



# 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)

### Proxy Form of Holders of H-Shares for Use at the 2017 First H-Share Class 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**” or “**Datang International**”) HEREBY APPOINT the Chairman of the Meeting, or \_\_\_\_\_ (Note 4) as my/our proxy(ies) to attend for me/us at the 2017 first H-Share class meeting (the “**H-Share Class Meeting**”) of the Company to be held at 1608 Conference Room of Datang International Power Generation Co., Ltd., No. 9 Guangningbo Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on 23 January 2017 (Monday) 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 H-Share Class Meeting, 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 for the Plan of Non-public Issuance of A-Shares and Non-public Issuance of H-Shares by the Company”	–	–
	(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		

<b>SPECIAL RESOLUTIONS</b>		<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>
2.	To consider and approve “Resolution on Execution of the Conditional Subscription Agreement for the Non-public Issuance of Shares between the Company and Specific Target and Connected Transactions Involved in the Issuance” i.e., the A-Share Subscription Agreement, the H-Share Subscription Agreement and the transactions contemplated thereunder		
3.	To consider and approve the “Resolution on 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”		
4.	To consider and approve the “Resolution on Proposing 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”		

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

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, holder of H-Shares 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 H-Share Class Meeting” of the Company dated 9 December 2016.