

PLEASE USE THIS APPLICATION FORM IF YOU WANT THE ALLOTTED HONG KONG OFFER SHARES TO BE ISSUED IN THE NAME OF HKSCC NOMINEES LIMITED ("HKSCC NOMINEES") AND DEPOSITED DIRECTLY INTO THE CENTRAL CLEARING AND SETTLEMENT SYSTEM ("CCASS") FOR CREDIT TO YOUR CCASS INVESTOR PARTICIPANT STOCK ACCOUNT OR YOUR DESIGNATED CCASS PARTICIPANT'S STOCK ACCOUNT MAINTAINED IN CCASS

如閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義發行將獲配發的香港發售股份並直接存入中央結算及交收系統(「中央結算系統」),以記存於閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者於中央結算系統設立的股份戶口內,請使用本申請表格

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 the contents of this Application Form.

香港交易所及結算所有限公司、香港證券交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格的內容概不負責，對於其準確性或完整性亦不發表任何聲明。並明確表示，倘因對本申請表格全部或任何部分內容而產生或依賴該等內容而引致任何損失，香港交易所、香港結算及結算所均無責任。

A copy of this Application Form, together with a copy of each of the **WHITE** and **GREEN Application Forms**, the Prospectus and the other documents specified in the paragraph 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. The Securities and Futures Commission in Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格連同每份白表及綠表、招股說明書及其他文件已按照公司條例第342C條的規定，送交香港公司注册處處長註冊。香港證券及期貨事務監察委員會(「證監會」)與香港公司注册處處長對此等文件的內容概不負責。

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 through 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 from time to time pursuant to the registration statement filed with the SEC.

本申請表格或招股說明書均不构成出售要約或招攬買入之邀請，而在任何作出此類要約、招攬或出售即屬違法之司法管轄區內，概不得出售任何香港股份。本申請表格指招股說明書不得在美國境內直接間接發售，因此項申請亦不得在美國出告或招攬買入之邀約。香港公開發售股份時本會亦不得在美國證券法登記。除根據美國證券法登記或向登記處事先提出呈報再出售外，概不可供提呈發售或出售。香港股份股份不得在美國公開買賣。

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 may not be used in connection with the offering of securities in any jurisdiction where such use is prohibited by the laws of that jurisdiction or 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 affiliate of the recipient located here.

在任何國家使用本表格不得違誤，故本申請表格及招股說明書之司法管轄權內，本申請表格及招股說明書不得以何種方式發售或派發或複製(全部或部分)。本申請表格及招股說明書不得在禁止將該等文件分發或派發之任何國家或地區內，或如未遵照當地法律或有關其他司法管轄權之適用規則，而通過接受本申請表格及招股說明書之人士(不論其是否為受託人)轉傳至任何國家或在其領土或屬土直接或間接提供或交付任何向其本身或在該區域之收件人之人士派發。

- 務請 閣下細閱背頁的條款、條件及申請手續。
- 除另有證明外，閣下必須以英文填妥本申請。否則申請可被拒絕受理。
- 閣下必須親自簽署表格，不得以個人印章代替，否則申請可被拒絕受理。
- 任何人士僅限以白色或黃色申請表格或透過中央結算系統向香港結算或根據網上白表服務(www.hkeipo.hk)向網上白表服務供應商發出電子認購指示，以受益人身份提出一次認購申請。倘出現下列情況，則有關認購申請將不予受理：以白色及/或黃色申請表格及/或透過中央結算系統向香港結算及/或根據網上白表服務(www.hkeipo.hk)向網上白表服務供應商發出電子認購指示提出重複或就屬重複申請；及由一名申請人(或聯名申請人)以一份白色或黃色申請表格及/或透過中央結算系統向香港結算及/或根據網上白表服務(www.hkeipo.hk)向網上白表服務供應商發出電子認購指示提出認購超過10,000,000股香港發售股份(即根據香港公開發售初步可供公開認購的香港發售股份50%)；及支票或銀行本票於首次提呈付款時未能見現。
- 閣下如作出虛假聲明，可能會被檢控。
- 必須填妥本申請表格內各欄，否則有關申請將不獲受理。

PLEASE USE THIS APPLICATION FORM IF YOU WANT THE ALLOTTED HONG KONG OFFER SHARES TO BE ISSUED IN THE NAME OF HKSCC NOMINEES LIMITED ("HKSCC NOMINEES") AND DEPOSITED DIRECTLY INTO THE CENTRAL CLEARING AND SETTLEMENT SYSTEM ("CCASS") FOR CREDIT TO YOUR CCASS INVESTOR PARTICIPANT STOCK ACCOUNT OR YOUR DESIGNATED CCASS PARTICIPANT'S STOCK ACCOUNT MAINTAINED IN CCASS

如 閣下欲以香港中央結算（代理人）有限公司（「香港結算代理人」）的名義發行將獲配發的香港發售股份，並直接存入中央結算及交收系統（「中央結算系統」），以記存於 閣下的中央結算系統投資者戶口持有人股份戶口或 閣下指定的中央結算系統參與者於中央結算系統設立的股份戶口內，請使用本申請表格

Number of Hong Kong Offer Shares applied for (unless provided otherwise, not to exceed 10,000,000 Hong Kong Offer Shares, being 50% of the Hong Kong Offer Shares initially made available for subscription by the public under the Hong Kong Public Offering)

申請認購香港發售股份數目(除非另有規定，否則申請數目不得超過10,000,000股香港發售股份，即根據香港公開發售初步可供公眾人士認購的香港發售股份50%)

Cheque/banker's cashier order number

支票／銀行本票號碼

Total amount of payment

股款總額

HK\$

港元

Name of bank on which cheque/banker's cashier order is drawn*

支票／銀行本票之付款銀行名稱*

* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "CCB Nominees Limited — Xiangyu Dredging Public Offer".

* 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並須註明抬頭人為「建行(代理人)有限公司—翔宇疏浚公開發售」。

To be completed in BLOCK letters in English, except as stated otherwise. Please write clearly in ink. Joint applicants should give the address of the first-named applicant only. 除另有訂明外，請以英文正楷填寫。請用墨水筆或原子筆清晰填寫。聯名申請人只須填寫排名首位的申請人地址。

Your name in English

英文姓名／名稱

Family name or company name 姓氏或公司名稱

Forename(s) 名字

Your name in Chinese

中文姓名／名稱

Family name or company name 姓氏或公司名稱

Forename(s) 名字

Your occupation in English

職業(以英文填寫)

Names of all other joint applicants in English (if any)

所有其他聯名申請人之英文姓名／名稱(如有)

(1)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. (Please delete as appropriate)*

(1)

(2)

閣下的香港身份證號碼／護照號碼／香港商業登記證號碼(請刪除不適用者)*

(2)

(3)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants (Please delete as appropriate)*

(3)

(3)

所有其他聯名申請人的香港身份證號碼／護照號碼／香港商業登記證號碼(請刪除不適用者)*

Your address in English

(Joint applicants should give the address and telephone number of the first-named applicant only)

(Only an address in Hong Kong will be accepted)

申請人地址(以英文填寫)

(聯名申請人只須申報名列首位者之地址及電話號碼)(僅接納香港地址)

Tel. No.

電話號碼

* (1) For a CCASS Investor Participant, only a Hong Kong Identity Card number (if you are an individual) or Hong Kong Business Registration number (if you are a body corporate) will be accepted for this application (Please see paragraph 2 under the section "How to make your application" overleaf). If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) and you hold a Hong Kong Identity Card, please provide that number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide your Hong Kong Business Registration number. All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers or, where appropriate, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration numbers. Your Hong Kong Identity Card/passport number (if you are an individual) or Hong Kong Business Registration number (if you are a body corporate) will be used for checking the validity of this Application Form and such data may be transferred to a third party for the accomplishment of such purpose.

中央結算系統投資者戶口持有人提出本申請只有填寫香港身份證號碼(如 閣下屬個人)或香港商業登記證號碼(如 閣下屬法人團體)方可獲得受理(請參閱背頁「閣下如何提出申請」一節第2段)。如 閣下透過指定中央結算系統參與者(中央結算系統投資者戶口持有人除外)申請認購，而 閣下持有香港身份證，請填寫香港身份證號碼，否則請填寫護照號碼。如屬法人團體，請填寫香港商業登記證號碼。所有聯名申請人(如屬個人)必須填寫香港身份證號碼或(如適用)護照號碼或(如屬法人團體)香港商業登記證號碼。 閣下的香港身份證／護照號碼(如 閣下屬個人)或香港商業登記證號碼(如 閣下屬法人團體)將用以核實本申請表格是否有效，而有關資料可能會轉交第三方進行核實。

(2) Part of your Hong Kong Identity Card number/passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment of or may invalidate your refund cheque. 閣下所提供的香港身份證號碼／護照號碼，或(倘 閣下為聯名申請人)名列首位申請人的香港身份證號碼／護照號碼，其部分字符可能列印於 閣下的退款支票(如有)。有關資料亦將轉交第三方以安排退款。 閣下的銀行可能會在兌現 閣下的退款支票前，要求核實 閣下的香港身份證號碼／護照號碼。不正確填寫 閣下的香港身份證號碼／護照號碼，可能會導致延誤兌現 閣下的退款支票，或使退款支票無效。

For nominees: Please provide an account number or identification code for each beneficial owner (or in the case of joint beneficial owners, for each beneficial owner). If you are a nominee and you do not complete this section, this application will be treated as being made for your benefit.

由代名人遞交：請填寫每名實益擁有人(如屬聯名實益擁有人，則為每名實益擁有人)的戶口號碼或身份識別編碼。如 閣下為代名人但沒有填寫此欄，本申請將視作為以 閣下本身為受益人提出。

If you apply for 1,000,000 or more Hong Kong Offer Shares and wish to collect your refund cheque(s) (where relevant) in person from Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Friday, June 17, 2011 or such other date as notified by the Company in the newspapers as the date of dispatch/collection of Share certificate(s)/e-Auto Refund payment instructions/refund cheque(s), please put a "✓" in the box on the left. Please see the section overleaf headed "Refund of your money" for details of when and where to collect your refund cheque(s) (where relevant).

