state-owned railroads, jointly owned railroads and local railroads. The PRC central government holds the equity interests in state-owned railroads. The state-owned railway system comprises over 70% of all rail lines, including all trunk lines. Prior to the dissolution of the MOR, the state-owned railway system was operated as a nationwide integrated system under the supervision and management of the MOR. Jointly owned railroads are jointly invested and operated by the central government of the PRC, the local government and other foreign or domestic investors. Local railroads consist of regional lines usually within provincial or municipal boundaries that have been constructed under the sponsorship of local governments or local enterprises to serve local needs. Although the MOR did not operate other railroads, it provided guidance, coordination, supervision and assistance with respect to industry matters to such other railroads. The MOR s responsibilities include the centralized coordination of train routing and scheduling nationwide, planning of freight shipments and freight car allocations, overseeing equipment standardization and maintenance requirements, and financial oversight and revenue clearing throughout the national railway system. After the dissolution of the MOR, the administrative functions formerly performed by the MOR were assigned to the MOT and the National Railway Administration, while the commercial functions formerly performed by the MOR were assigned to CRC.

Railway group companies are directly responsible for passenger and freight transportation as well as the coordination and supervision of operations carried out by train stations within their respective service territory. There are currently 18 railway group companies overseeing distinct portions of the national railway system.

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Transport Operations

Prior to the dissolution of the MOR, the transport operations of the PRC national railway system were organized under the centralized regulation of the MOR. In order to promote efficient utilization of the railroad network nationwide, the MOR supervised and coordinated traffic flow on national trunk lines and through any connection points, where two rail lines operated by different companies connect to each other, in the system. Based on route capacity, available equipment and national priorities, the MOR formulated and issued the plans to the railway bureaus or railway group companies regarding routings on trunk lines, allocation of transportation capacities between railway bureaus or railway group companies at the connection points and allocation of freight cars to railway bureaus or railway group companies. The MOR also regulated the dispatch of empty freight cars to designated locations in order to enhance the utilization rate of the freight cars within the national railway system. Within the plans set forth by the MOR, each railway bureau and railway group company supervised and coordinated traffic within its own jurisdiction.

Currently, the plans and schedules for our passenger and freight services that were conducted solely on our own lines were determined by us; while our passenger and freight services that ran beyond our own lines were subject to overall planning and scheduling of GRGC or CRC.

Where our service runs beyond our own line, clearance by and coordination with GRGC is necessary. Prior to the dissolution of the MOR, to the extent that we operated long-distance services beyond GRGC s jurisdiction, they were subject to coordination and clearance by the MOR. Currently, they were subject to coordination and clearance by CRC. In addition, in order to enable GRGC and the MOR to allocate freight cars and control traffic going through connection points, we were required to provide GRGC with prior electronic notice through internal network, on a daily basis, of the number and types of freight cars we required, as well as the number of our freight trains that would go through particular connection points. Currently, the daily notice is still provided to GRGC and the allocation of freight cars and control of traffic through connection points are carried out by GRGC and CRC. Furthermore, we were required to carry out special shipping tasks, such as emergency aid and military and diplomatic transport, as directed by the MOR (and now by CRC) or GRGC. Revenue from military and diplomatic transport generally account for less than 1% of our total transportation revenue. Emergency aid transport was required only during periods of natural disasters declared by the PRC government, and was provided with reduced fees.

Pricing

Prior to the dissolution of the MOR, the MOR was generally responsible for preparing a proposal for the baseline pricing standards for the nationwide railway system with respect to freight and passenger transportation. Such proposed pricing standards would take effect after being approved by and/or filed with relevant PRC government authorities. Currently, CRC is responsible for the preparing and filing of such proposal for the baseline pricing standards.

Pursuant to relevant approvals from the MOR and other relevant PRC government authorities, we have some discretion to adjust and determine our service price. With respect to our freight transportation services within our Guangzhou-Shenzhen lines, we may set our prices within a range between 50% and 150% of national price levels. With respect to our passenger transportation services, we may set the prices for our regular speed Guangzhou-Shenzhen trains within a range between 25% and 225% of national price levels, and may freely determine the prices for our high-speed express trains between Guangzhou and Shenzhen. In addition, we set the prices for our Hong Kong Through Trains in consultation with MTR, our business partner and the prices for our Hong Kong Through Trains are higher than the prices we charge for our domestic train services.

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Environmental Protection

We believe that we are in material compliance with all applicable PRC national and local environmental protection laws and regulations. We have not been fined or cited for any activities that have caused environmental damages. We have 14 wastewater treatment facilities used for purposes of treating wastewater generated from cleaning of special cargo freight cars, locomotives, coaches and from residential use of our employees. We pay regular fees to local authorities for the discharge of waste substances. In 2015, our environmental protection-related expenses were approximately RMB52.75 million, mainly related to construction of fixed suction sewage facilities in railway stations and environmental improvement of Shaoguan Training Base.

Insurance

We do not currently maintain any insurance coverage with third party carriers against third party liabilities. Consistent with what we believe to be the customary practice among railway operators in the PRC, we do not maintain insurance coverage for our property and facilities (other than for our automobiles), for business interruption or for environmental damage arising from accidents on our property or relating to our operations. As a result, in the event of an accident or other event causing loss, destruction or damage to our property or facilities, causing interruption to our normal operations or causing liability for environmental damage or clean-up, we will be liable for such damages. See ITEM 3. KEY INFORMATION D. Risk Factors Risks Relating to Our Business We have very limited insurance coverage.

In addition, we have taken out basic retirement insurance, basic medical insurance, work-related personal injury insurance policies and childbearing insurance for our employees.

C. Organizational Structure

The following table lists our significant subsidiaries as of December 31, 2015:

Name	Country of Incorporation	Percentage of Interest held by our Company
Dongguan Changsheng Enterprise Company Limited	PRC	51%
Shenzhen Fu Yuan Enterprise Development Company Limited	PRC	100%
Shenzhen Pinghu Qun Yi Railway Store Loading and Unloading Company Limited	PRC	100%
Shenzhen Nantie Construction Supervision Company Limited	PRC	76.66%
Shenzhen Railway Property Management Company Limited	PRC	100%
Shenzhen Shenhuasheng Storage and Transportation Company Limited	PRC	100%
Shenzhen Guangshen Railway Economic and Trade Enterprise Company Limited	PRC	100%
Shenzhen Railway Station Passenger Services Company Limited	PRC	100%
Guangshen Railway Station Dongqun Trade and Commerce Service Company Limited	PRC	100%
Guangzhou Railway Huangpu Service Company Limited	PRC	100%
Zengcheng Lihua Stock Company Limited	PRC	44.72%

In 2015, Shenzhen Guangshen Railway Travel Service Ltd, a 100% owned subsidiary of the Company, was liquidated. The financial impact of the liquidation on the consolidated financial statements of the Company is insignificant.

D. Property, Plant and Equipment

We occupy a total area of approximately 41.1 million square meters, among which, we own the land use right of approximately 13.1 million square meters on which our buildings and facilities of Guangzhou-Shenzhen railway are located, we lease approximately 28.0 million square meters from GRGC for the Guangzhou-Pingshi Railway.

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With respect to the land for which we hold the land use rights, the terms range from 36.5 to 50 years, terminating between 2031 and 2055. Pursuant to relevant PRC regulations currently in effect, these land use rights are renewable at the end of their terms upon execution of relevant documentation and payment of applicable fees. With respect to the land leased from GRGC, the term is 20 years, terminating in 2027. Based on the land lease agreement we entered into with GRGC in 2004, we can renew such lease at our discretion upon the expiration of the term of such land lease.

As of December 31, 2015, we had not obtained the land use right certificates, or Land Certificates, of certain parcels of land with an aggregate area of approximately 1,928,603 square meters. After consultation with our PRC legal counsel, we believe there is no legal hurdle for us to apply for and to obtain the Land Certificates and we do not believe the current lack of Land Certificates will lead to any material adverse impact on the operation of our business. Accordingly, we do not consider any provision for impairment necessary.

As of December 31, 2015, we had not obtained the ownership certificates of certain buildings, or Building Ownership Certificates, which had an aggregate carrying value of approximately RMB1,753.3 million. After consultation with our PRC legal counsel, we believe that there is no legal hurdle for us to apply for and obtain the Building Ownership Certificates and it should not lead to any material adverse impact on the operation of our business. Accordingly, we do not consider any provision for impairment necessary.

Railroad operators typically require substantial land use rights for track, freight and maintenance yards, stations and related facilities. The availability of convenient rail transportation generally enhances the value of land along a rail line. We have not engaged and do not have any current plans to engage in commercial development of any of our land use rights for use other than in connection with our existing businesses. We do not at present intend to contribute capital to engage in any land development projects in the future. However, we may contribute land use rights not otherwise being fully utilized by us for equity stakes in these projects if we believe these opportunities are economically viable. Any development projects will require approval from PRC government authorities responsible for regulating land development.

As of April 27, 2016, we had 48 stations situated on our rail line, of which the Guangzhou East Station is the largest, occupying an area of 41,925 square meters.

For additional information regarding our property, plant and equipment, see ITEM 4. INFORMATION ON THE COMPANY B. Business Overview Equipment, Tracks and Maintenance and Note 6 to our audited consolidated financial statements included elsewhere in this annual report.

ITEM 4A. UNRESOLVED STAFF COMMENTS

We do not have any unresolved Staff comments that are required to be disclosed under this item.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

This discussion and analysis should be read in conjunction with our audited consolidated financial statements included elsewhere in this annual report. Our audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards as issued by IASB.

Overview

Our principal businesses are railroad passenger and freight transportation as well as railway network usage and other transportation related services on the Shenzhen-Guangzhou-Pingshi railway and certain long-distance passenger transportation services. We also operate the Hong Kong Through Trains under a cooperative arrangement with MTR in Hong Kong. Prior to the Acquisition, our key strategic focus was to provide high-speed passenger train services in the Guangzhou-Shenzhen corridor. After the Acquisition, we have aimed to establish ourselves as a comprehensive railway service provider on the Shenzhen-Guangzhou-Pingshi corridor by providing passenger transportation, freight transportation and railway network usage and other transportation related services to our customers. In addition to our core railroad transportation business, we also engage in other businesses that complement our core businesses, including on-board and station sales, restaurant services, as well as advertising and tourism.

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For the year ended December 31, 2015, our total revenue was RMB15,725.3 million, profit attributable to equity holders was RMB1,070.8 million, and earnings per share were RMB0.15. Railroad and related business revenue accounted for 93.0%, 93.1% and 93.1% of our total revenue in 2013, 2014 and 2015, respectively.

Passenger transportation is our principal business. In 2015, the total number of our passengers was 85.4 million, representing a decrease of 5.3% from 90.1 million in 2014. Our passenger transportation revenue was RMB6,997.6 million in 2015, representing an increase of 0.1% from RMB6,988.3 million in 2014.

We transported a total of 48.4 million tons of freight in 2015, representing a decrease of 6.1% from 51.6 million tons in 2014. Our freight transportation revenue in 2015 was RMB1,761.4 million, representing a decrease of 0.1% from RMB1,763.7 million in 2014.

Revenue from our railway network usages and other transportation related services business was RMB5,874.7 million in 2015, representing an increase of 16.8% from RMB5,031.2 million in 2014.

Revenue from our other businesses was RMB1,091.6 million in 2015, compared to RMB1,017.6 million in 2014.

A. Operating Results

Principal Factors Affecting Our Results of Operations

Economic Development in the Pearl River Delta Region and the PRC. We are mainly engaged in railway transportation services on the trains between Guangzhou-Shenzhen intercity trains, certain long-distance trains and Hong Kong Through Trains. Our results of operations relating to passenger transportation are influenced by the economic development in the Pearl River Delta region. The level of economic activities in the Pearl River Delta region, including the economic cooperation among Hong Kong, Macau and China, affects the number of business people and migrant workers traveling in this region. In addition, the average income levels of residents in this region and elsewhere in the PRC affects the number of the tourists departing from or arriving at our train stations. The majority of the freight we transport is large-volume, medium-to long-distance freight received from and/or transferred to other railway lines. Economic development in the PRC, including but not limited to the Pearl River Delta region, determines the market demand for such goods as coal, iron ore, steel and therefore indirectly affects the market demand of freight train transportation service. Furthermore, the global financial crisis and economic downturn in 2008 had adversely affected economies and businesses around the world, including in China. This change in the macro-economic conditions had an adverse impact on our business and operations by causing a decrease in the number of passengers and the volume of freight that we transported in 2009. Although many places around the world have recovered since the second half of 2009, the global economic downturn, Europe s sovereign debt crisis, the stability of the Eurozone and the decreased growth rate of China s economy may have a material and adverse effect on our businesses, results of operations and financial condition. For example, we experienced a decrease in the volume of freight transportation, partially due to the slowdown of China s economic growth and a shift in the Pearl River Delta economy towards technology businesses, which require less freight to be transported by rail.

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Competitive Pressure from other Railway Operators and other Means of Transportation. Sales for our passenger transportation services are also affected by the competitive pressure from other railway operators and other means of transportation, such as the automobile, bus, ferry and airplane services. With the establishment of the four horizontal and four vertical high-speed railway network, more high-speed trains that connect the Pearl River Delta region and other major mainland cities are available to the public, including the Guangzhou-Shenzhen section of the Guangzhou-Shenzhen-Hong Kong passenger line which commenced operation in December 2011, the Beijing-Guangzhou passenger line which commenced operation in December 2012, the Xiamen-Shenzhen passenger line which commenced operation in December 2013 and the Nanning-Guangzhou and Guiyang-Guangzhou passenger lines which commenced operation in December 2014. As a result, the number of passengers traveling by our long-distance train services decreased recently. In response to such competition, we adjusted the operational scheme of passenger transportation to increase the number of pairs of long-distance trains. In addition, the opening of the Guangzhou-Shenzhen high speed rail way, the rapid growth in the number of privately owned vehicles and a higher penetration of bus services also affected the number of train passengers traveling short distances and any significant decrease in the air transportation prices affects the number of train passengers traveling long distances. Our sales of the freight transportation services are also affected by the competition from other means of transportation, such as water, truck and freight transportation services. We also expect competition to increase in the future as the marketization reform of the railway industry (including the reformation of the investment and financing system, the transportation management system and the pricing system) gradually deepens.

We believe that the entry barrier to the industry will decrease, investors in the industry will become more diversified and the State s high-speed railway network with Four East-West Lines and Four South-North Lines and numerous inter-city railways will complete construction and commence operation, leading to increased competition within the industry itself.

PRC Policies. We are allowed to be more flexible in setting the prices of both passenger transportation and the freight transportation services as compared to other domestic railroad operators. Material changes in the policies of the PRC government that affect such preferential treatments will affect our results of operations.

Year ended December 31, 2015 compared with year ended December 31, 2014

Revenue

In 2015, our total revenue was RMB15,725.3 million, representing an increase of 6.2% from RMB14,800.8 million in 2014. Our revenue from railroad passenger transportation service, freight transportation service and railway network usage and other transportation related services was RMB6,997.6 million, RMB1,761.4 million and RMB5,874.7 million, respectively, accounting for approximately 44.5%,11.2% and 37.4% of our total revenue in 2015, respectively.

Passenger transportation. Revenue from passenger transportation accounted for 44.5% of our total revenue and 47.8% of our railroad and related business revenue in 2015. As of December 31, 2015, we operated 239 pairs of passenger trains each day, including 105 pairs of intercity high-speed passenger trains between Guangzhou and Shenzhen (including 19 stand-by pairs), 13 pairs of Hong Kong Through Trains (including 11 pairs of Canton-Kowloon Through Trains, 1 pair of Zhaoqing-Kowloon Through Trains and 1 pair of Beijing/Shanghai-Kowloon Through Trains) and 121 pairs of long-distance trains.

In 2015, the total number of our passengers was 85.4 million, representing a decrease of 5.3% from 90.1 million in 2014. Our passenger transportation revenue was RMB6,997.6 million in 2015, representing an increase of 0.1% from RMB6,988.3 million in 2014. The decrease in passenger volume was primarily due to (i) the increasing number of high-speed railways between the Pearl River-Delta Area and other major cities in China, which has greatly drawn away passengers from us and (ii) the Occupy Central movement in Hong Kong, which caused the decrease of the volume of passengers taking our Hong Kong Through Trains. The increase in revenue from passenger volume was primarily due to the commencement of service of one new pair of long-distance trains between Guangzhou and Ganzhou and three new pairs of cross-network EMU trains between Guangzhou East and Chaozhou-Shantou on September 30, 2014 and February 1, 2015 respectively.

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The following table sets forth our revenue from passenger transportation and the number of passengers for 2014 and 2015:

	Year ended December 31, 2014	Year ended December 31, 2015	Change from 2014 to 2015
Revenue from passenger transportation (RMB thousands)	6,988,288	6,997,562	0.1%
Total passengers (thousands)	90,113	85,367	(5.3%)
Total passenger-kilometers (millions)	27,954	25,989	(7.0%)
Revenue per passenger-kilometer (RMB)	0.25	0.27	8.0%

Freight transportation. Revenue from our freight transportation accounted for 11.2 % of our total revenue and 12.0 % of our railroad and related business revenue in 2015.

Revenue from our freight transportation business in 2015 was RMB1,761.4 million, a decrease of 0.1% from RMB1,763.7 million in 2014. The total tonnage of freight we transported in 2015 was 48.4 million tons, representing a decrease of 6.1% from 51.6 million tons in 2014. The decrease in freight revenue and freight volume were mainly due to the slowing economy in China, the structural adjustment in the Pearl River-Delta region and the heightened competition in the freight transportation market in 2015. Despite the fact that both freight revenue and total tonnage decreased between 2014 and 2015, the amount of total tonnage transported decreased at a greater rate than the decrease in total revenue; and there has been an increase in the unified national railway freight transportation fee by RMB0.01 per ton kilometer since February 1, 2015, as a result, revenue per ton in 2015 increased by 6.4% compared to 2014 (RMB36.4 in 2015 and RMB34.2 in 2014).

The following table sets forth our revenue from freight transportation and the volumes of commodities we shipped for 2014 and 2015:

	Year ended December 31, 2014	Year ended December 31, 2015	Change from 2014 to 2015
Revenue from freight transportation (RMB thousands)	1,763,679	1,761,449	(0.1%)
- Revenue from outbound freight transportation	590,448	565,392	(4.2%)
- Revenue from inbound and pass-through transportation	920,255	1,022,025	11.1%
- Revenue from other freight transportation services	252,976	174,032	(31.2%)
Total freight tons (thousands of tons)	51,562	48,438	(6.1%)
- Outbound freight tonnage	18,318	16,882	(7.8%)
- Inbound and pass-through freight tonnage	33,244	31,556	(5.1%)
Revenue per ton (RMB)	34.2	36.4	6.4%
Total ton-kilometers (millions)	11,435	10,874	(4.9%)
Revenue per ton-kilometer (RMB)	0.15	0.16	6.7%

Railway network usage and other transportation related services. Revenue from our railway network usage and other transportation related services accounted for 37.4% of our total revenue and 40.1% of our railroad and related business revenue in 2015. Railway network usage and other transportation related services mainly include locomotive traction, track usage, electric catenary, vehicle coupling and other services. Revenue from our railway network usages and other transportation related services business was RMB5,874.7 million in 2015, representing an increase of 16.8% from RMB5,031.2 million in 2014. The increase in revenue from railway network usage and other transportation related services was principally due to (i) an increase in the railway operation services we provided to railway companies we have been serving in the past, including but not limited to, Wuhan-Guangzhou Passenger Railway Line Co., Ltd., Guangzhou-Shenzhen-Hong Kong Express Rail Link Company Limited, Xiamen-Shenzhen Railway Company Limited and Ganzhou-Shaoguan Railway Company Limited, and (ii) the railway operating services we newly provided to Guiyang-Guangzhou Railway Company Limited and Nanning-Guangzhou Railway Company Limited.

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Other Businesses. Our other businesses mainly consist of the sale of materials and supplies, on-board catering services, labor services and other businesses related to railway transportation. Revenue from our other businesses was RMB1,091.6 million in 2015, representing an increase of 7.3% from RMB1,017.6 million in 2014, primarily because we included fueling service for locomotives and passenger cars as other businesses in 2015, which used to be categorized as part of the principal business mentioned above before then.

Operating Expenses

In 2015, our total operating expenses were RMB14,156.7 million, representing an increase of 2.9% from RMB13,752.0 million in 2014.

The following table sets forth the principal operating expenses associated with our railroad and related business, as a percentage of our railroad and related business revenue for 2014 and 2015.

	Year ended December 31,	
	2014	**2015**
Railroad and related business revenue (RMB millions)	13,783.2	14,633.7
Business tax	0.4%	0.3%
Labor and benefits	32.2%	32.6%
Equipment leases and services	26.3%	26.7%
Land use right leases	0.4%	0.4%
Materials and supplies	9.5%	8.4%
Repairs and facilities maintenance costs, excluding materials and supplies	6.6%	4.9%
Depreciation of fixed assets	10.2%	9.5%
Amortization of leasehold land payments	0.1%	0.1%
Social services expenses	0.1%	0.1%
Utility and office expenses	0.5%	0.4%
Impairment for trade and other receivables and materials and supplies		0.4%
Others	5.9%	6.1%
Operating expenses ratio(1)	92.4%	89.9%
Railroad and related business operating margin	7.6%	10.1%

(1) Total railroad operating expenses as a percentage of railroad and related business revenue.

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Railway Operating Expenses. Our total railway operating expenses increased by 3.3% to RMB13,150.4 million in 2015 from RMB12,729.8 million in 2014. This increase was driven primarily by:

Equipment leases and services. Our expenses for equipment leases and services mainly consist of railway line usage fees, train hauling fees and train leasing fees paid to other railway bureaus. In 2015, our expenses relating to equipment leases and services amounted to RMB3,908.5 million, representing an increase of 7.7% from RMB3,629.8 million in 2014. This increase was mainly due to the commencement of three newly added cross-network EMU pairs traveling across Guangzhou and Chaozhou-Shantou, the increase in leasing fees of locomotives and management fees of railway operation services settled by GRGC.

Labor and benefits. In 2015, our labor and benefits expenses amounted to RMB4,767.1 million, representing an increase of 7.3% from RMB4,441.6 million in 2014. The increase was mainly due to increases in the number of employees and the average monthly staff cost by person.

The increase in our operating expenses was partially offset by:

Materials and supplies. Our materials and supplies consist of expenses for materials, fuel, water and electricity. In 2015, our materials and supplies amounted to RMB1,224.3 million, representing a decrease of 6.5% from RMB1,310.1 million in 2014. The decrease was mainly due to the completion of certain locomotive maintenance projects in 2014 and no occurrence of similar new projects in 2015. See ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS B. Related Party Transactions and Note 36 to our audited consolidated financial statements included elsewhere in this annual report.

Repairs and facilities maintenance costs, excluding materials and supplies. In 2015, our repairs and facilities maintenance costs, excluding materials and supplies, amounted to RMB716.2 million, representing a decrease of 20.9% from RMB905.5 million in 2014. This was mainly due to a decrease of maintenance work on locomotives and rolling stock.

Impairment for trade and other receivables and materials and supplies. In 2015, our impairment for trade and other receivables and materials and supplies amounted to RMB59.6 million, approximately RMB52.8 million of which was made for reusable rail-line track materials due to the decrease in steel prices in 2015. In addition, we recognized impairment loss of approximately RMB11.3 million for certain locomotive accessories, which were no longer used for commercial operations due to technological changes and development in 2015.

Profit from Operations

Our profit from operations increased by 37.7% to RMB1,453.9 million in 2015 from RMB1,056.0 million in 2014, primarily due to the increased profit we received from railway network usage and other transportation related services in 2015.

Taxation

In 2015, according to relevant tax regulations, our subsidiaries were subject to income tax at the rate of 25%. Our income tax expense was RMB388.5 million in 2015, representing an increase of 77.0%, compared to RMB219.5 million in 2014. The increase was primarily due to the increase in our profit from operations. The effective tax rate in 2015 was 26.8%, representing an increase of 1.9% from 24.9% in 2014. The increase was mainly due to expenses and losses incurred, which are not deductible for tax assessment purposes, and reversal of deferred tax asset associated with impairment loss of investment in associates and other receivable recognized in prior years.

Profit attributable to equity holders of our Company

As a result of the above, our profit attributable to equity holders of our Company increased by 61.8% to RMB1,070.8 million in 2015 from RMB662.0 million in 2014.

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Year ended December 31, 2014 compared with year ended December 31, 2013

Revenue

In 2014, our total revenue was RMB14,800.8 million, representing a decrease of 6.3% from RMB15,800.7 million in 2013. Our revenue from railroad passenger transportation service, freight transportation service and railway network usage and other transportation related services was RMB6,988.3 million, RMB1,763.7 million and RMB5,031.2 million, respectively, accounting for approximately 47.2%, 11.9% and 34.0% of our total revenue in 2014, respectively.

Passenger transportation. Revenue from passenger transportation accounted for 47.2% of our total revenue and 50.7% of our railroad and related business revenue in 2014. As of December 31, 2014, we operated 233.5 pairs of passenger trains each day, including 105 pairs of intercity high-speed passenger trains between Guangzhou and Shenzhen (including 19 stand-by pairs), 13 pairs of Hong Kong Through Trains (including 11 pairs of Canton-Kowloon Through Trains, 1 pair of Zhaoqing-Kowloon Through Trains and 1 pair of Beijing/Shanghai-Kowloon Through Trains) and 115.5 pairs of long-distance trains.

In 2014, the total number of our passengers was 90.1 million, representing a decrease of 1.0% from 91.0 million in 2013. Our passenger transportation revenue was RMB6,988.3 million in 2014, representing a decrease of 13.3% from RMB8,058.3 million in 2013. The decrease in passenger volume was primarily due to the establishment of the four horizontal and four vertical high-speed railway network. The increasing number of high speed railways between the Pearl River Delta Area and other major cities in Mainland China is drawing away passengers from the existing railway network in the Guangzhou-Shenzhen area, especially the Guangzhou-Shenzhen Intercity Railway, with growing adverse effects on our passenger volumes. The decrease in revenue from passenger volume was primarily due to: (i) the extension of the Pilot Scheme to the railway transportation industry on January 1, 2014. Value-added tax is a tax on top of but distinct from price. According to the relevant accounting standard in the PRC and overseas, operating revenues should be recognized after deducting value-added tax. As our income and pricing scheme remained unchanged after the implementation of the Pilot Scheme, the deduction of value-added tax from income from the original pricing scheme resulted in lower revenue as compared with the same period in the prior year (ii) long-distance train services for the Guangzhou-Liuzhou route and the Shenzhen(East)-Shanghai(South) route were terminated pursuant to a nationwide railway network adjustment in 2013, which resulted in a year-on-year decrease in the relevant revenue; and (iii) the decrease in passenger volume in 2014.

The following table sets forth our revenue from passenger transportation and the number of passengers for 2013 and 2014:

	Year ended December 31,		Change from 2013 to
	2013	2014	2014
Revenue from passenger transportation (RMB thousands)	8,058,291	6,988,288	(13.3%)
Total passengers (thousands)	90,957	90,113	(0.9%)
Total passenger-kilometers (millions)	27,845	27,954	0.4%
Revenue per passenger-kilometer (RMB)	0.29	0.25	(13.8%)

Freight transportation. Revenue from our freight transportation accounted for 11.9% of our total revenue and 12.8% of our railroad and related business revenue in 2014.

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Revenue from freight transportation business in 2014 was RMB1,763.7 million, an increase of 10.0% from RMB1,603.3 million in 2013. This increase in freight revenue was mainly due to (i) on November 30, 2013, we acquired the container transportation related cargo business and assets originally owned by Dalang Handling Station of CRC, resulting in a year-on-year increase in related revenues; (ii) freight transportation related services and revenues, such as retrieval and delivery of goods and cargo handling, was reclassified as freight transportation services and revenues, under the One Price Policy implemented on June 15, 2013; and (iii) since February 15, 2014, the unified national railway freight transportation fee has been increased by 1.5 cents per ton kilometer. The freight transportation of Beijing-Guangzhou railway Guangzhou-Pingshi section, which we operate, has adopted a unified fee. The total tonnage of freight we transported in 2014 was 51.6 million tons, representing a decrease of 13.4% from 59.6 million tons in 2013. This decrease in freight volume was mainly due to (i) factors including the slowdown of economic growth in China and the economic shift of the industry structure towards technology-driven business in the Pearl River Delta region, which contributed to a decrease of goods volume transported via the railway network; and (ii) Guangzhou-Zhuhai Railway, which has been drawing away freight transportation demand from the Guangzhou-Shenzhen area since commencing operations.

The following table sets forth our revenue from freight transportation and the volumes of commodities we shipped for 2013 and 2014:

	Year ended December 31, 2013	Year ended December 31, 2014	Change from 2013 to 2014
Revenue from freight transportation (RMB thousands)	1,603,288	1,763,679	10.0%
- Revenue from outbound freight transportation	527,412	590,448	12.0%
- Revenue from inbound and pass-through transportation	904,908	920,255	1.7%
- Revenue from other freight transportation services	170,968	252,976	48.0%
Total freight tons (thousands of tons)	59,556	51,562	(13.4%)
- Outbound freight tonnage	20,344	18,318	(10.0%)
- Inbound and pass-through freight tonnage	39,212	33,244	(15.2%)
Revenue per ton (RMB)	26.9	34.2	27.1%
Total ton-kilometers (millions)	13,293.8	11,426.0	(14.1%)
Revenue per ton-kilometer (RMB)	0.12	0.15	25%

Railway network usage and other transportation related services. Revenue from our railway network usage and other transportation related services accounted for 34.0% of our total revenue and 36.5% of our railroad and related business revenue in 2014. Railway network usage and other transportation related services mainly include locomotive traction, track usage, electric catenary, vehicle coupling and other services. Revenue from our railway network usages and other transportation related services business was RMB5,031.2 million in 2014, representing a decrease of 0.1% from RMB5,034.7 million in 2013. The decrease in revenue from railway network usage and other transportation related services was principally due to (i) the reduction in the revenues after November 30, 2013, when we acquired the container transportation related cargo business and assets originally operated by Dalang Handling Station of CRC, and the baggage and parcel transportation business operated by CRC Express Co. Ltd Guangzhou Branch; (ii) the Pilot Scheme, which was implemented for the railway transportation industry from January 1, 2014. Value-added tax is a tax on top of but distinct from price. According to the relevant accounting standard in the PRC and overseas, operating revenues should be recognized after deducting value-added tax. As our income and pricing scheme remained unchanged after the implementation of the Pilot Scheme, the deduction of value-added tax from income from the original pricing scheme resulted in lower revenue as compared with the same period in the prior year; and (iii) the drop in the prices for the national railway network usage services.

Other Businesses. Our other businesses mainly consist of the sale of materials and supplies, maintenance of trains, on-board catering services, labor services and other businesses related to railway transportation. Revenue from our other businesses was RMB1,017.6 million in 2014, representing a decrease of 7.9% from RMB1,104.4 million in 2013, primarily because freight transportation related services and revenues, such as retrieval and delivery of goods and cargo handling, was reclassified as freight transportation services and revenues, under the One Price Policy implemented on June 15, 2013.

Operating Expenses

In 2014, our total operating expenses were RMB13,752.0 million, representing a decrease of 1.3% from RMB13,927.4 million in 2013.

The following table sets forth the principal operating expenses associated with our railroad and related business, as a percentage of our railroad and related business revenue for 2013 and 2014.

	Year ended December 31,	
	2013	**2014**
Railroad and related business revenue (RMB millions)	14,696.3	13,783.2
Business tax	2.4%	0.4%
Labor and benefits	26.8%	32.2%
Equipment leases and services	28.4%	26.3%
Land use right leases	0.4%	0.4%
Materials and supplies	10.8%	9.5%
Repairs and facilities maintenance costs, excluding materials and supplies	3.4%	6.6%
Depreciation of fixed assets	9.5%	10.2%
Amortization of leasehold land payments	0.1%	0.1%
Social services expenses	0.5%	0.1%
Utility and office expenses	0.5%	0.5%
Others	5.0%	5.9%
Operating expenses ratio[(1)]	87.6%	92.4%
Railroad and related business operating margin	12.4%	7.6%

(1) Total railroad operating expenses as a percentage of railroad and related business revenue.

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Railway Operating Expenses. Our total railway operating expenses decreased by 1.2% to RMB12,729.8 million in 2014 from RMB12,878.8 million in 2013. This decrease was driven primarily by:

Equipment leases and services. Our expenses for equipment leases and services mainly consist of railway line usage fees, train hauling fees and train leasing fees paid to other railway bureaus. In 2014, our expenses relating to equipment leases and services amounted to RMB3,629.8 million, representing a decrease of 3.6% from RMB4,166.3 million in 2013. This was mainly due to a reduction in our long-distance services and a nation-wide decrease in the prices of railway network usage which resulted in a subsequent decrease in the leasing of equipment and related service charges.

Business tax. In 2014, our business tax amounted to RMB61.0 million, representing a decrease of 82.9% from RMB357.8 million in 2013. The decrease was mainly due to the implementation of the Pilot Scheme on January 1, 2014 such that the revenue from railway transportation is no longer subject to business tax.

Materials and supplies. Our materials and supplies consist of expenses for materials, fuel, water and electricity. In 2014, our materials and supplies amounted to RMB1,310.1 million, representing a decrease of 17.5% from RMB1,587.3 million in 2013. The decrease was mainly due to the implementation of the Pilot Scheme on January 1, 2014, decreased tax burden on procurement of supplies, and lowered workload on locomotive-towing services.

