



# 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 2021 Third 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 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 2021 third extraordinary general meeting (the "EGM") of the Company to be held at 1616 Conference Room, Datang International Power Generation Co., Ltd., No. 9 Guangningbo Street, Xicheng District, Beijing, the People's Republic of China (the "PRC") at 9:30 a.m. on 17 November 2021 (Wednesday) 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)	ABSTAIN (Note 5)
1.	To consider and approve the "Resolution on Amendments to the Articles of Association and the Procedural Rules for the Board of Directors":	/		
1.1	To amend the Articles of Association			
1.2	To amend the Procedural Rules for the Board of Directors			
ORDINARY RESOLUTIONS (by way of cumulative voting)		NUMBER OF VOTES (Note 6)		
2.	To consider and approve the "Resolution on the Adjustments to the Directors of the Company":	/		
2.1	Mr. Liu Jianlong serves as a non-executive Director of the tenth session of the Board of the Company			
2.2	Mr. Su Min serves as a non-executive Director of the tenth session of the Board of the Company			
3.	To consider and approve the "Resolution on the Adjustments to the Independent Non-executive Directors of the Company":	/		
3.1	Mr. Zong Wenlong serves as an independent non-executive Director of the tenth session of the Board of the Company			
3.2	Mr. Si Fengqi serves as an independent non-executive Director of the tenth session of the Board of the Company			
3.3	Mr. Kou Baoquan serves as an independent non-executive Director of the tenth session of the Board of the Company			
4.	To consider and approve the "Resolution on the Adjustment to the Shareholder Representative Supervisor":	/		
4.1	Ms. Guo Hong serves as a shareholder representative supervisor of the tenth session of the Supervisory Committee of the Company			

Date: \_\_\_\_\_ 2021

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 need 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”. If you wish to abstain from voting on any resolution, please tick the appropriate box marked “ABSTAIN”. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion.
6. Important: The above resolutions No. 2, No. 3 and No. 4 shall adopt the method of cumulative voting. Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast.
  - (i) You shall be entitled to such number of votes as shall be equal to the number of shares held by you multiplied by the total number of non-executive Directors upon whom you can vote, when electing non-executive Directors. Such votes may only be voted for the candidates of the non-executive Directors. If a candidate of non-executive Director obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected. The total number of votes cast by you for one or several non-executive Director candidate(s) shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several non-executive Director candidate(s) is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
  - (ii) Each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by you multiplied by the total number of independent non-executive Directors upon whom you can vote, when electing non-executive independent non-executive Directors. Such votes may only be voted for the candidates of the independent non-executive Directors. If a candidate of independent non-executive Director obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected. The total number of votes cast by you for one or several independent non-executive Director candidate(s) shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several independent non-executive Director candidates is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
  - (iii) You shall be entitled to such number of votes as shall be equal to the number of shares held by you multiplied by the total number of non-employee supervisors upon whom you can vote, when electing non-employee supervisors. Such votes may only be voted for the candidates of the non-employee supervisors. If a candidate of non-employee supervisor obtains more than half of the votes representing total number of shares with voting rights (on the basis of non-cumulative number of shares) from the shareholders attending the EGM, he/she will be deemed as elected. The total number of votes cast by you for one or several non-employee supervisor candidates shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several non-employee supervisor candidates is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
7. 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.
8. To be valid, H Shareholders of the Company must deliver this proxy form 24 hours prior to the time scheduled for holding the EGM 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, Wan Chai, Hong Kong.
9. Unless the context requires otherwise, capitalised terms defined in this proxy form shall have the same meanings as defined in the notice of the EGM dated 28 October 2021.