如 閣下申請認購1,000,000股或以上香港發售股份，且擬於2011年6月17日(星期五)上午九時正至下午一時正，或本公司在報章上公佈發送／領取股票／電子自動退款指示／退款支票的其他日期，親臨卓佳證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)領取 閣下的退款支票(如相關)，請在左邊方格內填上「✓」號。有關領取退款支票的時間及地點詳情(如相關)，請參閱背頁「退還 閣下款項」一節。

DETAILS FOR CCASS PARTICIPANT

中央結算系統參與者資料

THIS BOX MUST BE DULY COMPLETED

此空格必須填寫妥當

Participant I.D. of the designated CCASS Participant or CCASS Investor Participant

指定中央結算系統參與者或中央結算系統投資者戶口持有人的參與者編號

For designated CCASS Participant or Corporate CCASS Investor Participant, please also affix the company chop bearing its company name.

指定中央結算系統參與者或公司中央結算系統投資者戶口持有人請加蓋具有公司名稱之公司印鑑

(See paragraph 2 under the section "How to make your application" overleaf)

(請參閱背頁「閣下如何提出申請」一節第2段)

For Bank use 此欄供銀行填寫

ADDRESS LABEL 地址標貼

Please repeat your name(s) and address as set out above in BLOCK letters

請用正楷填寫上表所示姓名／名稱及地址

Name(s) 姓名／名稱

Address 地址

PLEASE USE THIS APPLICATION FORM IF YOU WANT THE ALLOTTED HONG KONG OFFER SHARES TO BE ISSUED IN THE NAME OF HKSCC NOMINEES LIMITED ("HKSCC NOMINEES") AND DEPOSITED DIRECTLY INTO THE CENTRAL CLEARING AND SETTLEMENT SYSTEM ("CCASS") FOR CREDIT TO YOUR CCASS INVESTOR PARTICIPANT STOCK ACCOUNT OR YOUR DESIGNATED CCASS PARTICIPANT'S STOCK ACCOUNT MAINTAINED IN CCASS



XIANGYU DREDGING HOLDINGS LIMITED

翔宇疏浚控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

CONDITIONS OF YOUR APPLICATION

Unless otherwise stated, terms used in these conditions have the same meanings ascribed thereto in the Prospectus.

A. Who can apply

1. **Who can apply**
2. If you, the applicant(s), and any person(s) for whose benefit you are applying, must be 18 years of age or older and must have a Hong Kong address.
3. If you are a **firm**, the application must be in the names of the individual members, not in the name of the firm.
4. If you are a **body corporate**, the application must be stamped with the company chop (bearing the company name) and signed by a duly authorized officer, who must state his or her representative capacity.
5. Save as under the circumstances permitted by the Listing Rules, you **cannot** apply for any Hong Kong Offer Shares if you or any person(s) for whose benefit you are applying are:
- an existing beneficial owner of Shares in the Company;
 - the chief executive, a director or a supervisor of the Company or any of its subsidiaries;
 - an associate (as defined in the Listing Rules) of any of the above;
 - a connected person (as defined in the Listing Rules) of the Company or any of its subsidiaries or a person who will become a connected person of the Company or any of its subsidiaries immediately upon completion of the Global Offering;
 - a legal or natural person of the PRC (except Hong Kong, Macau and Taiwan and qualified domestic institutional investors);
 - inside the United States Act or in Regulation S under the U.S. Securities Act; when completing and submitting this Application Form and you are not either (a) a person described in paragraph (h)(3) of the Rule 902 of Regulation S under the U.S. Securities Act or (b) a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act;
 - a person who does not have a Hong Kong address; or
 - have been allocated or have applied for or have indicated an interest in the International Offer Shares under the International Offering or otherwise participate in the International Offering.
6. The number of joint applicants must not exceed four.

B. If you are a non

You may make more than one application for the Hong Kong Offer Shares if and only if you are a **nominee**, in which case you may make an application by: (i) giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodging more than one application in your own name on behalf of different beneficial owners. In the box on this Application Form marked "For nominees", you must include:

- Applicant, the Hong Kong Underwriters, you must include:
- an account number; or
 - some other identification code
- for each beneficial owner or, in the case of joint beneficial owners, for each such beneficial owner. If you do not include this information, the application will be treated as being for your own benefit.
- If you, the nominee who submits the Application Form on behalf of another person is deemed to have represented to and undertaken with the Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner and the Hong Kong Underwriters that he/she has been duly authorized by such person (or, if more than one, all of them) to submit this application and to agree to the **terms of this Application Form** on behalf of such person/every such person. You further undertake to supply to the Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner and the Hong Kong Underwriters such information about such person/every such person as any of them may require for any of the purposes set out in the section below headed "Personal Data".

C. Lodge only one

Multiple or suspected multiple applications will be **rejected**. Save as referred to in paragraph B above, **all** of your applications (including the part of the application made by HKSCC Nominees Limited acting on **electronic application instructions**) will be rejected as multiple applications if you, or

- you and your joint applicant(s) together: make more than one application (whether individually or jointly) on a **WHITE** and/or **YELLOW** Application Form and/or by giving **multiple applications** (whether individually or jointly) to HKSC via CCASS (if you are a CCASS Investor Participant or apply through a CCASS Investor Participant or Custodian Participant) or to the HK eIPO White Form Service Provider via the **HK eIPO White Form Service** (www.hkeipo.hk) (save in the case of applications made by nominees in accordance with paragraph B above);
- apply both (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** Application Form and one **YELLOW** Application Form and give the **applicant instructions** to HKSC or to the HK eIPO White Form Service Provider via the **HK eIPO White Form Service** (www.hkeipo.hk);
- apply (whether individually or jointly) on one **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSC via CCASS or CCASS Clearing and Custody Services Ltd. (CCASS Clearing and Custody Services Ltd.) or to the **HK eIPO White Form Service Provider** via the **HK eIPO White Form Service** (www.hkeipo.hk) for more than 10,000,000 Hong Kong Offer Shares, being 50% of the Hong Kong Offer Shares initially made available for public subscription under the Hong Kong Public Offering; and
- have applied for or taken up, or indicated an interest to, have been or will be allocated or placed (including conditionally and/or

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit (including any application made by HKSCC Nominees Limited acting on electronic application instructions).

If an application is made by an unlisted company and

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being made for your own benefit.

Unlisted company means a company with no equity securities listed on the Stock Exchange.

Statutory control in relation to a company means you:

- control the composition of the board of directors of that company; or
- control more than half of the voting power of that company; or
- hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

D. Allocation of He

The total number of Offer Shares available for subscription under the Hong Kong Public Offering (after taking into account any reallocation referred to below) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an

aggregate subscription price of \$15 million (excluding brokerage, SFO transaction levy and Stock Exchange trading fee) or less. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares in pool A and pool B, and who have not applied for the Hong Kong Offer Shares in pool A and pool B (excluding the Hong Kong Exchange trading fee) and up to the value of pool B. Applicants should be aware that applications in pool A and applications in pool B are subject to the Hong Kong Public Offering. The Hong Kong Offer Shares in pool A and pool B will be allocated on a pro-rata basis. The surplus Hong Kong Offer Shares will be transferred to the Hong Kong Offer pool to satisfy the Hong Kong Offer Shares in pool A and pool B. For this purpose, the "subscription price" for the Hong Kong Offer Shares means the price payable on application therefor (without interest) and the Hong Kong Offer Shares in pool A or pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares in pool A or pool B but not from both pools. When there is over-subscription, allocation of the Hong Kong Offer Shares to investors under the Hong Kong Public Offering, both in relation to pool A and pool B, will be based on the level of valid applications received under the Hong Kong Offer Shares in pool A and pool B. The Hong Kong Offer Shares will be allocated on a pro-rata basis to the Hong Kong Offer Shares for each applicant. The allocation of Hong Kong Offer Shares could, where appropriate, consist of balloting, which would mean that

some applicant

those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares. Multiple or suspected multiple applications within either pool and between pools and any application for more than 10,000,000 Hong Kong Offer Shares, being 50% of the Hong Kong Offer Shares initially being offered for subscription under the Hong Kong Public Offering are liable to be rejected. Each applicant under the Hong Kong Offer Shares is deemed to be making an undertaking and/or confirmation in this Application that he/she/it and any person for whose benefit he/she/it is making the application are not and will not be, directly or indirectly, in possession of any Offer Shares and will not indicate an interest for or take up any Offer Shares under the International Offering, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

E. Supplemental information

Supplemental Information

If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) has/have not been so notified, or if applicant(s) has/have been notified but has/have not withdrawn their applications in accordance with the procedure provided, all applications that have been submitted will remain valid and may be accepted. Subject to the above, an application, once made, is irrevocable and applicants shall be deemed to

have applied on

Effect of completing and submitting this Application Form
By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- **agree** that any Hong Kong Offer Shares allocated to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS in accordance with HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant in operation with your **election** on this Application Form;

- Participants in advance with your election as an agent, the Sole Global Coordinator (or their respective agents or nominees), each acting as an agent of the Company, to execute any transfer forms, contract notes or other documents on your behalf and to on your behalf all other things necessary to effect the registration of any Hong Kong Offer Shares allocated to you in the name of HKSCC Nominees as required by the Articles of Association and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
- **agree** to sign and deliver all things necessary to enable HKSCC Nominees to be registered as the holder of the Hong Kong Offer Shares allocated to you, and as required by the Articles of Association;
- **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) you are not, and none of the person(s) for whose benefit you are applying is 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) you are not, and none of the person(s) for whose benefit you are applying is, within the United States (as defined in Regulation S under the U.S. Securities Act); (c) you and any of the person(s) for whose benefit you are 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 the Hong Kong Offer Shares to you in the Application is not subject to any U.S. law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- **confirm** that you have received and/or read a copy of the Prospectus and have only relied on the information and representations contained in the Prospectus and this Application Form, and will not rely on any other information or representation concerning the Company save as set out in any supplement to the Prospectus and you agree that neither the Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner, the Joint Lead Managers, the Hong Kong Underwriters nor any of their respective directors, officers, employees, partners, agents, advisors or any other parties involved in the Global Offering will have any liability for any such due diligence or representation or omission;
- **agree** (without prejudice to any other rights which you may have) that once this Application has been accepted, you may not rescind it due to an innocent misrepresentation or other than as provided in the Prospectus;
- **warrant** that this application is the only application which you have made or is to be made and has or been made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC via CCASS or to the **HK eIPO White Form Service Provider via the HK eIPO White Form service (www.hkipo.hk)**;
- **warrant** that (if the application is made by an agent on your behalf) you have validly and irrevocably conferred on your agent all necessary power and authority to make this application;
- **warrant** that (if you are an agent for another person) you warrant that reasonable inquiries have been made of that other person that this application is not in violation with any applicable law or regulation of that other person, and that you are giving electronic application instructions to HKSCC via CCASS or to the designated **HK eIPO White Form Service Provider via the HK eIPO White Form service (www.hkipo.hk)**; and that you are duly authorized to sign this Application Form or to give electronic application instructions as that other person's agent;
- **warrant** that once your application is accepted, your application will be evidenced by the results of the Hong Kong Public Offering made available by the Company.

