



XIANGYU DREDGING HOLDINGS LIMITED

翔宇疏浚控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 871)

PROXY FORM

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 15 MAY 2012 AT 11:30 A.M.

I/We (note a) _____
of _____
being the holder(s) of (note b) _____ ordinary shares of HK\$0.1 each
of **XIANGYU DREDGING HOLDINGS LIMITED** (“Company”) hereby appoint the Chairman of the annual general meeting
 (“Meeting”) of the Company or (note c) _____
of _____
to act as my/our proxy at the Meeting to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong
at 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 15 May 2012 at 11:30 a.m. and at any adjournment thereof and to vote on
my/our behalf as directed below, or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2011.		
2.	(a) To re-elect Ms. Zhou Shuhua as a director of the Company.		
	(b) To authorise the board of directors to fix the directors' remuneration.		
3.	To re-appoint the Company's auditor and authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares.		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with the Company's shares by the addition thereto the nominal amount of the shares repurchased by the Company.		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the Company's articles of association.		

Note: For the full text of the above proposed resolutions, please refer to the notice of the Meeting as set out in the Company's circular dated 5 April 2012.

Dated the _____ day of _____ 2012 Shareholder's signature: (notes e, f, g and h) _____

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting or any adjourned meeting.
- e In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.