The decrease in our operating expenses was partially offset by:

Labor and benefits. In 2014, our labor and benefits expenses amounted to RMB4,441.6 million, representing an increase of 12.9% from RMB3,932.1 million in 2013. The increase was mainly due to an increase in the number of employees, an industry-wide pay-raise, increases in the contributions to the housing fund and social insurance and an increase in the salary and compensation expenses.

Repairs and facilities maintenance costs, excluding materials and supplies. In 2014, our repairs and facilities maintenance costs, excluding materials and supplies, amounted to RMB905.5 million, representing an increase of 80.5% from RMB501.7 million in 2013. This was mainly due to an increase of maintenance work on EMU, locomotives and passenger compartments.

Profit from Operations

Our profit from operations decreased by 44.1% to RMB1,056.0 million in 2014 from RMB1,888.2 million in 2013, primarily due to the extension of the Pilot Scheme to the railway transportation industry on January 1, 2014. As a result, our operating revenues shrank significantly during the reporting period as compared with the previous year, resulting in a sharp decline in profit year-on-year despite only a slight decline in operating costs.

Taxation

In 2014, according to relevant tax regulations, our subsidiaries were subject to income tax at the rate of 25%, except for one subsidiary which was subject to income tax rate of 20%. Our income tax expense was RMB219.5 million in 2014, representing a decrease of 49.0%, compared to RMB430.7 million in 2013. The decrease was primarily due to the decrease in our profit from operations.

Profit attributable to equity holders of our Company

As a result of the above, our profit attributable to equity holders of our Company decreased by 48.0% to RMB662.0 million in 2014 from RMB1,273.8 million in 2013.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with IFRS. Our principal accounting policies are set out in Note 2 to our audited consolidated financial statements included elsewhere in this annual report. IFRS also requires us to exercise our judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 to our audited consolidated financial statements included elsewhere in this annual report. Although these estimates are based on our best knowledge of current events and actions, actual results ultimately may differ from those estimates.

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Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of our activities. Revenue is shown net of value-added tax, rebates and discounts and after eliminating our sales.

We recognize revenue when the services are rendered and the amount of revenue can be reliable measured, future economic benefits will probably flow to the entity with reasonably certainty, and specific criteria have been met for each of our activities as described below. The recognition also involves use of estimates exercised by management based on historical results, takes into consideration the different type of customers, transactions and the specifics of each arrangement.

(a) Revenue from railroad and related business

Revenue from passenger transportation

The passenger transportation is generally classified by transportation business of Guangzhou-Shenzhen inter-city express trains, long-distance trains and Guangzhou-Hong Kong city through trains. These services are provided in cooperation with other railway companies in PRC and the corresponding revenue information is captured and processed by CRC through a central clearance system.

Revenues are recognized on a monthly basis when the train transportation services are rendered within the month, i.e. upon the passenger tickets with fixed prices and dates of travel, which are non-refundable and non-reschedulable, are sold and the respective trains have reached the prescribed destinations within that particular month, as well as upon approval and notification is made by CRC on a monthly basis (the CRC Monthly Statement) for transactions completed within that month and when the amounts of revenue can be reliably measured and collectability is certain. The revenue is presented net of value-added tax but before deduction of any sales handling commissions.

Revenue from freight transportation

We also operate with other railway companies in PRC for the provision of freight transportation services. Service information and computation of the attributable revenues entitled by us are processed by the central clearance system of CRC on a monthly basis. Revenue from outbound and inbound freight transportation with ports of loading and discharge located at railway lines owned and operated by us; pass-through transportation with freight trains passing through railway lines owned and operated by us; as well as goods loading and discharge services rendered at ports located at railway lines owned by us, are recognized, on a monthly basis, when the goods are delivered to the ports of discharge within a month, or when the loading/discharge services are rendered, and when the amounts are approved and notified in the CRC Monthly Statement, upon which the amounts can be reliably measured and collectability is certain.

The revenues are presented at the gross amounts of the attributable freight charges computed from the standard freight charges imposed by CRC.

Revenue from railway network usage and other transportation related business

Revenue from railway network usage and other transportation related business, mainly consist of network usage services (locomotive traction, track usage and electric catenary service, etc.) and railway operation services and other services, are rendered by us together with other railway companies in PRC. The information relating to network usage service is captured and processed by the central clearance system of CRC. The revenue from network usage services are recognized on a monthly basis, when the services are rendered within that month and revenue can be reliably measured, i.e. upon approval and notification made in the CRC Monthly Statement, for the transactions completed within that month, when the respective revenue amounts can be reliably measured and when collectability is certain. Railway operation services and other services are rendered solely by us and they are recognized when the services are rendered and revenue can be reliably measured. All proceeds are collected by us directly.

The operations of our railway and related business form part of the nationwide railway system in PRC and they are supervised and governed by CRC. We render the passenger transportation and freight transportation services in cooperation with other railway companies and the related service fees and charges are collected either by us or by other railway companies. In addition, we also receive service fees and charges for on behalf of other railway companies. The respective fares and charges of the services, fee sharing basis, and processing of the respective revenue sharing among different railway companies are done centrally by a central clearance system operated by CRC. We record revenues based on the amounts of attributable revenue approved and notified in the CRC Monthly Statement for services undertaken by us completed within the specific month, upon then the revenues can be reliably measured and collectability is certain. The respective share of revenues, in excess of amount collected by us, are credited by CRC to bank accounts maintained by us. In the case that the attributable amount is less than the amount collected by us, we remit the surplus to CRC.

(b) Revenue from other businesses

Revenue from other business mainly consist of on-board catering services, leasing, sales of materials, sale of goods and other businesses related to railway transportation. Revenues from on-board catering services are recognized when the related services are rendered. Revenues from sales of materials and supplies and sale of goods are recognized when the respective materials and goods are delivered to customers. Revenue from operating lease arrangements on certain properties and locomotives is recognized on a straight-line basis over the period of the respective leases.

The subsidiaries of the Group also offer various insignificant auxiliary services to facilitate the other businesses undertaken by the Company.

Fixed assets

The railway industry is capital intensive. Under IFRS, fixed assets are initially recorded at historical cost with the balance subsequently adjusted for depreciation and impairment. Historical cost represents expenditure that is directly attributable to the acquisition of the items (for the case of fixed assets acquired by us from GRGC during the Restructuring, the revaluated amount in the Restructuring was deemed costs).

Subsequent costs are included in the asset s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the comprehensive income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the cost amount, after taking into account the estimated residual value of not more than 4% of cost, of each asset over its estimated useful life. The estimated useful lives are as follows:

Buildings *(Note a)*	20 to 40 years
Track, bridges and service roads (*Note a*)	16 to 100 years
Locomotives and rolling stock	20 years
Communications and signaling systems	8 to 20 years
Other machinery and equipment	4 to 25 years

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Note a: The estimated useful lives of some buildings, tracks, bridges and service roads exceed the initial lease periods of the land use rights from operation lease; and the initial period of certain land use right acquired, on which these assets are located.

Pursuant to the relevant laws and regulations in the PRC governing the land use right lease grants, we are able to apply and renew the respective leases of the land use right acquired for periods of more than 50 years with additional consideration to be paid. In addition, based on the provision of the land use right operating lease agreement entered into with the single largest shareholder, we can renew the lease at its own discretion upon expiry of the operating lease term. Based on the above consideration, our directors consider the current estimated useful lives of those assets to be reasonable.

The assets residual values and estimated useful lives are reviewed, and adjusted if appropriate, at the end of each year.

An asset s carrying amount is written down immediately to its recoverable amount if the asset s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within other income and other gains/(losses) - net , included in the comprehensive income statement.

Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and we will comply with all attached conditions.

Government grants relating to costs are deferred and recognized in the comprehensive income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the comprehensive income statement on a straight-line basis over the expected lives of the related assets.

Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

A provision for impairment of receivables is established when there is objective evidence to prove the following:

- significant financial difficulty of the issuer or obligor;

- a breach of contract, such as a default or delinquency in interest or principal payments;

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we, for economic or legal reasons relating to the borrower s financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;

it becomes probable that the borrower will enter bankruptcy or other financial reorganization;

the disappearance of an active market for that financial asset because of financial difficulties; or

observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:

(i) adverse changes in the payment status of borrowers in the portfolio; and

(ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The amount of the loss is measured as the difference between the asset s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset s original effective interest rate.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

We derecognize financial liability when, and only when, our obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Goodwill

Goodwill represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of our share of identifiable net assets acquired. Goodwill arising from acquisitions of subsidiaries business is disclosed separately on the balance sheet.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognized immediately as an expense and is not subsequently reversed.

Impairment of investment in subsidiaries, associates and non-financial assets other than goodwill

Impairment testing of the investments in subsidiaries or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee s net assets including goodwill.

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Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the consolidated comprehensive income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in PRC where our subsidiaries and associates operate and generate taxable income. We periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in our subsidiaries, and associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by us and it is probable that the temporary difference will not reverse in the foreseeable future. Generally we are unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives us the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from our associate s undistributed profits is not recognized.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in our subsidiaries, and associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

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(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Employee benefits

(a) Defined contribution plan

We pay contributions to defined contribution schemes operated by the local government for employee benefits in respect of pension and unemployment. We also pay contributions to defined contribution schemes operated by Guangzhou Railway Group for employee supplementary pension benefit. We have no further payment obligations once the contributions have been paid. The contributions to the defined contribution schemes are recognized as staff costs when they are due.

(b) Termination benefits

Termination benefits are payable when employment is terminated by us before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. We recognize termination benefits at the earlier of the following dates: (a) when we can no longer withdraw the offer of those benefits; and (b) when we recognize costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Critical Accounting Estimates and Judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

We make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

(a) Depreciable lives of fixed assets

The estimate of depreciable lives of fixed assets, especially tracks, bridges and service roads, was made by our Directors with reference to the following: (1) the historical usage of the assets; (2) their expected physical wear and tear; (3) results of recent durability assessment performed; (4) technical or commercial obsolescence arising from changes or improvements in production of similar fixed assets; (5) our right to renew the land use right grants and the land use right lease on which these assets are located; (6) the changes in market demand for, or legal or comparable limits imposed on, the use of such fixed assets. The useful lives and residual values for the year have been reviewed by our directors and no change was made in the current year.

See ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS A. Operating Results Critical Accounting Policies and Estimated Fixed Assets and Note 2.6 to our consolidated financial statements included elsewhere in this annual report for the current estimated useful lives of fixed assets. If the estimated depreciable lives of tracks, bridges and service roads had been extended/shortened by 10%, the depreciation expenses of fixed assets for the year ended December 31, 2015 would have been decreased/increased by approximately RMB19.4 million and RMB23.7 million, respectively, compared to RMB19.1 million and RMB23.4 million in 2014, respectively.

(b) Impairment assessment of goodwill

We test annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9 to our consolidated financial statements included elsewhere in this annual report. The recoverable amounts of CGUs have been determined based on value-in-use calculations. These calculations require the use of estimates. See Note 9 to our consolidated financial statements included elsewhere in this annual report.

(c) Impairment assessment of non-financial assets (other than goodwill)

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, management has to exercise judgment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rate or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

(d) Impairment of receivables

We make provision for impairment of receivables based on an assessment of the recoverability of trade and other receivables with reference to the extent and duration that the amount will be recovered. Provisions are applied where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables and the impairment charge in the period in which such estimate has been changed.

Recently adopted accounting standards

In the current year, we have adopted the following new and revised standards, and amendments to existing standards which are mandatory for the financial year beginning January 1, 2015:

Amendment to IAS 19 on contributions from employees or third parties to defined benefit plans distinguishes between contributions that are linked to service only in the period in which they arise and those linked to service in more than one period. The amendment allows contributions that are linked to service, and do not vary with the length of employee service, to be deducted from the cost of benefits earned in the period that the service is provided. Contributions that are linked to service, and vary according to the length of employee service, must be spread over the service period using the same attribution method that is applied to the benefits.

Amendments from annual improvements to IFRSs 2010 - 2012 Cycle, on IFRS 8, Operating segments, IAS 16, Property, plant and equipment and IAS 38, Intangible assets and IAS 24, Related party disclosures.

Amendments from annual improvements to IFRSs 2011 - 2013 Cycle, on IFRS 3, Business combinations, IFRS 13, Fair value measurement.

The adoption of the above new/revised standards had no significant financial effect on our consolidated financial statements.

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New accounting pronouncements

The following new standards, amendments and interpretations have been issued as of December 31, 2015 but are not yet effective for IFRS financial statements for the year ended December 31, 2015:

	Effective for annual periods beginning on or after
Annual improvements to IFRSs 2012-2014 Cycle	January 1, 2016
Amendment to IFRS 11 on accounting for acquisitions of interests in joint operations	January 1, 2016
Amendments to IAS 1 Disclosure Initiative	January 1, 2016
Amendments to IAS 16 and IAS 38 on clarification of acceptable methods of depreciation and amortization	January 1, 2016
Amendments to IFRS 10 and IAS 28 on sale or contribution of assets between an investor and its associate or joint venture	January 1, 2016
Amendment to IAS 27 on equity method in separate financial statements	January 1, 2016
Amendments to IFRS 10 , IFRS 12 and IAS 28 on investment entities: applying the consolidation exception	January 1, 2016
IFRS15 Revenue from Contracts with Customers	January 1, 2018
IFRS 9 Financial Instruments	January 1, 2018
IFRS16 Leases	January 1, 2019

Our management is in the process of making an assessment of the impact of the above new and amended standards and is not yet in a position to state what impact they would have, if any, on our results of operations and financial position.

B. Liquidity and Capital Resources

Our principal source of capital has been cash flow from operations and cash flow from financing activities, and our principal uses of capital are to fund capital expenditures, investment and payment of taxes and dividends.

We generated approximately RMB2,259.7 million of net cash flow from operating activities in 2015. Substantially all of our revenue was received in cash, with accounts receivable arising primarily from long-distance passenger train services provided and pass-through freight transactions originating from other railway companies whose lines connect to our railroad. Similarly, some accounts payable arise from payments for railroad transportation services that we collect on behalf of other railroad companies and should pay to these companies. Accounts receivable and payable were generally settled either quarterly or monthly between us and the other railroad companies. Most of our revenue generated from our other businesses was also received in cash. We also have accounts payable associated with the purchase of materials and supplies in our other businesses.

In 2015, other than operating expenses, our cash outflow mainly related to the following:

- capital expenditures of approximately RMB1,292.3 million, representing an increase of 29.3% from RMB999.6 million in 2014;

- payment of dividends of approximately RMB354.7 million; and

- income tax expenses of approximately RMB260.7 million.

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Our capital expenditures for 2015 consisted primarily of the following projects:

- improvement of the computer interlocking system for Shaoguan East Station;
- the reconstruction of the section from Guangzhou East Station to Xintang Station of Guangsheng Line III and IV; and
- the addition of Pinghu intercity station to Guangshen line I and II.

Funds not required for immediate use are kept in short-term investments and bank deposits. We had cash and cash equivalents of approximately RMB2,220.8 million as of December 31, 2015.

As of December 31, 2015, we did not have any entrusted deposits placed with any financial institutions in the PRC and we did not engage in any trust business.

As of December 31, 2015, we did not have any banking facilities.

Cash Flow

Our net cash and cash equivalents as of December 31, 2015 increased by approximately RMB555.7 million from December 31, 2014. Our principal source of capital was revenue generated from operating activities.

The following table sets forth certain items in our consolidated cash flow statements for 2013, 2014 and 2015, and the percentage change in these items from 2014 to 2015:

	Year ended December 31,			Change from 2014 to 2015
	2013	2014 (RMB thousands)	2015	
Net cash generated from operating activities	1,883,411	1,945,576	2,259,691	16.1%
Net cash (used in)/generated from investing activities	(1,572,961)	3,373,821	(1,349,235)	N/A
Net cash used in financing activities	(572,785)	(4,067,018)	(354,710)	(91.3%)
Net (decrease) /increase in cash and cash equivalents	(262,335)	1,252,379	555,746	N/A

Our net cash inflow from operating activities increased to RMB2,259.7 million in 2015 from RMB1,945.6 million in 2014, primarily due to (i) the increase of our revenue in 2015, which further increased our net cash inflow by RMB99.2 million, (ii) the decrease of cash payments of income tax by RMB47.3 million in 2015 compared to 2014, and (iii) the payment of RMB167.7 million interest accrued from the RMB3.5 billion bond that was repaid in December 2014 and no occurrence of new long-term debts or other interest in 2015. Our net cash inflow from operating activities increased to RMB1,945.6 million in 2014 from RMB1,883.4 million in 2013, primarily due to (i) the extension of the Pilot Scheme to the railway transportation industry, which greatly reduced our operating income during the reporting period, (ii) an increase in trade payables of RMB514.3 million in 2014, primarily due to the Pilot Scheme, (iii) a decrease in prepayments and other receivables of RMB15.1 million, primarily due to the Pilot Scheme, (iv) a decrease in employee benefits obligations of RMB7.9 million and (v) interest income of RMB90.1 million.

Our net cash used in investment activities in 2015 was RMB1,349.2 million and our net cash from investment activities was RMB3,373.8 million in 2014, primarily due to the collection of deposit of fixed terms over three months at the end of 2015 and increase in expenses on investment of fixed assets.

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Our net cash used in investment activities was RMB1,573.0 million in 2013, primarily due to a decrease in short-term deposits with maturities more than three months.

Our net cash used in financing activities decreased to RMB354.7 million in 2015 from RMB4,067.0 million in 2014, primarily due to the repayment of the medium-term notes with face value of RMB3.5 billion at the end of 2014 and no occurrence of cash outflow for financing activities in 2015.

Our net cash used in financing activities significantly increased to RMB4,067.0 million in 2014 from RMB572.8 million in 2013, primarily due to the repayments of bond payables of RMB3.5 billion.

Our working capital was mainly used for capital expenditures, operating expenses and payment of taxes and dividends and investments. In 2015, our expenses for the purchase of fixed assets and payments for construction-in-progress totaled RMB1,292.3 million. In addition, we paid RMB260.7 million for income taxes and approximately RMB354.2 million for dividends.

We believe we have sufficient financial resources to meet our operational and development requirements in 2016.

C. Research and Development, Patents and Licenses, etc.

We do not generally conduct our own research and development with respect to major capital projects. In the past, in connection with our high-speed train and electrification projects, our predecessor relied upon the engineering and technical services of various research and design institutes under the CRC. In recent years, we conducted limited research and development activities in connection with the implementation of automated ticketing, including the development of related computer software.

We do not anticipate a significant need for research and development services in the foreseeable future, and do not expect to require any such services in connection with our other businesses. To the extent that these services are needed, we expect to engage outside service providers to satisfy this need. In connection with major engineering and construction projects, as well as major equipment acquisitions, we intend to conduct technical research and feasibility studies with relevant engineering service organizations, so as to ensure the cost-effectiveness of our capital expenditures.

D. Trend Information

The Pearl River Delta remains one of China s fastest growing economic regions. We believe that various factors, including the increasing economic cooperation within the Pearl River Delta region and its adjacent areas, the Relaxed Individual Travel program, the improvement of the subway system in Shenzhen and Guangzhou, will continue to increase passenger travel and freight transportation within our service region. We expect the PRC government s current economic, import and export, foreign investment and infrastructure policies to generate additional demand for transportation services in our service areas. These policies and measures may have both positive and negative effects on our business development. They are expected to promote economic growth and create new demand for our transportation services.

At the same time, however, with the improvement of highway and waterway transportation facilities, we anticipate additional competition. In addition, the economic measures PRC government implemented to manage its economy may have an impact on our business and results of operations in 2016. In addition, any change of the benchmark interest rates set by the PRC government and the implementation of other applicable policies may have an impact on our business and results of operations in 2016.

While the PRC government is in the progress of lessening restrictions on foreign investment, the opening up of domestic railway transportation will be gradual and we expect competition from foreign and domestic railway to be limited in the short term. In addition, as the PRC government lifts control over foreign investments, including allowing foreign participation in railway construction, our competitive position in our service region may be challenged by foreign strategic investment.

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In addition, the global financial crisis and economic downturn since 2008 had adversely affected economies and businesses around the world, including in China. This change in the macro-economic conditions had an adverse impact on our business and operations by causing a decrease in the number of passengers and the volume of freight that we transported in 2009. Although the economy in China, as well as in many other places around the world, has recovered since the second half of 2009, the sustainability of these recoveries is uncertain due to escalating concerns regarding Europe s sovereign debt crisis, the stability of the Eurozone and sustainability of high rates of growth in China.

Looking into 2016, we believe China remains in a strategic opportunity phase for its development even though the rate of growth in China may not be maintained at historical levels. Under the background of the steady growth of China s economy and its stable social situation, the railway transportation industry is expected to develop in a more scientific, orderly, sustained and stable manner in 2016, with continuous growth of the railway network and transportation capacity, as well as volume of passengers and freight.

E. Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

F. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations, capital commitments and operating lease commitments as of December 31, 2015 for the periods indicated.

	Payment due by period (RMB thousands)				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**
Capital Expenditure Obligation[(1)]	304,199	304,199			
Operating Lease Obligations[(2)]	814,000	74,000	148,000	148,000	444,000
Total	1,118,199	378,199	148,000	148,000	444,000

(1) See Note 35(a) to our audited consolidated financial statements, Capital Commitments .

(2) See Note 35(b) to our audited consolidated financial statements, Operating Lease Commitments .

Based on the current progress of our new projects, we estimate that our capital expenditures for 2016 will amount to approximately RMB2.27 billion and will consist primarily of the following projects:

- the reconstruction of the section from Guangzhou East Station to Xintang Station of Guangshen Line to be connected with Guangzhou-Dongguan-Shenzhen Intercity Passenger Lines;
- the addition of Pinghu Intercity Station to Guangshen line I and II;
- the addition of the Inspection Depot of Guangzhou East EMUs Operation Room;
- the improvement of railway catenary; and

the replacement of steel tracks, railroad switches and railroad switch ties.

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G. Safe Harbor
See Forward-Looking Statements.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management
Directors

Our board of directors is composed of six non-independent directors and three independent directors. Except for Mr. Wu Yong and Mr. Chen Jianping, all of our directors were elected or re-elected at our annual shareholders general meeting held on May 29, 2014 by cumulative voting. Mr. Wu Yong was elected as a director at our shareholders extraordinary general meeting on December 16, 2014 and then the Chairman of the Board of Directors at a Board meeting on December 18, 2014. Mr. Chen Jianping was elected as a director at our annual shareholders general meeting held on May 28, 2015. The business address of each of our directors is No. 1052 Heping Road, Shenzhen, People s Republic of China 518010.

The table below sets forth the information relating to our directors as of April 27, 2016:

Name	Age	Position	Date First Elected or Appointed
Wu Yong	52	Chairman of the Board of Directors	2014
Shen Yi	60	Executive Director	2008
Sun Jing	50	Director	2012
Yu Zhiming	57	Director	2008
Chen Jianping	49	Director	2015
Luo Qing	50	Executive Director	2009
Chen Song	43	Independent Non-executive Director	2014
Jia Jianmin	58	Independent Non-executive Director	2014
Wang Yunting	57	Independent Non-executive Director	2014

Wu Yong is our Chairman. Mr. Wu holds a bachelor s degree and is a senior engineer. He started his career in July 1986, and served as chief of the track divisions of Suxian, Huaibei, Fuyang and Suzhou of Bengbu Sub-bureau of Shanghai Railway Bureau, the bureau chief assistant and deputy bureau chief of Benghu Sub-bureau of Shanghai Railway Bureau, commander chief of Hefei-Wuhan Railway Engineering Construction Headquarters of Shanghai Railway Bureau, the bureau chief assistant, deputy bureau chief and executive deputy bureau chief of Wuhan Railway Bureau, and the bureau chief and deputy party secretary of Chengdu Railway Bureau. Since August 2014, he has been the chairman and general manager of Guangzhou Railway (Corporation) Company (GRGC) and deputy secretary of the party committee.

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Shen Yi is our executive Director. Mr. Shen holds a bachelor s degree. He has more than 30 years of experience in railway transportation management and has served at different railway stations and sections, Railway Sub-bureaus and Railway Bureaus. He was general manager of Hong Kong Qiwen Trade Company Limited, Guangmeishan Railway Company Limited, Huaihua Railway Company of GRGC and Shichang Railway Company Limited. He was a general manager of our Company from October 2008 to December 2015.

Sun Jing is our non-executive Director. Mr. Sun holds a bachelor s degree and a master s degree and is a senior engineer. Before June 2004, Mr. Sun worked at the northern locomotive section of Zhengzhou Sub-bureau of Zhengzhou Railway Bureau, locomotive department of Zhengzhou Railway Bureau and Yueshan locomotive section of Zhengzhou Sub-bureau of Zhengzhou Railway Bureau. From June 2004 to March 2007, he has served as division chief of the locomotive department of Zhengzhou Railway Bureau. He was an assistant to the director of Zhengzhou Railway Bureau from April 2007. He has been served as deputy general manager of GRGC since May 2007.

Yu Zhiming is our non-executive Director. Mr. Yu holds a bachelor s degree and a master s degree and is a senior accountant. He has many years of experience in finance. Before April 2008, he served as director of the Sub-division of Finance of Wuhan Railway Sub-bureau of Zhengzhou Railway Bureau, the director of the finance department of Wuhan Railway Bureau, director of capital settlement center of Wuhan Railway Bureau and the standing vice-director of capital settlement center of MOR. Since April 2008, he has been chief accountant of GRGC.

Chen Jianping is our non-executive Director. Mr. Chen holds a bachelor s degree and a master s degree and is a political engineer. Mr. Chen served as a Supervisor representing employees of the Company before being elected as our non-executive Director. Mr. Chen worked with the First High School of Guangzhou Railway and Locomotive Sports Association of GRGC and is working with GRGC. From 1997 to 2007, Mr. Chen served as the office secretary of the trade union of GRGC, director of the logistics department of our Company, deputy secretary of the Party Work Committee and concurrently the secretary of the committee for disciplinary inspection of the passenger transportation business unit of our Company, deputy office manager of our Company and chairman of the trade union of the mechanized line center of GRGC. From 2007 to October 2012, Mr. Chen served as the section chief of Guangzhou Passenger Transportation Division. From November 2012 to October 2013, he was the general manager of diversified operation and development center, deputy secretary of the Party Work Committee and director of various operation and management offices of GRGC. From November 2013 to September 2014, he was the stationmaster of Shenzhen North Station and deputy secretary of the Party Work Committee of our Company. Since October 2014, Mr. Chen has been the chief of the passenger transportation department of GRGC.

Luo Qing is our executive Director. Mr. Luo holds a bachelor s degree and a master s degree and is a political engineer. Before April 2006, he served as sportsman, coach and secretary-general of Guangdong Physical Culture and Sports Team, labor union of Guangzhou Railway Sub-bureau of Guangzhou Railway Bureau, labor union of YangCheng Railway Company of GRGC, Locomotive Sports Association of YangCheng Railway Company of GRGC and Locomotive Sports Association of GRGC. Between April 2006 and October 2008, he was the chief of the organization department of trade union of GRGC. From November 2008 to April 2010, he served as the chairman of the trade union of our Company. Since May 2010, he has been the deputy secretary of the party and working committee and secretary of the discipline inspection and working commission of our Company and also the chairman of the trade union of our Company.

Chen Song is our independent non-executive Director. Mr. Chen holds a doctorate degree and is a certified public accountant of China and a certified internal auditor registered in the U.S. Mr. Chen was a teacher in higher mathematics and pharmaceutical machinery in Guangdong Food and Drug Vocational College, the tutor for MBA and EMBA in Management School of Sun Yat-sen University, managerial trainee in P&G (China) Investment Limited Company, financial analysis manager in Crest Oral Department, financial supervisor of business department, CFO, executive director of Heinz (China) Investment Co., Ltd., chief financial officer of Ren Coty (China) and a director and general manager of its cosmetics division, financial supervisor of Greater China Region in Boer CMC Markets Asia Pacific Pty Ltd. He currently serves as deputy general manager and CFO of Chongqing Brewery Co., Ltd.

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Jia Jianmin is our independent non-executive Director. Mr. Jia holds a master s degree and doctorate degree. He was a member of The National Natural Science Foundation of Department of Management Science Advisory Committee of Experts, a member of China National MBA Education Supervisory Committee and a Scholar Director of MSI USA. He has served companies including Hutchison Whampoa, China Telecom, China Mobile, China Citic Bank, IBM, China Rail, CSR and CNR. He is a professor and chairman of the Department of Marketing of Faculty of Business Administration of The Chinese University of Hong Kong and holds the title of Changjiang Scholar Professor of the Ministry of Education of PRC.

Wang Yunting is our independent non-executive Director. Mr. Wang holds a bachelor s degree and an EMBA degree. Mr. Wang was the vice general manager of China Commercial Foreign Trade Corporation, Ltd. (Shenzhen) and vice general manager of Beijing Capital Huayin Group. He is now a director of Shaanxi Fortune Investment Limited.

Supervisors

The table below sets forth the information relating to our supervisors as of April 27, 2016.

Name	Age	Position	Date First Elected or Appointed
Liu Mengshu	52	Chairman of the supervisory committee.	2014
Chen Shaohong	49	Supervisor	2008
Shen Jiancong	47	Supervisor	2011
Li Zhiming	54	Supervisor	2005
Zhou Shangde	45	Supervisor	2015
Song Min	45	Supervisor	2014

Liu Mengshu is chairman of our supervisory committee. Mr. Liu holds a bachelor s degree and is an engineer. He served in the Huaihua Sub-bureau of Guangzhou Railway Bureau and GRGC Changsha headquarters. He served in GRGC as the head of the director of organization of the party committee of GRGC from November 2004 to April 2006, as head of the GRGC party committee s propaganda department from April 2006 to September 2008 and as GRGC s office director from September 2008 to December 2013. Since December 2013, he has been the deputy secretary of CPC and the secretary of Committee for Discipline Inspection of GRGC.

Chen Shaohong is our Supervisor. Mr. Chen holds a bachelor s degree and is an economist. Mr. Chen has been engaged in the research and practice of enterprise management for a long time. Before April 2006, he has been vice-section chief and section chief of mechanism reform section of corporate management office, vice-director of corporate management office and vice-director of corporate management and legal affairs department of GRGC. From April 2006 to May 2008, he served as director of corporate management and legal affairs department of GRGC. Since June 2008, Mr. Chen has been vice-chief economist and director of corporate and legal affairs department of GRGC.

Shen Jiancong is our Supervisor. Mr. Shen holds a bachelor s degree and is an economist. Before March 2011, Mr. Shen has worked as secretary of Chinese Youth League of the Guangzhou mechanical refrigerator car depot of Guangzhou Sub-bureau of Guangzhou Railway Bureau, deputy director and director of division of personnel of GRGC, deputy director of Division of Human Resources of GRGC, concurrently as deputy director of organization department of Party Committee of GRGC and secretary of CPC committee and vice stationmaster of Shenzhen Station of our Company. He has been director of division of human resources and director of organization department of party committee of GRGC since March 2011.

Li Zhiming is our Supervisor. Mr. Li holds a bachelor s degree and is an accountant. Before 1996, Mr. Li had served in various managerial positions in Hengyang Railway Sub-bureau of Guangzhou Railway Bureau and Changsha Railway Company of GRGC. From 1996 to March 2005, he was chief of Finance Sub-division of Changsha Railway Company of GRGC. Since April 2005, Mr. Li has been deputy chief and chief of the audit department of GRGC.

Zhou Sangde is our Supervisor and represents employees of our Company. Mr. Zhou holds a master s degree and is a political engineer. Mr. Zhou used to serve as the secretary of the Communist Youth League of Sungang Station (formerly known as the Shenzhen North Station), deputy chief of the organization and human resources department, director of the party committee office, and chairman of the trade union of the integrated service center of our Company. From July 2007 to March 2011, Mr. Zhou was transferred to GRGC and served as the deputy chief of the human resources office, deputy office manager and concurrently director of the reception office, and chief party secretary of the administrative office of GRGC. In March 2011, Mr. Zhou was transferred back to our Company and served as party secretary and station supervisor of Shenzhen Station. Since December 2014, Mr. Zhou has been the supervisor of the Sungang Station.

Song Min is our Supervisor and represents employees of our Company. Ms. Song holds a bachelor s degree and is an accountant. Ms. Song joined the railway industry in 1991 and has served in many railway companies. She has served as the deputy manager of the operating finance office, department of finance of Qinghai-Tibet Railway Company, deputy director and finance director of Qinghai-Tibet Railway Public Security Bureau, vice office supervisor of Qinghai-Tibet Railway Company Annuity Council, vice consultant of financial management of the State Taxation Bureau of Qinghai Province and the senior manager of Petrol China Guangdong Sales Company, Shenzhen Branch. Since November 2012, she has been the chief of the Audit Department of our Company.

Senior Management

The table below sets forth information relating to our senior management as of April 27, 2016:

Name	Age	Position	Date First Elected or Appointed
Hu Lingling	52	General Manager	2015
Mu Anyun	55	Deputy General Manager	2009
Guo Xiangdong[(1)]	50	Deputy General Manager and	2010
		Company Secretary	2004
Tang Xiangdong	47	Chief Accountant	2008

(1) Guo Xiangdong was firstly appointed as our Deputy General Manager in 2010 and Company Secretary in 2004.

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Hu Lingling is a general manager of our Company. Mr. Hu holds a bachelor s degree and is an engineer. Mr. Hu started his career in the railway transportation industry since 1985. From 1985 to 2003, Mr. Hu served as the deputy chief engineer and the deputy station supervisor of Shaoguan East Station (formerly known as Shaoguan Station) and the deputy general manager of a subsidiary of GRGC, and the director of the transportation department of GRGC. From July 2003 to March 2006, Mr. Hu served as the deputy general manager of GRGC and a Director of our Company. From March 2006 to February 2012, Mr. Hu worked in the global business department in the headquarters of the International Union of Railways in Paris, France. From February 2012 to December 2015, Mr. Hu served as the deputy general manager of Guangzhou-Shenzhen-Hong Kong Express Rail Link Company Limited.