- undertake and confirm** that you (if the application is made for **your** benefit) or the **person(s)** for **whose** benefit you have made the application have not applied for, taken up or indicated an **interest in** or received or been placed or allocated (including conditionally and/or provisionally) to any securities or other financial instruments of the Company or any of its subsidiaries or any other financial institution or participated in any other financial transaction with the Company or any of its subsidiaries or any other financial institution;
- warrant** the truth and accuracy of the information contained in this Application;
- undertake and agree** to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- authorize** the Company to place the name of HKSCC Nominees, on the Company's register of members as the holder(s) of Hong Kong Offer Shares allocated to you, and (subject to the terms and conditions set out in the Prospectus and the Application Form and in the Application Form and the Application Form) to deposit any share certificates and/or to send any refund cheque (where applicable) to the Company and/or (in the case of joint applicants) the first-named applicant in this Application Form by ordinary post to the address stated in this Application Form at your own risk (except if you have applied for 1,000,000 or more Hong Kong Offer Shares and have indicated in your Application Form that your wish to collect your refund cheque(s) person from Global Investor Services Limited, between 9:00 a.m. and 4:00 p.m. on the date of completion of the Company in the newspapers as of the date of collection and dispatch of Share certificate(s)-Auto Refund payment instructions (refund cheque(s));
- request** that any refund cheque(s) be made payable to you or, in the case of joint applicants to the first-named applicant in your Application Form, and (subject to the terms and conditions set out in your Application Form) to send the refund cheque(s) by ordinary post at your own risk to the address stated in this Application Form to the Company for collection and delivery to you or to the first-named applicant, as indicated in your Application Form that you wish to collect the refund cheque(s) in person in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- agree** that each of HKSCC and HKSCC Nominees reserves the right at its absolute discretion (1) not to accept any or part of such allotted Hong Kong Offer Shares and HKSCC Nominees may not accept allotted Hong Kong Offer Shares for deposit into the Company's CCASS; (2) to cause such allotted Hong Kong Offer Shares to be withdrawn from CCASS and transferred into your name (or, if you are a joint applicant, to the first-named applicant) at your own risk and costs; and (3) to cause such allotted Hong Kong Offer Shares to be issued in your name (or, if you are a joint applicant, to the first-named applicant) and in such a case, to post the Share certificates for such allotted Hong Kong Offer Shares at your own risk to the address in this Application Form by ordinary post or to make available the same for your collection;
- agree** that each of HKSCC and HKSCC Nominees may adjust the number of allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees;
- agree** that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in the Prospectus and this Application Form;
- agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;
- agree** that the processing of your application, including the dispatch of refund cheque(s) if any, may be done by any of the Company's receiving bankers or any other person authorized by the Company to do so;
- confirm** that you have read the terms and conditions and application procedures set out in the Prospectus and this Application Form and you agree to be bound by them and are aware of the restrictions on the Global Offering of the Offer Shares described in the Prospectus;
- understand** that these declarations and representations will be relied upon by the Company, the Sole Global Coordinator and the Hong Kong Share Registrar in their decision to allocate any Hong Kong Offer Shares in response to your application and that you may be prosecuted for making a false declaration;
- if** the laws of any place outside Hong Kong are applicable to your application, you **agree and warrant** that you have complied with all such laws and none of the Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner, the Joint Lead Manager, the Hong Kong Share Registrar or any of their respective directors, officers, employees, partners, agents, advisors, and any other persons involved in the offering of the Offer Shares is liable only for the information and representations contained in the Prospectus and this Application Form; and you **warrant** that you will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any actions arising from your rights and obligations under the terms and conditions contained in the Prospectus;
- agree with the Company**, for itself and for the benefit of each shareholder of the Company (and so that the Company will be deemed by its acceptance in whole or in part of this application to have agreed to be bound by the terms and conditions of association of the Company) (and if applicable, with each CCASS participant) to **electronic application instructions** and the Company agrees with each of the Company's shareholders, to observe and comply with the Companies Ordinance, the Memorandum of Association and the Articles of Association;
- agree with the Company** and each shareholder of the Company that the Shares in the Company are freely transferable by the holder thereof;
- authorize** the Company to enter into a contract on your behalf with each Director or officer of the Company whereby such Directors and officers undertake to observe and comply with their obligations to Shareholders as stipulated in the Articles of Association;
- agree** that the Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner, the Joint Lead Manager, the Hong Kong Underwriters and any of their respective directors, officers, employees, partners, agents, advisors, and any other persons involved in the offering of the Offer Shares shall be jointly and severally liable for the information and representations contained in the Prospectus (and only to the extent such liability is held to exist by a court with competent jurisdiction); and
- agree** to disclose to the Company, the Hong Kong Share Registrar, the receiving bankers, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner, the Joint Lead Managers, the Hong Kong Underwriters and any other parties involved in the offering and any other persons involved in the offering of the Offer Shares any personal data and any other information which they require about you or the person(s) for whose benefit you have made the application;
- agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of

The Company, the Sole Sponsor, the Sole Global Coordinator, the Lead Bookrunner, the Co-bookrunner, the Joint Lead Managers, the Hong Kong Underwriters, and their respective advisors and agents and any other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in this application. In the event of the application being made by joint applicants, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given and assumed by and imposed on the applicants jointly and severally.

You must complete this application in English, unless otherwise stated, and you or (in case of joint applicants) each of the joint applicants must sign this application in writing (and not by way of personal chop). Otherwise the application is liable to be rejected.

G. Power of attorney.

Power of attorney
If your application is made by a person duly authorized under a valid power of attorney, the Company, the Sole Global Coordinator, the Hong Kong Underwriters and their respective agents or nominees, each severally as the Company's agent, may accept your application at their discretion, subject to any conditions they think fit, including production of evidence of the authority of your attorney.

H. Determination of C

The Offer Price is expected to be by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters, and in consultation with the Sole Sponsor) and the Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date. The Offer Price will be no more than HK\$4.07 and is expected to be not less than HK\$3.19. Applicants for the Hong Kong Offer Shares are required to pay the Offer Price in full in Hong Kong dollars. The Offer Price is expected to be not less than HK\$3.19 and the Offer Price and Stock Exchange trading fee of 0.005%, subject to any necessary rounding and refund if the Offer Price as finally determined is lower than HK\$4.07. The Price Determination Date is expected to be on or around Monday, June 13, 2011 and, in any event, not later than Wednesday, June 15, 2011. Applications for the Offer Shares will be accepted by the Sole Global Coordinator and the Underwriters from the time when being offered under the Global Offering and/or the indicative Offer Price range below that stated in the prospectus (which is HK\$3.19 to HK\$4.07 per Offer Share) at any time on or prior to the morning of the last day for the lodging of applications under the Hong Kong Public Offering. In such a case, the Offer Shares will be offered to the public under the Global Offering and/or the indicative Offer Price range below that stated in the prospectus. The Company's website (www.xianqiu.com.hk) and on the Stock Exchange's website (www.sehknews.hk) not later than the morning of the day which is the last day for the lodging of applications under the Hong Kong Public Offering. If, for whatever reason, the Company (for itself and on behalf of the Selling Shareholder) and the Underwriters are unable to agree on the Offer Price, the Global Offerings (including the Hong Kong Public Offering) will not become unconditional and will lapse.

ALLOTMENT OF HONG KONG OFFER SQUARES

Proceedings will be taken on applications for the Hong Kong Offer Shares and no allotment of any such Shares will be made until after the closing of the

company expects to release and announce the final Offer Price, the level of applications and the basis of allotment of the Hong Kong Offer Shares on

On Friday, June 17, 2011 in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese), on the Company's website ([xiangyu.com.hk](http://www.xiangyu.com.hk)) and on the Stock Exchange's website (www.hkexnews.hk), the Company announced the results of allocations of the Hong Kong Public Offering, and the Hong Kong Identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) applied under **WHITE** or **YELLOW** Application Form or by giving **electronic application** instructions to HKSCC via CCASS.

or to the **HK eIPO White Form** Service Provider via the **HK eIPO White Form** service (www.hkeipo.hk) will

The HK eIPO White Form Service Provider via the HK eIPO White Form Service (www.hkeipo.hk) will be made available in the manner described in Section headed "How to apply for Hong Kong Offer Shares — Publication of Results" in the Prospectus on Friday, June 17, 2011.

