



# 大唐国际发电股份有限公司

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00991)

## Second Revised Proxy Form for Use at the 2017 First Extraordinary General Meeting

The number of shares which this proxy form relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H-Shares (Note 3)  
in Datang International Power Generation Co., Ltd. (the “**Company**”) HEREBY APPOINT the Chairman of the Meeting,  
or \_\_\_\_\_ (Note 4) as my/our proxy(ies) to attend for me/us at the 2017 first extraordinary  
general meeting (the “**EGM**”) of the Company to be held at 1608 Conference Room of the Company, No. 9 Guangningbo Street, Xicheng  
District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on 28 March 2017 (Tuesday) or at any adjournment thereof and to  
vote on my/our behalf at such meeting or any adjournment thereof as hereunder indicated in respect of the resolutions as listed in the Notice  
of the EGM, if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To consider and approve the “Resolution on the Fulfilments to the Conditions for Non-public Issuance of A-Shares by the Company (Revised)”		
2.	To consider and approve the “Resolution on the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company (Second Revision)”	–	–
	(i) Type of shares to be issued and par value		
	(ii) Method of issue		
	(iii) Target subscribers		
	(iv) Subscription method		
	(v) Issue price and principle of pricing		
	(vi) Number of shares to be issued		
	(vii) Lock-up period and listing arrangement		
	(viii) Use of proceeds		
	(ix) Arrangement for the accumulated profits prior to the non-public issuance		
	(x) The relationship between the non-public issuance of A-shares and the non-public issuance of H-shares		
	(xi) The effective period for the resolution on the non-public issuance		
3.	To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Third Revision)”		
4.	To consider and approve “Resolution on the Execution of the Conditional Subscription Agreements for the Non-public Issuance of Shares between the Company and Specific Targets and Connected Transactions Involved in the Issuance (Second Revision)”		

<b>SPECIAL RESOLUTIONS</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>
5.	To consider and approve the “Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A-Shares of the Company for Investment in Projects”		
6.	To consider and approve the “Resolution on the Report on the Use of Proceeds from the Previous Fund Raising Activities by the Company”		
7.	To consider and approve the “Resolution on the Dilution of Immediate Return and Remedial Measures on Non-public Issuance of Shares and Undertakings of Controlling Shareholders, Directors and Senior Management on Remedial Measures (Second Revision)”		
8.	To consider and approve the “Resolution on the Waiver of Obligation to Make General Offer by China Datang Corporation for Issuance (Second Revision)”		
9.	To consider and approve the “Resolution on the Company’s Dividend Distribution Policy and Three-year Plan for Shareholders’ Return (2016–2018)”		
10.	To consider and approve the “Resolution on Proposing to the General Meeting of the Company to Authorize the Board and Relevant Directors to Handle All Matters in Relation to the Non-public Issuance of A-Shares and the Non-public Issuance of H-Shares at their Discretion”		
<b>ORDINARY RESOLUTION</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>
11.	To consider and approve the “Resolution on the Application for Whitewash Waiver by China Datang Corporation and Issuance of Documents on Whitewash Waiver by Datang International Power Generation Co., Ltd. (Second Revision)”		

Date: \_\_\_\_\_2017

Signature(s) *(Note 6)*: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert full name(s) and address(es) (as shown in the register of members of the Company) in **block capitals**.
3. Please insert the number of shares in the Company registered in your name(s) and delete if inappropriate.
4. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting, or” and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy needs not be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person who signs it.
5. Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote at his discretion.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in that regard.
7. To be valid, H-Shareholders of the Company must deliver this proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority, to the Company’s H-share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; Fax: (852) 2885 0990 or (852) 2529 6087.
8. Unless otherwise indicated in the context in this proxy form, capitalised terms defined in this proxy form shall have the same meanings as defined in the Notice of 2017 First Extraordinary General Meeting of the Company dated 9 December 2016 or the Supplemental Notice of 2017 First Extraordinary General Meeting of the Company dated 9 February 2017 or the Second Supplemental Notice of 2017 First Extraordinary General Meeting of the Company dated 13 March 2017.