Mu Anyun is a deputy general manager of our Company. Mr. Mu holds a bachelor s degree and an MBA degree and is an economist. Mr. Mu joined the railway departments in 1981 and had served in various managerial positions in Guangzhou Railway Bureau and GRGC. From May 2000 to January 2009, he was director and deputy general manager of Guangmeishan Railway Company Limited. Since February 2009, he has been deputy general manager of our Company.

Guo Xiangdong is the Deputy General Manager and secretary of the Board. Mr. Guo holds a bachelor s degree and an MBA degree and is an economist. Before January 2004, he has been deputy section chief, deputy head and head of secretariat of the Board. From January 2004 to November 2010, he has been appointed as the secretary of the Board and since December 2010, Mr. Guo has been appointed as the deputy general manager and secretary of the Board.

Tang Xiangdong is Chief Accountant of our Company. Mr. Tang holds a bachelor s degree and an MBA degree and is a senior accountant. Before March 2006, he has served in various professional management positions in the Labor and Capital Department, Diversified Business Department and Revenue Settlement Center of our Company. From March 2006 to November 2008, he was director of Finance Department of our Company. Since December 2008, Mr. Tang has been the chief accountant of our Company.

Additional Information

Our non-independent directors, members of our supervisory committee and senior management also serve as the directors, supervisors or senior management members in other companies as follows:

Name	**Position**
Wu Yong	*Chairman of the Board of Directors of:* Guangmeishan Railway Company Limited Guangdong Sanmao Railway Co., Ltd. Yuehai Railway Company Limited Shichang Railway Company Limited
Sun Jing	*Director of:* Guangzhou Electric Locomotive Co., Ltd.

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Yu Zhiming	*Chairman of the Board of Directors of:* China Railway (HK) Holdings Ltd *Chairman of the Supervisory Committee of:* Yuehai Railway Company Limited Guangdong Guangzhou Zhuhai Inter-city Railway Traffic Co., Ltd. MaoZhan Railway Company Limited Guangdong Pearl River Delta Inter-city Railway Traffic Co., Ltd. *Director of:* Guangmeishan Railway Company Limited Guangdong Sanmao Railway Co., Ltd. Shichang Railway Company Limited Hukun Passenger Railway Line (Hunan) Co., Ltd. Hainan High-speed Railway Company Limited (formerly known as Hainan Eastern Ring Railway Company Limited) Ganshao Railway Company Limited China Railway Container Transportation Company Limited China Railway Special Goods Transportation Company Limited Huai Shao Heng Railway Co., Ltd. Qian Zhang Chang Railway Company Limited *Supervisor of:* Guangzhou Zhuhai Railway Company Limited
Chen Jianping	*Director of:* Hainan Railway Economic and Technological Development Corporation Company *Supervisor of:* China Railway Commemorative Ticket Company

Liu Mengshu	*Chairman of Supervisory Committee of:* Guangmeishan Railway Company Limited Guangdong Sanmao Railway Co., Ltd.
Chen Shaohong	*Chairman of Supervisory Committee of:* Shichang Railway Company Limited Hukun Passenger Railway Line (Hunan) Co., Ltd. Hainan Railway Economic and Technological Development Corporation Company *Director of:* Guangmeishan Railway Company Limited Yuehai Railway Company Limited Xiamen-Shenzhen Railway (Guangdong) Company Limited Jingyue Railway Company Limited Guangdong Shenmao Railway Company Limited Qian Zhang Chang Railway Company Limited Guangdong Meishan Passenger Railway Line Company Limited *Supervisor of:* Guangdong Sanmao Railway Co., Ltd. Hunan Inter-city Railway Company Limited Guangdong Pearl River Delta Inter-city Railway Traffic Co., Ltd. Hainan High-speed Railway Company Limited Ganshao Railway Company Limited China Railway Express Co., Ltd. Guangzhou Electric Locomotive Co., Ltd.

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Li Zhiming	*Chairman of the Supervisory Committee of:*
	Guangzhou Tiecheng Enterprise Company Limited
	Xingguangji Trade Company Limited
	Guangdong Shenmao Railway Company Limited
	Director of: Hong Kong Qiwen Company Limited Hainan Railway Economic and Technological Development Corporation Company
	Supervisor of: Guangmeishan Railway Company Limited Guangdong Sanmao Railway Co., Ltd. Yuehai Railway Company Limited Shichang Railway Company Limited Hukun Passenger Railway Line (Hunan) Co., Ltd. Huaishaoheng Railway Company Limited Xiamen-Shenzhen Railway (Guangdong) Company Limited Ganzhou-Shaoguan Railway Company Limited Guiyang-Guangzhou Railway Co., Ltd. Nanning-Guangzhou Railway Co., Ltd. Jingyue Railway Company Limited Guangzhou Zhuhai Railway Company Limited Guangdong Meishan Passenger Railway Line Company Limited Guangzhou Northeastern Cargo Outer Ring Railway Company Limited Guangzhou Nanshagang Railway Company Limited
Mu Anyun	*Director of:* Guangzhou Tiecheng Enterprise Company Limited Shenzhen Guangshen Railway Civil Engineering Company
Tang Xiangdong	*Director of:* Guangzhou Tiecheng Enterprise Company Limited Shenzhen Guangshen Railway Civil Engineering Company

Note: China Railway Container Transportation Company Limited, China Railway Special Goods Transportation Company Limited and China Railway Express Co., Ltd. are subsidiaries of CRC. Guangzhou Tiecheng Industrial Company and Shenzhen Guangshen Railway Civil Engineering Company are our joint venture partners. Guangzhou Electric Locomotive Co., Ltd., Guangzhou Zhuhai Railway Company Limited, Guangdong Guangzhou Zhuhai Inter-city Railway Traffic Co., Ltd., Guangdong Pearl River Delta Inter-city Railway Traffic Co., Ltd., Guangdong Shenmao Railway Company Limited, Jingyue Railway Company Limited, Guangdong Meishan Passenger Railway Line Company Limited and Guangzhou Nanshagang Railway Company Limited are joint venture partners of GRGC. The remaining companies in the table above are subsidiaries of GRGC.

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B. Compensation

Directors and Senior Management

Total remuneration of our directors, supervisors and senior management members during 2015 included wages, bonuses, other schemes and allowances. Directors or supervisors who are also officers and employees of our Company receive certain other benefits in kind from GRGC or us, such as subsidized or medical insurance, housing and transportation, as customarily provided by the railway companies in the PRC to their employees. The amount of compensation to each director, supervisor and senior management for the year ended December 31, 2015 is listed as follows:

Name	Position	Total remuneration received from the Company (before tax) during the reporting period (RMB thousand)
Wu Yong	Chairman of the Board of Directors	
Shen Yi	Executive Director	388.0
Sun Jing	Non-executive Director	
Yu Zhiming	Non-executive Director	
Chen Jianping	Non-executive Director	
Luo Qing	Executive Director	327.0
Chen Song	Independent Non-executive Director	112.0
Jia Jianmin	Independent Non-executive Director	135.0
Wang Yunting	Independent Non-executive Director	112.0
Liu Mengshu	Chairman of the Supervisory Committee	
Chen Shaohong	Supervisor	
Shen Jiancong	Supervisor	
Li Zhiming	Supervisor	
Zhou Shangde	Supervisor Representing Employees	331.0
Song Min	Supervisor Representing Employees	294.0
Hu Lingling	General Manager	30.0
Mu Anyun	Deputy General Manager	328.0
Guo Xiangdong	Deputy General Manager, Secretary of the Board	328.0
Tang Xiangdong	Chief Accountant	325.0
Total:		**2,710.0**

The aggregate amount of cash remuneration paid by our Company in 2015 to all individuals who are our directors, supervisors and senior management members was approximately RMB2.7 million, of which approximately RMB1.3 million was paid to our non-independent directors and supervisors and approximately RMB0.4 million was paid to the independent non-executive directors. The aggregate amount of cash remuneration we paid during the year ended December 31, 2015 for pension and retirement benefits to all individuals who are currently our directors, supervisors and senior management members was approximately RMB0.2 million.

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Interests of Our Directors, Supervisors and Other Senior Management in Our Share Capital

As of December 31, 2015, there was no record of interests or short positions (including the interests or short positions which were taken or deemed to have under the provisions of the Hong Kong Securities and Futures Ordinance) held by our directors or supervisors in our shares, debentures or other securities, or securities of any of our associated corporation (within the meaning of the Hong Kong Securities and Futures Ordinance) in the register required to be kept under section 352 of the Hong Kong Securities and Futures Ordinance. We had not received notification of such interests or short positions from any of our directors or supervisors as required to be made to us and the HKSE pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in Appendix 10 to the HKSE Listing Rules. We have not granted any of our directors or supervisors, or any of their respective spouses or children under the age of 18, any right to subscribe for any of our shares or debentures.

Service Contracts of Our Directors and Supervisors

Each of our directors and supervisors has entered into a service agreement with us. Except as disclosed, no other service contract has been entered into between any of our subsidiaries or us on one hand, and any of our directors or supervisors on the others, that cannot be terminated by us within one year without payment of compensation (other than statutory compensation).

Contracts Entered into by Our Directors and Supervisors

None of our directors or supervisors had any direct or indirect material interests in any contract of significance subsisting during the year ended on December 31, 2015 or as of December 31, 2015 to which we or any of our subsidiaries was a party.

Remuneration of Our Directors and Supervisors

The level of remuneration of our directors and supervisors was determined by reference to various factors, including the prevailing rates of remuneration in Shenzhen, where we are located, and the job nature of each of our directors and supervisors. The remuneration and annual incentive of the Directors and the Supervisors will be considered and recommended by the Remuneration Committee and will be approved and authorized by the shareholders at shareholders general meetings of our Company. No Director or Supervisor is involved in determining his/her own remuneration.

C. Board Practices
Board of Directors

In accordance with our currently effective Articles of Association, our board of directors comprises nine directors, one of whom is the chairman. Directors are appointed at our shareholders general meeting through voting, and generally serve for a term of three years (except for Chen Jianping whose term is two years). Upon the expiration of the term of their office, they can serve consecutive terms if re-appointed at the next shareholders general meeting. The service contracts that we have entered into with our directors do not provide for any payment of compensation upon termination.

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Supervisory Committee

We have a supervisory committee consisting of five to seven supervisors. Supervisors generally serve a term of three years. Upon the expiration of their terms of office, they may be re-appointed to serve consecutive terms. The supervisory committee is presided over by a chairman who may be elected or removed with the consent of two-thirds or more of the members of the supervisory committee. The term of office of the chairman is three years, renewable upon re-election. Our supervisory committee currently consists of four representatives of the shareholders who may be elected or removed by our shareholders general meeting, and two representatives of our employees who may be elected by our employees at the employees congress or employees general meeting or through any other democratic means. Members of our supervisory committee may also attend meetings of the board of directors. The current members of our supervisory committee are: Liu Mengshu, Chen Shaohong, Shen Jiancong, Li Zhiming, Zhou Shangde and Song Min. All shareholder representatives of our supervisory committee were elected or re-elected at the annual shareholders general meeting held on May 29, 2014. Zhou Shangde and Song Min were elected as the Supervisors of our Company as employee representatives at the employees congress held in 2014. Except for Zhou Shangde, whose term is two years, the term of the remaining supervisors is three years. Our supervisory committee held four meetings during the year ended December 31, 2015, at which resolutions concerning our periodic reports, internal control evaluations and our dividend policy were passed and ratified. Our supervisors attended shareholders general meetings, meetings of our board of directors and other important meetings concerning our operation during the year ended December 31, 2015. Our supervisory committee reviews the report of our directors, the financial report and proposed profit distribution presented by our board of directors at our annual general meeting of shareholders.

Supervisors attend board meetings as non-voting members. The supervisory committee is accountable to the shareholders general meeting and has the following duties and responsibilities:

- to examine our Company s financial situation;
- to supervise the performance of duties of the directors, general manager, deputy general managers and other senior management; to propose the dismissal of directors, general managers, deputy general managers and other senior management who have violated any law, administrative regulations, the Articles of Association or resolutions of the shareholders general meetings;
- to demand a director, general manager, deputy general manager or any other senior management to rectify such breach when the acts of such persons are harmful to our Company s interest;
- to propose the convening of shareholders general meetings, and to convene and chair the shareholders general meetings if the board of directors fails to perform this duty as stipulated in the Articles of Association;
- to propose motions to shareholders general meetings; and
- to initiate legal proceedings against any director, general manager, deputy general manager and other senior management in accordance with Article 151 of the Company Law.

Supervisors may attend meetings of the board of directors and question or give advice on the resolutions of the board of directors.

The supervisory committee may conduct investigation if they find the operation of our Company unusual and may engage professionals such as lawyers, certified public accountants or practicing auditors to assist if necessary. All reasonable fees so incurred shall be borne by our Company.

Audit Committee

We have an audit committee consisting of three independent non-executive directors. The current members of our audit committee, appointed by the Board of Directors, are Chen Song (Chairman), Jia Jianmin and Wang Yunting. Mr. Chen, Mr. Jia and Mr. Wang are independent directors of our Company as defined in Section 303A.02 of the NYSE Listed Company Manual. The audit committee must convene at least four meetings each year, and may invite the executive directors, persons in charge of the financial and audit departments and our independent auditors to participate. The audit committee must have at least two meetings with management and at least two meetings with the auditors each year without any executive directors present. The duties of the audit committee include:

reviewing the annual financial statements and interim financial statements of our Company, including the disclosures made by our Company in this annual report;

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reviewing the financial reports and the reports of our Company prepared by the independent auditor and its supporting documents, including the review of the internal control and disclosure controls and procedures, and to discuss with the auditor the annual audit plan and solutions to problems in the previous year;

reviewing and approving the selection of and remuneration paid to the independent auditor;

pursuant to the resolutions of the annual general meeting, determining with the Board of Directors the annual auditing fees paid to our independent auditor;

reviewing with the management and the independent auditor the performance, adequacy and effectiveness of the internal controls and risk management, as well as any material deficiencies and weakness existing in the internal controls;

evaluating our Company s performance in complying with industrial practices, market rules, and statutory duties, and the safeguarding of its own interests and the interests of its shareholders;

considering and determining whether any senior executive officer or senior financial personnel is in violation of their code of conduct, and the consequences for such a violation; and

overseeing the management of the retirement pension fund of our Company.

Remuneration Committee

We have a remuneration committee consisting of two executive Directors and three independent non-executive Directors, namely, Wu Yong, Shen Yi, Chen Song, Jia Jianmin and Wang Yunting. The remuneration committee will meet from time to time when required to consider remuneration-related matters of our Company.

The principal duties of the remuneration committee include reviewing and making recommendations to the Board for the remuneration packages for the Directors and the Supervisors of our Company. The remuneration policy of our Company seeks to provide, in the context of our business strategy, reasonable remuneration to attract and retain high caliber executives. The remuneration committee obtains benchmark information from internal and external sources in relation to market conditions, packages offered in the industry and the overall performance of our Company when determining the Directors and the Supervisors emoluments.

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D. Employees

As of December 31, 2013, 2014 and 2015, we had approximately 36,886, 37,301 and 43,824 employees, respectively. The increase in the number of our employees in 2015 was due to an increase in passenger transportation personnel and driving personnel. The following chart sets forth the number of our employees by function as of December 31, 2015:

Function	Employees
Passenger transportation personnel(1)	10,035
Freight transportation personnel(2)	1,933
Transit operation personnel(3)	6,860
Engineering personnel(4)	5,552
Driving personnel(5)	4,510
Public works personnel(6)	4,511
Electricity personnel(7)	1,693
Electricity and water supplies personnel(8)	2,232
Building construction personnel(9)	1,026
Various operations and other employees of subsidiaries(10)	381
Technical and administrative personnel(11)	4,855
Other employees(12)	236
Total	43,824

(1) Passenger transportation personnel mean those people that provide station boarding and train services and those people responsible for organization of freight transportation.
(2) Freight transportation personnel mean those people responsible for organization of freight transportation.
(3) Transit operation personnel mean those people responsible for providing station boarding services.
(4) Engineering personnel mean those people responsible for locomotive operation and overhaul.
(5) Driving personnel mean those people responsible for vehicle operation and overhaul.
(6) Public works personnel mean those people responsible for station track and railroad switch maintenance.
(7) Electricity personnel mean those people responsible for signal equipment maintenance.
(8) Electricity and water supplies personnel mean those people responsible for catenary operation and overhaul as well as power and water consumption maintenance.
(9) Building construction personnel mean those people responsible for construction, apartments and dining halls.
(10) Various operations and other employees of subsidiaries mean all personnel involved in diversified businesses.
(11) Technical and administrative personnel mean all managerial personnel other than the personnel of diversified businesses.
(12) Other personnel include all personnel who have been sick, studying or early-retired.

All of our employees are located in Guangzhou, Shenzhen, Pingshi and the area adjacent to our Shenzhen-Guangzhou-Pingshi line.

We have established a trade union to protect employees rights, assist in the fulfillment of their economic objectives, encourage employee participation in management decisions and assist in mediating disputes between the management and union members. Each of our train stations and railway units has a separate branch of the trade union. Most of our employees belong to the trade union. We have not experienced any strikes or other labor disturbances that have interfered with our operations in the past, and we believe that our relations with our employees are good.

We have implemented a salary policy which links our employees salaries with results of operations, labor efficiency and individual performance. Employees salaries distribution is subject to our overall operational results and is based on their performance records and reviews. In addition, pursuant to applicable government policies and regulations, we set aside statutory funds for our employees and also maintain various insurance policies for the benefits of our employees, including housing fund, retirement insurance, supplemental retirement insurance, basic and supplemental medical insurance, pregnancy-related medical insurance and other welfare programs. In 2015, we paid approximately RMB5,210.1 million in aggregate salaries and benefits to our employees.

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In addition, pursuant to an early retirement scheme implemented by our Company, certain employees who meet certain specified criteria were provided with the option to retire early and enjoy certain early retirement benefits, such as payments of the basic salary and other relevant benefits, offered by our Company, until they reach the statutory retirement age. Under the terms of the scheme, all applications are subject to our approval. Expenses incurred on such employee early retirement benefits have been recognized in the income statement when we approved such applications from the employees. The specific terms of these benefits vary among different employees, depending on their position held, tenure of service and employment location.

Details of our statutory welfare fund and retirement benefits are set out in Notes 24 and 27 to our audited consolidated financial statements included elsewhere in this annual report.

E. Share Ownership

As of April 27, 2016, none of our directors, supervisors or senior management owned any interest in any shares or options to purchase our shares.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

We are a joint stock company organized under the laws of the PRC in March 1996. Before the A Share Offering, GRGC, a state-owned enterprise under the administration of the MOR, owned approximately 66.99% of our outstanding ordinary shares. Although the equity interest held by GRGC decreased to approximately 41% after the completion of our initial public offering of A shares in December 2006 and further reduced to 37.1% as a result of the transfer by GRGC of a portion of its shares to the National Social Security Fund Council in September 2009, GRGC can still exercise substantial influence over our Company. In addition, before the dissolution of MOR on March 14, 2013, GRGC also acted as an administrative agent of the MOR that controls and coordinates railway operations in Guangdong Province, Hunan Province and Hainan Province. As an instrumentality of the MOR, GRGC performed direct regulatory oversight functions with respect to us, including determining and enforcing technical standards and implementing special transportation directives.

After the dissolution of MOR on March 14, 2013, the MOR s administrative functions were transferred to the MOT and its subordinate body, the newly established State Railway Administration, whereas its commercial functions, together with its underlying assets, liabilities and staff, were transferred to the newly incorporated CRC. Since GRGC was a railway corporation directly under the former MOR, its interests would be transferred to CRC (the Transfer). Upon completion of the Transfer, the de facto controller of the largest shareholder of our Company would be changed to CRC.

Shareholding Structure of our Company

As of March 31, 2016, we had 390 record holders holding our H shares (including ADSs) and 292,780 record holders holding our A shares according to records we obtained from Computershare Hong Kong Investor Services Limited and CSDC, respectively. Set out below is the current shareholding structure of our Company as of the date hereof:

Name of Shareholders	Type of Shares	Number of Shares Held	Shareholding Percentage %
Public Shareholders of H shares (including ADSs)	H shares	1,431,300,000	20.2
Guangzhou Railway (Group) Company	A shares	2,629,451,300	37.1
Other Public Shareholders of A shares[(1)]	A shares	3,022,785,700	42.7
Total		7,083,537,000	100.0

(1) On September 22, 2009, GRGC transferred 274,798,700 A shares held by it to the National Council for Social Security Fund in the PRC (the NCSSF) according to regulations issued by the relevant PRC authorities. Upon this transfer, the NCSSF has voluntarily agreed to

extend the transfer restriction period associated with these shares for another three years. The transfer restriction of these 274,798,700 shares expired on December 21, 2012. No shares were subject to sale restriction and all the shares achieved full circulation on December 24, 2012.

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The following table sets forth information regarding ownership of our issued and outstanding capital stock as of April 27, 2016, including all persons who are known by us to own, either as beneficial owners or holders of record, 5% or more of our capital stock.

Title of Class	Identity of Person or Group	Amount Owned	Percentage of Class of Shares	Percent of Total Capital
Ordinary Shares (A shares) (1)	GRGC	2,629,451,300	46.5	37.1

(1) A shares held by GRGC are no longer restricted from sales and redemption starting from December 22, 2009.

The following table sets forth all persons who were known by us to beneficially own 5% or more of our issued and outstanding H shares as of April 20, 2016.

Identity of Person or Group	Shares Owned	Percentage of H Shares	Percentage of Total Capital
FIL Limited	171,814,000	12.00	2.43
BlackRock, Inc.	237,326,538	16.58	3.35
BlackRock Global Funds	174,655,000	12.20	2.47

As of the date hereof, we are not aware of any arrangement that may at a subsequent date result in a change of control of our Company.

In accordance with our Articles of Association, each share of our capital stock has one vote and the shares of the same class have the same rights. Other than restrictions on the controlling shareholder as described under ITEM 10. ADDITIONAL INFORMATION B. Memorandum and Articles of Association Restrictions on Controlling Shareholders, the voting rights of our major holders of domestic shares are identical to those of any other holders of our domestic shares, and the voting rights of our major holders of H shares are identical to those of our other holders of H shares. Holders of domestic shares and H shares are deemed to be shareholders of different classes for some matters, which may affect their respective interests. Holders of H shares and domestic shares are entitled to the same voting rights.

B. Related Party Transactions

Under IAS 24, parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

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The following table sets forth our principal related parties that do not control and are not controlled by our Company as of December 31, 2015. For related parties that control or are controlled by our Company, see ITEM 4. INFORMATION ON THE COMPANY C. Organizational Structure .

Name of related parties	Relationship with Us
Single largest shareholder and its subsidiaries	
GRGC	Single largest shareholder
Guangzhou Railway Group Yangcheng Railway Enterprise Development Company	Subsidiary of GRGC
Guangmeishan Railway Company Limited	Subsidiary of GRGC
Guangzhou Railway (Group) Guangshen Railway Enterprise Development Company	Subsidiary of GRGC
Guangzhou Railway Material Supply Company	Subsidiary of GRGC
Guangzhou Railway Engineer Construction Enterprise Development Company	Subsidiary of GRGC
Yangcheng Construction Company of Yangcheng Railway Enterprise Development Company	Subsidiary of GRGC
Guangzhou Railway Real Estate Construction Company	Subsidiary of GRGC
Yuehai Railway Company Limited	Subsidiary of GRGC
Shichang Railway Company Limited	Subsidiary of GRGC
Guangzhou Railway Station Service Centre	Subsidiary of GRGC
Changsha Railway Construction Company Limited	Subsidiary of GRGC
Guangdong Sanmao Railway Company Limited	Subsidiary of GRGC
Guangzhou Qingda Transportation Company Limited	Subsidiary of GRGC
Guangzhou Yuetie Operational Development Company	Subsidiary of GRGC
Guangzhou Railway Rolling Stock Works	Subsidiary of GRGC
Foreign Economic & Trade Development Corporation of Guangzhou Railway Group	Subsidiary of GRGC
Shenzhen Guangshen Railway Living Service Centre	Subsidiary of GRGC
Guangzhou Yangcheng Living Service Centre	Subsidiary of GRGC
Pajiangkou Stone Pit of Yangcheng Railway Enterprise Development Company	Subsidiary of GRGC
Guangdong Tieqing International Travel Agency Company Limited	Subsidiary of GRGC
Guangdong Sanmao Enterprise Development Company Limited	Subsidiary of GRGC
Huaihua Railway Engineer Construction Company	Subsidiary of GRGC
Lechang Anjie Railway Sleeper Company Limited	Subsidiary of GRGC
Xiashen Railway Guangdong Company Limited	Subsidiary of GRGC
Ganshao Railway Company Limited	Subsidiary of GRGC
Guangzhou Railway Economic Technology Development Corporation	Subsidiary of GRGC
Hunan Changtie Industrial Development Co. Ltd.	Subsidiary of GRGC
Associates of the Group	
Guangzhou Tiecheng Enterprise Company Limited	Associate of the Group
Shenzhen Guangzhou Railway Civil Engineering Company	Associate of the Group

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Since the Restructuring carried out in 1996 in preparation for our initial public offering, certain transactions between our Company and GRGC and the subsidiaries of GRGC, including Yangcheng Railway Company and Guangzhou Railway (Group) Guangshen Railway Enterprise Development Company continued in the form of cross-provision of goods and services.

We entered into the Framework Comprehensive Services Agreement with GRGC on October 27, 2010, or the Framework Agreement, which governs the mutual provision of services between our Company and GRGC and the subsidiaries of GRGC, including Yangcheng Railway Company and Guangzhou Railway (Group) Guangshen Railway Enterprise Development Company. The Framework Agreement has a term of three years beginning from January 1, 2011 and was approved by the independent shareholders at the extraordinary shareholders general meeting held on December 21, 2010. Upon its expiration, we entered into a second Framework Comprehensive Services Agreement with GRGC on October 18, 2013. The continuing connected transactions contemplated thereunder, and the proposed annual caps in relation to the continuing connected transactions under the Framework Comprehensive Services Agreement for the three financial years ending December 31, 2016 were approved by the independent shareholders at the extraordinary shareholders general meeting held on December 19, 2013.

According to the Framework Agreement, the principal goods and services provided by GRGC and some of its subsidiaries to us include the following:

(a) transportation services, which comprise:

  (i) production co-ordination and safety management;

  (ii) leasing of railway infrastructure and transportation equipment;

  (iii) railway network services (including but not limited to passenger-related services, provision of water to trains, railway track usage, locomotive traction and electricity provision and ticket sale services);

  (iv) passenger services; and

  (v) cleaning services of locomotives and railway stations.

(b) railway-related services, which comprise:

  (i) repair services of railway infrastructure and transportation equipment;

  (ii) locomotive and train repair services;

  (iii) purchase and sale services of railway-related materials;

  (iv) security services;

(v) property management and building maintenance services; and

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(vi) project construction, management and supervision services.

In addition to the above, GRGC and its subsidiaries also provide scheduling, railway communication and hygiene and epidemic prevention services to the Group Companies.

The prices at which these goods and services are provided to us by GRGC and its subsidiaries are determined according to the following principles:

(a) For transportation services:

(i) the prices will be determined in accordance with the applicable industry settlement rules; if unavailable, the prices will be determined in accordance with the guidance prices set by the government.

(ii) if neither the applicable industry settlement rules nor the government guidance prices is available, the prices will be determined based on the market prices after negotiation between the parties, provided that the prices will be fixed on normal commercial terms or on terms no less favorable than those available to or from independent third parties for the same or similar type of services under prevailing local market conditions.

(b) For railway-related services:

(i) the prices will be determined in accordance with applicable industry standard fees and agreed between the parties subject to the actual situation.

(ii) if the applicable industry standard fees are not available, the prices will be determined based on the cost incurred in providing the services plus reasonable profits after negotiation between the parties, provided that the prices will be fixed on normal commercial terms or on terms no less favorable than those available to or from independent third parties for the same or similar type of services under prevailing local market conditions.

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The chart below sets forth the material transactions we undertook with related parties for the periods indicated:

	Year ended December 31,		
	2013	2014	2015
	(RMB thousands)		
Provision of services and sales of goods			
Railroad and Related Business			
Provision of train transportation services to GRGC and its subsidiaries(i)	367,745	424,743	751,956
Revenue collected by CRC for railway network usage and related services provided to GRGC and its subsidiaries(ii)	1,255,572	1,153,630	1,180,852
Revenue from railway operation service provided to GRGC s subsidiaries(iii)	76,480	359,740	550,168
	1,699,797	1,938,113	2,482,976
Other Businesses			
Sales of materials and supplies to GRGC and its subsidiaries(iv)	24,174	22,579	25,940
Services received and purchases made			
Railroad and Related Business			
Provision of train transportation services by GRGC and its subsidiaries(i)	665,189	633,382	888,903
Cost settled by CRC for railway network usage and related services provided by GRGC and its subsidiaries(ii)	1,564,499	1,436,711	1,406,962
Operating lease rental paid to GRGC for the leasing of land use rights	56,000	53,962	55,090
	2,285,688	2,124,055	2,350,955
Other Businesses			
Social services (employee housing and public security services and other ancillary services) provided by GEDC(iii)	67,990	12,430	16,080
Provision of repair and maintenance services by GRGC and its subsidiaries(iv)	346,831	295,283	489,038
Purchase of materials and supplies from GRGC and its subsidiaries(v)	666,771	560,034	384,262
Provision of construction services by GRGC and its subsidiaries(vi)	229,999	280,983	226,089
Others	12,889	8,729	
	1,324,480	1,157,459	1,115,469

(i) The service charges are determined based on a pricing scheme set by the CRC or based on negotiation between the contracting parties with reference to the full cost principle.

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(ii) Such revenues/charges are determined by the CRC based on its standard charges applied on a nationwide basis.

(iii) The service charges are levied based on contract prices determined based on a cost plus a profit margin and explicitly agreed between both contract parties.

(iv) The prices are determined based on mutual negotiation between the contracting parties with reference to the full cost principle.

(v) The prices are determined based on mutual negotiation between the contracting parties with reference to procurement cost plus a management fee ranging from 0.3% to 5%.

(vi) Based on construction amount determined under national railway engineering guidelines.

We had the following material balances with our related parties as of the dates indicated:

	As of December 31,	
	2014	2015
	(RMB thousands)	
Trade receivables	765,098	862,199
- GRGC(i)	260,554	96,314
- Subsidiaries of GRGC(i)	504,544	765,885
Prepayments and other receivables	47,733	7,788
- GRGC	5,399	6,011
- Subsidiaries of GRGC	37,560	1,777
- Associates	17,086	
Less: impairment provision(iii)	(12,312)	
Prepayments for fixed assets and construction-in-progress	1,092	1,092
- GRGC	1,092	1,092
Trade payables	617,822	431,650
- GRGC(i)	119,953	24,467
- Subsidiaries of GRGC(ii)	433,805	366,015
- Associates	64,064	41,168
Payables for fixed assets and construction-in-progress	208,955	185,339
- GRGC	12,610	18,829
- Subsidiaries of GRGC	159,381	128,871
- Associates	36,964	37,639
Accruals and other payables	29,057	399,634
- GRGC	4,133	1,891
- Subsidiaries of GRGC(iv)	20,600	396,590
- Associates(v)	4,324	1,153

(i) The trade balances due from/to GRGC, subsidiaries of GRGC mainly represented service fees and charges payable and receivable balances arising from the provision of passenger transportation and cargo forwarding businesses jointly with these related parties within the PRC.

(ii) The trade payables due to subsidiaries of GRGC mainly represented payables arising from unsettled fees for purchase of materials and provision of other services according to various service agreements entered into between the Group and the related parties.
(iii) In 2015, the Company has consolidated Zengcheng Lihua Stock Company Limited and nil balance was shown in 2015.
(iv) The other payables due to subsidiaries of GRGC mainly represented the performance deposits received for construction projects and deposits received from ticketing agencies.
(v) The other payables due to associates mainly represented the performance deposits received for construction projects operated by associates.

As of December 31, 2015, all the balances maintained with related parties are unsecured, non-interest bearing and are repayable on demand.

Our related party transactions have been carried out on normal commercial terms according to the HKSE Listing Rules and the contracts we entered into with our related parties. Except for the transactions discussed in this section, no other material related party transactions were entered into in 2015. Our independent non-executive directors have confirmed that these transactions (which are connected transactions as defined in the HKSE Listing Rules) entered into by us in 2015 were entered into in the ordinary and usual course of our business on normal commercial terms and in accordance with the terms of an agreement governing such transactions.

Transaction with CRC and other railway companies

Before the dissolution of the MOR, it was the controlling entity of GRGC, the single largest shareholder of our Company and also centrally managed the railway business within the PRC. We worked in cooperation with the MOR and other railway companies owned and controlled by the MOR to operate certain long-distance passenger train transportation and freight transportation services within the PRC. The related revenue was collected by other railway companies, which was then remitted to the MOR and centrally processed. A certain portion of the revenue so collected was allocated to our Company for the use of our rail lines or for services rendered by us in connection with the delivery of these services. On the other hand, our Company was also allocated by the MOR certain charges for the use of the rail lines and services provided by other railway companies. Such allocations were determined by the MOR based on its standard charges applied on a nationwide basis.

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The MOR was dissolved in March 2013 during the First Session of the 12th National People s Congress of the PRC. After the dissolution of the MOR, the CRC will perform the commercial functions previously performed by the MOR. Accordingly, the equity interests of GRGC which was wholly owned by MOR previously will be transferred to CRC. Once the transfer is completed, the actual controlling entity of our Company s largest shareholder will become CRC. Since March 2013, the collecting, processing and distribution function of revenues which executed by MOR previously had been transferred to CRC. The revenues generated from the long-distance passenger train transportation and freight transportation businesses are collected and settled by CRC together with the subsidiaries transferred from MOR (the CRC Group) on behalf of our Company through CRC s settlement systems. As of December 31, 2015, the cooperation mode and pricing model did not change.