- YOUR APPLICATION FOR HONG KONG OFFER SHARES IS SUCCESSFUL (IN WHOLE OR IN PART)**
Receipt will be issued for application monies paid. The Company will not issue temporary documents of title.
Application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited directly into
US for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in this
Form on Friday, June 17, 2011 or, under certain contingent situations, on any other date as shall be determined by HKSCC or HKSCC
Nominees.
If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):
For Hong Kong Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you
can check the number of Hong Kong Offer Shares allocated to you with that CCASS Participant.
If you are applying as a CCASS Investor Participant:
The Company expects to make available the results of the Hong Kong Public Offering, including the results of CCASS Investor Participants' applications, to the public on or about the date of the proposed "How to Apply for Hong Kong Offer Shares – Publication of Results" in the Prospectus
on Friday, June 17, 2011. You should check the results published by the Company and report any discrepancies to HKSCC before 5:00 p.m.
on Friday, June 17, 2011 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately following the credit of the Hong
Kong Offer Shares to your CCASS Investor Participant stock account, you can check your new account balance via the CCASS Phone System or
CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time).
HKSCC may not be available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor
Participant stock account.
(s) credited to the stock account of your designated CCASS Participant or your CCASS Investor Participant stock account will only become valid
if which is expected to be around 8:00 a.m. on Monday, June 20, 2011 provided that: (i) the Hong Kong Public Offering has become unconditional in all
respects; and (ii) neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement has been terminated in accordance with its

terms.

INSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG O

- INSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG OFFER SHARES**
If you are not allocated Hong Kong Offer Shares for any of the following reasons:
- If your application is revoked or withdrawn:**
By completing and submitting an Application Form, you agree that your application cannot be revoked or not before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day). This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge this Application Form. This collateral contract will be in consideration of the Company's agreement to accept or allocate Offer Shares to any person on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day), except by means of one of the procedures referred to in the Prospectus.
- Your application may only be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day). If a person responsible for the Prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for the Prospectus.
- If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively.
- At the discretion of the Company, the Global Coordinator or the designated HK eIPO White Form Service Provider, your application is rejected:**
The Company, the Sole Global Coordinator or the HK eIPO White Form Service Provider, where applicable, or their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application without having to give any reasons for any rejection or acceptance.

PLEASE USE THIS APPLICATION FORM IF YOU WANT THE ALLOTTED HONG KONG OFFER SHARES TO BE ISSUED IN THE NAME OF HKSCC NOMINEES LIMITED (“HKSCC Nominees”) AND DEPOSITED DIRECTLY INTO THE CENTRAL CLEARING AND SETTLEMENT SYSTEM (“CCASS”) FOR CREDIT TO YOUR CCASS INVESTOR PARTICIPANT STOCK ACCOUNT OR YOUR DESIGNATED CCASS PARTICIPANT’S STOCK ACCOUNT MAINTAINED IN CCASS

3. If your application is rejected:
- Your application may be rejected if:
- your application is a multiple or a suspected multiple application;
 - this Application Form is not completed correctly;
 - your payment is not made correctly or you pay by cheque or banker’s cashier order and the cheque or banker’s cashier order is dishonoured on its first presentation;
 - you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest in, or have been or will be placed or allotted (including conditionally and/or provisionally) International Offer Shares in the International Offering;
 - the Company and the Sole Global Coordinator believe that the acceptance of your application would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is completed and/or signed or your address appeared in this Application Form is located;
 - your application for Hong Kong Offer Shares is not in one of the numbers set out in the table in the Application Form;
 - if you apply for more than 50% of the Hong Kong Offer Shares initially being offered in the public for subscription under the Hong Kong Public Offering; or
 - any of the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement does not become unconditional or is terminated in accordance with the terms thereof.
4. If your allotment of Hong Kong Offer Shares is void:
- Your allotment of Hong Kong Offer Shares, if made, will be void if the Listing Committee of the Stock Exchange (the “Listing Committee”) does not grant permission to list the Shares either:
- within three weeks from the closing of the application lists; or
 - within a longer period of up to six weeks if the Listing Committee notifies the Company of that longer period within three weeks of the closing of the application lists.
5. If you make applications under the Hong Kong Public Offering as well as the International Offering:
- By filling in any of the Application Forms or giving electronic application instructions to HKSCC or the HK eIPO White Form Service Provider, you agree not to apply for International Offer Shares under the International Offering. Reasonable steps will be taken to identify and reject applications under the Hong Kong Public Offering from investors who have received International Offer Shares in the International Offering, and to identify and reject indications of interest in the International Offering from investors who have received Hong Kong Offer Shares in the Hong Kong Public Offering.

REFUND OF YOUR MONEY

If you do not receive any Hong Kong Offer Shares for any of the above reasons, the Company will refund to you your application monies, including the related brokerage fee of 1.0%, SFC transaction fee of 0.003% and Stock Exchange trading fee of 0.005%. No interest will be paid thereon.

If your application is accepted only in part, the Company will refund to you the appropriate portion of your application monies, including the related brokerage fee of 1.0%, SFC transaction fee of 0.003% and Stock Exchange trading fee of 0.005% without interest. If the Offer Price as finally determined is less than the initial offer price per Share (excluding brokerage fee of 1.0%, SFC transaction fee of 0.003% and Stock Exchange trading fee of 0.005% thereon) paid on application, the Company will refund to you the surplus application monies, together with the related brokerage fee of 1.0%, the SFC transaction fee of 0.003% and the Stock Exchange trading fee of 0.005% without interest. All such interest accrued on such monies prior to the date of dispatch of refund cheques will be retained for the benefit of the Company.

Refund cheques will be crossed “Account Payee Only” and made out to you, or, if you are joint applicants, to the first-named applicant on your application Form. Part of your Hong Kong Identity Card number/passport number (or, in the case of joint applicants part of the Hong Kong Identity Card number/passport number of the first-named applicant) provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verifications for your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment or may invalidate your refund cheque.

If you have applied for 1,000,000 Hong Kong Offer Shares or above and have indicated on your Application Form that you wish to collect your refund cheque in person, you may collect it from:

Tricor Investor Services Limited
26th Floor, Testbury Centre
28 Queen’s Road East
Wanchai
Hong Kong

from 9:00 a.m. to 1:00 p.m. on Friday, June 17, 2011 or any other date notified by the Company in the newspaper as the place and date of collection/ dispatch of e-Auto Refund payment instruction/refund cheque(s).

If you are an individual who opts for personal collection, you must not authorize any other person to make collection on your behalf. You must produce evidence of identity (which must be acceptable to Tricor Investor Services Limited) for collection of your refund cheque. If you are a corporate applicant which opts for personal collection, you must attend by your authorized representative bearing a letter of authorization from such corporation stamped with your corporation’s chop. Such authorized representatives must produce at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.

If you do not collect your refund cheque(s) (where applicable) in person within the time specified for its collection, it will be dispatched promptly to you by ordinary post to the address on this Application Form at your own risk.

HOW TO MAKE YOUR APPLICATION

1. Use the table set out below to calculate how much you must pay for the number of Hong Kong Offer Shares you want to subscribe for. Your application must be for a minimum of 1,000 Hong Kong Offer Shares. Applications must be in one of the numbers set out in the table headed “Number of Shares that may be applied for and payments” below. **No application for any other number of Shares will be considered and any such application is liable to be rejected.** You must pay the maximum offer price of HK\$4.07 per share, plus brokerage fee of 1%, the SFC transaction fee of 0.003% and the Stock Exchange trading fee of 0.005%. The table below sets out the total amount payable for certain numbers of Hong Kong Offer Shares.
2. You, as the applicant(s), must complete this Application Form as indicated below and sign on the first page of this Application Form. Only written signatures will be accepted.
- If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):
- the designated CCASS Participant must endorse this Application Form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box in this Application Form.
- If you are applying as an individual CCASS Investor Participant:
- this Application Form must contain the CCASS Investor Participant’s full name and Hong Kong Identity Card number; and
 - your participant I.D. must be inserted in the appropriate box in this Application Form.
- If you are applying as a joint individual CCASS Investor Participant:
- this Application Form must contain names and Hong Kong Identity Card numbers of all joint CCASS Investor Participants; and
 - your participant I.D. must be inserted in the appropriate box in this Application Form.
- If you are applying as a corporate CCASS Investor Participant:
- this Application Form must contain the CCASS Investor Participant’s company name and its Hong Kong Business Registration number; and
 - your participant I.D. and your company chop (bearing your company’s name) must be inserted in the appropriate box in this Application Form.
- Incorrect or incomplete details of the CCASS Participant or the omission or inadequacy of its participant I.D. or other similar matters may render this application invalid.
3. Staple your payment to the form. You must pay for the Shares applied for by **cheque or by banker’s cashier order**. Each application must be accompanied by either a separate cheque or banker’s cashier order.
- If you pay by cheque, the cheque must:
- be in Hong Kong dollars;
 - not be post-dated;
 - be drawn on your Hong Kong dollar bank account with a licensed bank in Hong Kong;
 - show your account name. This name must either be pre-printed on the cheque, or be endorsed at the back by a person authorized by the bank. This account name must be the same as the name on your Application Form. If it is a joint application, the account name must be the same as the name of the first-named applicant. If the cheque is drawn on a joint account, one of the joint account names must be the same as the name of the first-named applicant;
 - be made payable to “CCB Nominees Limited — Xiangyu Dredging Public Offer”; and
 - be crossed “Account Payee Only”.
- If you pay by banker’s cashier order, the banker’s cashier order must:
- be in Hong Kong dollars;
 - be issued by licensed banks in Hong Kong and have your name certified at the back of the banker’s cashiers order by a person authorized by the bank on which it is drawn. The name on the back of the banker’s cashiers order and the name on this Application Form must be the same. If it is a joint application, the name at the back of the banker’s cashiers order must be the same as the name of the first-named applicant;
 - not be post-dated;
 - be made payable to “CCB Nominees Limited — Xiangyu Dredging Public Offer”; and
 - be crossed “Account Payee Only”.
- Your application is liable to be rejected if your cheque or cashier order does not meet all these requirements or is dishonored on its first presentation.

