



XIANGYU DREDGING HOLDINGS LIMITED

翔宇疏浚控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

GLOBAL OFFERING 全球發售

Number of Offer Shares under the Global Offering : 200,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 20,000,000 Shares (subject to adjustment)
Number of International Offer Shares : 180,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price : HK\$4.07 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.10 per Share
Stock code : 871

全球發售的發售股份數目 : 200,000,000 股股份 (視乎超額配股權行使與否而定)
香港發售股份數目 : 20,000,000 股股份 (可予調整)
國際發售股份數目 : 180,000,000 股股份 (可予調整及視乎超額配股權行使與否而定)
最高發售價 : 每股發售股份 4.07 港元, 另加 1% 經紀佣金、0.003% 證監會交易徵費及 0.005% 聯交所交易費 (須於申請時以港元繳足, 多繳款項可予退還)
面值 : 每股股份 0.10 港元
股份代號 : 871

Please read carefully the prospectus of Xiangyu Dredging Holdings Limited (the "Company") dated Wednesday, June 8, 2011 (the "Prospectus") (in particular, the section on "How to Apply for Hong Kong Offer Shares" in the Prospectus) and the guidelines on the back of this Application Form before completing this Application Form. Terms used in this Application Form shall have the same meanings as those defined in the Prospectus unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance of Hong Kong. The Securities and Futures Commission (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed "Personal Information Collection Statement" which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale in the United States. The Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the Hong Kong Offer Shares will be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions. By accepting the terms in this Application Form and the prospectus, you acknowledge and agree to the following restrictions: This Application Form and the Prospectus, or any copy thereof, may not be taken or transmitted into the United States or any of its territories or possessions or distributed, directly or indirectly, in the United States or to any employee or affiliated of the receipt located herein.

To: Xiangyu Dredging Holdings Limited
CCB International Capital Limited
Guotai Junan Securities (Hong Kong) Limited
Hong Kong Underwriters

在填寫本申請表格前，請細閱翔宇疏浚控股有限公司（「本公司」）於2011年6月8日（星期三）刊發的招股章程（「招股章程」），尤其是招股章程「如何申請香港發售股份」一節，及本申請表格背面的指引。除本申請表格另有界定外，本申請表格所用的詞彙與招股章程已界定的詞彙具有相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）及卓佳結算有限公司（「香港結算」）對本申請表格內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格、招股章程及招股章程附錄A「送呈公司註冊處處長文件及備查文件」一節所述的其他文件，已遵照香港公司條例第342C條的規定，送交香港公司註冊處處長註冊。證券及期貨事務監察委員會（「證監會」）與香港公司註冊處處長對任何此等文件的內容概不負責。

閣下務請注意標題為「個人資料收集聲明」一段所載本公司及其香港股份過戶登記處有關個人資料及遵守個人資料（私隱）條例的政策及慣例。

本申請表格或招股章程所載者概不構成出售要約或要約購買之游說，而在任何作出有關要約、游說或出售即屬違法之司法管轄權區內，概不得出售任何香港發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦不是在美國出售股份之要約。香港發售股份亦未曾亦不會根據美國證券法登記，除根據美國證券法登記或獲豁免登記要求而提呈發售或出售外，概不可供提呈發售或出售。香港發售股份將不會在美國公開發售。

在任何根據有關法例不得發送、派送或複製本申請表格及招股章程之司法管轄權區內，本申請表格及招股章程概不得以任何方式發送或派發或複製（全部或部分）。本申請表格及招股章程僅致予閣下本人。概不得發送或派發或複製本申請表格或招股章程之全部或部分，如未能遵守此項指令，可能違反美國證券法或其他司法管轄權區之適用法例。透過接受本申請表格及招股章程的條款，閣下得悉並同意以下限制：本申請表格及招股章程（或任何其副本）不得傳送至美國或任何其領土或屬土或直接或間接於美國或向任何僱員或身在該處的收件人之聯屬人士派發。

致：翔宇疏浚控股有限公司
建銀國際金融有限公司
國泰君安證券（香港）有限公司
香港包銷商

1 We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for HK eIPO White Form Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our HK eIPO White Form services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

吾等確認，吾等(i)遵守電子公開發售指引及透過銀行/股票經紀遞交網上白表申請的操作程序以及與吾等就香港公開發售提供網上白表服務有關的所有適用法例及規則（法定及其他），及(ii)細閱招股章程及本申請表格所載的條款及條件及申請手續，並同意受其約束。為代表與本申請有關的各相關申請人提出申請，吾等：