The chart below sets forth the material transactions our Company undertook with the MOR for the periods indicated prior to March 2013 and with CRC together with the subsidiaries which were wholly owned by MOR previously after March 2013. Unless otherwise specified, the transactions disclosed below have excluded the transactions with GRGC and its subsidiaries:

	Year ended December 31,		
	2013	2014	2015
		(RMB thousands)	
Provision of services and sales of goods			
Railroad and Related Business			
Provision of train transportation services to CRC Group(i)	30,450	5,229	36,515
Revenue collected by CRC for services provided to CRC Group(ii)	2,070,966	1,706,558	1,752,666
Revenue from railway operation service provided to CRC Group(iii)	968,477	950,966	1,421,995
	3,069,893	2,662,753	3,211,176
Other Businesses			
Provision of repairing services for cargo trucks to CRC Group(ii)	286,265	259,470	284,348
Sales of materials and supplies to CRC Group(iv)	65,897	43,239	38,395
Provision of apartment leasing services to CRC Group(iv)	780	732	762
	352,942	303,441	323,505

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Services received and purchases made			
Railroad and Related Business			
Provision of train transportation services by CRC Group(i)	264,372	292,866	277,138
Cost settled by CRC for services provided by CRC Group(ii)	1,457,451	1,265,873	1,365,352
	1,721,823	1,558,739	1,642,490
Other Businesses			
Provision of repair and maintenance services by CRC Group(iv)	68,963	28,531	2,813
Purchase of materials and supplies from CRC Group(v)	131,061	9,317	33,591
Provision of construction services by CRC Group(vi)			13,538
	200,024	37,848	49,942

(i) The service charges are determined based on a pricing scheme set by the CRC or based on negotiation between the contracting parties with reference to the full cost principle.

(ii) Such revenues/charges are determined by the CRC based on its standard charges applied on a nationwide basis.

(iii) The service charges are levied based on contract prices determined based on a cost plus a profit margin and explicitly agreed between both contracting parties.

(iv) The prices are determined based on mutual negotiation between the contracting parties with reference to the full cost principle.

(v) The prices are determined based on mutual negotiation between the contracting parties with reference to procurement cost plus management fee ranged from 0.3% to 5%.

(vi) Based on construction amounts determined under national railway engineering guidelines.

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The chart below sets forth the revenue collected and settled through the MOR/CRC for the periods indicated:

	Year ended December 31,		
	2013	2014	2015
	(RMB thousands)		
Passenger transportation	7,740,887	6,630,629	6,642,129
Freight transportation	871,173	920,255	1,022,025
Luggage and parcel	100,884	148,863	86,199
	8,712,944	7,699,747	7,750,353

We cooperate with the CRC and other railway companies owned and controlled by the CRC for the operation of certain long distance passenger trains and freight transportation businesses within the PRC. The revenues generated from these long-distance passenger trains and freight transportation businesses are collected and settled by the CRC Group on our behalf through the CRC s settlement systems.

We had the following material balances maintained with CRC Group as of December 31, 2014 and December 31, 2015:

	As of December 31,	
	2014	2015
	(RMB thousands)	
Due from CRC Group		
Trade receivables	643,182	897,030
Other receivables	9,411	6,700
Due to CRC Group		
Trade payables	37,843	62,709
Other payables	294	19,968

C. Interests of Experts and Counsel

Not applicable

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

A.1 A.6:

See pages F-1 to F-81 following ITEM 19.

A.7 Legal Proceedings

We are not a party to any material legal proceeding and no material legal proceeding is known to us to be pending against us or with respect to our properties.

A.8 Dividend Distributions

We make decisions concerning the payment of dividends on an annual basis. Any dividends are paid at the discretion of our board of directors, which makes a recommendation in this regard that must be confirmed at our annual general meeting. Our Articles of Association permit us to distribute dividends from profits more than once a year. The amount of these interim dividends cannot exceed 50% of our distributable income as stated in our interim profit statements. In accordance with our Articles of Association, the amounts available for the purpose of paying dividends will be deemed to be the lesser of:

- net after-tax income determined in accordance with PRC accounting standards and regulations; and
- net after-tax income determined in accordance with either international accounting standards or the accounting standards of the countries in which our shares are listed.

See ITEM 10. ADDITIONAL INFORMATION E. Taxation for a discussion of the tax consequences related to the receipt of dividends.

Our Articles of Association prohibit us from distributing dividends without first making up for cumulative losses from prior periods (determined in accordance with PRC accounting standards) and making all tax and other payments required by law. Further, prior to the payment of dividends, our profits are subject to deductions such as allocations to a statutory common reserve fund. The common reserve fund may be used to make up losses or be converted into share capital or reinvested.

Our Articles of Association require that cash dividends in respect of H shares be declared in RMB and paid in Hong Kong dollars at the average of the exchange rate as published by the People s Bank of China for each day of the calendar week preceding the date of the dividend declaration. To the extent that we are unable to pay dividends in Hong Kong dollars from our own foreign exchange resources, we will have to obtain Hong Kong dollars through the interbank system or by other permitted means. Hong Kong dollar dividend payments will be converted by the depositary and distributed to holders of ADSs in U.S. dollars.

On March 29, 2016, our Board of Directors proposed a final dividend distribution of RMB0.08 per share to our shareholders for the year ended December 31, 2015. The final dividend payment is expected to be approved by our shareholders at our annual general meeting of shareholders to be held on May 26, 2016.

B. Significant Changes

Other than events already mentioned in this annual report, there have been no significant changes since December 31, 2015.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Price Range of our H shares and ADSs

As of December 31, 2015 and April 20, 2016, there were 1,431.3 million H shares issued and outstanding. As of December 31, 2015 and April 20, 2016, there were 2,501,172 ADSs and 2,334,412 ADSs outstanding held by 148 and 146 registered holders, respectively.

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The HKSE is the principal non-US trading market for our H shares. The ADSs, each representing 50 H shares, have been issued by JPMorgan Chase Bank as depositary and are listed on the NYSE. The following table sets forth, for the periods indicated, the reported high and low closing sales prices for our securities on each of these stock exchanges:

Calendar Period	New York Stock Exchange High	Low	HKSE High	Low
	(USD per ADS)		(HKD per H share)	
Annual highs and lows				
2011	21.67	13.82	3.40	2.22
2012	21.38	13.97	3.37	2.19
2013	28.17	18.73	4.48	2.81
2014	24.59	18.05	3.82	2.79
2015	34.85	18.92	5.43	2.92
Quarterly highs and lows				
First Quarter 2014	23.76	19.95	3.72	3.09
Second Quarter 2014	22.14	18.05	3.44	2.79
Third Quarter 2014	23.10	18.57	3.58	2.86
Fourth Quarter 2014	24.59	19.32	3.82	3.06
First Quarter 2015	26.00	23.04	4.14	3.48
Second Quarter 2015	34.85	23.54	5.43	3.60
Third Quarter 2015	27.39	18.92	4.27	2.92
Fourth Quarter 2015	26.69	19.93	4.34	3.13
Monthly highs and lows				
October 2015	25.92	19.93	4.03	3.13
November 2015	26.46	23.96	4.12	3.62
December 2015	26.69	24.40	4.34	3.72
January 2016	24.43	20.94	3.90	3.20
February 2016	23.75	20.51	3.70	3.11
March 2016	24.05	20.65	3.71	3.15
April 2016 (through April 20, 2016)	24.45	21.22	3.83	3.30

During the year ended December 31, 2015, we did not purchase, sell or redeem any of our H shares.

In addition to our H Shares, our A shares have been listed for trading on the Shanghai Stock Exchange starting from December 22, 2006.

B. Plan of Distribution
Not applicable.

C. Markets
Our H shares are listed on the HKSE under the stock code 00525 and American Depositary Shares representing our H shares are listed on the NYSE under the stock code GSH. Our A shares are listed for trading on the Shanghai Stock Exchange under the stock code 601333.

D. Selling Shareholders
Not applicable.

E. Dilution
Not applicable.

F. Expenses of the Issue
Not applicable.

ITEM 10. ADDITIONAL INFORMATION
We were established as a joint stock limited company under the Company Law of the PRC on March 6, 1996. Our legal name is , and its English translation is Guangshen Railway Company Limited.

A. Share Capital
We issued a total of 2,747,987,000 A shares in our initial public offering of A shares on the PRC domestic market in December 2006, and raised proceeds of approximately RMB10.0 billion. Each A share has a par value of RMB1.00 and has been listed for trading on the Shanghai Stock Exchange.

The total number of shares of our Company after the A Share Offering is 7,083,537,000. As of December 31, 2015, our issued share capital consisted of:

	Number of shares	Percentage of shares (%)
Type of share capital		
Domestic tradable shares without restriction on sales (A shares)	5,652,237,000	79.8
H shares	1,431,300,000	20.2
Total	7,083,537,000	100.0

Public Float

As of April 27, 2016, at least 25% of our total issued share capital was held by the public, as required under the HKSE Listing Rules.

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Pre-Emptive Rights

There is no provision in our Articles of Association or under the laws of the PRC which provides for pre-emptive rights of our shareholders.

B. Memorandum and Articles of Association

Our shareholders previously adopted the amended and restated Articles of Association at an annual shareholders general meeting held on June 25, 2009, which was filed as an exhibit to our annual report on Form 20-F with the SEC on June 22, 2010. On September 27, 2012 and May 28, 2015, our shareholders passed resolutions to make additional amendments to the Articles of Association, the full text of which is filed as Exhibit 1.1 hereto.

Described below is a summary of the significant provisions of our amended and restated Articles of Association as currently in effect. As this is a summary, it does not contain all the information that may be important to you.

General

We are a joint stock limited company established in accordance with the Company Law of China, the Rules of the State Council on the Overseas Issuance and Listings and other relevant laws and regulations of the PRC. Our Company was established by way of promotion with approval evidenced by the document Ti Gai Sheng [1995] No. 151 of the PRC s State Commission for Economic Restructuring. We were registered with and obtained a business license from the Administration for Industry and Commerce of Shenzhen, Guangdong Province on March 6, 1996. The number of our business license is Shen Si Zi 4403011022106. Article 12 of our Articles of Association states that our object is to carry on the business of railway transportation.

Significant Differences between H shares and A shares

Holders of H shares and A shares (also referred to as domestic shares), with minor exceptions, are entitled to the same economic and voting rights. However, our Articles of Association provide that holders of H shares will receive dividends in Hong Kong dollars while holders of A shares will receive dividends in RMB. Other differences between the rights of holders of H shares and A shares relate primarily to ownership and transferability. H shares may only be subscribed for and owned by legal and natural persons of any country other than the PRC (excluding Taiwan, Hong Kong, and Macau), and must be subscribed for, transferred and traded in a foreign currency. Other than the limitation on ownership, H shares are freely transferable in accordance with our Articles of Association. A shares may only be subscribed for and owned by legal or natural persons in the PRC (excluding Taiwan, Hong Kong and Macau), and must be subscribed for and traded in RMB. Transfers of A shares are subject to restrictions set forth under PRC rules and regulations, which are not applicable to H shares. Transfers of A shares owned by our directors or employees are also subject to restrictions under PRC rules and regulations. A shares and H shares are also distinguished by differences in administration and procedure, including provisions relating to notices and financial reports to be sent to shareholders, dispute resolution, registration of shares on different parts of the register of shareholders, the method of share transfer and appointment of dividend receiving agents.

Restrictions on Transferability

H shares may be traded only among foreign investors, and may not be sold to PRC investors (except investors from Hong Kong, Macau and Taiwan). PRC investors (except investors from Hong Kong, Macau and Taiwan) are not entitled to be registered as holders of H shares. Under our Articles of Association, we may refuse to register a transfer of H shares unless:

- relevant transfer fees have been paid, if any;

- the instrument of transfer only involves H shares;

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- the stamp duty chargeable on the instrument of transfer has been paid;
- the relevant share certificate and, upon the reasonable request of the board of directors, any evidence in relation to the right of the transferor to transfer the shares have been submitted;
- if the shares are being transferred to joint owners, the maximum number of joint owners does not exceed four; and
- we do not have any lien on the relevant shares.

Dividends

Unless otherwise resolved by a shareholders general meeting, we may distribute dividends more than once a year, provided that the amount of interim dividends to be distributed shall not exceed 50% of the distributable profit as stated in our interim profit statement. In accordance with our Articles of Association, our net profit for the purpose of profit distribution will be deemed to be the lesser of the amount determined in accordance with:

- PRC accounting standards and regulations; and
- international accounting standards or the accounting standards of the countries in which our shares are listed.

Our Articles of Association allow for distributions of dividends in the form of cash or shares, and encourage the Board to first consider a payment of cash dividends as opposed to share dividends. In particular, according to our Articles of Association, interim dividends may be distributed by way of cash dividends. Dividends may only be distributed, however, after allowance has been made in the following sequence:

- making up losses;
- allocations to the statutory common reserve fund;
- allocations to the discretionary common reserve fund upon the approval of shareholders at a general meeting; and
- payment of dividends in respect of ordinary shares.

The board of directors shall, in accordance with the laws and administrative regulations of the State (if any) and our Company s operation and development requirements, determine the proportions of allocations to the discretionary common reserve fund and payment of ordinary share dividends subject to approval of shareholders at the general meeting. The Company may not distribute any dividend before making up for its losses and allocating funds to the statutory common reserve fund.

Our Articles of Association require us to appoint on behalf of the holders of H shares a receiving agent to receive on behalf of these shareholders dividends declared and all other moneys in respect of the H shares. The receiving agent appointed shall be a company that is registered as a trust company under the Trustee Ordinance of Hong Kong. Our Articles of Association require that cash dividends in respect of H shares be declared in RMB and paid by us in Hong Kong dollars. If we record no profit for the year, we may not normally distribute dividends for the year.

Voting Rights and Shareholder Meetings

Shareholders general meetings can be annual shareholders general meetings or extraordinary general meetings. Shareholders meetings shall be convened by the board of directors. The board of directors shall convene an annual shareholders meeting within six months from the end of the preceding accounting year. The shareholders provide us with principal authority at general meetings. We exercise our functions and powers in compliance with our Articles of Association.

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We are not permitted to enter into any contract with any person other than a director, supervisor, general manager, deputy general manager, or other senior officers of our Company whereby the management and administration of the whole of our Company or any material business of our Company is to be handed over to such person without the prior approval of the shareholders in a general meeting.

The board of directors shall convene an extraordinary shareholders meeting within two months if any one of the following circumstances occurs:

- the number of directors falls short of the number stipulated in the Company Law of the PRC or our by-laws or is below two-thirds of the number required in our Articles of Association;
- our unrecovered losses that have not been made up amount to one-third of our paid-in share capital;
- shareholder(s), severally or jointly, holding 10% or more of our issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting;
- the board of directors considers it necessary; or
- the supervisory committee proposes to convene such a meeting.

Where we convene a shareholders general meeting (when we have more than one shareholder), we shall give not less than 45 days prior public notice or other means (if necessary) as specified in our Articles of Association to all shareholders whose names appear in the share register of the items to be considered and the date and venue of the meeting. Any shareholder intending to attend the shareholders general meeting shall give us a written reply stating his or her intention to attend the meeting 20 days prior to the date of the meeting.

Where our Company convenes an annual general meeting, shareholders who severally or jointly hold more than 3% of our Company s shares, may present an extraordinary proposal for the shareholders general meeting in written form to our Company. If the subject of the extraordinary proposal falls within the functions and powers of a shareholders general meeting, then it should be included in the agenda of the meeting.

A shareholder extraordinary general meeting shall not resolve any matter not stated in the notice of such meeting. A notice of meeting of shareholders shall:

- be given by way of public notice or other means as specified under our Articles of Association;
- specify the place, date and the time of the meeting;
- state the motions to be discussed at the meeting;
- provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to merge our Company with another entity, to repurchase the shares of our Company, to reorganize its share capital or to restructure our Company in any other way, the terms of the proposed transaction must be provided in detail, together with copies of the proposed agreement, if any, and the cause and effect of the proposal must be properly explained;

contain disclosure of the nature and extent, if any, of material interests of any director, supervisor, general manager, deputy general manager or other senior officers of our Company in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;

contain the full text of any special resolution proposed to be approved at the meeting;

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contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him or her and that a proxy need not also be a shareholder; and

state the time within which and the address to which voting proxies for the meeting are to be delivered.

The Company may send the notice to the domestic shareholders by way of public notice published in one or more newspapers designated by the securities regulatory authority under the State Council at least forty-five (45) days before the date of the meeting. After the publication of such notice, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders general meeting. Notice of a shareholders general meeting to holders of overseas-listed foreign-invested shares shall be published on our Company s website (www.gsrc.com) at least forty-five (45) days prior to the date of the meeting. After the publication of such notice, all holders of overseas-listed foreign-invested shares shall be deemed to have received the notice of the relevant shareholders general meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the meeting or the resolutions adopted therein. Where we convene an annual general meeting, we shall include in the agenda of the meeting any resolutions submitted by shareholders (including proxies) who either separately or in aggregate hold more than 3% of the total number of our shares, provided that these resolutions fall within the scope of powers of a shareholders general meeting.

The following matters shall be resolved by way of ordinary resolution of the shareholders general meeting:

work reports of the board of directors and the supervisory committee;

profit distribution proposals and loss recovery proposals formulated by the board of directors;

removal of members of the board of directors and the supervisory committee, their remuneration and methods of payment;

our annual financial budget, final accounts, balance sheet, income statement and other financial statements; and

matters other than those that are required by laws, administrative regulations or our Articles of Association to be adopted by way of special resolution.

The following matters shall be resolved by way of special resolution of the shareholders general meeting:

increase or reduction of our share capital and the issuance of shares of any class, warrants and other similar securities;

issuance of Company debentures;

division, merger, dissolution and liquidation of our Company;

amendment to our Articles of Association;

alteration to the form of our Company;

acquisition or disposal within one year of material assets exceeding 30% of the total assets of our Company; and

any other matter that, according to an ordinary resolution of the shareholders meeting, may have a significant impact on our Company and requires adoption by way of a special resolution.

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Shareholders have the right to attend general meetings of shareholders and to exercise their voting rights, in person or by proxy, in relation to the amount of voting shares they represent. Each share carries the right to one vote. Any share of our Company held by our Company does not carry any voting right.

At any meeting of shareholders a resolution shall be decided by a show of hands unless a poll is demanded before or after any vote by show of hands:

- by the chairman of the meeting;
- by at least two shareholders who possess the right to vote, present in person or by proxy; or
- by one or more shareholders (including proxies) representing either separately or in aggregate, not less than one-tenth of all shares having the right to vote at the meeting.

Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against that resolution, that the resolution has been carried. A demand for a poll may be withdrawn. A poll demanded on the election of the chairman, or on a question of suspension of the meeting, shall be taken at the meeting immediately. A poll demanded on any other questions shall be taken at such time as the chairman of the meeting directs, and any business other than that on which the poll has been demanded may be proceeded with. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. On a poll taken at a meeting, a shareholder should cast his or her vote(s) either at the meeting, online or through another way as permitted by the Articles of Association; a shareholder (including their proxies) entitled to two or more votes need not cast all his or her votes in the same way. In the case of a tie, the chairman of the meeting shall be entitled to one additional vote. Shareholders shall be entitled to designate two shareholder representatives to participate in counting the votes and supervising the voting process; provided that no person shall be permitted to serve as a shareholder representative to the extent such person has an interest in, or is otherwise impacted by, the resolutions being voted on, to the extent such interest or impact is disproportionate in comparison to other shareholders.

Board of Directors

Where a director is interested in any resolution proposed at a board meeting, the director shall not be present and shall not have a right to vote at the meeting. That director shall also not be counted in the quorum of the relevant meeting.

Our directors compensation is determined by resolutions approved at shareholders general meetings. Our directors have no power to approve their own compensation.

Our directors are not required to hold shares of our Company. There is no age limit requirement with respect to retirement or non-retirement of our directors.

At least one-third of our board members shall be independent directors. An independent director is a director who does not act in other capacities in our Company other than as a director, and who does not have any relationship with our Company or our Company s substantial shareholders which may affect the director in making independent and objective judgment. An independent director shall have certain special duties, including, among others, to approve a connected transaction of which the total consideration accounts for more than 5% of the latest audited net asset value of our Company before submission to the board of the directors for discussion, to propose the convening of a board meeting, to engage external auditors or consultants independently, and to make independent opinion on significant events of our Company. To ensure that the independent directors can effectively perform their duties, our Company shall provide them with certain working conditions.

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Liquidation Rights

In the event of the termination or liquidation of our Company, our shareholders shall have the right to participate in the distribution of surplus assets of our Company in accordance with the type and number of shares held by those shareholders.

Liability of Shareholders

The liability of holders of our shares for our losses or liabilities is limited to their capital contributions in our Company.

Increases in Share Capital

Our Articles of Association require that approval by a special resolution of the shareholders and by special resolution of holders of domestic shares and H shares at separate shareholder class meetings be obtained prior to authorizing, allotting, issuing or granting shares, securities convertible into shares or options, warrants or similar rights to subscribe for any shares or convertible securities. No approval is required to be obtained from separate class meetings if, but only to the extent that, we issue domestic shares and H shares, either separately or concurrently, in numbers not exceeding 20% of the number of domestic shares and H shares then in issue, respectively, in any 12-month period, as approved by a special resolution of the shareholders. New issues of shares must also be approved by relevant PRC authorities.

Reduction of Share Capital and Purchase by Us of Our Shares

We may, following the procedures provided in the Articles of Association and subject to the approval of the relevant governing authority of the State, repurchase any of our issued shares under the following circumstances:

(1) cancellation of shares for capital reduction;

(2) merging with another company that holds our shares;

(3) paying shares to our employees as bonus; or

(4) repurchasing, upon request, any shares held by any shareholder who is opposed to our Company s resolution for merger or spin-off at a shareholders general meeting.

Any repurchase of shares under items (1) to (3) of the foregoing paragraph shall be approved by shareholders general meeting of our Company. After repurchase of the shares according to the foregoing paragraph by our Company, the shares repurchased under item 1 shall be cancelled within ten days from the date of the repurchase; and the shares repurchased under items 2 and 4 shall be transferred or cancelled within six months.

The shares repurchased by our Company under item 3 may not exceed 5% of the total of our Company s issued shares. Such repurchase shall be financed by our Company s profit after tax. The shares so repurchased shall be transferred to the employees within one year.

We may not accept our shares as the subject of any pledge.

In the event that the regulatory authorities at the place of listing of our overseas-listed foreign shares have different requirements, such requirements shall prevail.

Subject to approval by PRC securities regulatory authorities and compliance with applicable law, we may carry out a share repurchase by one of the following methods:

under a general offer;

- open offer on a stock exchange; or

- by off-market contract.

We may, with the prior approval of shareholders in general meeting obtained in accordance with our Articles of Association, repurchase our shares by an off-market contract, and we may rescind or vary such a contract or waive any of our rights under the contract with the prior approval of shareholders obtained in the same manner. A contract to repurchase shares includes (without limitation) an agreement to become obliged to repurchase and an agreement to acquire the right to repurchase our shares. We may not assign a contract to repurchase our own shares or any rights provided thereunder.

Shares repurchased by us shall be canceled and the amount of our registered capital shall be reduced by the par value of those shares. The amount of our registered capital so reduced to the extent that shares are repurchased out of an amount deducted from our distributable profits, shall be transferred to our capital common reserve account.

Unless we are in the process of liquidation:

- where we repurchase our shares at par value, the amount of the total par value of shares so repurchased shall be deducted from our book balance distributable profits or out of the proceeds of a new issue of shares made in respect of the repurchase; and

- where we repurchase our shares at a premium, an amount equivalent to their total par value shall be deducted from our book balance distributable profits or the proceeds of a new issue of shares made in respect of the repurchase. Payment of the portion in excess of their par value shall be effected as follows:

  - if the shares being repurchased were issued at par value, payment shall be made out of our book balance distributable profits; and

  - if the shares being repurchased were issued at a premium, payment shall be made out of our distributable profits or out of proceeds of a new issue of shares made in respect of the repurchase, provided that the amount paid out of the proceeds of the new issue may not exceed the aggregate of premiums received by us on the issue of the shares repurchased or the current balance of our capital common reserve account (inclusive of the premiums from the new issue of shares).

- Payment by us in consideration for:

  - the acquisition of rights to repurchase our shares;

  - the variation of any contract to repurchase our shares; or

  - the release of any of our obligations under any contract to repurchase our shares; shall be made out of our distributable profits.

Restrictions on Controlling Shareholders

In addition to obligations imposed by law or required by the stock exchanges on which our shares are listed, a controlling shareholder (as defined below) shall not exercise his or her voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders generally or any part of our shareholders:

to relieve a director or supervisor of his or her duty to act honestly in our best interests;

to approve the expropriation, by a director or supervisor (for his or her own benefit or for the benefit of another person), in any guise, of our assets, including without limitation opportunities advantageous to us; or

to approve the expropriation by a director or supervisor (for his or her own benefit or for the benefit of another person) of the individual rights of other shareholders, including without limitation rights to distributions and voting rights, save and except where it was done pursuant to a restructuring submitted to and approved by our shareholders in accordance with our Articles of Association.

Controlling shareholder means a shareholder whose shareholdings represent over 50% of the total share capital of our Company, or if less than 50%, whose entitlement to voting rights is sufficient to materially affect the resolutions at general meetings of our Company.

Changing Rights of a Class of Shareholders

Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders at a general meeting and by holders of shares of that class at a separate class meeting conducted in accordance with our Articles of Association.

Duties of Directors, Supervisors and Other Senior Officers in Interested Transactions

Where any director, supervisor, general manager, deputy general manager or other senior officers (or an associate thereof) is in any way materially interested in a contract or transaction or arrangement or proposed contract or transaction or arrangement with us (other than his or her contract of service with us), he or she shall declare the nature and extent of his or her interest to the board of directors at the earliest opportunity, whether or not the contract, transaction or proposal or arrangement is subject to the approval of the board of directors.

Unless the interested director, supervisor, general manager deputy general manager or other senior officers has disclosed his or her interests and the contract or transaction is approved by the board of directors at a meeting in which the interested director, supervisor, general manager, deputy general manager or other senior officers has not been counted in the quorum and has refrained from voting, a contract or transaction in which that director, supervisor, general manager, deputy general manager or other senior officers is materially interested is voidable except as against a bona fide party to the contract or transaction acting without notice of the breach of duty by the interested director, supervisor, general manager, deputy general manager or other senior officers.

We shall not directly or indirectly make a loan to or provide any guarantees in connection with a loan to a director, supervisor, general manager, deputy general manager or other senior officers of our Company or of GRGC or any of their respective associates. However, the following transactions are not subject to this prohibition:

the provision by us of a loan or a guarantee of a loan to one of our subsidiaries;

the provision by us of a loan or a guarantee in connection with a loan or any other funds to any of our directors, supervisors, general managers, deputy general managers or other senior officers to pay expenditures incurred or to be incurred on our behalf by him or her or for the purpose of enabling him or her to perform his or her duties properly, in accordance with the terms of a service contract approved by the shareholders at a general meeting; and

the provision by us of a loan or a guarantee in connection with a loan to any of our directors, supervisors, general managers, deputy general managers or other senior officers or their respective associates on normal commercial terms, provided that the ordinary course of our business includes the lending of money or the giving of guarantees.

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C. Material Contracts

All material contracts we entered into during the fiscal years of 2014 and 2015 were made in the ordinary course of business.

D. Exchange Controls

The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign exchange and through restrictions on foreign trade. Effective January 1, 1994, the dual foreign exchange system in China was abolished in accordance with the notice of the People s Bank of China concerning future reform of the foreign currency control system issued December 1993. The conversion of RMB into U.S. dollars in China currently must be based on the People s Bank of China rate. The People s Bank of China rate is set based on the previous day s Chinese interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. On April 14, 2012, the PRC government further allowed the floating band of RMB s trading prices against the U.S. dollar to widen from 0.5% to 1% on each business day effective from April 2012, and further widened such floating band to 2% in March 2014.

Any future fluctuation of the RMB against the U.S. dollar (whether due to a decrease in the foreign currency reserves held by the PRC government or any other reason) will have an adverse effect upon the U.S. dollar equivalent and Hong Kong dollar equivalent of our net income and increase the effective cost of foreign equipment and the amount of foreign currency expenses and liabilities. In 2015, we incurred a foreign exchange gain of approximately RMB3.0 million due to the depreciation of the Hong Kong dollar against the RMB. If the applicable market exchange rates were to change by 5%, this would result in a change in our net income of approximately RMB2.7 million. We have no plans to hedge our currency exposure in the future. No assurance can be given that the Hong Kong dollar to U.S. dollar exchange rate link will be maintained in the future. Furthermore, any change in exchange rate that has a negative effect on the market for the H shares in either the United States or Hong Kong is likely to result in a similar negative effect on the other market.

We have been, and will continue to be, affected by changes in exchange rates in connection with our ability to meet our foreign currency obligations and will be affected by such changes in connection with our ability to pay dividends on H shares in Hong Kong dollars and on ADSs in U.S. dollars. As of December 31, 2015, we maintained the equivalent of approximately RMB72.1 million in U.S. dollar and Hong Kong dollar-denominated balances for purposes of satisfying our foreign currency obligations (e.g., to purchase foreign equipment) and paying dividends to our overseas shareholders. See Note 3 to our audited consolidated financial statements included elsewhere in this annual report. We believe that we have or will be able to obtain sufficient foreign exchange to continue to satisfy these obligations. We do not engage in any financial contract or other arrangement to hedge our currency exposure.

E. Taxation

PRC Taxation

Tax Basis of Assets

As of June 30, 1995, our assets were valued in conjunction with the Restructuring. This valuation, which was confirmed by the State Assets Administration Bureau, establishes the tax basis for these assets.

Income Tax

In accordance with the Enterprise Income Tax Law of the PRC (hereinafter referred to as the EIT Law), which was adopted at the 5th Session of the 10th National People s Congress of the PRC on March 16, 2007, enterprises and other organizations that earn income within the territory of the PRC are payers of enterprise income tax, which shall be paid in accordance with the provisions of EIT Law. The EIT Law and the implementation regulations for the EIT Law (the Implementation Regulations) both came into effect on January 1, 2008, meanwhile the Income Tax Law of the PRC for Foreign-invested Enterprises and Foreign Enterprises and the Interim Regulations of the PRC on Enterprise Income Tax have been simultaneously repealed.

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Pursuant to the EIT Law, the income tax rate for PRC enterprises is reduced from the original 33% to 25%, same as the rate applied to foreign investment enterprises and foreign enterprises.

According to the EIT Law and the Notice Regarding Implementation of the Preferential Enterprise Income Tax in the Transition Period issued by the State Council, an enterprise established with approval prior to the promulgation of the EIT Law that enjoyed a preferential tax rate according to the provisions of tax laws and administrative regulations then in force could gradually transition to the tax rate provided for therein within five years after the implementation of the EIT Law. The preferential income tax rate of 15% that was applicable to companies incorporated in Shenzhen and other special economic zones was phased out over five years beginning on January 1, 2008. After such five-year period and since January 1, 2012, the tax rate applicable to us has been fixed at 25%, i.e., the unified income tax rate applicable to all domestic companies in the PRC (with limited exceptions). An enterprise enjoying regular tax reduction or exemption may continue to enjoy such tax reduction or exemption until the expiration of the term thereof pursuant to the provisions of the State Council; if it has not yet enjoyed such tax reduction or exemption because it fails to make a profit, the term of such tax reduction or exemption shall be calculated from the effective date of the EIT Law (that is January 1, 2008).

Value Added Tax

Pursuant to the Provisional Regulations of the PRC Concerning Value Added Tax effective from January 1, 1994, which was amended by the State Council on November 10, 2008 and the Detailed Rules for the Implementation of the Interim Regulations of the PRC on Value-Added Tax ,which was promulgated on December 18, 2008, and revised on October 28, 2011, our passenger and freight transportation businesses are not subject to value added tax, while our other businesses are subject to value added tax at rates ranging from 3% to 17%, depending on the scale and nature of the businesses.

Pursuant to the Notice of the Ministry of Finance and the State Administration of Taxation on Including Railway Transport and Postal Services under the Pilot Program of Replacing Business Tax with Value-Added Tax, which was promulgated on December 12, 2013, and came into effect on January 1, 2014, the value-added tax rate of 11% shall be levied on enterprises providing transport and postal services.

Tax on Dividends

For an Individual Investor. According to the Individual Income Tax Law of the PRC, an income tax at the rate of 20% shall be withheld on dividend payments from PRC enterprises to residents of the PRC. According to the Circular on Relevant Tax Policies on Pilot Shanghai-Hong Kong Stock Connect Scheme (Cai Shui [2014] No. 81) (hereinafter referred to as Circular 81) issued by the Ministry of Finance, State Tax Bureau and CSRC on October 31, 2014, which became effective November 17, 2014, a PRC company that pays dividends to a PRC individual investor, with respect to H shares listed on the HKSE through the Shanghai-Hong Kong Stock Connect, must first request from the China Securities Depository and Clearing Company Limited (hereinafter referred to as the CSDC) a list of PRC individual investors. The PRC company shall then withhold PRC individual income tax at a rate of 20% on payments to such individual investors. For a foreign individual who is not a resident of the PRC, the receipt of dividends from a PRC company with A shares listed on the Shanghai Stock Exchange is normally subject to PRC withholding tax at a rate of 20% unless specifically exempted by the tax authority of the State Council or reduced by an applicable tax treaty. According to the Notice on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Circular 45 issued by the PRC State Tax Bureau, foreign non-resident individual shareholders receiving dividends from shares in a PRC non-foreign-invested enterprise may be subject to PRC withholding tax at a rate of 10%, subject to reduction under an applicable tax treaty. A non-PRC individual that is a resident of a country that has not entered into a tax treaty with the PRC or in any other case will be subject to PRC withholding tax at a rate of 20%. A PRC company that pays dividends to investors in Hong Kong (including enterprises and individuals), with respect to A shares listed on the Shanghai Stock Exchange, before the Hong Kong Securities Clearing Company Ltd is able to provide details of an investor s identity and stock holding period to CSDC, must withhold PRC tax at a rate of 10%, rather than applying the exemptions based on the stock holding period discussed in the following paragraph, and should also apply for a withholding declaration from the appropriate PRC tax authority.