If you have applied for less than 1,000,000 Hong Kong Offer Shares or you have applied for 1,000,000 Hong Kong Offer Shares or above but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) personally, your refund cheque(s) (where applicable) will be sent to the address on your Application Form on or around Friday, June 17, 2011, by ordinary post and at your own risk. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

- PERSONAL DATA**
- Personal Information Collection Statement**
- The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”) came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs the applicant for and holder of the Hong Kong Offer Shares of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Ordinance.
1. **Reasons for the collection of your personal data**
- From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and its Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.
- Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s), and/or refund cheque(s) to which you are entitled. It is important that the applicants and holders of securities inform the Company and its Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.
2. **Purposes**
- The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:
- processing of your application and refund cheque (where applicable), and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Hong Kong Offer Shares;
 - enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
 - registering new issues or transfers into or out of the name of holders of securities including, where applicable, in the name of HKSCC Nominees;
 - maintaining or updating the registers of holders of securities of the Company;
 - conducting or assisting to conduct signature verifications, any other verification or exchange of information;
 - establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
 - distributing communications from the Company and its subsidiaries;
 - compiling statistical information and shareholder profiles;
 - making disclosures as required by any laws, rules or regulations;
 - disclosing identities of successful applicants by way of press announcement(s) or otherwise;
 - disclosing relevant information to facilitate claims on entitlements; and
 - any other incidental or associated purposes relating to the above and/or to enable the Company and its Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or other purpose to which the holders of securities may from time to time agree.
3. **Transfer of personal data**
- Personal data held by the Company and its Hong Kong Share Registrar relating to the applicants and holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar, to the extent necessary for achieving the above purposes or any of them, may make such inquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of securities to, from or with any and all of the following persons and entities:
- the Company or its appointed agents such as financial advisors and receiving bankers;
 - HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Hong Kong Offer Shares to be deposited into CCASS);
 - any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or its Hong Kong Share Registrar in connection with the operation of their respective businesses;
 - any broker whose company chop or other identification number has been placed on this Application Form;
 - the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
 - any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.
4. **Access and correction of personal data**
- The Ordinance provides the applicants and holders of securities with rights to ascertain whether the Company and/or its Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and its Hong Kong Share Registrar have a right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices or the kinds of data held should be addressed to the Company for the attention of the Company Secretary or (as the case may be) its Hong Kong Share Registrar for the attention of the Privacy Compliance Officer (for the purposes of the Ordinance).
- By signing this Application Form or by giving electronic application instructions to HKSCC or the HK eIPO White Form Service Provider, you agree to all of the above.

4. Tear off this Application Form, fold the form once and lodge it in one of the special collection boxes at:

(a) any of the following branches of China Construction Bank (Asia) Corporation Limited:

District	Branch	Address
Hong Kong Island	Central Branch Causeway Bay Plaza Branch North Point Branch	6 Des Voeux Road Central, Central G/F, Causeway Bay Plaza 1, Causeway Bay 382 King’s Road, North Point
Kowloon	Mei Foo Branch Kowloon Bay Amoy Gardens Branch Tai Kok Tsui Olympian City Branch	Shop N46, G/F, Mei Foo Sun Chuen, Stage 6 Shop 161, G/F Phase IIA, Amoy Gardens Shop 109, 1/F, Olympian City 2
New Territories	Tsuen Wan Branch Shatin Plaza Branch	282 Sha Tsui Road, Tsuen Wan Shop 5, Level 1, Shatin Plaza, Shatin

(b) or any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

District	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
Kowloon	Kwun Tong Hoi Yuen Road Mongkok Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon. Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
New Territories	Tai Po Branch Yuen Long Fung Nin Road Branch	23 & 25 Kwong Fuk Road, Tai Po Market, Tai Po Shop B at G/F and 1/F, Man Cheong Building, 247 Castle Peak Road, Yuen Long

5. This Application Form can be lodged at these times:

Wednesday, June 8, 2011	—	9:00 a.m. to 5:00 p.m.
Thursday, June 9, 2011	—	9:00 a.m. to 5:00 p.m.
Friday, June 10, 2011	—	9:00 a.m. to 5:00 p.m.
Saturday, June 11, 2011	—	9:00 a.m. to 1:00 p.m.
Monday, June 13, 2011	—	9:00 a.m. to 12:00 noon

6. The latest time for lodging your application is 12:00 noon on Monday, June 13, 2011 or, if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to weather conditions. The application lists will not open if there is:
- a tropical cyclone warning signal 8 or above, or
 - a “black” rainstorm warning
- in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Monday, June 13, 2011. Instead they will be open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 12:00 noon.
7. The right is reserved to present all or any remittances for payment. However, your cheque or banker’s cashier order will not be presented for payment before 12:00 noon on Monday, June 13, 2011. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (up till, in the case of monies to be refunded, the date of dispatch of refund cheques). The right is also reserved to retain any share certificate(s) and/or any surplus application money(ies) or refunds pending clearance of your cheque or banker’s cashier order.

NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
1,000	4,111.02	50,000	205,551.29	450,000	1,849,961.53	4,000,000	16,444,102.40
2,000	8,222.05	55,000	226,106.41	500,000	2,055,512.80	4,500,000	18,499,615.20
3,000	12,333.08	60,000	246,661.54	550,000	2,261,064.09	5,000,000	20,555,128.00
4,000	16,444.10	65,000	267,216.67	600,000	2,466,615.36	5,500,000	22,610,640.80
5,000	20,555.13	70,000	287,771.80	650,000	2,672,166.65	6,000,000	24,666,153.60
6,000	24,666.15	75,000	308,326.92	700,000	2,877,717.92	6,500,000	26,721,666.40
7,000	28,777.17	80,000	328,882.05	750,000	3,083,269.21	7,000,000	28,777,179.20
8,000	32,888.21	85,000	349,437.18	800,000	3,288,820.48	7,500,000	30,832,692.00
9,000	36,999.23	90,000	369,992.31	850,000	3,494,371.77	8,000,000	32,888,204.80
10,000	41,110.26	95,000	390,547.43	900,000	3,699,923.04	8,500,000	34,943,717.60
15,000	61,665.38	100,000	411,102.56	950,000	3,905,474.33	9,000,000	36,999,230.40
20,000	82,220.51	150,000	616,653.85	1,000,000	4,111,025.60	9,500,000	39,054,743.20
25,000	102,775.64	200,000	822,205.12	1,500,000	6,166,538.40	10,000,000*	41,110,256.00
30,000	123,330.77	250,000	1,027,756.41	2,000,000	8,222,051.20		
35,000	143,885.89	300,000	1,233,307.68	2,500,000	10,277,564.00		
40,000	164,441.02	350,000	1,438,858.97	3,000,000	12,333,076.80		
45,000	184,996.15	400,000	1,644,410.24	3,500,000	14,388,589.60		

Maximum number of Hong Kong Offer Shares you may apply for.

如閣下欲以香港中央結算（代理人）有限公司（「香港結算代理人」）的名義發行將獲配發的香港發售股份，並直接存入中央結算及交收系統（「中央結算系統」），以記存於閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者於中央結算系統設立的股份戶口內，請使用本申請表格



XIANGYU DREDGING HOLDINGS LIMITED

翔宇疏浚控股有限公司

(於開曼群島註冊成立的有限公司)

全球發售

申請條件

除另有訂明外，招股章程已定義的詞彙在此等申請條件中具有相同涵義。

甲. 申請人資格

- 閣下(申請人)及閣下代為申請的任何受益人必須年滿18歲或以上並須有香港地址。
- 如閣下屬商號，則必須以商號的個別成員而非以商號的名義申請。
- 如閣下屬法人團體，申請表格須蓋上具有公司名稱的公司印章；並由正式授權的人員簽署，並須註明授權人員的身份。
- 除非上市規則容許，倘閣下或閣下代為申請的任何受益人為下列人士，則不得認購申請任何香港發售股份：
 - 本公司股份現時的所有權人；
 - 本公司或其任何附屬公司的主要行政人員、董事或監事；
 - 上述任何人士的聯繫人(定義見上市規則)；
 - 本公司或其任何附屬公司的關連人士(定義見上市規則)或於緊隨全球發售完成後將成為本公司或其任何附屬公司關連人士的人士；
 - 除香港、澳門、台灣及合資格境內機構投資者外，中國的法人或自然人；
 - 在填妥及遞交本申請表格時身處美國(定義見美國證券法S規則)境內且閣下(a)既非美國證券法S規則第902條第(h)(3)段所述人士；(b)亦非美國證券法第144A條所指的合資格機構買家；
 - 並無擁有香港地址的人士；或
 - 已根據國際發售權分配或申請認購或表示有意申請認購國際發售股份或參與國際發售的人士。

乙. 閣下為代人

- 倘閣下為代人，則可提出超過一項認購香港發售股份的申請。閣下可以代理人名義：(i)透過中央結算系統向香港結算發出電子認購指示申請；或(ii)使用白色或黃色申請表格提出申請，並以閣下名義代表不同實益擁有人提出超過一項申請。閣下必須在本申請表格上註有「由代人遞交」一欄內填上各實益擁有人(如屬聯名實益擁有人，則為每名該等實益擁有人)的：
- 戶口號碼；或
 - 某些其他識別號碼。
- 如閣下填妥上述資料，則本申請將視為以閣下本身為受益人而提出。
- 代表另一名人士遞交本申請表格的代名人，視為已向本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、副賬簿管理人和香港包銷商發出聲明和承諾，表示已正式獲該名人士(如多於一名人士則為全體)授權遞交本申請，並代表該名人士/每名有關人士同意本申請表格的條款。閣下亦向本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、副賬簿管理人和香港包銷商承諾，會應要求就下文「個人資料」一節所載任何資料，提供有關該名人士/每名有關人士的資料。

丙. 僅可以閣下本身(或閣下與任何聯名申請人)為受益人提交一份申請

- 重複或嚴重重複的申請概不受理。除上文乙段所述情況外，如閣下或閣下連同閣下的聯名申請人作出以下任何一項行為，閣下的所有申請(包括由香港中央結算(代理人)有限公司透過發出電子認購指示提出的申請)將會被視為重複申請而概不受理：
- 以白色及/或黃色申請表格及/或透過中央結算系統向香港結算(倘閣下為中央結算系統投資者戶口持有人)或透過中央結算系統或託管商參與者提出申請(不論個人或與他人聯名)(根據上文乙段由代名人遞交的申請除外)；
 - (不論個人或與他人聯名)同時使用一份白色申請表格及一份黃色申請表格或一份白色或黃色申請表格及透過中央結算系統向香港結算或託管商參與者提出申請(不論個人或與他人聯名)向網上白表服務供應商發出電子認購指示提出申請；
 - (不論個人或與他人聯名)用一份白色或黃色申請表格或透過中央結算系統向香港結算(倘閣下為中央結算系統投資者戶口持有人)或透過中央結算系統或託管商參與者提出申請(不論個人或與他人聯名)向網上白表服務供應商發出電子認購指示提出申請；
 - (不論個人或與他人聯名)向網上白表服務供應商發出電子認購指示提出申請超過10,000,000股香港發售股份(即根據香港公開發售初步可供公認購的香港發售股份的50%)；或
 - 已申請或接納或表示有意或已獲或將獲分配或配售(包括有條件及/或暫時性)國際發售的任何國際發售股份。

