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 for Use at the 2014 Fifth Extraordinary General Meeting

| | |
|---|---|
| The number of shares which this proxy form relates *(Note 1)* | |

I/We *(Note 2)* ______________________________________________

of ______________________________________________

being the registered holder(s) of ____________________ domestic shares/H shares *(Note 3)* in Datang International Power Generation Co., Ltd. (the "Company" or "Datang International") HEREBY APPOINT the Chairman of the Meetings, or ______________________________ *(Note 4)* as my/our proxy(ies) to attend and act for me/us at the 2014 fifth extraordinary general meeting (the "EGM") of the Company to be held at the function room of 5/F, Intercontinental Hotel, No. 11 Financial Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") on 19 December 2014 (Friday) at 9:30 a.m. or at any adjournment thereof and to vote at such meeting or any adjournment thereof as hereunder indicated in respect of the resolution as listed in the Notice of 2014 Fourth Extraordinary General Meeting, if no such indication is given, as my/our proxy(ies) thinks fit.

| | **ORDINARY RESOLUTIONS** | **FOR** *(Note 5)* | **AGAINST** *(Note 5)* |
|---|---|---|---|
| 1. | To ratify, consider and approve the "Resolution on Provision of the Entrusted Loan to some of the subsidiaries" | — | — |
| | (1) To ratify and approve the release of entrusted loan to Renewable Resource Company from 16 December 2013 to 28 September 2014 under the Renewable Resource Agreements (Implemented) | | |
| | (2) To approve the release of entrusted loan to Renewable Resource Company under the Renewable Resource Agreement (New) | | |
| | (3) To approve the release of entrusted loan to International Xilinhaote Mining Company under the Xilinhaote Mining Entrusted Loan Agreement | | |
| 2. | To consider and approve the "Resolution on Provision of the Counter Guarantee Undertaking Letter in relation to the issue of the Corporate Bonds" | | |

Date: ____________________ 2014 Signature *(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 all the shares in the Company registered in your name(s) and delete if inappropriate.
4. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meetings, 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 2014 Fifth Extraordinary General Meeting dated 3 November 2014.