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According to the Notice on the Issues concerning the Implementation of Differential Individual Income Tax Policies on Dividends and Bonuses of Listed Companies promulgated on December 28, 2012, individual PRC resident holders of A Shares who have held such shares for one month or less shall include all cash and share distributions in their taxable income. Individual PRC resident holders of A Shares who have held such shares for more than one month, but not more than one year, shall temporarily include 50% of all cash and share distributions in their taxable income. In addition, individual PRC resident holders of A Shares who have held shares for more than one year shall temporarily include 25% of all cash and share distributions in their taxable income.

For An Enterprise. According to Circular 81, PRC enterprise investors dividends from investment in stocks listed on the HKSE through the Shanghai-Hong Kong Stock Connect shall be included in income and shall be subject to PRC enterprise income tax. However, a PRC enterprise investor s dividends in respect of H shares, which have been continuously held by such investor for a period of over 12 months, shall be exempt from PRC enterprise income tax. According to the EIT Law and its Implementation Regulations, and pursuant to the Notice on the Issues Regarding Withholding of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H share Holders Which Are Overseas Non-resident Enterprises issued by State Administration of Taxation on November 6, 2008, when a non-PRC resident enterprise with no establishment or office in the PRC receives dividends from a company in the PRC, or a non-PRC resident enterprise with an establishment or office in the PRC receives dividends from a company in the PRC, and such dividends are not effectively connected with an establishment or office in the PRC, the non-PRC resident enterprise is normally subject to a PRC withholding tax at a rate of 10% under the EIT Law.

The Response to Questions on Levying Enterprise Income Tax on Dividends Derived by Non-resident Enterprise from Holding B-shares issued by the SAT on July 24, 2009 further provides that any PRC resident enterprise that is listed on an overseas stock exchange must withhold PRC enterprise income tax at a rate of 10% on dividends that it distributes to non-PRC resident enterprises, subject to reduction under an applicable tax treaty.

Capital Gains Tax

For An Individual Investor. According to the Notice Concerning the Continuation of Exemption from Individual Income Tax on the Income from Stock Transfer issued by the PRC Ministry of Finance and the PRC State Tax Bureau on March 30, 1998, effective from January 1, 1997, gains realized by individuals from transferring stock of listed companies are not subject to individual income tax.

After the latest amendment to the Individual Income Tax Law on June 30, 2011 and its implementation rules on February 18, 2008, the State Administration of Taxation has not stated whether it will continue to exempt from individual income tax income derived by individuals from the transfer of listed shares. However, on December 31, 2009, the Ministry of Finance, State Administration of Taxation and CSRC jointly issued the Circular on Related Issues on Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation (Cai Shui [2009] No. 167), which states that individuals income from transferring listed shares on certain domestic exchanges shall continue to be exempted from the individual income tax, except for shares of certain specified companies under certain situations which are subject to sales limitations (as defined in such Circular and its supplementary notice issued on November 10, 2010). Meanwhile, according to Circular 81, PRC individual investors gains from transferring stock of a company listed on the HKSE through the Shanghai-Hong Kong Stock Connect shall be temporarily exempted from PRC individual income tax from November 17, 2014 to November 16, 2017. Moreover, the gains received by individual investors from Hong Kong from transferring A shares listed on the Shanghai Stock Exchange shall be temporarily exempted from income tax.

For An Enterprise. In accordance with the EIT Law and its Implementation Regulations, a non-resident enterprise is generally subject to PRC enterprise income tax at a rate of 10% with respect to PRC-sourced income, including gains derived from the disposal of equity interests in a PRC resident enterprise, if it does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not connected with such establishment or premises in the PRC. According to Circular 81, the gains derived from transferring A shares listed on the Shanghai Stock Exchange received by Hong Kong enterprise investors through the Shanghai-Hong Kong Stock Connect shall be temporarily exempted from income tax. In addition, such gains may be exempted in the PRC if the tax treaty or agreement that the PRC concluded with the relevant jurisdiction, where applicable, states that the PRC may not tax capital gains.

In accordance with Circular 81, PRC enterprise investors gains from transferring stocks listed on the HKSE through the Shanghai-Hong Kong Stock Connect shall be included in total income and shall be subject to enterprise income tax.

Tax Treaties

For non-PRC resident enterprises with no establishment in the PRC and individuals not resident in the PRC, if their home countries or jurisdictions have entered into double taxation treaties with the PRC, such enterprises and individuals may be entitled to a reduction of any withholding tax imposed on the payment of dividends from a PRC company. The PRC currently has double taxation treaties with a number of countries, including Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States.

The Agreement Between the Government of the United States of America and the PRC Government for the Avoidance of Double Taxation and the Prevention of Tax Evasion with Respect to Taxes on Income, together with related protocols, referred to herein as the US-PRC tax treaty, currently limits the rate of PRC withholding tax upon dividends paid by our Company to a U.S. holder (as defined below under United States Federal Income Taxation) who is a United States resident for purposes of the US-PRC tax treaty to 10%. It is uncertain if the US-PRC tax treaty exempts from PRC tax the capital gains of a U.S. holder arising from the sale or disposition of H shares or ADSs. U.S. holders are advised to consult their tax advisors with respect to these matters.

United States Federal Income Taxation

The following is a general discussion of the material United States federal income tax consequences of purchasing, owning and disposing of the H shares or ADSs if you are a U.S. holder, as defined below, and hold the H shares or ADSs as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended, or the Code. This discussion does not address all of the United States federal income tax consequences relating to the purchase, ownership and disposition of the H shares or ADSs, and does not take into account U.S. holders who may be subject to special rules including:

- banks, insurance companies and financial institutions;
- United States expatriates;
- tax-exempt entities;
- certain insurance companies;
- broker-dealers;

- traders in securities that elect to mark to market;
- U.S. holders liable for alternative minimum tax;
- U.S. holders that own 10% or more of our voting stock;
- U.S. holders that hold the H shares or ADSs as part of a straddle or a hedging or conversion transaction; or
- U.S. holders whose functional currency is not the U.S. dollar.

This discussion is based on the Code, its legislative history, final, temporary and proposed United States Treasury regulations promulgated thereunder, published rulings and court decisions as in effect on the date hereof, all of which are subject to change, or changes in interpretation, possibly with retroactive effect. In addition, this discussion is based in part upon representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreements will be performed according to its terms.

You are a U.S. holder if you are a beneficial owner of H shares or ADSs and are:

- a citizen or resident of the United States for United States federal income tax purposes;
- a corporation, or other entity treated as a corporation for United States federal income tax purposes, created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income tax without regard to its source; or
- a trust:
- subject to the primary supervision of a United States court and the control of one or more United States persons; or
- that has elected to be treated as a United States person under applicable United States Treasury regulations.

If a partnership (including any entity taxed as a partnership for United States federal income tax purposes) holds the H shares or ADSs, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership that holds the H shares or ADSs, we urge you to consult your tax advisors regarding the consequences of the purchase, ownership and disposition of the H shares or ADSs.

This discussion does not address any United States federal estate or gift tax consequences, or any state, local or non-United States tax consequences of the purchase, ownership and disposition of the H shares or ADSs.

We urge you to consult your tax advisors regarding the United States federal, state, local and non-United States tax consequences of the purchase, ownership and disposition of the H shares or ADSs.

In general, if you hold ADRs evidencing ADSs, you will be treated as the owner of the H shares represented by the ADSs. The following discussion assumes that we are not a passive foreign investment company, or PFIC, as discussed under PFIC Rules below.

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Distributions on the H shares or ADSs

The gross amount of any distribution (without reduction for any PRC tax withheld) we make on the H shares or ADSs out of our current or accumulated earnings and profits will be includible in your gross income as dividend income when the distribution is actually or constructively received by you, in the case of the H shares, or by the depositary in the case of ADSs. Subject to certain limitations, dividends paid to non-corporate U.S. holders, including individuals, may be eligible for a reduced rate of taxation if we are deemed to be a qualified foreign corporation for United States federal income tax purposes. A qualified foreign corporation includes:

- a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States that includes an exchange of information program; and

- a foreign corporation if its stock with respect to which a dividend is paid (or ADSs backed by such stock) is readily tradable on an established securities market within the United States,

but does not include an otherwise qualified foreign corporation that is a PFIC in the taxable year the dividend is paid or the prior taxable year. We believe that we will be a qualified foreign corporation so long as we are not a PFIC (and were not a PFIC for our prior taxable year) and we are considered eligible for the benefits of the US PRC tax treaty. Our status as a qualified foreign corporation, however, may change.

Distributions by a corporation that exceed its current and accumulated earnings and profits (as determined for United States federal income tax purposes) generally are treated as a return of capital to the extent of a shareholder s basis in the corporation s shares, and thereafter as capital gain. We do not maintain calculations of our current and accumulated earnings and profits as determined for United States federal income tax purposes, and you should expect that the full amount of any distribution to you will be treated as a dividend for United States federal income tax purposes. Any dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from United States corporations. The amount of any distribution of property other than cash will be the fair market value of such property on the date of such distribution.

If we make a distribution paid in Hong Kong dollars, you will be considered to receive the U.S. dollar value of the distribution determined at the spot HK dollar/U.S. dollar rate on the date such distribution is received by you or by the depositary, regardless of whether you or the depositary convert the distribution into U.S. dollars on such date. Any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend payment is includible in your income to the date you or the depositary convert the distribution into U.S. dollars will be treated as foreign currency exchange gain or loss that is United States source ordinary income or loss for foreign tax credit limitation purposes.

Subject to various limitations, any PRC tax withheld from distributions in accordance with PRC law, as limited by the US PRC tax treaty, may be creditable against your United States federal income tax liability. For foreign tax credit limitation purposes, dividends paid on the H shares or ADSs will be foreign source income, and will be treated as passive category income or, in the case of some U.S. holders, general category income. You may not be able to claim a foreign tax credit (and instead may claim a deduction) for non-United States taxes imposed on dividends paid on the H shares or ADSs if you (i) have held the H shares or ADSs for less than a specified minimum period during which you are not protected from risk of loss with respect to such shares, or (ii) are obligated to make payments related to the dividends (for example, pursuant to a short sale).

Sale, Exchange or Other Disposition

Upon a sale, exchange or other disposition of the H shares or ADSs, you will recognize a capital gain or loss for United States federal income tax purposes in an amount equal to the difference between the U.S. dollar value of the amount realized and your tax basis, determined in U.S. dollars, in such H shares or ADSs. Any gain or loss will generally be United States source gain or loss for foreign tax credit limitation purposes. Capital gain of certain non-corporate U.S. holders, including individuals, is generally taxed at reduced rates where the H shares or ADSs have been held more than one year. Your ability to deduct capital losses is subject to limitations.

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If any PRC tax is withheld from your gain on a disposition of H shares or ADSs, such tax would only be creditable against your United States federal income tax liability to the extent that you have foreign source income. However, in the event that PRC tax is withheld, a U.S. holder that is eligible for the benefits of the US PRC tax treaty may be able to treat the gain as foreign source income for foreign tax credit limitation purposes.

If you are paid in a currency other than U.S. dollars, any gain or loss resulting from currency exchange fluctuations during the period from the date of the payment resulting from sale, exchange or other disposition to the date you convert the payment into U.S. dollars will be treated as foreign currency exchange gain or loss that is United States source ordinary income or loss for foreign tax credit limitation purposes.

PFIC Rules

In general, a foreign corporation is a PFIC for any taxable year in which, after applying relevant look-through rules with respect to the income and assets of subsidiaries:

- 75% or more of its gross income consists of passive income, such as dividends, interest, rents and royalties; or

- 50% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income.

We believe that we were not a PFIC for our taxable year ended December 31, 2015 and do not currently believe that we will be treated as a PFIC for the current or subsequent taxable years. However, PFIC status cannot be determined until the close of a taxable year and, accordingly, there can be no assurance that we will not be a PFIC in the current or subsequent taxable years.

If we were a PFIC in any taxable year that you held the H shares or ADSs, you generally would be subject to special rules with respect to excess distributions made by us on the H shares or ADSs and with respect to gain from a disposition of the H shares or ADSs. An excess distribution generally is defined as the excess of the distributions you receive with respect to the H shares or ADSs in any taxable year over 125% of the average annual distributions you have received from us during the shorter of the three preceding years or your holding period for the H shares or ADSs. Generally, you would be required to allocate any excess distribution or gain from the disposition of the H shares or ADSs ratably over your holding period for the H shares or ADSs. The portion of the excess distribution or gain allocated to a prior taxable year, other than a year prior to the first year in which we became a PFIC, would be taxed at the highest United States federal income tax rate on ordinary income in effect for such taxable year, and you would be subject to an interest charge on the resulting tax liability, determined as if the tax liability had been due with respect to such particular taxable years. The portion of the excess distribution or gain that is allocated to the current year, together with the portion allocated to the years prior to the first year in which we became a PFIC, would be included in your gross income for the taxable year of the excess distribution or disposition and taxed as ordinary income.

The foregoing rules with respect to excess distributions and dispositions may be avoided or reduced if you are eligible for and timely make a valid mark-to-market election. If your H shares or ADSs were treated as shares regularly traded on a qualified exchange for United States federal income tax purposes and a valid mark-to-market election was made, in calculating your taxable income for each taxable year you generally would be required to take into account as ordinary income or loss the difference, if any, between the fair market value and the adjusted tax basis of your H shares or ADSs at the end of your taxable year. However, the amount of loss you would be allowed is limited to the extent of the net amount of previously included income as a result of the market-to-market election. Your basis in the H shares or ADSs will be adjusted to reflect any such gain or loss. The NYSE on which the ADSs are traded is a qualified exchange for United States federal income tax purposes.

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Alternatively, a timely election to treat us as a qualified electing fund under Section 1295 of the Code could be made to avoid the foregoing rules with respect to excess distributions and dispositions. You should be aware, however, that if we become a PFIC, we do not intend to satisfy record keeping requirements that would permit you to make a qualified electing fund election.

If you own the H shares or ADSs during any year that we are a PFIC, you generally will be required to file Internal Revenue Service, or IRS, Form 8621, as described in the instructions to Form 8621, subject to certain exceptions based on the value of PFIC stock held. We encourage you to consult your own tax advisor concerning the United States federal income tax consequences of holding the H shares or ADSs that would arise if we were considered a PFIC.

Backup Withholding and Information Reporting

In general, information reporting requirements will apply to dividends in respect of the H shares or ADSs or the proceeds of the sale, exchange, or redemption of the H shares or ADSs paid within the United States, and in some cases, outside of the United States, other than to various exempt recipients. In addition, you may, under some circumstances, be subject to backup withholding with respect to dividends paid on the H shares or ADSs or the proceeds of any sale, exchange or transfer of the H shares or ADSs, unless you

- fall within various other exempt categories, and, when required, demonstrate this fact; or

- provide a correct taxpayer identification number on a properly completed IRS Form W-9 or a substitute form, certify that you are exempt from backup withholding and otherwise comply with applicable requirements of the backup withholding rules.

Any amount withheld under the backup withholding rules generally will be creditable against your United States federal income tax liability provided that you furnish the required information to the IRS in a timely manner. If you do not provide a correct taxpayer identification number, you may be subject to penalties imposed by the IRS.

Certain U.S. holders who are individuals that hold certain foreign financial assets (which may include the H shares or ADSs) are required to report information relating to such assets, subject to certain exceptions. You should consult your own tax advisors regarding the effect, if any, of these requirements on your ownership and disposition of the H shares or ADSs.

Hong Kong Taxation

The following discussion summarizes the material Hong Kong tax provisions relating to the ownership of H shares or ADSs held by you.

Dividends

Under current practice, no tax will be payable by you in Hong Kong in respect of dividends paid by us.

Taxation of Capital Gains

No capital gain tax is generally imposed in Hong Kong in respect of capital gains from the sale of shares (such as the H shares). However, if trading gains from the sale of property by persons as part of profit making are regarded as carrying on a trade, profession or business in Hong Kong, where such gains are derived from or arise in Hong Kong from such trade, profession or business, such trading gains will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a maximum rate of 15% on unincorporated businesses. Certain categories of taxpayers are likely to be regarded as deriving trading gains rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers can prove that the investment securities are held for long-term investment. Gains from sales of the H shares affected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H shares realized by persons carrying on a business of trading or dealing in Hong Kong in securities.

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There will be no liability for Hong Kong profits tax in respect of profits from the sale of ADSs (i.e., the profits derived abroad), where purchases and sales of ADSs are effected outside Hong Kong, e.g. on the NYSE.

Hong Kong Stamp Duty

Hong Kong stamp duty will be payable by each of the seller and the purchaser for every sale and purchase, respectively, of the H shares. An ad valorem duty is charged at the rate of 0.2% of the consideration of the fair value of the H shares transferred and the relevant contract notes shall be stamped (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HKD 5 is currently payable on an instrument of transfer of H shares.

The withdrawal of H shares when ADSs are surrendered, and the issuance of ADSs when H shares are deposited, may be subject to Hong Kong stamp duty at the rate described above for sale and purchase transactions, if the withdrawal or deposit results in a change of legal and beneficial ownership under Hong Kong law. The issuance of ADSs for deposited H shares issued directly to the depositary or for the account of the depositary should not lead to a Hong Kong stamp duty liability. You are not liable for the Hong Kong stamp duty payable on transfers of ADSs outside of Hong Kong.

Hong Kong Estate Duty

Prior to February 11, 2006, estate duty was levied on the value of property situated in Hong Kong passing or deemed passing on the death of a person. H shares are regarded as property situated in Hong Kong for estate duty purposes. HK estate duty is not applicable with respect to estates of persons who passed away on or after Feb. 11, 2006.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We filed with SEC in Washington, D.C. a registration statement on Form F-1 (Registration No. 333-3382) under the Securities Act of 1933, as amended, in connection with our global offering in May 1996. The registration statement contains exhibits and schedules. For further information with respect to our Company and our ADSs, please refer to the registration statement and to the exhibits and schedules filed with the registration statement.

Additionally, we are subject to the informational requirements of the Exchange Act, and in accordance with the Exchange Act, we file annual reports on Form 20-F within four months of our fiscal year end, and we will furnish other reports and information under cover of Form 6-K with the SEC. You may review a copy of the registration statement and other information without charge at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also inspect the registration statement and its exhibits and schedules at the office of the New York Stock Exchange, 11 Wall Street, New York, New York 10005. You may also get copies, upon payment of a prescribed fee, of all or a portion of the registration statement from the SEC s public reference room or by calling the SEC on 1-800-SEC-0330 or visiting the SEC s website at www.sec.gov.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements to shareholders.

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I. Subsidiary Information
Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
The following paragraphs describe the various market risks to which we were exposed as of December 31, 2014 and 2015.

Currency Risks

We mainly operate in the PRC with most of the transactions settled in RMB. RMB is also the functional currency of our Company. RMB is not freely convertible into other foreign currencies. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. Any monetary assets and liabilities denominated in currencies other than RMB would subject our Company to currency risks. In addition, we are required to pay dividends in Hong Kong dollars in the future when dividends are declared.

The monetary assets and liabilities held by us that are denominated in U.S. dollars and Hong Kong dollars as of December 31, 2014 and 2015 are set forth below.

Monetary assets and liabilities	Currency Denomination	As of December 31, 2014	As of December 31, 2015
		(RMB thousands)	
Cash and cash equivalents	USD		
Cash and cash equivalents	HKD	62,093	72,140
Other receivables	HKD	93	71
Other payables	HKD		

We may experience a loss as a result of any foreign currency exchange rate fluctuations in connection with our deposits. We have not used any means to hedge the exposure to foreign exchange risk.

We incurred a foreign exchange gain of RMB3.0 million for the year ended December 31, 2015. As of December 31, 2015, our assets denominated in Hong Kong dollars and U.S. dollars were translated into RMB at the applicable market exchange rates as of that date and amounted to approximately RMB72.1 million. If the applicable market exchange rates were to change by 5%, this would result in a change in fair value of approximately RMB2.7 million in these balances.

While our foreign currency deposits are relatively stable, they are insufficient to pay all dividends and operating expenses, therefore, we bear the risk of exchange rate fluctuations when we convert RMB to pay foreign-currency denominated dividends and operating expenses. However, our management believes that these contingent exposures relating to foreign exchange rate fluctuations have not had and are not likely to have a material effect on our financial position. As a result, we do not enter into any hedging transactions with respect to our exposure to foreign currency movements. Furthermore, we are not aware of any effective financial hedging products that serve as protection against a possible RMB devaluation or appreciation.

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Interest Rate Risks

As of December 31, 2015, funds that we do not need in the short term are generally kept as temporary cash deposits in commercial banks in the form of fixed-term deposits. We do not hold any market risk-sensitive instruments for trading purposes. As we have no significant interest-bearing assets (except for deposits held in banks), our income and operating cash flows are not materially affected by the changes of market interest rates. Other than deposits held in banks, the Group does not have significant interest-bearing assets.

Credit Risks

The carrying amount of cash and cash equivalents, trade and other receivables (excluding prepayments), short-term deposits, and long-term receivables represent our maximum exposure to credit risk in relation to financial assets.

Cash and short-term liquid investments are placed with reputable banks. No significant credit risk is expected.

The majority of our accounts receivable balance relate to the rendering of services or sales of products to third party customers. Our other receivable balances mainly arise from services other than the main railway transportation services. We perform ongoing credit evaluations of our customers/debtors financial condition and generally do not require collateral from the customers/debtors account on the outstanding balances. Based on the expected reliability and the timing for collection of the outstanding balances, we maintain a provision for doubtful accounts and actual losses incurred have been within management s expectation.

No other financial assets carry a significant exposure to credit risk.

Liquidity Risks

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, our Company s treasury function allows flexibility in funding by maintaining committed credit lines.

We monitor our liquidity reserves (comprises undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows) on a regular basis. See Note 3 to our audited consolidated financial statements included elsewhere in this annual report, which analyzes our Company s financial liabilities into relevant maturity groups based on the remaining periods at the date of the balance sheet to the contractual maturity date.

Except as described above and in Note 3 to our audited consolidated financial statements included elsewhere in this annual report, our management believes that as of December 31, 2015, at present and in our normal course of business, we are not subject to any other material market-related risks.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

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D. American Depositary Shares

JPMorgan Chase Bank, N.A. is the depositary for our ADSs. The depositary s office is located at No. 13 Building, 4 New York Plaza, New York, NY 10004. On April 25, 2008, JPMorgan Chase Bank, N.A. signed an agreement with Wells Fargo Bank, pursuant to which Wells Fargo Bank will provide the depositary service for our ADSs on behalf of JPMorgan Chase Bank, N.A. Each of our ADRs represents 50 H shares of par value RMB1.00 per share.

In April 2009, we entered into an amendment to our deposit agreement with JPMorgan Chase Bank, N.A., which we initially entered into on May 10, 1996. The revisions include allowing the depositary, in line with the current market practice, to charge the holders of the ADSs a cash distribution fee and an annual administrative fee, the aggregate of which should not exceed US$0.02 per ADS in any calendar year. The amendment of the deposit agreement became effective on May 25, 2009. At such effective date, every holder of our ADSs shall be deemed by holding our ADSs to consent and agree to such amendment and to be bound by the deposit agreement and the American Depositary Receipts as amended by such amendment. For further information, see the Form F-6EF we filed with the SEC on April 24, 2009 and the Form 6-K we furnished on April 28, 2009.

In May 2015, we proposed certain amendments to the form of the deposit agreement and the American Depositary Receipts while keeping the terms of deposit the same as the terms disclosed in the Form F-6EF we filed with the SEC on April 24, 2009. For further information of the amended and restated deposit agreement and the American Depositary Receipts, see the Form F-6 we filed with the SEC on May 12, 2015.

Fees Payable by ADS Holders

The Depositary may charge each person, US$5.00 for each 100 ADSs (or portion thereof) for ADRs issued, delivered, reduced, cancelled or surrendered, as the case may be.

The following additional charges may be incurred by holders of our ADSs:

- a fee of US$1.50 per ADR for transfers of ADRs;
- a fee of US$0.02 or less per ADS for any cash distribution made, or the cash distribution fee;
- a fee of US$5.00 for each 100 ADSs (or portion thereof) for any security distribution;
- an administration fee of US$0.02 per ADS per calendar year (or portion thereof), provided, however, that the aggregate amount of such administration fee and the cash distribution fee shall not exceed US$0.02 per ADS in any calendar year;
- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges incurred at the request of the ADS holders;
- transfer or registration fees for the registration or transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities; and
- expenses of the depositary in connection with the conversion of foreign currencies into U.S. dollars.

We will pay all other charges and expenses of the depositary and its agents (except the custodian) pursuant to the agreements between us and the depositary. The fees described above may be amended from time to time.

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Payments Received by Foreign Private Issuer

The depositary has agreed to reimburse and waive certain fees and expenses incurred by us in connection with our ADR program.

Direct Payments

The table below sets forth the types of expenses that the depositary has reimbursed us for the year ended December 31, 2015:

Category of Expenses	Amount (US$)
NYSE list fee	64,285.7
Broker reimbursements	43,121.3
U.S. Representative Fee	3,214.3
Total	**110,621.3**

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our Chairman of the Board, General Manager, Chief Accountant and Company Secretary, evaluated the effectiveness of the design and operation of our Company s disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Form 20-F. Based on this evaluation, our Chairman of the Board, General Manager, Chief Accountant and Company Secretary concluded that our Company s disclosure controls and procedures were effective as of December 31, 2015. Our Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file and furnish under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and regulations and such information is accumulated and communicated to our Company s management including the Chairman of the Board, General Manager, Chief Accountant and Company Secretary, as appropriate, to allow timely decision regarding required disclosures.

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Management s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our Company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of our Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of our Company are being made only in accordance with authorizations of management and directors of our Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our Company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

For the year ended December 31, 2015, under the supervision, and with the participation, of our Chairman of the Board, General Manager, Company Secretary and Chief Accountant, our management has conducted an assessment of the effectiveness of our internal control over financial reporting based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control Integrated Framework (2013)*. Based on this evaluation, our Company s management has concluded that its internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of our Company s internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers (Certified Public Accountants, Hong Kong), an independent registered public accounting firm, as stated in their report which is included elsewhere in this annual report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Chen Song is an audit committee financial expert as defined in Item 16A of Form 20-F. Mr. Jia Jianmin and each of the other members of the Audit Committee is an independent director as defined in Section 303A.02 of the NYSE Listed Company Manual.

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to our Chairman, General Manager, Company Secretary, Chief Accountant and other senior officers, or the Code of Ethics for Senior Management, on April 20, 2004. On April 23, 2008, we amended the Code of Ethics for Senior Management pursuant to Section 404 of the Sarbanes-Oxley Act. On April 29, 2009, we further amended the Code of Ethics for Senior Management in order to further strengthen our corporate governance, regulate the acts of our executive officers and ensure the better performance of duties by our executive officers. According to the amended Code of Ethics for Senior Management, each of our senior officers is required to sign a certificate for the compliance with the Code of Ethics for Senior Management at his/her initial or subsequent election or engagement, and to submit an annual certificate with respect to his/her compliance with the Code of Ethics for Senior Management. A copy of this amended Code of Ethics for Senior Management is filed as Exhibit 11.1 to our annual report on Form 20-F filed with the SEC on June 25, 2009.

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ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Resolutions to appoint PricewaterhouseCoopers (certified public accountants in Hong Kong), or PwC, as our auditor for 2015 have been approved at the annual general meeting of our shareholders held on May 28, 2015.

The following table presents the aggregate fees for professional services and other services rendered by PwC to us in 2014 and 2015.

	2014	2015
	(RMB millions)	
Audit Fees	8.08	8.08
Audit-related Fees		
Tax Fees		
All Other Fees	0.33	0.25
Total	8.41	8.33

Notes:

1. Traveling expenses and tax fees are included in the audit fees and do not require additional payment.
2. As of December 31, 2015, there did not exist any amount that became payable but remained outstanding.

All non-audit services to be provided by our independent registered public accountants, PwC, must be approved by our audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

During the year ended December 31, 2015, there was no purchase, sale or redemption of our H shares or ADSs by us, or any of our subsidiaries.

ITEM 16F. CHANGE IN REGISTRANT S CERTIFYING ACCOUNTANT

Not applicable.

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ITEM 16G. CORPORATE GOVERNANCE

Under the NYSE s corporate governance listing standards, we are required to disclose any significant ways in which our governance practices differ from those followed by U.S. domestic companies under the NYSE listing standards. There are no significant differences in our corporate governance practices compared to those followed by a U.S. domestic company under the NYSE listing standards, except for the following:

- we do not have the majority of our board of directors comprised of independent directors as defined under Section 303A.02 of the NYSE Manual;
- we do not have a nominating committee or a corporate governance committee similar to that required for U.S. domestic companies;
- we do not have a compensation committee wholly made up of independent directors. Our remuneration committee currently consists both executive directors and independent non-executive directors with the independent non-executive directors making up the majority of such committee;
- instead of having formal corporate governance guidelines similar to those required for U.S. domestic companies, we have, in accordance with applicable PRC laws and regulations and the HKSE Listing Rules, adopted the Articles of Association, the General Meeting System, the Working Ordinance for the Board of Directors, the Working Ordinance for the supervisory committee, the Working Ordinance for the General Manager, the Capital Management Measures, the Investment Management Measures, the Code of Ethics for Senior Officers and the Audit Committee Charter that contain provisions addressing (i) director qualification standards and responsibilities; (ii) key board committee responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisors; (iv) director compensation; (v) management succession and (vi) director orientation and continuing education;
- as a company listed on the HKSE, we are required to comply with applicable corporate governance and other related requirements of the HKSE Listing Rules, including the Corporate Governance Code, unless an exemption is available; and
- we have not adopted a set of formal code of business conduct and ethics for our directors, officers and employees similar to that required for U.S. domestic companies. We have implemented code of business conduct and ethics for senior management, including our General Manager, Deputy General Manager, Chief Accountant and Company Secretary. In addition, our directors are required to comply with the Model Code for Securities Transactions by Directors of Listed Companies set out in the HKSE Listing Rules, which sets out standards with which directors are required to comply with respect to transactions involving our securities.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide the financial statements and related information specified in ITEM 18 in lieu of ITEM 17.

ITEM 18. FINANCIAL STATEMENTS

See pages F-1 to F-81 following ITEM 19.

ITEM 19. EXHIBITS

(a) See pages F-1 to F-81 following this item.

(b) Index of Exhibits

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Documents filed as exhibits to this annual report:

Exhibit Number	Description
1.1	Amended and Restated Articles of Association
2.1*	Form of Amendment to Deposit Agreement
2.2*	Form of American Depositary Receipt
4.1**	Land Lease Agreement dated November 15, 2004 between Guangshen Railway Company Limited and Guangzhou Railway (Group) Company
4.2ß	Master comprehensive services agreements dated October 18, 2013 between Guangshen Railway Company Limited and each of GRGC, Guangzhou Railway (Group) Guangshen Railway Enterprise Development Company and Yangcheng Railway Company
7.1	Statements explaining how certain ratios are calculated in this annual report
8.1	List of subsidiaries of Guangshen Railway Company Limited as of December 31, 2015
11.1¥	Code of Ethics for the Senior Management as amended on April 29, 2009
12.1	Section 302 principal executive officers and principal financial officer s certifications
13.1	Certifications of principal executive officers and principal financial officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002

* Incorporated by reference from the Registrant s Form F-6 filed with the SEC on May 12, 2015.
** Incorporated by reference from the Registrant s annual report on Form 20-F filed with the SEC on June 28, 2005.
ß Incorporated by reference from the Registrant s annual report on Form 20-F filed with the SEC on April 24, 2014.
¥ Incorporated by reference from the Registrant s annual report on Form 20-F filed with the SEC on June 25, 2009.

