

### Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy):
 31/5/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Xiangyu Dredging Holdings Limited
Date Submitted	1/6/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>871</u> Descri	iption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	10,000,000,000	HK\$0.1	HK\$1,000,000,000
Increase/(decrease)			<u> </u>
Balance at close of the month	10,000,000,000	<u>HK\$0.1</u>	HK\$1,000,000,000
(2) Stock code : <u>N/A</u> Descri	iption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code :	N/A	Descriptio	n :		
		Ν	o. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	of preceding	month			
Increase/(decreas	e)				
Balance at close of	of the month				

#### 3. Other Classes of Shares

Stock code :	N/A	Descri	ption :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of precedin	g month			
Increase/(decrea	se)				
Balance at close	of the mont	h			

Total authorised share capital at the end of the month (State<br/>currency) :HK\$1,000,000,000

## II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	800,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month		N/A	N/A	N/A
Balance at close of the month	800,000,000	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement durin	a the month		thereto	as at close of the month
(dd/mm/yyyy) and	-		g the month			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme						
Exercise price:						
HK\$2.192						
(24/5/2011)						
Ordinary	0	0	0	0	0	54,000,000
shares						
(Note 1)						
2. Share						
Option Scheme						
Exercise price:						
HK\$1.920						
(24/5/2011)						
Ordinary			_			
shares	26,000,000	0	0	0	0	26,000,000
(Note 1)						
3. N/A						
shares						
(Note 1)						
		Tot	al A. (Ordin	ary shares)	N/A	
				nce shares)	N/A	
				Other class)	N/A	
Total funds raised du options (State curren		from exercise of		N/A		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal val nominal close of value preceding m	during the	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
<u>2. N/A</u>					
Stock code (if listed)					
Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	( / / )				
<u>3. N/A</u>					
( / / )					-
Stock code (if listed) Class of shares					
issuable (Note 1)					
Subscription price					
(if applicable)					
(dd/mm/yyyy)	( / / )				
<u>4. N/A</u>					
( / / ) Stock and (if listed)					
Stock code (if listed) Class of shares					
issuable (Note 1)					
Subscription price EGM approval date					
(if applicable)					
(dd/mm/yyyy)	( / / )				
			nary shares)	N/A	-
			ence shares) Other class)	N/A N/A	-
		(	<u> </u>	11/1	-

#### For Main Board and GEM listed issuers

Convertibles (i.e. Convertible i					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		close of the month
1. N/A	outstanding	montin	montin	monui		
	_					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	( / / )					
2. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
			Total C. (Ordin (Prefere	nary shares)	N/A N/A	-
				Other class)		_
			,	·		-

han under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>	-	
( / / ) shares (Note 1)		
2. <u>N/A</u>	-	
( / / ) shares (Note 1)		
3. <u>N/A</u>	-	
	-	
shares (Note 1)       Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Oth	ner Movements in I	ssued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	Type of Issue	Qu. t.	Class of shares issuable ( <i>Note 1</i> )				the month
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	
2.	Open offer	At price : State currency ———	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	
3.	Placing	At price : State currency —	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	
4.	Bonus issue		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	