倘以閣下為受益人提出(包括由香港中央結算(代理人)有限公司根據電子認購指示而提出的任何申請)超過一項申請，則閣下的所有申請亦將被視為重複申請而不獲受理。

- 倘申請由非上市公司提出，且：
- 該公司主要從事證券買賣；及
 - 閣下可對該公司行使法定控制權；
- 則該申請將被視為以閣下為受益人提出。
- 非上市公司指其股本證券並無在聯交所上市的公司。
- 對有關公司有法定控制權指：
- 控制該公司董事会的組成；或
 - 控制該公司一半以上的表決權；或
 - 持有該公司一半以上已發行股本(不包括無權分享超過指定金額的溢利或資本分派的已發行股本)。

丁. 香港發售股份的分配

- 甲組及乙組：上文所述方式重新分配後，香港公開發售可供認購的發售股份總數將平均分為甲、乙兩組以供分配。甲組的香港發售股份總數將以公平方式分配予申請認購香港發售股份總數將為5,000,000港元(不包括經紀佣金、監證金及交易費及聯交所交易費)或以下的申請人。乙組的香港發售股份將以公平方式分配予申請認購香港發售股份總數將為5,000,000港元(不包括經紀佣金、監證金及交易費及聯交所交易費)但不超過乙組總值的申請人。申請人請諸留意，甲組及乙組申請的分配比例或有所不同。倘其中一組(而非兩組)香港發售股份認購不足，則該組剩餘的香港發售股份將被撥往另一組以應付另一組的需求，並進行相應的分配。就此而言，香港發售股份的認購價指於有關申請總額的價格，而不計最終應得的發售價為多少。申請人僅會獲分配甲組或乙組而非兩組的香港發售股份。倘出現超額認購，分配予香港公開發售投資者的香港發售股份(甲組及乙組)將根據香港公開發售所獲獲的有效申請數目而定。每一組的分配基準可依據各申請人有效申請的香港發售股份總數與該組香港發售股份總數的分配比例而定。倘會包銷抽籤，則個別申請人獲分配的香港發售股份總數較其他申請人認購相同數目香港發售股份的人士為高，而未被抽中的申請人則可能不獲任何香港發售股份。在每組內及兩組之間的重複或嚴重重複的申請以及申請認購超過10,000,000股香港發售股份(即香港公開發售初步提呈發售以供認購的香港發售股份的50%)的申請將不獲受理。香港公開發售的每名申請人均須在遞交的本申請表格上承諾及確認，申請人及其代為申請的受益人並無且將不會對國際發售項下的任何發售股份表示興趣，亦從未且將不會接納或接納，而倘上述承諾及/或確認遭違反及/或屬失實(情況而定)，則該申請人的申請將不獲受理。

戊. 補充資料

倘刊登有關招股章程的任何補充文件，則已遞交申請的申請人可能會或未必會獲通知(視乎補充文件所載資料而定)可撤回申請。倘申請人不曾接獲通知，或倘申請人曾接獲通知但並無按照指定程序撤回申請，則所有已遞交的申請將仍屬有效並可獲接納。除上述情況外，申請一經提出概不得撤回，而申請人將被視為已基於經補充後的招股章程提出申請。

己. 填妥及遞交本申請表格的效用

- 填妥及遞交本申請表格，即表明閣下(如屬聯名申請人，即閣下與聯名申請人共同及個別)將以本身或代理人或代名人身份為所代表的聯名人士：
- 同意閣下獲分配的香港發售股份須以香港結算代理人名義登記，並直接存入由香港結算操作的中央結算系統，按閣下在本申請表格上的指示，記存入閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者股份戶口；
 - 指示及授權本公司及/或獨家全球協調人(或彼等各自的其他代理人)作為本公司代理人，代表閣下簽訂任何通戶表格、成交單據或其他文件，並根據本公司組織章程細則的規定代表閣下辦理一切其他必要事宜，使閣下獲分配的任何香港發售股份以閣下的名義登記，及進行招股章程與本申請表格所述各項安排；
 - 承諾簽署所有文件及辦理所有必要事宜，使香港結算代理人可登記成為閣下所獲分配香港發售股份的持有人，及符合本公司組織章程細則的要求；
 - 聲明、保證及承諾閣下明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)閣下或閣下代為申請的受益人並不受香港或其他地方的任何適用法律限制提出本認購申請，或交付任何申請股款，以獲配發或接納任何香港發售股份；(b)閣下或閣下代為申請的受益人並非身處美國(定義見美國證券法S規則)境內及/或閣下或閣下代為申請的受益人將會在離港交易(定義見美國證券法S規則)收購香港發售股份；及(d)閣下/閣下為其利益作出申請的任何其他人士獲配發或申請認購香港發售股份，將不會導致本公司須遵守香港境外任何地區任何法例或法規的任何規定(不論是否具法律效力)；
 - 確認閣下已收到及/或閱明招股章程，並僅依賴招股章程所載的資料及陳述提出此申請而不會依賴招股章程任何補充文件以外有關本公司的任何其他資料或陳述，而閣下同意本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、副賬簿管理人和聯席牽頭經辦人、香港包銷商及彼等各自的董事、高級職員、僱員、合夥人、代理人、顧問以及參與全球發售的任何其他人士均須對該等其他資料或陳述承擔任何責任；
 - 同意(在不影響閣下可能擁有的任何其他權利的情况下)此申請一經接納，便不可因無意作出的失實陳述而(或招股章程所規定者以外的原因而)將其撤銷；
 - (倘申請以閣下為受益人提出)保證此申請為以閣下為受益人以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或向網上白表服務供應商發出電子認購指示或已提出的唯一申請；
 - (倘申請由代理人代表閣下提出)保證閣下已有效且不可撤回地賦予閣下的代理人一切必需權利及授權以提出此申請；
 - (倘閣下為其他人士的代理人)保證已向其他人士合理查詢，此申請為以該名人士為受益人以白色或黃色申請表格或透過中央結算系統向香港結算或透過網上白表服務供應商(www.hkeipo.hk)向指定網上白表服務供應商發出電子認購指示的唯一申請，而閣下已獲正式授權，以該名人士代理人的身份簽署本申請表格或發出電子認購指示；
 - 同意倘閣下的申請一經接納，閣下獲接納的申請將以本公司公佈的香港公開發售結果為依據；

- 承諾及確認閣下(倘申請以閣下為受益人提出)或閣下代為申請的受益人並無申請、接納或表示有意認購或獲配發或配發(包括有條件及/或臨時地)、亦不會申請或接納或表示有意認購任何國際發售的國際發售股份，或以其他方式參與國際發售；
- 保證閣下的此申請的所載資料均屬真實準確；
- 承諾及同意接納所申請或根據申請向閣下配發的較少數目的香港發售股份；
- 授權本公司將香港結算代理人的名稱列入本公司的股東名冊。作為閣下所獲分配任何香港發售股份的香港持有人，並(在符合本申請表格及招股章程所載條款及條件的情況下)授權本公司及/或本公司代理將任何股票存入中央結算系統及/或將退還支票(如適用)以普通郵遞方式按本申請表格上所示地址寄予閣下(或聯名申請人，則寄予本申請表格上排名首位的申請人)，郵誤風險概由閣下承擔，除非閣下申請認購1,000,000股或以上香港發售股份，並已在申請表格中表明擬於本公司在報章上所公佈為領取/發送股票/電子自動退還指示(退還支票日期上午九時正至下午一時正親臨卓佳證券登記有限公司領取退還支票)；
- 要求任何退還支票以閣下或(倘屬聯名申請人)閣下申請表格中排名首位的申請人為抬頭人，並(在符合閣下申請表格所載條款及條件的情況下)按申請表格所示地址以普通郵遞方式發送退還支票，郵誤風險概由閣下自行承擔(倘閣下申請認購1,000,000股或以上香港發售股份，並已於閣下申請表格表明擬按閣下申請表格及招股章程所述程序親身領取退還支票則除外)；
- 同意香港結算及香港結算代理人各自有權按其絕對酌情權(1)不接受任何或部分以香港結算代理人名義登記配發的香港發售股份，或(2)不接納該等獲配發的香港發售股份記存入中央結算系統，(3)安排該等獲配發的香港發售股份由中央結算系統退還支票(如適用)以普通郵遞方式按本申請表格上所示地址寄予閣下(或聯名申請人，則為排名首位的申請人)，郵誤風險概由閣下承擔，除非閣下申請認購1,000,000股或以上香港發售股份，並已在申請表格中表明擬於本公司在報章上所公佈為領取/發送股票/電子自動退還指示(退還支票日期上午九時正至下午一時正親臨卓佳證券登記有限公司領取退還支票)；
- 同意香港結算及香港結算代理人均可調整閣下獲配發以香港結算代理人名義發行的香港發售股份數目；
- 同意香港結算及香港結算代理人均須對並非載於招股章程及本申請表格的資料及陳述承擔任何責任；
- 同意香港結算以香港結算代理人毋須以何方式對閣下承擔任何責任；
- 同意閣下的認購申請手續(包括發送退還支票(如有))可於本公司任何一間收款銀行辦理，並不限於閣下提交申請表格的銀行；
- 確認閣下已接納招股章程及本申請表格所載條款、條件及申請手續並同意受其約束，及閣下瞭解招股章程所載關於香港發售股份的所有各項細則；
- 明白本公司、獨家全球協調人及香港包銷商將依賴上述聲明及陳述，以決定是否就閣下提出的申請分發香港發售股份，而閣下可能會因作出虛假聲明而遭檢控；
- 倘香港以外任何地區的法例適用於閣下的申請，則閣下同意及保證已遵守一切有關法例，而本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、副賬簿管理人和聯席牽頭經辦人、香港包銷商及參與全球發售的任何其他各方以及彼等各自的高級職員或顧問因接納閣下的認購申請或因因應閣下根據招股章程所載條款及條件具有的權利與責任而採取的行動不會違反香港境外的任何法例；
- 向本公司(代表本身及本公司各股東的利益)表示同意(而本公司一經接納全部或部分申請，即視為本公司本身及代表各股東表示同意)(在適用情況下亦向發出電子認購指示的各中央結算系統參與者表示同意)遵守及符合公司條例、組織章程大綱及組織章程細則；
- 倘本公司及本公司各股東表示同意，股份可由持有人自由轉讓；
- 授權本公司代表閣下與本公司各董事及高級職員訂立合約，據此，該等董事及高級職員承諾遵守及符合組織章程細則所訂明對股東應盡的責任；
- 同意本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、聯席牽頭經辦人、香港包銷商及彼等各自的董事、高級職員、僱員、合夥人、代理人或顧問，以及參與全球發售的任何其他各方，僅須對招股章程及招股章程補充文件所載的資料及陳述負責(且僅限於以管轄權法院裁定存在的責任)；及
- 同意向本公司、香港股份過戶登記處、收款銀行、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、副賬簿管理人和聯席牽頭經辦人、香港包銷商及參與全球發售的任何其他各方以及彼等各自的顧問及代理人披露該等要求的關於閣下或閣下代為申請的受益人的個人資料及任何其他法律資料；
- 本公司、獨家保薦人、獨家全球協調人、牽頭賬簿管理人、聯席牽頭經辦人、香港包銷商、彼等各自的顧問及代理人及參與全球發售的任何其他各方均有權依賴閣下在本申請表格上的任何保證、陳述或聲明，倘為聯名申請人提出申請，則聯名申請人明確作出、發出、接受或承擔的所有保證、陳述、聲明及責任將視為由申請人共同及個別作出、發出、接受或承擔；
- 除另有訂明外，閣下必須以英文填妥本申請，而閣下或(倘為聯名申請人)各聯名申請人必須親自簽署本申請，不得以個人印章代替，否則申請可被拒絕受理。

