



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 A-Share Class Meeting Power of Attorney

To: Datang International Power Generation Co., Ltd.

Mr. (Ms.) _____ is hereby appointed as our (or my) proxy to attend the 2017 first A-Share class meeting of the Company to be held on 28 March 2017 (Tuesday) and to vote on behalf of our company (or me).

No.	Name of resolutions without the adoption of cumulative voting	For	Against	Abstain
I	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			
II	To consider and approve the “Resolution on the Proposal for Non-public Issuance of A-Shares of the Company (Third Revision)”			
III	To consider and approve the “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)”			

No.	Name of resolutions without the adoption of cumulative voting	For	Against	Abstain
IV	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”			
V	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)”			
VI	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”			

Signature of Appointer (with seal affixed): _____ Signature of the Proxy: _____

ID card number of Appointer: _____ ID card number of Proxy: _____

Shareholder account of the Appointer: _____

Number of shares held by the Appointer: _____

Appointment date: _____

Notes:

1. The proxy form shall be signed by the natural person shareholder or affixed with the common seal by a legal person shareholder.
2. The Appointer shall make a decision among “For”, “Against” or “Abstain” and put a tick in the corresponding box. If no direction is given in this proxy form, your proxy may vote or abstain as he/she thinks fit.