



中国大唐集团新能源股份有限公司

China Datang Corporation Renewable Power Co., Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01798)

FORM OF PROXY FOR THE SECOND EXTRAORDINARY GENERAL MEETING IN 2017

The number of shares relating to this form of proxy ^(Note 1)	
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I/We ^(Note 2) _____ of _____ being the holder(s) of _____ domestic shares/H shares ^(Note 3) of China Datang Corporation Renewable Power Co., Limited* (the "Company"), hereby appoint the Chairman of the meeting or ^(Note 4) _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the second extraordinary general meeting in 2017 of the Company ("EGM") to be held at Room 501, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, 22 November 2017 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the Notice of EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the transactions and proposed annual caps under the New CDC Finance Lease Framework Agreement			
2.	To consider and approve the transactions and proposed annual caps under the New Shanghai Finance Lease Framework Agreement			
Special Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
3.	To consider and approve the issue of corporate bonds in the PRC and to authorize the Board to deal with all matters relating to the issue of corporate bonds			

Date: _____ 2017

Signature ^(Note 6): _____

Notes:

- Please insert the number of shares registered in your name(s) relating to this proxy. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in block letters.
- Please insert the number of shares registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words "the Chairman of the meeting or" and insert the name(s) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- Important: If you wish to vote for any resolution, please tick the appropriate box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please tick the appropriate box marked "AGAINST" or insert the number of shares held by you. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "ABSTAIN" or insert the number of shares held by you. Any abstaining vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any of its directors or attorney duly authorised in writing.
- In the case of joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the meeting, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authority on behalf of the appointer, such power of attorney or other authority shall be notarised. The form of proxy and the notarised power of attorney or other authority must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, 100053, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time appointed for holding the EGM or 24 hours before the time appointed for taking the poll.
- The EGM is expected to take half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of identity when attending the EGM.

* For identification purpose only