庚. 接獲查

如閣下透過獲有效授權書正式授權的人士提出申請，本公司、獨家全球協調人、香港包銷商及彼等各自的代理人或代名人(各自作為本公司代理人)，可在符合彼等認為適當的任何條件(包括發出閣下的代名已獲授權的證明)的情況下酌情接納閣下的申請。

辛. 發售價的釐定

預期發售價格於定價日由獨家全球協調人(為其本身及代表包銷商，經諮詢獨家保薦人後)與本公司(為其本身及代表各股東)協定，發售價格將不高於4.07港元且預期不低於3.19港元。香港發售股份申請人須在申請時繳付最高發售價每股發售股份4.07港元，另加1%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費，倘會按需要調整至若干小數位。倘發售價格最終釐定為低於4.07港元，則多繳股款將予退還。預期定價日為2011年6月13日(星期三)或前後，惟無論如何不遲於2011年6月15日(星期三)。獨家全球協調人(代表包銷商)可在本公司同意下，於香港公開發售通告申請截止日期的上午或之前，隨時調低根據全球發售提呈發售的發售股份數目及/或招股章程所列的指示性發售價範圍(即每股發售股份3.19港元及4.07港元)。在此情況下，本公司將於香港公開發售通告申請截止日期的上午或之前，在中華早報(英文)、香港經濟日報(中文)、本公司網站(www.xiangyu.com.hk)及聯交所網站(www.hkexnews.hk)刊登公告。倘本公司(為其本身及代表各股東)與獨家全球協調人(為其本身及代表包銷商，經諮詢獨家保薦人後)基於任何理由而未能協定發售價，則全球發售(包括香港公開發售)不會成為無條件及將失效。

香港發售股份的配發

本公司於截止申請後，方會開始處理香港發售股份的申請及配發股份。本公司預期於2011年6月17日(星期五)或前後於南華早報(英文)、香港經濟日報(中文)、本公司網站(www.xiangyu.com.hk)及聯交所網站(www.hkexnews.hk)發放及公佈最終發售價、香港發售股份的申請水平及配發基準。

香港公開發售的分配結果，以及使用白色或黃色申請表格或透過中央結算系統向香港結算或透過網上白表服務(www.hkeipo.hk)向網上白表服務供應商發出電子認購指示提出申請的成功申請人的香港身份證/護照/香港商業登記號碼(如適用)，將於2011年6月17日(星期五)按招股章程如何申請認購香港發售股份一節所述方式公佈。

閣下的香港發售股份申請權(全部或部分)接納

本公司不會就已付申請股款發出任何收據，亦不會發出任何臨時所有權文件。倘閣下的申請獲全部或部分接納，則閣下的股票將以香港結算代理人名義發行，並於2011年6月17日(星期五)或於特殊情況下，由香港結算或香港結算代理人指定的任何其他日期)直接存入中央結算系統，以根據閣下在申請表格的指示存入閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者的股份戶口。

- 倘閣下通過指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)提出申請：就存入閣下指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)股份戶口的香港發售股份而言，閣下可向該中央結算系統參與者查詢所獲分配的香港發售股份數目。
- 倘閣下以中央結算系統投資者戶口持有人身份提出申請：本公司預期於2011年6月17日(星期五)按招股章程如何申請認購香港發售股份一節所述方式公佈香港公開發售結果(包括中央結算系統投資者戶口持有人的申請結果)，閣下應查閱本公司刊登的結果，如有任何異常，應於2011年6月17日下午五時正前向香港結算或香港結算代理人指定的其他日期通知香港結算。緊隨香港發售股份存入閣下的中央結算系統投資者戶口持有人股份戶口後，閣下可根據不時有效的香港結算投資者戶口持有人操作簡介所載的程序，透過「結算通」電話系統或中央結算系統互聯網查詢最新戶口結餘。香港結算亦將向閣下提供一份報表以存入閣下的中央結算系統投資者戶口持有人股份戶口的香港發售股份數目的活動結果。
- 待(i)香港公開發售所有方面成為無條件；及(ii)香港包銷協議或國際包銷條款終止或終止，記存於閣下指定的中央結算系統參與者股份戶口或閣下的中央結算系統投資者戶口持有人股份戶口的股份方預期會在2011年6月20日(星期一)上午八時正前後成為有效的股份。

導致閣下不獲配發香港發售股份的情況

閣下可能因下列任何原因而不獲分配香港發售股份：

- 閣下的申請被撤回或撤銷：倘閣下在申請表格中作出表示，閣下同意，不得於開始登記認購申請第五日或之前撤回閣下提出的申請。此協議將作為與本公司訂立的附屬合約而生效。於閣下遞交本申請時即具有約束力。此附屬合約的代價為，除按照招股章程所述其中一項程序發售外，本公司同意不會於開始登記認購申請起計第五日或之前向任何人士發售任何香港發售股份。根據公司條例第40條對招股章程負責的人士如根據條款發出公開通知，免除或限制其對招股章程所負責任，閣下僅可於開始登記認購申請起計第五日或之前(就此而言不包括任何非營業日)撤回閣下提出的申請。認購申請一經接納，概不得撤回。就此而言，當分配結果在報章上公佈後，未被拒絕受理的申請即應屬可獲接納，而當分配基準有條件或受若干條件或規定以抽籤方式分配，則該項接納申請必須須待該等條件達成後方可獲接納或須視乎抽籤結果而定。
- 本公司、獨家全球協調人或指定網上白表服務供應商可酌情拒絕閣下的申請：本公司、獨家全球協調人或指定網上白表服務供應商(如適用)有權拒絕各目的代理人及代名人，可全權決定拒絕或接納任何申請，或只接納某部分的申請而毋須就拒絕或接納任何申請提供任何理由。

如閣下欲以香港中央結算（代理人）有限公司（「香港結算代理人」）的名義發行將獲配發的香港發售股份，並直接存入中央結算及交收系統（「中央結算系統」），以記存於閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者於中央結算系統設立的股份戶口內，請使用本申請表格

3. 倘閣下的申請不獲受理；
- 以下情況可能導致閣下的申請不獲受理：
- 閣下的申請屬延誤或重複申請；
 - 本申請表格並未正確填寫；
 - 閣下未有以正確方式付款，或閣下以支票或銀行本票付款而該支票或銀行本票在第一次提呈付款時未能兌現；
 - 閣下或閣下代為申請的受益人已根據國際發售申請或接納、或表示有意、或已經或將要獲得（包括有條件及／或臨時地）配售或配發國際發售股份；
 - 本公司及獨家全球協調人相信接納閣下的申請會觸犯閣下填寫及／或簽署申請表格或閣下於本申請表格上所示地址的所在司法管轄權區任何適用證券或其他法律、規則或法規；
 - 閣下並不是按申請表格列表內所載數目申請認購香港發售股份；或
 - 閣下根據香港公開發售申請認購超過初步可供公眾認購的香港發售股份50%；或
 - 任何香港包銷協議及／或國際包銷協議並無成為無條件或根據其條款終止。

4. 倘閣下的香港發售股份配發無效：
- 如聯交所上市委員會（「上市委員會」）在下列期間並未批准股份上市，閣下獲配發的香港發售股份將告無效：
- 截止登記認購申請後三星期內；或
 - 如上市委員會在截止登記認購申請後三星期內知會本公司延長有關期間，則為不超過六個星期的較長期間。

5. 倘閣下在香港公司發售及國際發售中均有提出申請：
- 一經填寫任何申請表格，或向香港結算或網上白表服務供應商發出電子認購指示，即表示閣下同意不會根據國際發售申請認購國際發售股份。有關方面將採取合理措施以識別及拒絕接納已根據國際發售獲得國際發售股份的投資者在香港公開發售中提出的申請，並識別及拒絕接納已根據香港公開發售取得香港發售股份的投資者對國際發售所表示的興趣。