- apply for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum of Association and the Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for, including 1% brokerage fee, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- understand that these declarations and representations will be relied upon by the Company, the Sole Global Coordinator in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application;
- authorize the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any Share certificate(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address stated on this Application Form in accordance with the procedures prescribed in this Application Form, the designated website for the HK eIPO White Form service at www.hkeipo.hk and in the Prospectus;
- request that any e-Auto Refund payment instructions be despatched to the application payment bank account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies; and (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any such refund cheque(s) by ordinary post at the underlying applicant's own risk to the address given on this Application Form, in accordance with procedures prescribed in this Application Form, the designated website for the HK eIPO White Form service at www.hkeipo.hk and in this Prospectus;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that you understand that the Shares have not been and will not be registered under the U.S. Securities Act;
- represent, warrant and undertake that (a) the underlying applicant and the person for whose benefit the underlying applicant is applying is not restricted by any applicable laws of Hong Kong or elsewhere from making this application, or paying any application moneys for, or being allotted or taking up, any Hong Kong Offer Shares; (b) that the underlying applicant and the person for whose benefit the underlying applicant is applying is not within the United States (as defined in Regulation S under the U.S. Securities Act); (c) the allotment of, and the person for whose benefit the underlying applicant is applying will acquire the Hong Kong Offer Shares in an offshore transaction (within the meaning of Regulation S under the U.S. Securities Act); and (d) the allotment of or the application for the Hong Kong Offer Shares to the underlying applicant or by the underlying applicant or for whose benefit this application is made would not require the Company, the Sole Sponsor and/or the Hong Kong Underwriters to comply with any requirement under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

- 按照招股章程及本申請表格的條款及條件，並在組織章程大綱及組織章程細則所載的各項規限下，申請認購以下數目的香港發售股份；
- 夾附申請認購香港發售股份所需的全數付款（包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費）；
- 確認相關申請人已承諾及同意接納所申請數目或就本申請配發予彼等的任何較少數目的香港發售股份；
- 明白 貴公司、獨家全球協調人將依賴此等聲明及陳述，以決定是否就本申請配發任何香港發售股份；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為任何將配發予相關申請人的香港發售股份的持有人，並（在符合本申請表格及招股章程所載的條款及條件的情況下）根據本申請表格、網上白表服務指定網站（www.hkeipo.hk）及招股章程所載程序，按本申請表格上所示地址以普通郵遞方式發送任何股票（如適用），郵誤風險概由該相關申請人承擔；
- （倘申請人以單一銀行賬戶支付申請股款）要求將任何電子自動退款指示發送至支付申請股款的銀行賬戶；
- 要求以多個銀行戶口支付申請的股款申請人的任何退款支票以相關申請人為抬頭人；及（在符合本申請表格及招股章程所載的條款及條件的情況下）根據本申請表格、網上白表服務指定網站（www.hkeipo.hk）及招股章程所載程序，按本申請表格所示地址以普通郵遞方式發送有關退款支票，郵誤風險概由該相關申請人承擔；
- 確認各相關申請人已細閱本申請表格及招股章程所載的條款及條件及申請手續，並同意受其約束；
- 聲明、保證及承諾 閣下明白白股份並無亦不會根據美國證券法登記；
- 聲明、保證及承諾 (a) 相關申請人或由相關申請人為其利益提出申請的人士並不受香港或其他地方的任何適用法例限制提出本認購申請，或支付任何申請股款，或獲配發或接納任何香港發售股份；(b) 相關申請人或由相關申請人為其利益提出申請的人士並非身處美國（定義見美國證券法的S規則）；(c) 相關申請人或由相關申請人為其利益提出申請的人士會透過離岸交易（定義見美國證券法的S規則）收購香港發售股份；及(d) 貴公司、獨家保薦人及/或香港包銷商須因向相關申請人或由相關申請人為其利益而提出本申請的人士配發香港發售股份，或因彼等申請認購香港發售股份而遵守任何香港以外地區的任何法律或規例（不論具有法律效力與否）的規定；
- 同意本申請、其接納及因而訂立的合約將受香港法律規管，並按香港法律詮釋。

Signature 簽名	Date 日期
Name of applicant 申請人姓名	Capacity 身份

2 We on behalf of the underlying applicants, offer to purchase 吾等（代表相關申請人）提出認購	Total number of Shares 股份總數	Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 香港發售股份（代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟）。
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3 A total of 合共	cheque(s) 張支票	cheque number(s) 支票編號
are enclosed for a total sum of 其總金額為	HKS	港元

4 Please use BLOCK letters 請用正楷填寫		
Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱		
Chinese Name 中文名稱	HK eIPO White Form Service Provider ID 網上白表服務供應商身份證明號碼	
Name of contact person 聯絡人姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交	
	Broker No. 經紀號碼	
	Broker's Chop 經紀印章	

For Bank use 此欄供銀行填寫