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SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

	GUANGSHEN RAILWAY COMPANY LIMITED
Date: April 27, 2016	By: /s/ Wu Yong Wu Yong Chairman of the Board of Directors

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Guangshen Railway Company Limited

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income, of cash flows, and of changes in equity present fairly, in all material respects, the financial position of Guangshen Railway Company Limited (the Company) and its subsidiaries (the Group) at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as at December 31, 2015, based on criteria established in Internal Control - Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in Management s Report on Internal Control over Financial Reporting under Item 15 appearing on pages 99 and 100 of the 2015 Annual Report. Our responsibility is to express opinions on these financial statements and on the Group s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers

Hong Kong

April 27, 2016

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS AT DECEMBER 31, 2014 AND 2015

(Amounts in thousands)

	Note	December 31 2014 RMB	2015 RMB	2015 US$*
ASSETS				
Non-current assets				
Fixed assets-net	6	24,179,210	24,073,759	3,716,350
Construction-in-progress	7	401,434	569,573	87,927
Prepayments for fixed assets and construction-in-progress		13,499	46,546	7,185
Leasehold land payments	8	668,005	948,526	146,427
Goodwill	9	281,255	281,255	43,418
Investments in associates	11	147,102	168,711	26,044
Deferred tax assets	12	67,584	93,249	14,395
Long-term prepaid expenses	13	22,004	14,485	2,236
Available-for-sale investments	15	53,826	53,826	8,309
Long-term receivable	16	30,197	30,804	4,755
		25,864,116	26,280,734	4,057,046
Current assets				
Materials and supplies	17	400,509	307,056	47,401
Trade receivables	18	2,313,405	2,886,066	445,531
Prepayments and other receivables	19	189,576	142,613	22,016
Short-term deposits	20	104,000	106,000	16,364
Cash and cash equivalents	20	1,665,057	2,220,803	342,833
		4,672,547	5,662,538	874,145
Total assets		30,536,663	31,943,272	4,931,191
EQUITY AND LIABILITIES				
Capital and reserves attributable to the Company s equity holders				
Share capital	21	7,083,537	7,083,537	1,093,510
Share premium		11,562,738	11,562,738	1,784,979
Other reserves	22	2,596,783	2,708,543	418,127
Retained earnings		5,502,785	6,107,670	942,862
		26,745,843	27,462,488	4,239,478
Non-controlling interests		40,617	(18,226)	(2,814)
Total equity		26,786,460	27,444,262	4,236,664
Liabilities				
Non-current liabilities				
Deferred income relating to government grants	23	88,771	103,985	16,053

Deferred tax liabilities	12		71,376	11,018
		88,771	175,361	27,071
Current liabilities				
Trade payables	25	1,438,444	1,105,291	170,628
Payables for fixed assets and construction-in-progress		1,094,814	1,425,998	220,136
Dividends payable		548	14,318	2,210
Income tax payable		157,865	313,656	48,420
Accruals and other payables	26	969,761	1,464,386	226,062
		3,661,432	4,323,649	667,456
Total liabilities		3,750,203	4,499,010	694,527
Total equity and liabilities		30,536,663	31,943,272	4,931,191

The accompanying notes are an integral part of these consolidated financial statements.

* Translation of amounts from Renminbi (RMB) into United States dollars (US$) for the convenience of the reader has been made at US$1.00=RMB6.4778, the certified exchange rates for December 31, 2015 as published by the Federal Reserve Board of the United States. No representation is made that the RMB amounts could have been, or could be, converted into US$ at that rate on December 31, 2015 or on any other date.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(Amounts in thousands, except per share and per ADS data)

	Note	Years ended December 31			
		2013	2014	2015	2015
		RMB	RMB	RMB	US$*
Revenue from Railroad and Related Business					
Passenger transportation		8,058,291	6,988,288	6,997,562	1,080,237
Freight transportation		1,603,288	1,763,679	1,761,449	271,921
Railway network usage and other transportation related services		5,034,676	5,031,241	5,874,727	906,902
		14,696,255	13,783,208	14,633,738	2,259,060
Revenue from other businesses		1,104,422	1,017,573	1,091,571	168,509
Total revenue		15,800,677	14,800,781	15,725,309	2,427,569
Operating expenses					
Railroad and Related business					
Business tax		(357,824)	(61,021)	(46,785)	(7,222)
Labour and benefits	27	(3,932,120)	(4,441,615)	(4,767,083)	(735,911)
Equipment leases and services		(4,166,329)	(3,629,757)	(3,908,545)	(603,375)
Land use right leases	35(b)	(56,000)	(53,962)	(55,090)	(8,504)
Materials and supplies		(1,587,251)	(1,310,106)	(1,224,262)	(188,993)
Repair and facilities maintenance costs, excluding materials and supplies		(501,711)	(905,540)	(716,193)	(110,561)
Depreciation of fixed assets		(1,392,010)	(1,405,580)	(1,387,534)	(214,198)
Amortisation of leasehold land payments		(15,001)	(18,245)	(17,949)	(2,771)
Social services expenses		(67,990)	(12,430)	(16,080)	(2,482)
Utility and office expenses		(71,525)	(74,740)	(63,602)	(9,818)
Impairment for trade and other receivables and materials and supplies				(59,637)	(9,206)
Others		(731,055)	(816,832)	(887,645)	(137,031)
		(12,878,816)	(12,729,828)	(13,150,405)	(2,030,072)
Other businesses					
Business tax		(37,098)	(29,957)	(31,759)	(4,903)
Labour and benefits	27	(493,072)	(469,273)	(443,014)	(68,390)
Materials and supplies		(338,547)	(306,128)	(341,386)	(52,701)
Depreciation of fixed assets		(22,002)	(23,694)	(24,208)	(3,737)
Amortisation of leasehold land payments		(920)	(919)	(10,464)	(1,615)
Utility and office expenses		(156,914)	(192,162)	(155,499)	(24,005)
		(1,048,553)	(1,022,133)	(1,006,330)	(155,351)
Total operating expenses		(13,927,369)	(13,751,961)	(14,156,735)	(2,185,423)
Other income and other gains/(losses) - net	28	14,903	7,138	(114,627)	(17,695)
Operating profit		1,888,211	1,055,958	1,453,947	224,451
Finance costs	29	(191,686)	(180,373)	(4,608)	(711)

Share of results of associates	11	5,228	5,048	2,499	385
Profit before income tax		1,701,753	880,633	1,451,838	224,125
Income tax expense	30	(430,670)	(219,507)	(388,530)	(59,979)
Profit for the year		1,271,083	661,126	1,063,308	164,146

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(Amounts in thousands, except per share and per ADS data)

		Years ended December 31							
	Note		2013 RMB		2014 RMB		2015 RMB		2015 US$*
Profit for the year			1,271,083		661,126		1,063,308		164,146
Other comprehensive income									
Total comprehensive income for the year, net of tax			1,271,083		661,126		1,063,308		164,146
Profit attributable to:									
Equity holders of the Company			1,273,841		662,021		1,070,822		165,306
Non-controlling interests			(2,758)		(895)		(7,514)		(1,160)
			1,271,083		661,126		1,063,308		164,146
Total comprehensive income attributable to:									
Equity holders of the Company			1,273,841		662,021		1,070,822		165,306
Non-controlling interests			(2,758)		(895)		(7,514)		(1,160)
			1,271,083		661,126		1,063,308		164,146
Earnings per share for profit attributable to the equity holders of the Company during the year									
- Basic and diluted	31	RMB	0.18	RMB	0.09	RMB	0.15	US$	0.02
Earnings per equivalent ADS									
- Basic and diluted	31	RMB	8.99	RMB	4.67	RMB	7.56	US$	1.17

The accompanying notes are an integral part of these consolidated financial statements.

* Translation of amounts from Renminbi (RMB) into United States dollars (US$) for the convenience of the reader has been made at US$1.00=RMB6.4778, the certified exchange rates for December 31, 2015 as published by the Federal Reserve Board of the United States. No representation is made that the RMB amounts could have been, or could be, converted into US$ at that rate on December 31, 2015 or on any other date.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(Amounts in thousands)

	Note	Year ended December 31			
		2013	2014	2015	2015
		RMB	RMB	RMB	US$*
Cash flows from operating activities:					
Cash generated from operations	33(a)	2,423,086	2,421,206	2,520,379	389,079
Interest paid		(167,650)	(167,650)		
Income tax paid		(372,025)	(307,980)	(260,688)	(40,243)
Net cash generated from operating activities		1,883,411	1,945,576	2,259,691	348,836
Cash flows from investing activities:					
Payments for acquisition of fixed assets and construction-in-progress and prepayment for fixed assets, net of related payables		(1,376,601)	(999,633)	(1,292,273)	(199,492)
Proceeds from disposal of fixed assets and leasehold land	33(b)	75,250	708	7,821	1,207
Government grants received		647		8,160	1,260
Interest received		127,318	128,139	2,895	447
Payment for investment in associates				(19,110)	(2,950)
(Increase)/ decrease in short-term deposits with maturities more than three months, net		(309,600)	4,379,600	(2,000)	(309)
Dividends received		4,904	4,904	5,884	908
Payment for business combination, net of cash acquired		(94,879)	(139,897)	(60,612)	(9,357)
Net cash (used in)/generated from investing activities		(1,572,961)	3,373,821	(1,349,235)	(208,286)
Cash flows from financing activities:					
Repayments of bond payables			(3,500,000)		
Dividends paid to non-controlling interests shareholders				(533)	(82)
Dividends paid to the Company s shareholders		(566,680)	(566,685)	(354,177)	(54,676)
Acquisition of additional interests in subsidiary from non-controlling interests		(5,947)			
Payments for management fee of bond payables		(158)	(333)		
Net cash used in financing activities		(572,785)	(4,067,018)	(354,710)	(54,758)
Net (decrease)/increase in cash and cash equivalents		(262,335)	1,252,379	555,746	85,792
Cash and cash equivalents, at beginning of year		675,013	412,678	1,665,057	257,041
Cash and cash equivalents, at end of year	20	412,678	1,665,057	2,220,803	342,833

The accompanying notes are an integral part of these consolidated financial statements.

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No representation is made that the RMB amounts could have been, or could be, converted into US$ at that rate on December 31, 2015 or on any other date.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(Amounts in thousands)

	Attributable to equity holders of the Company								
	Share capital RMB (Note 21)	Share premium RMB	Statutory surplus reserve RMB (Note 22)	Discretionary surplus reserve RMB (Note 22)	Other reserve RMB (Note 22)	Retained earnings RMB	Total RMB	Non-controlling interests RMB	Total equity RMB
Balance at January 1, 2013	7,083,537	11,564,581	2,098,207	304,059		4,894,806	25,945,190	50,849	25,996,039
Total comprehensive income						1,273,841	1,273,841	(2,758)	1,271,083
Profit for the year						1,273,841	1,273,841	(2,758)	1,271,083
Other comprehensive income									
Special reserve-Safety Production Fund (Note 22)									
Appropriation					200,839	(200,839)			
Utilisation					(200,839)	200,839			
Acquisition of additional interests in subsidiary from non-controlling interests		(1,804)					(1,804)	(4,143)	(5,947)
Appropriations from retained earnings (Note 22)			128,481			(128,481)			
Dividends relating to 2012						(566,683)	(566,683)	(127)	(566,810)
Balance at December 31, 2013	7,083,537	11,562,777	2,226,688	304,059		5,473,483	26,650,544	43,821	26,694,365
Balance at January 1, 2014	7,083,537	11,562,777	2,226,688	304,059		5,473,483	26,650,544	43,821	26,694,365
Total comprehensive income						662,021	662,021	(895)	661,126
Profit for the year						662,021	662,021	(895)	661,126

Other comprehensive income									
Special reserve-Safety Production Fund (Note 22)									
Appropriation					208,250	(208,250)			
Utilisation					(208,250)	208,250			
Liquidation of a subsidiary		(39)					(39)	(1,905)	(1,944)
Appropriations from retained earnings (Note 22)			66,036			(66,036)			
Dividends relating to 2013						(566,683)	(566,683)	(404)	(567,087)
Balance at December 31, 2014	7,083,537	11,562,738	2,292,724	304,059		5,502,785	26,745,843	40,617	26,786,460
Balance at December 31, 2014	US$ 1,141,659	US$ 1,863,575	US$ 369,520	US$ 49,005		US$ 886,888	US$ 4,310,647	US$ 6,546	US$ 4,317,193

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(Amounts in thousands)

	Attributable to equity holders of the Company								
	Share capital RMB (Note 21)	Share premium RMB	Statutory surplus reserve RMB (Note 22)	Discretionary surplus reserve RMB (Note 22)	Other reserve RMB (Note 22)	Retained earnings RMB	Total RMB	Non-controlling interests RMB	Total equity RMB
Balance at January 1, 2015	7,083,537	11,562,738	2,292,724	304,059		5,502,785	26,745,843	40,617	26,786,460
Total comprehensive income						1,070,822	1,070,822	(7,514)	1,063,308
Profit for the year						1,070,822	1,070,822	(7,514)	1,063,308
Other comprehensive income									
Special reserve-Safety Production Fund (Note 22)									
Appropriation					192,860	(192,860)			
Utilisation					(192,860)	192,860			
Business combination								(49,902)	(49,902)
Appropriations from retained earnings (Note 22)			111,760			(111,760)			
Dividends relating to 2014						(354,177)	(354,177)	(1,427)	(355,604)
Balance at December 31, 2015	7,083,537	11,562,738	2,404,484	304,059		6,107,670	27,462,488	(18,226)	27,444,262
Balance at December 31, 2015(*)	US$ 1,093,510	US$ 1,784,979	US$ 371,188	US$ 46,939		US$ 942,862	US$ 4,239,478	US$ (2,814)	US$ 4,236,664

The accompanying notes are an integral part of these consolidated financial statements.

* Translation of amounts from Renminbi (RMB) into United States dollars (US$) for the convenience of the reader has been made at US$1.00=RMB6.4778, the certified exchange rates for December 31, 2015 as published by the Federal Reserve Board of the United States.

No representation is made that the RMB amounts could have been, or could be, converted into US$ at that rate on December 31, 2015 or on any other date.

Chairman	General Manager	Chief Accountant

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

1 GENERAL INFORMATION

Guangshen Railway Company Limited (the Company) was established as a joint stock limited company in the People s Republic of China (the PRC) on 6 March 1996. On the same date, the Company assumed the business operations of certain railroad and other related businesses (collectively the Businesses) that had been undertaken previously by its predecessor, Guangshen Railway Company (the Predecessor), certain subsidiaries of the Predecessor; and Guangzhou Railway (Group) Company (the Guangzhou Railway Group) and certain of its subsidiaries prior to the formation of the Company.

The Predecessor was controlled by and was under the administration of the Guangzhou Railway Group. Pursuant to a restructuring agreement entered into between the Guangzhou Railway Group, the Predecessor and the Company in 1996, the Company issued to the Guangzhou Railway Group 100% of its equity interest in the form of 2,904,250,000 ordinary shares (the State-owned Domestic Shares) for the exchange of assets and liabilities associated with the operations of the Businesses (the Restructuring). After the Restructuring, the Predecessor changed its name to Guangzhou Railway (Group) Guangshen Railway Enterprise Development Company (the GEDC).

In May 1996, the Company issued 1,431,300,000 shares, representing 217,812,000 H Shares (H Shares) and 24,269,760 American Depositary Shares (ADSs , one ADS represents 50 H Shares) in a global public offering for cash of approximately RMB4,214,000,000 in order to finance the capital expenditure and working capital requirements of the Company and its subsidiaries (collectively defined as the Group).

In December 2006, the Company issued 2,747,987,000 A Shares on the Shanghai Stock Exchange through an initial public offering of shares in order to finance the acquisition of the business and related assets and liabilities associated with the railway transportation business (Yangcheng Railway Business) of Guangzhou Railway Group Yangcheng Railway Enterprise Development Company (Yangcheng Railway), a wholly owned subsidiary of Guangzhou Railway Group which operates a railway line between the cities of Guangzhou and Pingshi in the Southern region of the PRC.

Before March 2013, the Ministry of Railway of the PRC (MOR) was the controlling entity of the Company s single largest shareholder (i.e. Guangzhou Railway Group). In addition, it was the government authority which governed and monitored the railway business centrally within the PRC.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

1 GENERAL INFORMATION (CONTINUED)

On 14 March 2013, pursuant to the approved plan on State Council Institutional Reform and Transformation of Government Functions and Approval On Setting Up China Railway Company by the State Council, the previous controlling entity of Guangzhou Railway Group, MOR, was dissolved. The administrative functions of MOR will be transferred to the Ministry of Transport and a newly established National Railway Bureau. The business functions and all related assets, liabilities and human resources will be transferred to the China Railway Corporation (CRC). Accordingly, the equity interests of Guangzhou Railway Group which was wholly controlled by MOR previously will also be transferred to the CRC. Once the transfer is completed, the actual controlling entity of the Company s largest shareholder will become CRC (See Note 37 for more details).

The principal activities of the Group are the provision of passenger and freight transportation on railroads. The Group also operates certain other businesses, which principally include services offered in railway stations; and sales of food, beverages and merchandises on board the trains and in the railway stations.

The registered address of the Company is No. 1052 Heping Road, Shenzhen, Guangdong Province, the People s Republic of China. The business license for the Company will expire in 2056.

The financial statements were authorised for issue by the board of directors of the Company on 27 April 2016.

The English names of all companies listed in the financial statements are direct translations of their registered names in Chinese.

2 PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board (IASB). The consolidated financial statements have been prepared under the historical cost convention.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1.1 Changes in accounting policy and disclosures

(a) New and amended standards adopted by the Group

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2015:

Amendment to IAS 19 on contributions from employees or third parties to defined benefit plans.

The amendment distinguishes between contributions that are linked to service only in the period in which they arise and those linked to service in more than one period. The amendment allows contributions that are linked to service, and do not vary with the length of employee service, to be deducted from the cost of benefits earned in the period that the service is provided. Contributions that are linked to service, and vary according to the length of employee service, must be spread over the service period using the same attribution method that is applied to the benefits.

Amendments from annual improvements to IFRSs 2010 2012 Cycle, on IFRS 8, Operating segments , IAS 16, Property, plant and equipment and IAS 38, Intangible assets and IAS 24, Related party disclosures .

Amendments from annual improvements to IFRSs 2011 2013 Cycle, on IFRS 3, Business combinations , IFRS 13, Fair value measurement .

The directors of the Company consider that the adoption of the amendments to standards have no material impact on the Group s operating results and financial position.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) The following new standards, amendments and interpretations have been issued as at 31 December 2015 but are not effective for IFRS financial statements for the year ended 31 December 2015(continued):

Amendment to IFRS 11 Accounting for acquisitions of interests in joint operations . The amendment requires an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a business (as defined in IFRS 3, Business combinations). Specifically, an investor will need to: measure identifiable assets and liabilities at fair value; expense acquisition-related costs; recognise deferred tax; and recognise the residual as goodwill. All other principles of business combination accounting apply unless they conflict with IFRS 11. The amendment is applicable to both the acquisition of the initial interest and a further interest in a joint operation. The previously held interest is not remeasured when the acquisition of an additional interest in the same joint operation with joint control maintained. This amendment will be effective for annual periods beginning on or after 1 January 2016.

Amendments to IAS 16 and IAS 38 Clarification of acceptable methods of depreciation and amortisation . The amendments clarify when a method of depreciation or amortisation based on revenue may be appropriate. The amendment to IAS 16 clarifies that depreciation of an item of property, plant and equipment based on revenue generated by using the asset is not appropriate. The amendment to IAS 38 establishes a rebuttable presumption that amortisation of an intangible asset based on revenue generated by using the asset is inappropriate. The presumption may only be rebutted in certain limited circumstances: where the intangible asset is expressed as a measure of revenue; or where it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated. These amendments will be effective for annual periods beginning on or after 1 January 2016.

Amendments to IFRS 10 and IAS 28 Sale or contribution of assets between an investor and its associate or joint venture . The amendments address an inconsistency between IFRS 10 and IAS 28 in the sale and contribution of assets between an investor and its associate or joint venture. A full gain or loss is recognised when a transaction involves a business. A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if those assets are in a subsidiary. These amendments were originally intended to be effective for annual periods beginning on or after 1 January 2016. The effective date has now been deferred/removed.

Amendment to IAS 27 Equity method in separate financial statements . The amendment allows entities to use equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. This amendment will be effective for annual periods beginning on or after 1 January 2016.

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(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) The following new standards, amendments and interpretations have been issued as at 31 December 2015 but are not effective for IFRS financial statements for the year ended 31 December 2015(continued):

Amendments to IFRS 10, IFRS 12 and IAS 28 Investment entities: applying the consolidation exception . The amendments clarify the application of the consolidation exception for investment entities and their subsidiaries. The amendments to IFRS 10 clarify that the exception from preparing consolidated financial statements is available to intermediate parent entities which are subsidiaries of investment entities. The exception is available when the investment entity parent measures its subsidiaries at fair value. The intermediate parent would also need to meet the other criteria for exception listed in IFRS 10. The amendments also clarify that an investment entity should consolidate a subsidiary which is not an investment entity and which provides services in support of the investment entity s investment activities, such that it acts as an extension of the investment entity. However, the amendments also confirm that if the subsidiary is itself an investment entity, the investment entity parent should measure its investment in the subsidiary at fair value through profit or loss. This approach is required regardless of whether the subsidiary provides investment-related services to the parent or to third parties. The amendments to IAS 28 allow an entity which is not an investment entity, but has an interest in an associate or a joint venture which is an investment entity, a relief to retain the fair value measurement applied by the investment entity associate or joint venture, or to unwind the fair value measurement and instead perform a consolidation at the level of the investment entity associate or joint venture for their subsidiaries when applying the equity method. These amendments will be effective for annual periods beginning on or after 1 January 2016.

Annual improvements 2014. The amendments include changes from the 2012-2014 cycle of the annual improvements project that affect 4 standards: IFRS 5, Non-current assets held for sale and discontinued operations , IFRS 7, Financial instruments: Disclosures , IAS 19, Employee benefits , and IAS 34, Interim financial reporting . These amendments will be effective for annual periods beginning on or after 1 January 2016.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) The following new standards, amendments and interpretations have been issued as at 31 December 2015 but are not effective for IFRS financial statements for the year ended 31 December 2015(continued):

Amendments to IAS 1 Disclosure initiative . The amendments clarify guidance in IAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies. Although the amendments do not require specific changes, they clarify a number of presentation issues and highlight that preparers are permitted to tailor the format and presentation of the financial statements to their circumstances and the needs of users. The key areas addressed by the changes are as follows: 1) Materiality: an entity should not aggregate or disaggregate information in a manner that obscures useful information. An entity need not provide disclosures if the information is not material; 2) Disaggregation and subtotals: the amendments clarify what additional subtotals are acceptable and how they should be presented; 3) Notes: an entity is not required to present the notes to the financial statements in a particular order, and management should tailor the structure of their notes to their circumstances and the needs of their users; 4) Accounting policies: how to identify a significant accounting policy that should be disclosed; 5) Other comprehensive income from equity accounted investments: other comprehensive income of associates and joint ventures should be separated into the share of items that will subsequently be reclassified to profit or loss and those that will not. These amendments will be effective for annual periods beginning on or after 1 January 2016.

IFRS 9, Financial instruments . IFRS 9 (2014), Financial instruments replaces the whole of IAS 39. IFRS 9 has three financial asset classification categories for investments in debt instruments: amortised cost, fair value through other comprehensive income (OCI) and fair value through profit or loss. Classification is driven by the entity s business model for managing the debt instruments and their contractual cash flow characteristics. Investments in equity instruments are always measured at fair value. However, management can make an irrevocable election to present changes in fair value in OCI, provided the instrument is not held for trading. If the equity instrument is held for trading, changes in fair value are presented in profit or loss. For financial liabilities there are two classification categories: amortised cost and fair value through profit or loss. Where non-derivative financial liabilities are designated at fair value through profit or loss, the changes in the fair value due to changes in the liability s own credit risk are recognised in OCI, unless such changes in fair value would create an accounting mismatch in profit or loss, in which case, all fair value movements are recognised in profit or loss. There is no subsequent recycling of the amounts in OCI to profit or loss. For financial liabilities held for trading (including derivative financial liabilities), all changes in fair value are presented in profit or loss. IFRS 9 introduces a new model for the recognition of impairment losses - the expected credit losses (ECL) model, which constitutes a change from the incurred loss model in IAS 39. IFRS 9 contains a three stage approach, which is based on the change in credit quality of financial assets since initial recognition. IFRS 9 applies to all hedging relationships, with the exception of portfolio fair value hedges of interest rate risk. The new guidance better aligns hedge accounting with the risk management activities of an entity and provides relief from the more rule-based approach of IAS39. This standard will be effective for annual periods beginning on or after 1 January 2018.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2.2 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) The following new standards, amendments and interpretations have been issued as at 31 December 2015 but are not effective for IFRS financial statements for the year ended 31 December 2015(continued):

IFRS 15 Revenue from Contracts with Customers . IFRS 15 establishes a comprehensive framework for determining when to recognize revenue and how much revenue to recognize through a 5-step approach: (1) Identify the contract(s) with customer; (2) Identify separate performance obligations in a contract (3) Determine the transaction price (4) Allocate transaction price to performance obligations and (5) recognize revenue when performance obligation is satisfied. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an earnings processes to an asset-liability approach based on transfer of control. IFRS 15 provides specific guidance on capitalization of contract cost and license arrangements. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity s contracts with customers. IFRS 15 replaces the previous revenue standards: IAS 18 Revenue and IAS 11 Construction Contracts, and the related Interpretations on revenue recognition: IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC-31 Revenue- Barter Transactions Involving Advertising Services. This standard will be effective for annual periods beginning on or after 1 January 2018.

IFRS16 Leases . IFRS 16 provides updated guidance on the definition of leases, and the guidance on the combination and separation of contracts. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. IFRS 16 requires lessees to recognize lease liability reflecting future lease payments and a right-of-use-asset for almost all lease contracts, with an exemption for certain short-term leases and leases of low-value assets. The lessors accounting stays almost the same as under IAS 17. However, the new accounting model for lessees is expected to impact negotiations between lessors and lessees. This standard will be effective for annual periods beginning on or after 1 January 2019.

Management is in the process of making an assessment of the impact of the above new and amended standards. Management is not yet in a position to state what impact they would have, if any, on the Group s results of operations and financial position.

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(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity s net assets in the event of liquidation are measured at either fair value or the present ownership interests proportionate share in the recognised amounts of the acquiree s identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquirer shall remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement (Note 2.9).

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group s accounting policies.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.3 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor s share of the profit or loss of the investee after the date of acquisition. The Group s investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group s share of the net fair value of the associate s identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group s share of post-acquisition profit or loss is recognised in the comprehensive income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group s share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of result of associates in the comprehensive income statement.

Profits or losses and other comprehensive income resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group s financial statements only to the extent of unrelated investor s interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company s balance sheet, investments in associates are accounted for at cost less provision for impairment losses. Cost also includes direct attributable costs of investment. The results of associates are accounted for by the Company on the basis of dividend received and receivable.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the senior executives that make strategic decisions.

2.5 Foreign currency transaction

(a) Functional and presentation currency

Items included in the financial statements of each of the Group s entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Renminbi (RMB), which is the Company s functional and the Group s presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the comprehensive income statement.

Foreign exchange gains and losses are presented in the consolidated comprehensive income statement within Finance costs .

2.6 Fixed assets

Fixed assets are initially recorded at historical cost with the balance subsequently adjusted for depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items (for the case of fixed assets acquired by the Company from Predecessor during the Restructuring, the revaluated amount in the Restructuring was deemed costs).

Subsequent costs are included in the asset s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the comprehensive income statement during the financial period in which they are incurred.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.6 Fixed assets (continued)

Depreciation is calculated using the straight-line method to allocate the cost amount, after taking into account the estimated residual value of not more than 4% of cost, of each asset over its estimated useful life. The estimated useful lives are as follows:

Buildings (Note a)	20 to 40 years
Tracks, bridges and service roads (Note a)	16 to 100 years
Locomotives and rolling stock	20 years
Communications and signaling systems	8 to 20 years
Other machinery and equipment	4 to 25 years

Note a:

The estimated useful lives of some buildings, tracks, bridges and service roads exceed the initial lease periods of land use rights from operation lease(details contained in Note 35(b)); and the initial period of land use right acquired (Note 2.8), on which these assets are located.

Pursuant to the relevant laws and regulations in the PRC governing the land use right lease grants, the Group is able to apply and renew the respective leases of the land use right acquired for periods of more than 50 years with additional consideration to be paid. In addition, based on the provision of the land use right operating lease agreement entered into with the single largest shareholder (Note 35(b)), the Company can renew the lease at its own discretion upon expiry of the operating lease term. Based on the above consideration, the directors consider the current estimated useful lives of those assets to be reasonable.

The assets residual values and estimated useful lives are reviewed, and adjusted if appropriate, at the end of each year.

An asset s carrying amount is written down immediately to its recoverable amount if the asset s carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income and other gains/(losses) - net , included in the comprehensive income statement.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.7 Construction-in-progress

Construction-in-progress represents buildings, tracks, bridges and service roads, mainly includes the construction related costs for the associated facilities of the existing railway line of the Group. Construction-in-progress is stated at cost, which includes all expenditures and other direct costs, site restoration costs, prepayments attributable to the construction and interest charges arising from borrowings used to finance the construction during the construction period, less impairment loss. Construction-in-progress is not depreciated until such assets are completed and ready for their intended use.

2.8 Leasehold land payments

The Group acquired the right to use certain parcels of land for certain of its rail lines, stations and other businesses. The payment paid for such land represents pre-paid lease payments, which are amortised over the lease terms of 36.5 to 50 years using the straight-line method.

2.9 Goodwill

Goodwill represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group s share of identifiable net assets acquired. Goodwill arising from acquisitions of subsidiaries business is disclosed separately on the balance sheet.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of investment in subsidiaries, associates and non-financial assets other than goodwill

Impairment testing of the investments in subsidiaries or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee s net assets including goodwill.

Assets that subjected to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.11 Financial assets

2.11.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, available-for-sale financial assets and held to maturity investment. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. In current year, the Group held loan and receivables and available-for-sale financial assets.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group s loans and receivables comprise long-term receivables , trade and other receivables , short-term deposits and cash and cash equivalents in the balance sheet (Notes 2.16 and 2.17).

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (continued)

2.11.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Available-for-sale financial assets are subsequently carried at fair value, except for those investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, which shall be measured at cost. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the comprehensive income statement as other income and other gains/(losses) - net .

Dividends on available-for-sale equity instruments are recognised in the comprehensive income statement as part of other income when the Group s right to receive payments is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group established fair value by using valuation techniques. These include the use of recent arm s length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs. In case of unlisted equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably determined via valuation techniques, they are measured at cost, subject to impairment review.

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.13 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The Group, for economic or legal reasons relating to the borrower s financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:

  (i) adverse changes in the payment status of borrowers in the portfolio;

  (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Group first assesses whether objective evidence of impairment exists.

For loans and receivables category, the amount of the loss is measured as the difference between the asset s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset s original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the comprehensive income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument s fair value using an observable market price.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.13 Impairment of financial assets (continued)

(a) Assets carried at amortised cost (continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor s credit rating), the reversal of the previously recognised impairment loss is recognised in the comprehensive income statement.

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated comprehensive income statement on equity instruments are not reversed through the consolidated comprehensive income statement.

2.14 Long-term prepaid expenses

Long-term prepaid expenses include the various expenditures that have been incurred but should be recognised as expenses over more than one year in the current and subsequent periods. Long-term prepaid expenses are amortised on the straight-line basis over the expected beneficial period and are presented at actual expenditure net of accumulated amortisation.

2.15 Materials and supplies

Materials and supplies are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. Materials and supplies are charged as fuel costs and repair and maintenance expenses when consumed, or capitalised to fixed assets when the items are installed with the related fixed assets, whichever is appropriate. The cost of materials and supplies may not be recoverable if they are damaged, if they have become wholly or partially obsolete, or if their selling prices have declined due to various reasons. When such circumstances happen, cost of materials and supplies is written to net realisable value, which is the estimated selling price less applicable variable expenses.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.16 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.17 Cash and cash equivalents

Cash and cash equivalents include cash in hand; deposits held at call with banks; and other short-term highly liquid investments with original maturities of three months or less.

2.18 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.19 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

The Group derecognises financial liability when, and only when, the Group s obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. They are subsequently carried at amortised cost; and any difference between proceeds (net of transaction costs) and the redemption value is recognised in the comprehensive income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.21 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.22 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated comprehensive income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in PRC where the Company s subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.22 Current and deferred income tax (continued)

(b) Deferred income tax
Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, and associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate s undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, and associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting
Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.23 Employee benefits

(a) Defined contribution plan

The Group pays contributions to defined contribution schemes operated by the local government for employee benefits in respect of pension and unemployment. The Group also pays contribution to defined contribution schemes operated by Guangzhou Railway Group for employee supplementary pension benefit. The Group has no further payment obligations once the contributions have been paid. The contributions to the defined contribution schemes are recognised as staff costs when they are due.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.24 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.25 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group s activities. Revenue is shown net of value-added tax, rebates and discounts and after eliminating sales within the Group.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.25 Revenue recognition (CONTINUED)

The Group recognizes revenue when the services are rendered and the amount of revenue can be reliable measured, future economic benefits will probably flow to the entity with reasonably certainty, and specific criteria have been met for each of the Group s activities as described below. The recognition also involves use of estimates exercised by management based on historical results, takes into consideration the different type of customers, transactions and the specifics of each arrangement.

(a) Revenue from railroad and related business

Revenue from passenger transportation

The passenger transportation is generally classified by transportation business of Guangzhou-Shenzhen inter-city express trains, long-distance trains and Guangzhou-Hong Kong city through trains. These services are provided in cooperation with other railway companies in PRC and the corresponding revenue information is captured and processed by CRC through a central clearance system.

Revenues are recognized on a monthly basis when the train transportation services are rendered within the month, i.e. upon the passenger tickets with fixed prices and dates of travel, which are non-refundable and non-reschedulable, are sold and the respective trains have reached the prescribed destinations within that particular month; as well as upon approval and notification is made by CRC on a monthly basis (the CRC Monthly Statement) for transactions completed within that month and when the amounts of revenue can be reliably measured and collectability is certain. The revenue is presented net of value-added tax but before deduction of any sales handling commissions.

Revenue from freight transportation

The Group also operates with other railway companies in PRC for the provision of freight transportation services. Service information and computation of the attributable revenues entitled by the Group are processed by the central clearance system of CRC on a monthly basis. Revenue from outbound and inbound freight transportation with ports of loading and discharge located at railway lines owned and operated by the Group; pass-through transportation with freight trains passing through railway lines owned and operated by the Group; as well as goods loading and discharge services rendered at ports located at railway lines owned by the Group, are recognized, on a monthly basis, when the goods are delivered to the ports of discharge within a month, or when the loading/discharge services are rendered, and when the amounts are approved and notified in the CRC Monthly Statement, upon which the amounts can be reliably measured and collectability is certain.