Image: State of shares issuable iss		Type of Issue	Fo	or Main E	Board	and GEM listed No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may
S. Scrip dividend       At price : $\frac{State}{currency}$ Issue and allotment $(////)$ BGM approval date: $(////)$ $N/A$							
S. Schp dividend       Af price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A         6. Repurchase of shares       Class of shares memory (dd/mm/yyyy)         6. Repurchase of shares       Cancellation date : ( / / )         (dd/mm/yyyy)       EGM approval date: ( / / )         (dd/mm/yyyy)       EGM approval date: ( / / )         (dd/mm/yyyy)       N/A         7. Redemption of shares       Class of shares memory         8. Consideration issue At price : State currency       Issue and allotment ( / / )         8. Consideration issue At price : State currency       Issue and allotment ( / / )         Issue and allotment ( / / )       Issue and allotment ( / / )         (dd/mm/yyyy)       EGM approval date: ( / / )							
$\frac{(dd/mm/yyy)}{(dd/mm/yyy)} = \frac{N/A}{N/A}$ 6. Repurchase of $Cancellation date : (//) (dd/mm/yyy)$ EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) N/A $\frac{Class of shares}{redeemed (Note 1)}$ Redemption of $date : (//) (dd/mm/yyy)$ EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) N/A $\frac{Class of shares =}{(Mote 1)}$ 8. Consideration issue At price : $\frac{State}{currency} = \frac{Class of shares issuable}{(Mote 1)}$ EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy) EGM approval date: (//) (/) (dd/mm/yyy) EGM approval date: (//) (/) (dd/mm/yyyy) EGM approval date: (//) (/) (dd/mm/yyy) EGM approval date: (//) (/) (/) (dd/mm/yyy) EGM approval date: (//) (/) (dd/mm/yyyy) EGM approval date: (//) (/) (dd/mm/yyy) EGM approval date: (//) (/) (dd/mm/yyy) EGM approval date: (//) (/) (dd/mm/yyy) EGM approval date: (//) (/) (dd/mm/yyyy) EGM a	5.			( / /	)		
6. Repurchase of shares       repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	
6. Repurchase of shares       repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares							
shares $(dd/mm/yyyy)$ EGM approval date: $(l/l)$ $(dd/mm/yyyy)$ N/A         Redemption of shares       Class of shares medeemed (Note 1)         Redemption date : $(l/l)$ $(dd/mm/yyyy)$ EGM approval date: $(ld/mm/yyyy)$ EGM approval date: $(ld/mm/yyyy)$ EGM approval date: $(ld/mm/yyyy)$ N/A         8. Consideration issue At price:       State currency         Issue and allotment date: $(l/l)$ $(ld/mm/yyyy)$ EGM approval date: $(ld/mm/yyyy)$ EGM approval date: $(ld/mm/yyyy)$ EGM approval date: $(ll/l)$ EGM approval date:							
Class of shares	6.			( / /	)		
Redemption of shares       Class of shares redeemed (Note 1)         Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date:         (d/mm/yyyy)       N/A         8. Consideration issue At price :       State currency         Issue and allotment (///)       Issue and allotment (///)         (dd/mm/yyyy)       EGM approval date: (///)			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	
redeemed (Note 1)         7. Redemption of shares         Redemption date : $(///)$ (dd/mm/yyyy)         EGM approval date: $(///)$ (dd/mm/yyyy)         N/A         8. Consideration issue At price :       State currency         Issue and allotment date : $(///)$ (dd/mm/yyyy)         EGM approval date: $(///)$ (///)       Issue and allotment date :         (///)       EGM approval date: $(///)$ EGM approval date: $(///)$ (dd/mm/yyyy)       EGM approval date: $(///)$							
7. Redemption of shares       Redemption date : $(///)$ (dd/mm/yyyy)       EGM approval date: $(///)$ EGM approval date: $(///)$ N/A         (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Issue and allotment date: $(///)$ EGM approval date: $(///)$ EGM approval date: $(///)$ EGM approval date: $(///)$							
Bown upplot in date:       (dd/mm/yyyy)         N/A	7.		Redemption date :	( / /	)		
N/A         N/A         N/A         R. Consideration issue At price : State currency         Issue and allotment (///)         Issue and allotment (///)         Issue and allotment (///)         EGM approval date:         (///)         (dd/mm/yyyy)				( / /	)		
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)						N/A	
8. Consideration issue At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)							
EGM approval date: ( / / ) (dd/mm/yyyy)	8.			( / /	)		
			EGM approval date:	( / /	)		
						N/A	

			For	r Main Board	l and GEM listed	issuers
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable ( <i>Note 1</i> )			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	(//)		
					<u>N/A</u>	
			Class of shares issuable ( <i>Note 1</i> )			
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	(//)	N/A	<u> </u>
				dinary shares erence shares		
				(Other class		-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.