

GUANGSHEN RAILWAY CO LTD

Form F-6EF

April 24, 2009

As filed with the U.S. Securities and Exchange Commission on April 24, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

GUANGSHEN RAILWAY COMPANY LIMITED

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

N/A

(Translation of issuer's name into English)

The People's Republic of China

(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Law Debenture Corporate Services Inc.

400 Madison Avenue, 4th Floor

New York, New York 10017

(212) 750-6474

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing
on (Date) at (Time)

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

| Title of each class of Securities to be registered | CALCULATION OF REGISTRATION FEE | | | Amount of registration fee |
|--|---------------------------------------|---|---|----------------------------|
| | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 50 H shares of Guangshen Railway Company Limited | 50,000,000 American Depositary Shares | \$0.05 | \$2,500,000 | \$139.50 |

(1) Each unit represents one American Depositary Share.

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

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

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) is filed as Exhibit (a)(3) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

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

| | | |
|-----|--|--------------------------------|
| (x) | Limitation upon the liability of the Depositary | Paragraphs (14), (17) and (19) |
| (3) | Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

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

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Deposit Agreement. Form of Deposit Agreement among Guangshen Railway Company Limited (the "Company"), JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Registration Statement on Form F-6 (333-3370) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (a)(2) Amendment No. 1 to Deposit Agreement. Form of Amendment No. 1 to Deposit Agreement is filed herewith as Exhibit (a)(2).
- (a)(3) Form of ADR. Form of ADR is filed herewith as Exhibit (a)(3).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

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

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 23, 2009.

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

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

By: /s/ Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Guangshen Railway Company Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on April 23, 2009.

GUANGSHEN RAILWAY COMPANY LIMITED

By: /s/ He Yuhua
Name: He Yuhua
Title: Chairman of the Board of Directors

POWER OF ATTORNEY

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

Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on April 23, 2009, in the capacities indicated.

| Signature | Title |
|--------------------------------|--|
| /s/ He Yuhua He Yuhua | Chairman of the Board of Directors |
| /s/ Shen Yi Shen Yi | Director and General Manager (Principal Executive Officer) |
| /s/ Cao Jianguo Cao Jianguo | Director |

| | |
|--|--|
| /s/ Wu Houhui Wu Houhui | Director |
| /s/ Yu Zhiming Yu Zhiming | Director |
| /s/ Liu Hai Liu Hai | Director |
| /s/ Wilton Chau Chi Wai Wilton Chau Chi Wai | Independent Director |
| /s/ Dai Qilin Dai Qilin | Independent Director |
| /s/ Lv Yuhui Lv Yuhui | Independent Director |
| /s/ Tang Xiangdong Tang Xiangdong | Chief Accountant (Principal Financial Officer) |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this Registration Statement in New York on April 23, 2009.

Law Debenture Corporate Services Inc.

By: /s/ Kate Ledyard

Name: Kate Ledyard

Title: Manager

INDEX TO EXHIBITS

Exhibit
Number

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- (a)(3) Form of ADR
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities to be registered.
- (e) Rule 466 Certification