The revenues are presented at the gross amounts of the attributable freight charges computed from the standard freight charges imposed by CRC.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.25 Revenue recognition (continued)

(a) Revenue from railroad and related business (continued)

Revenue from railway network usage and other transportation related services

Revenue from railway network usage and other transportation related services, mainly consist of network usage services (locomotive traction, track usage and electric catenary service, etc.) and railway operation services and other services, are rendered by the Group together with other railway companies in PRC. The information relating to network usage service is captured and processed by the central clearance system of CRC. The revenue from network usage services are recognized on a monthly basis, when the services are rendered within that month and revenue can be reliably measured, i.e. upon approval and notification made in the CRC Monthly Statement, for the transactions completed within that month, when the respective revenue amounts can be reliably measured and when collectability is certain. Railway operation services and other services are rendered solely by the Group and they are recognized when the services are rendered and revenue can be reliably measured. All proceeds are collected by the Group directly.

The operations of the railway business of the Group form part of the nationwide railway system in PRC and they are supervised and governed by CRC. The Group render the passenger transportation and freight transportation services in cooperation with other railway companies and the related service fees and charges are collected either by the Group itself or by other railway companies. In addition, the Group also receives service fees and charges for on behalf of other railway companies. The respective fares and charges of the services, fee sharing basis, and processing of the respective revenue sharing among different railway companies are done centrally by a central clearance system operated by CRC. The Group records revenues based on the amounts of attributable revenue approved and notified in the CRC Monthly Statement for services undertaken by the Group completed within the specific month, upon then the revenues can be reliably measured and collectability is certain. The respective share of revenues, in excess of amount collected by the Group itself, are credited by CRC to bank accounts maintained by the Group. In the case that the attributable amount is less than the amount collected by the Group, the Group remits the surplus to CRC.

(b) Revenue from other businesses

Revenue from other business mainly consist of on-board catering services, leasing, sales of materials, sale of goods and other businesses related to railway transportation. Revenues from on-board catering services are recognized when the related services are rendered. Revenues from sales of materials and supplies and sale of goods are recognized when the respective materials and goods are delivered to customers. Revenue from operating lease arrangements on certain properties and locomotives is recognized on a straight-line basis over the period of the respective leases.

The subsidiaries of the Group also offer various insignificant auxiliary services to facilitate the Other Businesses undertaken by the Company.

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2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.26 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognised using the original effective interest rate.

2.27 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.28 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the comprehensive income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the comprehensive income statement on a straight-line basis over the expected lives of the related assets.

2.29 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the comprehensive income statement on a straight-line basis over the period of the lease.

2.30 Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the Group s financial statements in the period in which the dividends are approved by the shareholders.

GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

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3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factor

The Group s activities expose it to a variety of financial risks: market risk (including foreign currency risk, cash flow and fair value interest rate risk), credit risk, and liquidity risk. The Group s overall risk management strategy seeks to minimise the potential adverse effects on the financial performance of the Group.

(a) Market risk

(i) Foreign currency risk

The Group mainly operates in the PRC with most of the transactions settled in RMB. RMB is also the functional currency of the Group. RMB is not freely convertible into other foreign currencies. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. Any foreign currency denominated monetary assets and liabilities other than in RMB would subject the Group to foreign exchange exposure.

The Group s objective of managing the foreign currency risk is to minimise potential adverse effects arising from foreign transaction movements. Depending on volatility of specific foreign currency exposed, measures are taken by management to manage the foreign currency positions.

The following table shows the Group s foreign currency denominated monetary assets and liabilities (in RMB equivalent):

	Currency	**As at 31 December**	
Monetary assets and liabilities	**denomination**	**2014**	**2015**
		(RMB 000)	**(RMB 000)**
Cash and cash equivalents	HKD	62,093	72,140
Other receivables	HKD	93	71

The Group may experience a loss as a result of any foreign currency exchange rate fluctuations in connection with monetary assets shown above. The Group has not used any means to hedge the exposure.

As at 31 December 2015, if RMB had weakened/strengthened by 5% against the HKD with all other variables held constant, profit after tax for the year would have been RMB2,708,000 (2014: RMB2,332,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of HKD-denominated cash in banks.

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factor (continued)

(a) Market risk (continued)

(ii) Cash flow and fair value interest rate risk

Other than deposits held in banks, the Group does not have significant interest-bearing assets. The average interest rate of deposits held in banks in the PRC throughout the year was approximately 1.71% (2013: 2.87% and 2014: 2.59%). Any change in the interest rate promulgated by the People s Bank of China from time to time is not considered to have a significant impact to the Group.

As at 31 December 2015 and 2014, the Group had no interest bearing debts, which may expose the Group to any interest rate risk.

(b) Credit risk

Credit risk is managed on a group basis. Credit risk arises from bank balances, trade and other receivables (excluding prepayments) and long-term receivable.

The credit quality of financial assets that are neither past due nor impaired can be analysed by the nature of counterparties as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Trade receivables		
Due from CRC together with its subsidiaries (CRC Group)	628,576	885,472
Due from related parties	736,737	804,845
Due from third parties	585,572	499,946
	1,950,885	2,190,263
Other receivables excluding prepayments		
Due from CRC Group	8,904	6,378
Due from related parties	1,076	6,953
Due from third parties	86,034	69,536
	96,014	82,867

Long-term receivable		
Due from a third party	30,197	30,804

For trade and other receivables, management performs ongoing credit evaluations of its customers/debtors financial condition and generally does not require collateral from the customers/debtors. After assessing the expected realizability and timing for collection of the outstanding balances, the Group maintains a provision for impairment of receivables and actual losses incurred have been within management s expectation.

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factor (continued)

(b) Credit risk (continued)

	As at December 31, 2014 RMB 000	As at December 31, 2015 RMB 000
Cash at bank and short-term deposits		
Placed in listed banks in the PRC	1,769,023	2,326,757
Placed in unlisted banks in the PRC		
	1,769,023	2,326,757

Cash and short term deposits are placed with reputable banks. There was no recent history of default of cash and cash equivalents and short-term deposits from such financial institutions.

There were no other financial assets carrying a significant exposure to credit risk.

None of the financial assets that are fully performing has been renegotiated in the current year.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Management monitors rolling forecasts of the Group s liquidity reserves (comprising undrawn borrowing facilities and cash and cash equivalents) on the basis of expected cash flows.

The table below analyses the Group s financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factor (continued)

(c) Liquidity risk (continued)

	Less than 1 year RMB 000	Between 1 and 2 years RMB 000	Between 2 and 5 years RMB 000
At 31 December 2015			
Trade and other payables excluding tax payables, employee benefits payables and advances	2,136,570		
Dividends payable	14,318		
Payables for fixed assets and construction-in-progress	1,425,998		
At 31 December 2014			
Trade and other payables excluding tax payables, employee benefits payables and advances	1,942,431		
Dividends payable	548		
Payables for fixed assets and construction-in-progress	1,094,814		

3.2 Capital risk management

The Group s objectives of managing capital are to safeguard the Group s ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital by regularly reviewing the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bonds payable less cash and cash equivalents. Total capital is the total equity as shown in the consolidated balance sheet plus net debt.

As at December 2015 and 2014, the Group did not have borrowings and bonds. The directors are of the opinion that the Group s capital risk is low.

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

According to amendment to IFRS 7 for financial instruments that are measured in the balance sheet at fair value, it requires disclosure of fair value measurements by level of following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2015, the Group did not have any financial instruments that were measured at fair value.

As at 31 December 2015, the fair values of other financial instruments approximated their carrying values.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Depreciable lives of fixed assets

The estimate of depreciable lives of fixed assets, especially tracks, bridges and service roads, was made by the directors with reference to the following: (1) the historical usage of the assets; (2) their expected physical wear and tear; (3) results of recent durability assessment performed; (4) technical or commercial obsolescence arising from changes or improvements in production of similar fixed assets; (5) the right of the Group to renew the land use right grants and the land use right lease on which these assets are located (Notes 2.6 and 36(b)); (6) the changes in market demand for, or legal or comparable limits imposed on, the use of such fixed assets. The useful lives and residual values for the year have been reviewed by the directors and no change was made in current year.

The current estimated useful lives are stated in Note 2.6. If the estimated depreciable lives of tracks, bridges and service roads had been extended/shortened by 10%, the depreciation expenses of fixed assets for the year ended 31 December 2015 would have been decreased/increased by approximately RMB19,362,000 and RMB23,665,000 respectively (2013: RMB18,502,000 and RMB22,613,000 respectively; 2014: RMB19,149,000 and RMB23,404,000).

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Impairment assessment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of CGUs have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 9).

(c) Impairment assessment of non-financial assets (other than goodwill)

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, management has to exercise judgement, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rate or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

(d) Impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the recoverability of trade and other receivables with reference to the extent and duration that the amount will be recovered. Provisions are applied where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables and the impairment charge in the period in which such estimate has been changed.

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5 SEGMENT INFORMATION

The chief operating decision-makers have been identified as senior executives. Senior executives review the Group s internal reporting in order to assess performance and allocate resources. The operating segments were determined based on these management reports.

Senior executives evaluate the business from a perspective of revenues and operating results generated from the railroad and related business (details described in Note 2.25 conducted by the Company (the Railway Transportation Business). Other segments include insignificant auxiliary services offered by certain subsidiaries of the Group. Senior executives assess the performance of the operating segments based on a measure of the profit before income tax. Other information provided, except as noted below, to senior executives is measured in a manner consistent with that in the financial statements.

The segment results for 2013, 2014 and 2015 are as follows:

	The Railway Transportation Business			Others			Elimination			Total		
	2013	2014	2015	2013	2014	2015	2013	2014	2015	2013	2014	2015
	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 00
gment revenue												
ailroad and Related siness	14,696,255	13,783,208	14,633,738							14,696,255	13,783,208	14,633,73
ther Businesses	664,635	586,564	672,455							664,635	586,564	672,45
thers				464,827	473,204	458,944	(25,040)	(42,195)	(39,828)	439,787	431,009	419,11
tal revenue	15,360,890	14,369,772	15,306,193	464,827	473,204	458,944	(25,040)	(42,195)	(39,828)	15,800,677	14,800,781	15,725,30
gment result	1,706,027	869,701	1,487,249	(5,011)	13,394	(28,549)	737	(2,462)	(6,862)	1,701,753	880,633	1,451,83
ance costs	191,501	180,208	4,448	185	165	160				191,686	180,373	4,60
are of results of ociates	5,228	5,048	2,499							5,228	5,048	2,49
preciation	1,409,325	1,423,023	1,404,439	4,687	6,251	7,303				1,414,012	1,429,274	1,411,74
nortisation of sehold land yments	15,001	18,245	17,950	920	919	10,463				15,921	19,164	28,41
nortisation of g-term prepaid penses	12,697	13,610	13,842	201	321	337				12,898	13,931	14,17
pairment of fixed ets			80,393									80,39
pairment of nstruction-inprogress			2,434									2,43
estment loss						45,073						45,07
pairment of materials l supplies			64,096									64,09
ovision for/(reversal impairment of eivables	(5,788)	1,150	(4,449)	(49)		(10)				(5,837)	1,150	(4,45

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GUANGSHEN RAILWAY COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

5 SEGMENT INFORMATION (CONTINUED)

A reconciliation of the segment results to profit of 2013, 2014 and 2015 is as follows:

	The Railway Transportation Business			All other segments			Elimination			Total		
	2013	2014	2015	2013	2014	2015	2013	2014	2015	2013	2014	2015
	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000
Segment result	1,706,027	869,701	1,487,249	(5,011)	13,394	(28,549)	737	(2,462)	(6,862)	1,701,753	880,633	1,451,838
Income tax expense	(426,445)	(214,389)	(372,142)	(4,225)	(5,118)	(16,388)				(430,670)	(219,507)	(388,530)
Profit/(loss) for the year	1,279,582	655,312	1,115,107	(9,236)	8,276	(44,937)	737	(2,462)	(6,862)	1,271,083	661,126	1,063,308

The Group is domiciled in the PRC. All the Group s revenues were generated in the PRC, and the total assets are also located in the PRC.

	The Railway Transportation Business			All other segments			Elimination			Total		
	2013	2014	2015	2013	2014	2015	2013	2014	2015	2013	2014	201
	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB
nt	33,183,049	30,498,118	31,554,271	221,612	234,430	595,173	(172,672)	(195,885)	(206,172)	33,231,989	30,536,663	31,94
nt e:												
ment ociates	142,054	147,102	168,711							142,054	147,102	168
ons to urrent (other al ments ferred ets)	1,399,997	1,376,436	1,625,915	16,900	3,302	363,926				1,416,897	1,379,738	1,98
nt ies	6,544,338	3,770,778	4,066,001	105,449	121,647	578,754	(112,163)	(142,222)	(145,745)	6,537,624	3,750,203	4,49

Revenues of approximately RMB2,508,916,000 (2013: RMB1,723,972,000 and 2014: RMB1,958,375,000) are derived from Guangzhou Railway Group and its subsidiaries. These revenues are attributable to the Railway Transportation Business. Except that, no revenues derived from a single external customer have exceeded 10% of the total revenues.

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GUANGSHEN RAILWAY COMPANY LIMITED

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6 FIXED ASSETS-NET

	Buildings RMB 000	Tracks, bridges and service roads RMB 000	Locomotives and rolling stock RMB 000	Communications and signalling systems RMB 000	Other machinery and equipment RMB 000	Total RMB 000
At 1 January 2014						
Cost	6,186,344	15,114,616	7,486,484	1,711,693	5,579,411	36,078,548
Accumulated depreciation	(1,818,560)	(2,571,144)	(3,048,188)	(1,097,795)	(3,237,435)	(11,773,122)
Impairment					(2,773)	(2,773)
Net book amount	4,367,784	12,543,472	4,438,296	613,898	2,339,203	24,302,653
Year ended 31 December 2014						
Opening net book amount	4,367,784	12,543,472	4,438,296	613,898	2,339,203	24,302,653
Additions due to business combination	114,062	26,948		64	10,972	152,046
Other additions	7,513		69,937	14,284	131,860	223,594
Transfer from construction-in-progress (Note 7)	418,963	482,166	14,282	25,016	169,509	1,109,936
Reclassifications	323			(189)	(134)	
Disposals	(1,013)	(175,756)	(103)	(1,346)	(1,527)	(179,745)
Depreciation charges	(250,291)	(212,208)	(442,015)	(155,389)	(369,371)	(1,429,274)
Closing net book amount	4,657,341	12,664,622	4,080,397	496,338	2,280,512	24,179,210
At 31 December 2014						
Cost	6,723,551	15,433,890	7,568,098	1,712,493	5,810,040	37,248,072
Accumulated depreciation	(2,066,210)	(2,769,268)	(3,487,701)	(1,216,155)	(3,528,366)	(13,067,700)
Impairment					(1,162)	(1,162)
Net book amount	4,657,341	12,664,622	4,080,397	496,338	2,280,512	24,179,210
Year ended 31 December 2015						
Opening net book amount	4,657,341	12,664,622	4,080,397	496,338	2,280,512	24,179,210
Additions due to business combination	22,550	1,346			599	24,495
Other additions	8,991		488,335	11,845	113,443	622,614
Transfer from construction-in-progress (Note 7)	241,860	234,030	38,470	90,469	218,690	823,519
Reclassifications	616				(616)	
Impairment (a)			(80,393)			(80,393)
Disposals	(5,187)	(48,341)	(26,408)	(293)	(3,715)	(83,944)
Depreciation charges	(273,380)	(217,204)	(431,070)	(132,392)	(357,696)	(1,411,742)
Closing net book amount	4,652,791	12,634,453	4,069,331	465,967	2,251,217	24,073,759

At 31 December 2015						
Cost	6,989,242	15,615,264	7,657,021	1,807,311	6,022,269	38,091,107
Accumulated depreciation	(2,336,451)	(2,980,811)	(3,587,690)	(1,341,344)	(3,769,890)	(14,016,186)
Impairment					(1,162)	(1,162)
Net book amount	4,652,791	12,634,453	4,069,331	465,967	2,251,217	24,073,759

GUANGSHEN RAILWAY COMPANY LIMITED

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6 FIXED ASSETS-NET (CONTINUED)

(a) In June 2015, the management of the Company made an impairment loss of approximately RMB80,393,000 against the carrying amounts of certain locomotives, which had ceased to be deployed for commercial operations due to technological changes and developments. The impairment loss reflects the portion of their carrying amounts in excess of their assessed recoverable amounts. As at 31 December 2015, the locomotives were disposed and approximately RMB10,000 has been recognised in other income and other gains/(losses)-net .

(b) As at 31 December 2015, the ownership certificates of certain buildings of the Group with an aggregate carrying value of approximately RMB1,753,314,000 (2014: RMB1,921,120,000) had not been obtained by the Group. After consultation made with the Company s legal counsel, the directors of the Company consider that there is no legal restriction for the Group to apply for and obtain the ownership certificates of such buildings and it should not lead to any significant adverse impact on the operations of the Group.

(c) As at 31 December 2015, fixed assets of the Group with an aggregate net book value of approximately RMB100,888,000 (2014: RMB85,941,000) had been fully depreciated but they were still in use.

7 CONSTRUCTION-IN-PROGRESS

	2014 RMB 000	2015 RMB 000
At 1 January	543,350	401,434
Additions due to business combination	1,665	
Other additions	995,931	994,092
Transfer to fixed assets (Note 6)	(1,109,936)	(823,519)
Transfer to leasehold land	(29,576)	
Impairment		(2,434)
At 31 December	401,434	569,573

Construction-in-progress as at 31 December 2015 mainly was improvement projects for road existing railway equipment in the PRC.

For the year ended 31 December 2015, no interest expense (2014: Nil) had been capitalised in the construction-in-progress balance as the impact of interest capitalisation was not material.

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GUANGSHEN RAILWAY COMPANY LIMITED

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8 LEASEHOLD LAND PAYMENTS

The Group s interests in leasehold land represent prepaid operating lease payments in the PRC and its net book value are analysed as follows:

	RMB 000
At 1 January 2014	
Cost	935,572
Accumulated amortisation	(277,979)
Net book amount	657,593
Year ended 31 December 2014	
Opening net book amount	657,593
Additions	29,576
Amortisation charges	(19,164)
Closing net book amount	668,005
At 31 December 2014	
Cost	965,148
Accumulated amortisation	(297,143)
Net book amount	668,005
Year ended 31 December 2015	
Opening net book amount	668,005
Addition due to business combination	308,934
Amortisation charges	(28,413)
Closing net book amount	948,526
At 31 December 2015	
Cost	1,274,082
Accumulated amortisation	(325,556)
Net book amount	948,526

As at 31 December 2015, land use right certificates of certain parcels of land of the Group with an aggregate carrying value of approximately RMB236,522,000 (2014: RMB228,630,000) had not been obtained. After consultation made with the Company s legal counsel, the directors consider that there is no legal restriction for the Group or the Company to apply for and obtain the land use right certificates and it should not lead to any significant adverse impact on the operations of the Group or the Company.

The remaining lease period of leasehold land as at 31 December 2015 was as follows:

	2015 **RMB 000**	**2014** **RMB 000**
Lease of between 10 to 50 years	948,526	668,005

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(All amounts expressed in Renminbi unless otherwise stated)

9 GOODWILL

	RMB 000
Year ended 31 December 2014 and 2015	
Opening net book amount	281,255
Additions	
Impairment	
Closing net book amount	281,255
At 31 December 2014 and 2015	
Cost	281,255
Accumulated impairment	
Net book amount	281,255

As at 31 December 2015 and 2014, the outstanding balance of goodwill arose from the excess of a purchase consideration paid by the Company over the aggregate fair values of the identifiable assets, liabilities and contingent liabilities of the Yangcheng Railway Business acquired by the Company.

On 1 January 2009, the Group integrated the Yangcheng Railway Business with the Group s railway business in order to improve the operation efficiency. As a result, the management considers that the Yangcheng Railway Business and the Group s remaining railway business (collectively the Combined Railway Business) represents the lowest level of CGUs within the Group at which goodwill is monitored for internal management purposes. As a result, the goodwill balance has been allocated to the CGU comprising the Combined Railway Business.

The recoverable amount of the CGU is determined based on higher of value-in-use and fair value less costs to sell. These calculations use pre-tax cash flow projections based on financial forecasts prepared by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below.

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9 GOODWILL (CONTINUED)

The key assumptions used for value-in-use calculations are as follows:

Railroad business	2014	2015
Gross margin	24.64%	18.02%
Growth rate	2%	2%
Discount rate	12.44%	12.44%

Management estimated the gross margin and growth rate based on past performance and its expectations for the market development. The discount rate used is pre-tax and reflect specific risks relating to the railroad business segment.

If the budgeted growth rate used in the value-in-use calculation for the CGU in railroad business had been 10% lower than management s estimates as at 31 December 2015, the Group would have no impairment recognised against goodwill.

If the estimated pre-tax discount rate applied to the discounted cash flows for the CGU in railroad business had been 1% higher than management s estimates as at 31 December 2015, the Group would have no impairment recognised against goodwill.

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GUANGSHEN RAILWAY COMPANY LIMITED

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10 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2015:

Name of the entity	Place of incorporation and nature of legal entity	Principal activities and place of operation	Proportion of equity interests held by the Company (%)	Proportion of equity interests held by the group (%)	Proportion of equity interests held by non-controlling interests (%)
Dongguan Changsheng Enterprise Company Limited	China, limited liability company	Warehousing in PRC	51%	51%	49%
Shenzhen Fu Yuan Enterprise Development Company Limited	China, limited liability company	Hotel management in PRC	100%	100%	
Shenzhen Pinghu Qun Yi Railway Store Loading and Unloading Company Limited	China, limited liability company	Cargo loading and unloading, warehousing, freight transportation in PRC	100%	100%	
Shenzhen Nantie Construction Supervision Company Limited	China, limited liability company	Supervision of construction projects in PRC	67.46%	76.66%	23.34%
Shenzhen Railway Property Management Company Limited	China, limited liability company	Property management in PRC		100%	
Shenzhen Shenhuasheng Storage and Transportation Company Limited	China, limited liability company	Warehousing, freight transport and packing agency services	41.50%	100%	
Shenzhen Guangshen Railway Economic and Trade Enterprise Company Limited	China, limited liability company	Catering management in PRC		100%	
Shenzhen Railway Station Passenger Services Company Limited	China, limited liability company	Catering services and sales of merchandise in PRC	100%	100%	

GUANGSHEN RAILWAY COMPANY LIMITED

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FOR THE YEAR ENDED 31 DECEMBER 2015

(All amounts expressed in Renminbi unless otherwise stated)

10 SUBSIDIARIES (CONTINUED)

The following is a list of the principal subsidiaries at 31 December 2015 (continued):

Name of the entity	Place of incorporation and kind of legal entity	Principal activities and place of operation	Proportion of equity interests held by the Company (%)	Proportion of equity interests held by the group (%)	Proportion of equity interests held by non-controlling interests (%)
Guangshen Railway Station Dongqun Trade and Commerce Service Company Limited	China, limited liability company	Sales of merchandises in PRC	100%	100%	
Guangzhou Railway Huangpu Service Company Limited	China, limited liability company	Cargo loading and unloading, warehousing, freight transportation in PRC	100%	100%	
Zengcheng Lihua Stock Company Limited (Zengcheng Lihua) (a)	China, limited liability company	Real estate construction, provision of warehousing, cargo uploading and unloading services	44.72%	44.72%	55.28%

In 2015, Shenzhen Guangshen Railway Travel Service Ltd. (Guangshen Tielv), a 100% owned subsidiary of the Company was liquidated. The comprehensive income statement of Guangshen Tielv are continuously be consolidated in 2015.

As at 31 December 2015, the non-wholly owned subsidiaries is not significant to the Group. Therefore, financial information of the non-wholly owned subsidiaries are not disclosed.

(a) In 2015, the Company acquired additional 17.74% equity interest of a then associate, Zengcheng Lihua, with a cash consideration of RMB 4,704,000. Upon completion of the acquisition, the Company began to hold 44.72% equity interests in Zengcheng Lihua in aggregate. According to the Articles of Association of Zengcheng Lihua, the remaining shareholders are all natural persons and none of individual holds more than 0.5% equity interest in Zengcheng Lihua. All directors of Zengcheng Lihua were appointed by the Company. After considering all shareholders of Zengcheng Lihua other than the Company are individuals with individual interest holding of less than 0.5% and such individuals do not act as concert, and also all directors of Zengcheng Lihua were appointed by the Company, the directors of the Company consider that the Company has the de facto control power over the board on the substantial financial and operating decisions of Zengcheng Lihua. On 12 February 2015, the company obtained control of Zengcheng Lihua and began to consolidate the financial statements of Zengcheng Lihua from then onwards.

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GUANGSHEN RAILWAY COMPANY LIMITED

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11 INVESTMENTS IN ASSOCIATES

As at 31 December 2015, the Group had direct interests in the following companies which are incorporated/established and are operating in the PRC:

Name of the entity	Date of incorporation/ establishment	Percentage of equity interest attributable to the Company	Paid-in capital	Principal activities
Guangzhou Tiecheng Enterprise Company Limited (Tiecheng)	2 May 1995	49%	RMB343,050,000	Properties leasing and trading of merchandise
Shenzhen Guangzhou Railway Civil Engineering Company (Shentu)	1 March 1984	49%	RMB64,000,000	Construction of railroad properties

All the above associates are limited liability companies and they are unlisted companies. There are no significant contingent liabilities relating to the Group s interest in the associates and there are no significant restrictions on the transfer of assets or earnings from the associates to the Group.

GUANGSHEN RAILWAY COMPANY LIMITED

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11 INVESTMENTS IN ASSOCIATES (CONTINUED)

Set out below are the summarised financial information for Tiecheng and Shentu which are accounted for using the equity method in the consolidated financial statements.

Summarised balance sheets

	Tiecheng		Shentu	
	2015	2014	2015	2014
	RMB 000	RMB 000	RMB 000	RMB 000
Current assets	71,947	58,149	871,300	772,956
Non-current assets	346,761	352,300	7,734	9,291
Total assets	418,708	410,449	879,034	782,247
Current liabilities	211,121	207,378	742,313	685,109
Total liabilities	211,121	207,378	742,313	685,109
Equity	207,587	203,071	136,721	97,138
Share of net assets	101,718	99,505	66,993	47,597
Carrying amount of interest in associates	101,718	99,505	66,993	47,597

Reconciliation of the summarised financial information presented to the carrying amount of its interests in associates as follows:

	Tiecheng		Shentu		Total	
	2015	2014	2015	2014	2015	2014
Summarised financial information	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000
Opening net assets	203,071	197,975	97,138	91,932	300,209	289,907
Profit for the year	4,516	5,096	583	5,206	5,099	10,302
Increase in paid-in capital			39,000		39,000	
Closing net assets	207,587	203,071	136,721	97,138	344,308	300,209
Percentage of ownership interest	49%	49%	49%	49%	49%	49%
Carrying value	101,718	99,505	66,993	47,597	168,711	147,102

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GUANGSHEN RAILWAY COMPANY LIMITED

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12 DEFERRED TAX ASSETS/(LIABILITIES)

	2015 RMB 000	2014 RMB 000
Deferred tax assets	113,418	88,906
Less: Offsetting of deferred tax liabilities	(20,169)	(21,322)
Deferred tax assets (net)	93,249	67,584
Deferred tax liabilities	(91,545)	(21,322)
Less: Offsetting of deferred tax assets	20,169	21,322
Deferred tax liabilities(net)	(71,376)	
	21,873	67,584

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Deferred tax assets:		
-Deferred tax assets to be recovered after more than 12 months	84,497	112,511
-Deferred tax assets to be recovered within 12 months	4,409	907
	88,906	113,418
Deferred tax liabilities:		
-Deferred tax liabilities to be recovered after more than 12 months	(19,976)	(88,325)
-Deferred tax liabilities to be recovered within 12 months	(1,346)	(3,220)
	(21,322)	(91,545)

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12 DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

The movement in deferred tax assets and liabilities of the Group during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	At 1 January 2014 RMB 000	Charged/ (Credited) to the comprehensive income statement RMB 000	At 31 December 2014 RMB 000	Charged/ (Credited) to the comprehensive income statement RMB 000	At 31 December 2015 RMB 000
Deferred tax assets:					
Impairment provision for receivables	19,285	288	19,573	(11,745)	7,828
Impairment provision for fixed assets and construction-in-progress	2,533	(403)	2,130	609	2,739
Impairment provision for interests in associates	7,422		7,422	(7,422)	
Impairment provision for materials and supplies	4,511		4,511	7,326	11,837
Difference in accounting base and tax base of the government grants	21,271	(284)	20,987	3,965	24,952
Difference in accounting base and tax base of employee benefits obligations	54,622	(20,738)	33,884	1,323	35,207
Loss on disposal of fixed assets	2,915	(2,566)	349	30,456	30,805
Other	50		50		50
	112,609	(23,703)	88,906	24,512	113,418

	At 1 January 2014 RMB 000	Credited/ (Charged) to the	At 31 December 2014 RMB 000	Business combination RMB 000	Credited/ (Charged) to the	At 31 December 2015 RMB 000

		comprehensive income statement RMB 000			comprehensive income statement RMB 000	
Deferred tax liabilities:						
Difference in accounting base and tax base in recognition of fixed assets	11,031	(166)	10,865		(1,258)	9,607
Difference in accounting base and tax base in recognition of intangible assets				73,661	(2,285)	71,376
Others	10,351	106	10,457		105	10,562
	21,382	(60)	21,322	73,661	(3,438)	91,545

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12 DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable.

Deferred income tax assets are recognised for tax loss carry-forwards and other temporary difference to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets in respect of tax losses and other temporary difference amounting to RMB75,926,000 (2014: RMB62,368,000) that can be carried forward against future taxable income as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Tax losses can be carried forward (Note a)	49,379	63,452
Deductible temporary differences	12,989	12,474
	62,368	75,926

Note a:

The tax loss carry-forwards in which no deferred income tax assets were recognised amounting to RMB63,452,000 (2014: RMB49,379,000) will expire in the following years:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
2015	1,839	
2016	10,984	8,746
2017	15,405	15,405
2018	14,418	14,307
2019	6,733	6,516
2020		18,478
	49,379	63,452

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13 LONG-TERM PREPAID EXPENSES

The movements of long-term prepaid expenses are set forth as follows:

	2014 RMB 000	2015 RMB 000
At 1 January		
Cost	54,703	57,110
Accumulated amortisation	(21,175)	(35,106)
Net book amount	33,528	22,004
Year ended 31 December		
Opening net book amount	33,528	22,004
Additions	2,407	6,660
Amortisation	(13,931)	(14,179)
Closing net book amount	22,004	14,485
At 31 December		
Cost	57,110	63,770
Accumulated amortisation	(35,106)	(49,285)
Net book amount	22,004	14,485

14 FINANCIAL INSTRUMENTS BY CATEGORY

	Loans and receivables RMB 000	Available-for-sale RMB 000	Total RMB 000
Assets as per consolidated balance sheet			
As at 31 December 2014:			
Available-for-sale investments (Note 15)		53,826	53,826
Long-term receivable (Note 16)	30,197		30,197
Trade and other receivables excluding prepayments (Notes 18 and 19)	2,456,619		2,456,619
Short-term deposits (Note 20)	104,000		104,000
Cash and cash equivalents (Note 20)	1,665,057		1,665,057
Total	4,255,873	53,826	4,309,699

As at 31 December 2015:			
Available-for-sale investments (Note 15)		53,826	53,826
Long-term receivable (Note 16)	30,804		30,804
Trade and other receivables excluding prepayments (Notes 18 and 19)	3,022,923		3,022,923
Short-term deposits (Note 20)	106,000		106,000
Cash and cash equivalents (Note 20)	2,220,803		2,220,803
Total	5,380,530	53,826	5,434,356

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14 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

	Other financial liabilities RMB 000
Liabilities as per consolidated balance sheet	
As at 31 December 2014:	
Trade and other payables excluding tax payables, employee benefits payables and advances (Notes 25 and 26)	1,942,431
Dividends payable	548
Payables for fixed assets and construction-in-progress	1,094,814
Total	3,037,793
As at 31 December 2015:	
Trade and other payables excluding tax payables, employee benefits payables and advances (Notes 25 and 26)	2,136,570
Dividends payable	14,318
Payables for fixed assets and construction-in-progress	1,425,998
Total	3,576,886

15 AVAILABLE-FOR-SALE INVESTMENTS

	2014 RMB 000	2015 RMB 000
Beginning and the end of the year	53,826	53,826

The equity interests held by the Group in these investments are all less than 10%. No quoted market price in an active market was available for these investments and the directors of the Company are of the opinion that their fair values could not be reliably measured by alternative valuation methods. As a result, the above non-current available-for-sale investments had been carried at cost, subject to review for impairment loss. As at 31 December 2014 and 2015, no impairment provision was considered necessary by the directors.

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16 LONG-TERM RECEIVABLE

	2014 RMB 000	2015 RMB 000
Opening net book amount	29,588	30,197
Unwinding of interest accrued (Note 28)	2,609	2,607
Repayment received	(2,000)	(2,000)
Closing net book amount	30,197	30,804

The long-term receivable balance represents freight service fees receivable from a third party customer which was acquired from Yangcheng Railway Business. On the acquisition date of Yangcheng Railway Business, it was remeasured at its then fair value, which was assessed by the discounted cash flow method by making reference to the repayment schedule agreed by both parties.

The balance is subsequently carried at amortised cost using an average effective interest rate of 6.54%.

The balance approximated its fair value as at 31 December 2015.

17 MATERIALS AND SUPPLIES

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Raw materials	167,543	156,441
Reusable rail-line track materials	147,115	93,134
Accessories	83,616	55,264
Retailing consumables	2,235	2,217
	400,509	307,056

The costs of materials and supplies consumed by the Group during the year were recognised as operating expenses in the amount of approximately RMB1,565,648,000 (2013:RMB1,925,798,000 and 2014: RMB1,616,234,000).

As at 31 December 2015, the balance of the provision for writing down the materials and supplies to their net realizable values was approximately RMB47,348,000 (2014: RMB18,044,000). During the year, RMB64,096,000 additional provision had been made and RMB34,792,000 was written off due to the reusable rail-line track materials and accessories disposal (2014: Nil).

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18 TRADE RECEIVABLES

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Trade receivables	2,320,408	2,894,461
Including: receivables from related parties	765,098	862,199
Less: Provision for impairment of receivables	(7,003)	(8,395)
	2,313,405	2,886,066

As at 31 December 2015, the Group s trade receivables were all denominated in RMB (2014: RMB).

The passenger transportation services are usually transacted on a cash basis. The Group does not have formal contractual credit terms agreed with its customers for freight transportation services and other businesses but the trade receivables are usually settled within a period less than one year. As a result, the Group regards any receivable balance within a one-year credit period being not overdue. The aging analysis of the outstanding trade receivables is as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Within 1 year	1,950,885	2,190,263
Over 1 year but within 2 years	324,455	547,527
Over 2 years but within 3 years	17,444	133,764
Over 3 years	27,624	22,907
	2,320,408	2,894,461

As at 31 December 2015, the Group s trade receivables of approximately RMB695,803,000 (2014: RMB362,520,000), were past due but not impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The aging analysis of these trade receivables is as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Over 1 year but within 2 years	324,189	547,527
Over 2 year but within 3 years	17,444	133,764
Over 3 years	20,887	14,512

	362,520	695,803

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18 TRADE RECEIVABLES (CONTINUED)

As at 31 December 2015, the Group s trade receivables of approximately RMB8,395,000 (2014: RMB7,003,000), had been impaired and provided for. The amount of the provision made by the Group was approximately RMB8,395,000 as at 31 December 2015 (2014: RMB7,003,000). The impaired receivable balances were mainly related to the provision of freight transportation services. The related customers were in unexpected difficult financial conditions. The aging analysis of these receivables is as follows:

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Over 1 year but within 2 years	266	
Over 3 years	6,737	8,395
	7,003	8,395

Movements on the provision for impairment of trade receivables are as follows:

	2014 RMB 000	2015 RMB 000
At 1 January	6,195	7,003
Provision for impairment loss	808	3,305
Reversal		(127)
Written-off		(1,786)
At 31 December	7,003	8,395

The creation and release of provision for impaired receivables have been included in operating expenses in the comprehensive income statement. Amounts charged to the allowance account are generally written off against the gross accounts receivable balances when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the reporting date is the carrying value mentioned above. The Group does not hold any collateral as security.

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19 PREPAYMENTS AND OTHER RECEIVABLES

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Due from third parties	141,843	134,825
Due from other related parties	47,733	7,788
	189,576	142,613

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Other receivables	205,274	150,234
Less: Provision for impairment loss	(62,060)	(13,377)
Other receivables, net (Note (a))	143,214	136,857
Prepayments (Note (b))	46,362	5,756
	189,576	142,613

(a) Other receivables mainly represent miscellaneous deposits and receivables arising from the course of provision of non-railway transportation services by the Group.

(b) Prepayments mainly represent amounts paid in advance to the suppliers for utilities and other operating expenses of the Group. Movements on the provision for impairment of other receivables are as follows:

	2014 RMB 000	2015 RMB 000
At 1 January	61,718	62,060
Provision for impairment loss	346	62
Reversal of impairment loss provision	(4)	(7,699)
Written-off		(28,734)
Elimination arising from business combination		(12,312)
At 31 December	62,060	13,377

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19 PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

The carrying amounts of the Group s prepayments and other receivables are denominated in the following currencies:

	As at 31 December 2014 RMB 000	**As at 31 December 2015 RMB 000**
RMB	189,483	142,542
HKD	93	71
	189,576	142,613

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

20 CASH AND CASH EQUIVALENTS AND SHORT-TERM DEPOSITS

	As at 31 December 2014 RMB 000	**As at 31 December 2015 RMB 000**
Cash at bank and on hand	1,213,057	1,268,803
Term deposits with initial term not more than three months	452,000	952,000
Cash and cash equivalents	1,665,057	2,220,803
Term deposits with initial term of over three months (Note a)	104,000	106,000
	1,769,057	2,326,803

Note a: The original effective interest rate of term deposits was 2.50%p.a (2014: 3.05%p.a).

The carrying amounts of the cash and cash equivalents and short-term deposits are denominated in the following currencies:

	As at 31 December 2014 RMB 000	**As at 31 December 2015 RMB 000**

RMB	1,706,964	2,254,663
HKD	62,093	72,140
	1,769,057	2,326,803

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21 SHARE CAPITAL

As at 31 December 2015, the total authorised number of ordinary shares is 7,083,537,000 shares (2014: 7,083,537,000 shares) with a par value of RMB1.00 per share (2014: RMB1.00 per share). These shares are divided into A shares and H shares. They rank pari passu against each other and they were fully paid up (2014: same).

	As at 31 December 2013 RMB 000	Movement RMB 000	As at 31 December 2014 RMB 000	Movement RMB 000	As at 31 December 2015 RMB 000
Authorised, issued and fully paid:					
Listed shares					
- H shares	1,431,300		1,431,300		1,431,300
- A shares	5,652,237		5,652,237		5,652,237
Total	7,083,537		7,083,537		7,083,537

22 RESERVES

According to the provisions of the articles of association of the Company, the Company shall first set aside 10% of its profit after tax attributable to shareholders as indicated in the Company s statutory financial statements for the statutory surplus reserve (except where the reserve has reached 50% of the Company s registered share capital) in each year. The Company may also make appropriations from its profit attributable to shareholders to a discretionary surplus reserve, provided that it is approved by a resolution passed in a shareholders general meeting. These reserves cannot be used for purposes other than those for which they are created and are not distributable as cash dividends without the prior approval obtained from the shareholders in a shareholders general meeting under specific circumstances.

When the statutory surplus reserve is not sufficient to make good for any losses of the Company in previous years, the current year profit attributable to shareholders shall be used to make good the losses before any allocations are set aside for the statutory surplus reserve.

The statutory surplus reserve, the discretionary surplus reserve and the share premium account could be converted into share capital of the Company provided it is approved by a resolution passed in a shareholders general meeting with the provision that the ending balance of the statutory surplus reserve does not fall below 25% of the registered share capital amount. The Company may either allot newly created shares to the shareholders at the same proportion of the existing number of shares held by these shareholders, or it may increase the par value of each share.

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22 RESERVES (CONTINUED)

For the year ended 31 December 2014 and 2015, the directors proposed the following appropriations to reserves of the Company:

	2014 RMB 000	2014 RMB 000	2015 Percentage	2015 RMB 000
Statutory surplus reserve	10%	66,036	10%	111,760

In accordance with the provisions of the articles of association of the Company, the profit after appropriation to reserves and available for distribution to shareholders shall be the lower of the retained earnings determined under (a) PRC GAAP or (b) IFRS. Due to the fact that the statutory financial statements of the Company have been prepared in accordance with PRC GAAP, the retained earnings so reported may be different from those reported in the statement of changes in shareholders equity prepared under IFRS contained in these financial statements. The main difference between the retained earnings of the Company determined under PRC GAAP and those determined under IFRS was relating to accounting policies in respect of investment in associates adopted under PRC GAAP and IFRS.

For the year 2014 and 2015, the movement of Special reserve - Safety Production Fund of the Group is as below:

	2014 RMB 000	2015 RMB 000
Beginning of the year		
Appropriation	208,250	192,860
Utilisation	(208,250)	(192,860)
End of the year		

The Company is engaged in passenger and freight transportation business. In accordance with the regulation issued by Ministry of Finance and State Administration of Work Safety, the Company is required to establish a special reserve (Safety Production Fund) calculated based on the passenger and freight transportation revenue of the previous year using the following percentages:

(a) 1% for regular freight business;

(b) 1.5% for passenger transportation, dangerous goods delivery business and other special business.

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22 RESERVES (CONTINUED)

The Safety Production Fund is mainly used for the renovation and maintenance of security equipment and facilities. For the purpose of the consolidated financial statements under IFRS, such reserve is established through an appropriation from retained earnings based on the aforementioned method. When the Safety Production Fund is actually utilised, the actual expenses incurred are charged to comprehensive income statement. Meanwhile, the corresponding Safety Production Fund reserve is released back to retained earnings.

23 DEFERRED INCOME RELATING TO GOVERNMENT GRANTS

	2014 RMB 000	2015 RMB 000
Beginning of the year	90,404	88,771
Additions	6,330	22,563
Credited to comprehensive income statement	(7,963)	(7,349)
Including: amortisation	(3,249)	(2,529)
End of the year	88,771	103,985

24 EMPLOYEE BENEFITS OBLIGATIONS

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Employee benefits obligations	44,928	13,380
Less: current portion included in accruals and other payables (Note 26)	(44,928)	(13,380)

Pursuant to a redundancy plan implemented by the Group in 2006, selected employees who had met certain specified criteria and accepted voluntary redundancy were provided with an offer of early retirement benefits, up to their official age of retirement. Such arrangements required specific approval granted by management of the Group.

With the acquisition of the Yangcheng Railway Business in 2007, the Group has also assumed certain retirement and termination benefits obligations associated with the operations of Yangcheng Railway Business. These obligations mainly include the redundancy termination benefits similar to those mentioned above, as well as the obligation for funding post-retirement medical insurance premiums of retired employees before the acquisition.

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24 EMPLOYEE BENEFITS OBLIGATIONS (CONTINUED)

The employee benefits obligations have been provided for by the Group at amounts equal to the total expected benefit payments. Where the obligation does not fall due within twelve months, the obligation payable has been discounted using a pre-tax rate that reflects management s current market assessment of the time value of money and risk specific to the obligation. The discount rate was determined with reference to market yields when the liability was recognised at the inception date on high quality investments in the PRC.

The movement in the employee benefits obligation over the year is as follows:

	2014 RMB 000	2015 RMB 000
At 1 January	113,733	44,928
Additions	32,410	
Amortisation of interest (Note 29)	4,594	226
Payments	(105,809)	(31,774)
At 31 December	44,928	13,380

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25 TRADE PAYABLES

	As at 31 December 2014	As at 31 December 2015
	RMB 000	RMB 000
Payables to third parties	820,622	673,641
Payables to related parties	617,822	431,650
	1,438,444	1,105,291

The aging analysis of trade payables was as follows:

	As at 31 December 2014	As at 31 December 2015
	RMB 000	RMB 000
Within 1 year	1,322,771	939,640
Over 1 year but within 2 years	68,497	138,648
Over 2 years but within 3 years	23,391	9,545
Over 3 years	23,785	17,458
	1,438,444	1,105,291

26 ACCRUALS AND OTHER PAYABLES

	As at 31 December 2014	As at 31 December 2015
	RMB 000	RMB 000
Due to third parties	940,704	1,064,752
Due to related parties	29,057	399,634
	969,761	1,464,386

	As at 31 December 2014 RMB 000	As at 31 December 2015 RMB 000
Payables to GEDC assumed by the business combination with Zengcheng Lihua		368,560
Advances received from customers	237,095	249,825
Other deposits received	204,116	232,776
Deposits received for construction projects	124,253	188,416
Salary and welfare payables	129,977	152,727
Deposits received from ticketing agencies	35,762	37,543
Other taxes payable	53,774	17,175
Housing maintenance fund	15,802	15,859
Employee benefits obligations (Note 24)	44,928	13,380
Other payables	124,054	188,125
	969,761	1,464,386

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27 LABOUR AND BENEFITS

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Wages and salaries	3,127,540	3,414,192	3,672,234
Provision for medical, housing scheme and other employee benefits (a)	779,845	857,203	916,965
Contributions to the defined contribution scheme (b)	517,807	639,493	620,898
	4,425,192	4,910,888	5,210,097

(a) Housing scheme

In accordance with the PRC housing reform regulations, the Group is required to make contributions to a state-sponsored housing fund at 9% or 13% of the salaries of the employees. At the same time, the employees are also required to make a contribution at 9% or 13% of the salaries out of their payroll. The employees are entitled to claim the entire sum of the fund under certain specified withdrawal circumstances. The Group has no further legal or constructive obligation for housing benefits of these employees beyond the above contributions made.

(b) Defined contribution pension scheme

All the full-time employees of the Group are entitled to join a statutory pension scheme. The employees would receive pension payments equal to their basic salaries payable upon their retirement up to their death. Pursuant to the PRC laws and regulations, contributions to the basic old age insurance for the Group s local staff are to be made monthly to a government agency based on 26% of the standard salary set by the provincial government, of which 18% is borne by the Company or its subsidiaries and the remainder 8% is borne by the employees. The government agency is responsible for the pension liabilities due to the employees upon their retirement. The Group accounts for these contributions on an accrual basis and charges the related contributions to expense in the year to which the contributions relate.

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28 OTHER INCOME AND OTHER GAINS/(LOSSES) NET

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Loss on disposal of fixed assets and leasehold land	(136,986)	(123,567)	(49,008)
Interest income from banks	137,958	122,020	38,145
Dividend income on available-for-sale investments	4,904	4,904	5,884
Government grants (Note 23)	5,143	7,963	7,349
Unwinding of interest accrued on long-term receivable (Note 16)	3,725	2,609	2,607
Impairment of long lived assets and investment loss (Note 5)			(127,900)
Income from compensation			1,167
Others	159	(6,791)	7,129
	14,903	7,138	(114,627)

29 FINANCE COSTS

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Interest expense	167,650	160,760	
Bank charges	5,522	7,332	7,387
Amortisation of bonds payable	7,250	7,277	
Amortisation of interest for employee benefit obligations (Note 24)	9,127	4,594	226
Net foreign exchange (gains)/losses	2,137	410	(3,005)
	191,686	180,373	4,608

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30 INCOME TAX EXPENSE

In 2015, 2014 and 2013, the applicable income tax rate of the Company was 25%.

An analysis of the current year taxation charges is as follows:

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Current income tax	412,736	195,864	416,480
Deferred income tax (Note 12)	17,934	23,643	(27,950)
	430,670	219,507	388,530

The tax on the Group s profit before tax differs from the theoretical amount that would arise using the tax rate of the home country of the Company as follows:

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Profit before tax	1,701,753	880,633	1,451,838
Tax calculated at the statutory rate of 25% (2014 and 2013: 25%)	425,438	220,158	362,960
Effect of tax rates differentials	119	118	
Effect of income not subject to tax	(2,533)	(2,498)	(2,096)
Effect of expenses and losses not deductible for tax purposes	3,969	451	13,188
Reversal of deferred tax assets for the impairment loss of investments in associates and other receivable recognized in prior years			10,500
Tax losses for which no deferred tax asset was recognized in prior years	4,010	1,683	4,619
Utilisation of previously unrecognized tax losses	(333)	(405)	(641)
Income tax expense	430,670	219,507	388,530

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31 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the net profit for the year attributable to equity holders of approximately RMB1,070,822,000 (2013 and 2014: RMB1,273,841,000 and RMB662,021,000), divided by the weighted average number of ordinary shares outstanding during the year of 7,083,537,000 shares (2013 and 2014: 7,083,537,000 shares). There were no dilutive potential ordinary shares during each of the three years in the period ended December 31, 2015. The calculation of earnings per equivalent ADS is based on the net profit for the year attributable to equity holders, divided by the weighted average equivalent ADSs (one ADS represents 50 H Shares) outstanding during the year of 141,670,740 ADSs (2013 and 2014: 141,670,740 ADSs).

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Profit attributable to owners of the company	1,273,841	662,021	1,070,822
Weighted average number of ordinary shares in issue	7,083,537	7,083,537	7,083,537
Weighted average equivalent ADSs	141,670	141,670	141,670
Basic and diluted earnings per share	RMB0.18	RMB0.09	RMB0.15
Basic and diluted earnings per equivalent ADS	RMB8.99	RMB4.67	RMB7.56

32 DIVIDENDS

The dividends paid to the ordinary shareholders of the Group in 2013, 2014 and 2015 were, RMB566,683,000 (RMB0.08 per share), RMB566,683,000 (RMB0.08 per share) and RMB354,177,000 (RMB0.05 per share) respectively.

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Final, proposed, of RMB0.08 (2013: RMB0.08 2014: RMB0.05) per ordinary share	566,683	354,177	566,683

At the meeting of the directors held on 29 March 2016, the directors proposed a final dividend of RMB0.08 per ordinary share for the year ended 31 December 2015, which is subject to the approval by the shareholders in general meeting. This proposed dividend was not reflected as a dividend payable in the financial statements as at 31 December 2015.

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33 CASH FLOW GENERATED FROM OPERATIONS

(a) Reconciliation from profit before income tax to cash generated from operations:

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Profit before income tax:	1,701,753	880,633	1,451,838
Adjustments for:			
Depreciation of fixed assets (Note 6)	1,414,012	1,429,274	1,411,742
Impairment of long lived assets and investment loss			127,900
Impairment of materials and supplies (Note 17)			64,096
Amortisation of leasehold land payments (Note 8)	15,921	19,164	28,413
Loss on disposal of fixed assets and leasehold land (Note 28)	136,986	123,567	49,008
Amortisation of long-term prepaid expenses (Note 13)	12,898	13,931	14,179
Amortisation of interest for employee benefit obligations (Note 24)	9,127	4,594	226
Share of results of associates (Note 11)	(5,228)	(5,048)	(2,499)
Dividends income on available-for-sale investments (Note 28)	(4,904)	(4,904)	(5,884)
Investment income from liquidation of a subsidiary		(39)	
Provision for/(reversal of) impairment of receivables	(5,837)	1,150	(4,459)
Write-off of long outstanding of payables	(295)		
Amortisation of bonds payable	7,250	7,277	
Amortisation of government grants related to property, plant and equipment (Note 23)	(3,107)	(3,249)	(2,529)
Interest expense	167,650	160,760	
Interest income	(129,711)	(90,112)	(5,502)
Operating profit before working capital changes	3,316,515	2,536,998	3,126,529
Increase in trade receivables	(550,421)	(752,684)	(553,980)
Decrease in materials and supplies	70,264	44,909	34,843
Decrease/(increase) in prepayments and other receivables	(94,178)	15,083	83,553
Decrease in long-term receivable	5,000	2,000	2,000
Increase/(decrease) in trade payables	(282,972)	514,289	(270,151)
Decrease in employee benefit obligations	(105,992)	(7,909)	
Increase in accrued and other payables	64,870	68,520	97,585
Cash generated from operations	2,423,086	2,421,206	2,520,379

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33 CASH FLOW GENERATED FROM OPERATIONS (CONTINUED)

(b) In the cash flow statement, proceeds from disposal of fixed assets and leasehold land comprise:

	2013 **RMB 000**	**2014** **RMB 000**	**2015** **RMB 000**
Net book amount (Note 6)	249,072	179,745	83,944
Receivable arising from disposal of fixed assets and leasehold land	(12,334)	(2,089)	(21,627)
Transfer to inventories	(24,502)	(53,381)	(5,488)
Loss on disposal of fixed assets and leasehold land	(136,986)	(123,567)	(49,008)
Proceeds from disposal of fixed assets and leasehold land	75,250	708	7,821

(c) No non-cash investing or financing activities incurred in the year ended 31 December 2015 (2013 and 2014: Nil).

34 CONTINGENCY

There were no significant contingent liabilities as at the date of approval of these financial statements.

35 COMMITMENTS

(a) Capital commitments

As at 31 December 2014 and 2015, the Group had the following capital commitments which are authorised but not contracted for, and contracted but not provided for:

	As at 31 December 2014 **RMB 000**	**As at 31 December 2015** **RMB 000**
Authorised but not contracted for	1,309,633	1,967,894
Contracted but not provided for	146,979	304,199

A substantial amount of these commitments is related to the reform of stations or facilities relating to the existing railway line of the Company, which would be financed by self-generated operating cash flow.

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35 COMMITMENTS (CONTINUED)

(b) Operating lease commitments

In connection with the acquisition of Yangcheng Railway Business, the Company signed an agreement on 15 November 2004 with Guangzhou Railway Group for leasing the land use rights associated with the land on which the acquired assets of Yangcheng Railway Business are located. The agreement became effective upon the completion of the acquisition on 1 January 2007 and the remaining lease term is 20 years, renewable at the discretion of the Company. According to the terms of the agreement, the rental for such lease would be agreed by both parties every year with a maximum amount not exceeding RMB74,000,000 per year. During the year ended 31 December 2015, the related lease rental paid and payable was approximately RMB55,090,000 (2013 and 2014: RMB56,000,000 and RMB53,962,000).

36 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(a) Related parties that control the Company or are controlled by the Company:

See Note 10 for the subsidiaries.

None of the shareholders is the controlling entity of the Company.

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36 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Nature of the principal related parties that do not control/are not controlled by the Company:

Name of related parties	Relationship with the Company
Single largest shareholder and its subsidiaries	
Guangzhou Railway Group	Single largest shareholder
Guangzhou Railway Group YangCheng Railway Enterprise Development Company	Subsidiary of the single largest shareholder
Guangmeishan Railway Company Limited	Subsidiary of the single largest shareholder
GEDC	Subsidiary of the single largest shareholder
Guangzhou Railway Material Supply Company	Subsidiary of the single largest shareholder
Guangzhou Railway Engineer Construction Enterprise Development Company	Subsidiary of the single largest shareholder
Yangcheng Construction Company of YangCheng Railway Enterprise Development Company	Subsidiary of the single largest shareholder
Guangzhou Railway Real Estate Construction Company	Subsidiary of the single largest shareholder
Yuehai Railway Company Limited	Subsidiary of the single largest shareholder
Shichang Railway Company Limited	Subsidiary of the single largest shareholder
Guangzhou Railway Station Service Centre	Subsidiary of the single largest shareholder
Changsha Railway Construction Company Limited	Subsidiary of the single largest shareholder
Guangdong Sanmao Railway Company Limited	Subsidiary of the single largest shareholder
Guangzhou Qingda Transportation Company Limited	Subsidiary of the single largest shareholder
Guangzhou Yuetie Operational Development Company	Subsidiary of the single largest shareholder
Guangzhou Railway Rolling Stock Works	Subsidiary of the single largest shareholder
Foreign Economic & Trade Development Corporation of Guangzhou Railway Group	Subsidiary of the single largest shareholder
Shenzhen Guangshen Railway Living Service Centre	Subsidiary of the single largest shareholder
Guangzhou Yangcheng Living Service Centre	Subsidiary of the single largest shareholder
Pajiangkou Stone Pit of YangCheng Railway Enterprise Development Company	Subsidiary of the single largest shareholder
Guangdong Tieqing International Travel Agency Company Limited	Subsidiary of the single largest shareholder
Guangdong Sanmao Enterprise Development Company Limited	Subsidiary of the single largest shareholder
Huaihua Railway Engineer Construction Company	Subsidiary of the single largest shareholder
Lechang Anjie Railway Sleeper Company Limited	Subsidiary of the single largest shareholder
Xiashen Railway Guangdong Company Limited	Subsidiary of the single largest shareholder
Ganshao Railway Company Limited	Subsidiary of the single largest shareholder
Guangzhou Railway Economic Technology Development Corporation	Subsidiary of the single largest shareholder
Hunan Changtie Industrial Development Co. Ltd.	Subsidiary of the single largest shareholder
Associates of the Group	
Tiecheng	Associate of the Group
Shentu	Associate of the Group

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36 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) In addition to those disclosed elsewhere in the financial statements, during the year, the Group had the following material transactions undertaken with related parties:

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Provision of services and sales of goods			
Railroad and Related Business			
Provision of train transportation services to Guangzhou Railway Group and its subsidiaries (i)	367,745	424,743	751,956
Revenue collected by CRC for railway network usage and related services provided to Guangzhou Railway Group and its subsidiaries (ii)	1,255,572	1,153,630	1,180,852
Revenue from railway operation service provided to Guangzhou Railway Group s subsidiaries (iii)	76,480	359,740	550,168
	1,699,797	1,938,113	2,482,976
Other businesses			
Sales of materials and supplies to Guangzhou Railway Group and its subsidiaries (iv)	24,174	22,579	25,940
Services received and purchase made			
Railroad and Related Business			
Provision of train transportation services by Guangzhou Railway Group and its subsidiaries (i)	665,189	633,382	888,903
Cost settled by CRC for railway network usage and related services provided by Guangzhou Railway Group and its subsidiaries (ii)	1,564,499	1,436,711	1,406,962
Operating lease rental paid to Guangzhou Railway Group for the leasing of land use rights (Note 35 (b))	56,000	53,962	55,090
	2,285,688	2,124,055	2,350,955
Other businesses			
Social services (employee housing and public security services and other ancillary services) provided by GEDC and Yangcheng Railway (iii)	67,990	12,430	16,080
Provision of repair and maintenance services by Guangzhou Railway Group and its subsidiaries (iv)	346,831	295,283	489,038
Purchase of materials and supplies from Guangzhou Railway Group and its subsidiaries (v)	666,771	560,034	384,262
Provision of construction services by Guangzhou Railway Group and its subsidiaries (vi)	229,999	280,983	226,089
Others	12,889	8,729	

	1,324,480	1,157,459	1,115,469

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36 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) In addition to those disclosed elsewhere in the financial statements, during the year, the Group had the following material transactions undertaken with related parties (continued):

(i) The service charges are determined based on a pricing scheme set by the CRC or based on negotiation between the contracting parties with reference to full cost principle.

(ii) Such revenues/charges are determined by the CRC based on its standard charges applied on a nationwide basis.

(iii) The service charges are levied based on contract prices determined based on cost plus a profit margin and explicitly agreed between both contracting parties.

(iv) The prices are determined based on mutual negotiation between the contracting parties with reference to full cost principle.

(v) The prices are determined based on mutual negotiation between the contracting parties with reference to procurement costs incurred plus a management fee ranged from 0.3% to 5% on the costs.

(vi) Based on construction amount determined under national railway engineering guidelines.

(d) Key management compensation
The compensation paid or payable to key management for employee services is shown in Note 27(c).

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36 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) As at 31 December 2015 and 2014, the Group had the following material balances maintained with related parties:

	2014 RMB 000	2015 RMB 000
Trade receivables	765,098	862,199
- Guangzhou Railway Group (i)	260,554	96,314
- Subsidiaries of Guangzhou Railway Group (i)	504,544	765,885
Prepayments and other receivables	47,733	7,788
- Guangzhou Railway Group	5,399	6,011
- Subsidiaries of Guangzhou Railway Group	37,560	1,777
- Associates(v)	17,086	
Less: impairment provision (v)	(12,312)	
Prepayments for fixed assets and construction-in-progress	1,092	1,092
- Guangzhou Railway Group	1,092	1,092
Trade payables	617,822	431,650
- Guangzhou Railway Group (i)	119,953	24,467
- Subsidiaries of Guangzhou Railway Group (ii)	433,805	366,015
- Associates	64,064	41,168
Payables for fixed assets and construction-in-progress	208,955	185,339
- Guangzhou Railway Group	12,610	18,829
- Subsidiaries of Guangzhou Railway Group	159,381	128,871
- Associates	36,964	37,639
Accruals and other payables	29,057	399,634
- Guangzhou Railway Group	4,133	1,891
- Subsidiaries of Guangzhou Railway Group (iii)	20,600	396,590
- Associates (iv)	4,324	1,153

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(All amounts expressed in Renminbi unless otherwise stated)

36 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) As at 31 December 2015 and 2014, the Group had the following material balances maintained with related parties (continued):

(i) The trade balances due from/to Guangzhou Railway Group, subsidiaries of Guangzhou Railway Group mainly represented service fees and charges payable and receivable balances arising from the provision of passenger transportation and cargo forwarding businesses jointly with these related parties within the PRC.

(ii) The trade payables due to subsidiaries of Guangzhou Railway Group mainly represented payables arising from unsettled fees for purchase of materials and provision of other services according to various service agreements entered into between the Group and the related parties.

(iii) The other payables due to subsidiaries of Guangzhou Railway Group mainly represented the performance deposits received for construction projects and deposits received from ticketing agencies.

(iv) The other payables due to associates mainly represented the performance deposits received for construction projects operated by associates.

(v) In 2015, the Company has consolidated Zengcheng Lihua and nil balance was shown in 2015.

As at 31 December 2014 and 2015, all the balances maintained with related parties were unsecured, non-interest bearing and were repayable on demand.

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37 TRANSACTIONS WITH CRC AND OTHER RAILWAY COMPANIES

On 14 March 2013, pursuant to the Approval, the previous controlling entity of Guangzhou Railway Group, MOR, had been dismantled. According to the Approval, the administrative function of MOR will be transferred to the Ministry of Transport and the newly established National Railway Bureau, and its business functions and all related assets, liabilities and human resources will be transferred to the CRC. Accordingly, the equity interests of Guangzhou Railway Group which was wholly controlled by MOR previously will be transferred to the CRC. Once the transfer is completed, the controlling entity of the Company s largest shareholder will become CRC. In the current year, although the transfer has not been completed, the transactions between the Group and CRC together with the subsidiaries which were wholly controlled by MOR previously are disclosed considering the requirements of the accounting standards. In order to facilitate user s comprehensive understanding of the Company s business transactions, the Company discloses these transactions with CRC Group for 2013, 2014 and 2015. Unless otherwise specified, the transactions disclosed below have excluded the transactions with Guangzhou Railway Group and its subsidiaries disclosed in Note 36.

The Company works in cooperation with the CRC and other railway companies owned and controlled by the CRC for the operation of certain long distance passenger train and freight transportation businesses within the PRC. The revenues generated from these long-distance passenger and freight transportation businesses are collected and settled by the CRC according to its settlement systems. The charges for the use of the rail lines and services provided by other railway companies are also instructed by the CRC and settled by the CRC based on its systems. Since March 2013, the collecting, processing and distribution functions of revenues which were executed by CRC previously had been transferred to CRC. As at 31 December 2015, the cooperation mode and pricing model had not been subject to any material changes.

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37 TRANSACTIONS WITH CRC AND OTHER RAILWAY COMPANY (CONTINUED)

(a) In addition to those disclosed elsewhere in the financial statements, during the year, the Group had the following material transactions undertaken with the CRC Group:

	2013 RMB 000	2014 RMB 000	2015 RMB 000
Provision of services and sales of goods			
Railroad and Related Business			
Provision of train transportation services to CRC Group (i)	30,450	5,229	36,515
Revenue collected by CRC for services provided to CRC Group (ii)	2,070,966	1,706,558	1,752,666
Revenue from railway operation service provided to CRC Group (iii)	968,477	950,966	1,421,995
	3,069,893	2,662,753	3,211,176
Other businesses			
Provision of repairing services for cargo trucks to CRC Group (ii)	286,265	259,470	284,348
Sales of materials and supplies to CRC Group (iv)	65,897	43,239	38,395
Provision of apartment leasing services to CRC Group (iv)	780	732	762
	352,942	303,441	323,505
Services received and purchases made			
Railroad and Related Business			
Provision of train transportation services by CRC Group (i)	264,372	292,866	277,138
Cost settled by CRC for services provided by CRC Group (ii)	1,457,451	1,265,873	1,365,352
	1,721,823	1,558,739	1,642,490
Other businesses			
Provision of repair and maintenance services by CRC Group (iv)	68,963	28,531	2,813
Purchase of materials and supplies from CRC Group (v)	131,061	9,317	33,591
Provision of construction services by CRC Group (vi)			13,538
	200,024	37,848	49,942

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37 TRANSACTIONS WITH CRC AND OTHER RAILWAY COMPANY (CONTINUED)

(a) In addition to those disclosed elsewhere in the financial statements, during the year, the Group had the following material transactions undertaken with the CRC Group (continued):

(i) The service charges are determined based on a pricing scheme set by the CRC or based on negotiation between the contracting parties with reference to full cost principle.

(ii) Such revenues/charges are determined by the CRC based on its standard charges applied on a nationwide basis.

(iii) The service charges are levied based on contract prices determined based on cost plus a profit margin and explicitly agreed between both contracting parties.

(iv) The prices are determined based on mutual negotiation between the contracting parties with reference to full cost principle.

(v) The prices are determined based on mutual negotiation between the contracting parties with reference to procurement costs incurred plus a management fee ranged from 0.3% to 5% on the costs.

(vi) Based on construction amounts determined under national railway engineering guidelines.

(b) Revenue collected and settled through the CRC:

	2013	**2014**	**2015**
	RMB 000	**RMB 000**	**RMB 000**
- Passenger transportation	7,740,887	6,630,629	6,642,129
- Freight transportation	871,173	920,255	1,022,025
- Luggage and parcel	100,884	148,863	86,199
	8,712,944	7,699,747	7,750,353

The Company works in cooperation with the CRC and other railway companies owned and controlled by the CRC for the operation of certain long distance passenger trains and freight transportation businesses within the PRC. The revenues generated from these long-distance passenger trains and freight transportation businesses are collected and settled by the CRC Group on behalf of the Group through the CRC s settlement systems.

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37 TRANSACTIONS WITH CRC AND OTHER RAILWAY COMPANY (CONTINUED)

(c) Balances due from/to CRC Group:

	As at 31 December	
	2014	**2015**
	RMB 000	**RMB 000**
Due from CRC Group		
- Trade receivables	643,182	897,030
- Other receivables	9,411	6,700
Due to CRC Group		
- Trade payables	37,843	62,709
- Other payables	294	19,968

38 SUBSEQUENT EVENTS

Save as already disclosed in the notes to the financial statements, the Group had no other significant subsequent event.