退還款項

閣下因上述任何原因而未獲得任何香港發售股份，本公司將不計利息退還閣下的申請款項，連同有關的1.0%經紀佣金、0.003%證監會交易徵費和0.005%聯交所交易費。

如閣下的申請只獲部份接納，本公司將不計利息退還閣下的申請款項的適當部份，包括有關的1.0%經紀佣金、0.003%證監會交易徵費和0.005%聯交所交易費。如最終應得的發售價低於申請人於申請時支付的每股股份初步發售價（不包括1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費），則本公司將不計利息退還閣下多繳的申請款項，連同有關的1.0%經紀佣金、0.003%證監會交易徵費和0.005%聯交所交易費。於寄發退款支票日期前該等款項應計的一切利息將撥歸本公司所有。

退款支票將劃線註明「只准入抬頭人賬戶」，並以閣下作為收款人，或如屬聯名申請人，則以閣下申請表格上排名首位的申請人為收款人。閣下所提供有關的香港身份證／護照號碼的一部份（如屬聯名申請人，則排名首位的申請人的香港身份證／護照號碼的一部份）或會印於閣下的退款支票（如有）。有關資料亦將會轉交予第三方作退款用途。在兌現退款支票前，閣下的銀行或會要求核實閣下的香港身份證／護照號碼。閣下的香港身份證／護照號碼填寫不確或會導致閣下的退款支票兌現延誤或失效。

倘閣下申請1,000,000股或以上的香港發售股份，且已在閣下的申請表格上表明擬親自領取退款支票，閣下可於2011年6月17日（星期五）上午九時正至下午一時正期間，親自前往以下地點領取，或在本公司於申請表格上公佈有關領取／發送電子自動退款指示／退款支票之其他日期，領取退款支票：

卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中26樓

如閣下為選擇親自領取的個人申請人，則閣下不得授權任何其他人士代為領取。閣下必須於領取退款支票時出示身份證明文件（必須為獲卓佳證券登記有限公司接納的身份證明文件）。如閣下為選擇親自領取的公司申請人，則閣下必須由授權代表攜同蓋上公司印章的授權書領取，有關授權代表須於領取時出示獲得卓佳證券登記有限公司接納的身份證明文件。

如閣下未有指定時間內親自領取閣下的退款支票（如適用），該支票將隨即以普通郵遞方式寄往本申請表格所示地址，郵誤風險概由閣下承擔。

閣下如何提出申請

1. 按照下表計算閣下擬申請認購的香港發售股份數目的應繳款項。閣下申請股數最少必須為1,000股香港發售股份。申請認購股數必須按照下文「可供申請認購股份數目及應繳款項」一表載列的其中一個股份數目提出。申請認購任何其他數目的股份將不予考慮，而任何有關申請將概不受理。閣下須繳付最高發售價每股股份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。下表亦列出申請認購若干數目的香港發售股份的應繳款項總額。
2. 閣下（作為申請人）必須按照下列指示填寫本申請表格，並於本申請表格首頁簽署。只填納親筆簽名。
- 倘閣下透過指定中央結算系統參與者（中央結算系統投資者戶口持有人除外）提出申請：
- 指定中央結算系統參與者必須在本申請表格上加蓋具有其公司名稱的公司印鑑，並於本申請表格適當方格內填寫其參與者編號。
- 倘閣下以個人中央結算系統投資者戶口持有人身份提出申請：
- 本申請表格上必須載有中央結算系統投資者戶口持有人的全名及香港身份證號碼；及
 - 必須於本申請表格適當空格內填寫閣下的參與者編號。
- 倘閣下以聯名個人中央結算系統投資者戶口持有人身份提出申請：
- 本申請表格上必須載有所有聯名投資者戶口持有人的姓名及香港身份證號碼；及
 - 必須於本申請表格適當空格內填寫閣下的參與者編號。
- 倘閣下以本公司中央結算系統投資者戶口持有人身份提出申請：
- 本申請表格上必須載有中央結算系統投資者戶口持有人的公司名稱及香港商業登記證號碼；及
 - 必須於本申請表格適當空格內填寫閣下的參與者編號及加蓋具有閣下公司名稱的公司印鑑。

中央結算系統參與者的資料不正確或不完整，或參與者編號或其他類似事項遺漏或不完整，均可能導致此申請失敗。

3. 股款須緊釘於表格上。申請股份的股款必須以支票或銀行本票支付。每份申請必須附有單獨開出的支票或銀行本票。
- 倘閣下以支票付款，則該支票必須：
- 為港元支票；
 - 不得為期票；
 - 由閣下在香港持牌銀行的港元銀行賬戶開出；
 - 顯示閣下的賬戶名稱，而該賬戶名稱必須預印在支票上，或由有關銀行授權人在該支票背面簽署證明賬戶。該賬戶名稱必須與閣下的申請表格所示姓名／名稱相同。如屬聯名申請，該賬戶名稱必須與排名首位申請人的姓名／名稱相同。倘以聯名賬戶開出支票，則其中一名聯名賬戶持有人名稱必須與排名首位申請人的姓名／名稱相同；
 - 註明抬頭人為「建行（代理人）有限公司－翔宇疏浚公開發售」；及
 - 劃線註明「只准入抬頭人賬戶」。
- 倘閣下以銀行本票付款，則銀行本票必須：
- 為港元銀行本票；
 - 由香港持牌銀行發出並由發出本票銀行的授權人在銀行本票背面簽署證明閣下姓名。銀行本票背面所顯示姓名須與本申請表格所填寫的姓名相同。如屬聯名申請，銀行本票背面所示姓名必須與排名首位申請人的姓名相同；
 - 不得為期票；
 - 註明抬頭人為「建行（代理人）有限公司－翔宇疏浚公開發售」；及
 - 劃線註明「只准入抬頭人賬戶」。
- 倘支票或銀行本票不符合所有有關要求或在首次提呈付款時未能兌現，則閣下申請將不獲受理。

如閣下申請認購少於1,000,000股香港發售股份或如閣下申請認購1,000,000股或以上香港發售股份，但並無在閣下的申請表格上表明擬親自領取退款支票（如適用），則退款支票（如適用）將於2011年6月17日（星期五）或前後以普通郵遞方式寄往閣下申請表格上所示地址，郵誤風險概由閣下承擔。

在適當情況下，本公司擬作出特別安排，以避免不當延遲退還申請款項。

個人資料

個人資料收集聲明

香港法例第486章個人資料（私隱）條例（「條例」）中的主要條文已於1996年12月20日在香港生效。此個人資料收集聲明旨在向香港發售股份的申請人及持有人說明本公司及其香港股份過戶登記處就個人資料及條例而訂定的政策及措施。

- 收集閣下個人資料的原因**
- 證券申請人或證券登記持有人在申請證券或將證券轉入其名下或轉讓予他人，或要求香港股份過戶登記處提供服務時，須不時向本公司及其香港股份過戶登記處提供最新的正確個人資料。
- 未能提供所需資料可導致本公司或其香港股份過戶登記處拒絕受理閣下的證券申請或延誤或無法進行過戶或提供服務，亦可能會阻礙或延誤登記或轉讓閣下成功申請的香港發售股份及／或發送閣下應得的股票及／或退款支票。
- 證券申請人及持有人所提供的個人資料如有任何不正確之處，必須即時知會本公司及其香港股份過戶登記處。
- 用途**
- 證券的申請人及持有人的個人資料可基於下列目的以任何方式使用、持有及／或保存：
 - 處理閣下的申請及退款支票（如適用），及核實有否遵照本申請表格及招股章程所載的條款及申請手續，以及公佈香港發售股份的分配結果；
 - 確保遵守香港及其他地方的一切適用法例及條例；
 - 登記新發行證券或將證券轉入證券持有人名下或由其名下轉讓予他人（包括（如適用）以香港結算代理人的名義）；
 - 保存或更新本公司的證券持有人名冊；
 - 核實或協助核實簽名，任何其他核實或交換資料；
 - 確定本公司證券持有人可享有的利益，如股息、供股及紅股派送等；
 - 寄發本公司及其附屬公司的公司通訊；
 - 編撰統計資料及股東資料；
 - 遵照任何法例、規則或條例的規定作出披露；
 - 透過於報章公佈或其他方式披露成功申請人士的身份；
 - 披露有關資料以便提出催索賠償；及
 - 與上述有關的任何其他附帶或相關用途及／或使本公司及其香港股份過戶登記處履行彼等對證券持有人及／或監管機構的責任及／或證券持有人不時同意的其他用途。
- 向他人轉交個人資料**
- 本公司及其香港股份過戶登記處所持有的證券申請人及持有人的個人資料將會保密，但本公司及香港股份過戶登記處可能會為上述目的而向其中任何一項作出必要的查詢，以確定個人資料的準確性，尤其可能會向下列任何或所有人士及實體披露：金融或轉交證券申請人及持有人的個人資料（不論在香港或外地）：
 - 本公司或其委任的代理，如財務顧問及收款銀行；
 - 倘申請人要求將香港發售股份存入中央結算系統時，則香港結算及香港結算代理人可就中央結算系統的運作使用該等個人資料；
 - 任何向本公司及／或其香港股份過戶登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
 - 在本申請表格上蓋上公司印鑑或填入其他身份識別編號的任何經紀；
 - 聯交所、證監會及任何其他法定、監管或政府機關；及
 - 任何與證券持有人有業務往來或擬有業務往來的其他人士或機構，例如銀行、律師、會計師或股票經紀等。
- 查閱及更正個人資料**
- 條例賦予證券申請人及持有人權利查核本公司及／或其香港股份過戶登記處是否持有其個人資料，並有權索取資料副本及更正任何不正確資料。根據條例，本公司及其香港股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或關於資料政策及慣例或所持資料類別的要求，應根據條例規定向本公司的公司秘書或（視情況而定）其香港股份過戶登記處屬下的私隱條例事務主任提出。

閣下簽署本申請表格或向香港結算或網上白表服務供應商發出電子認購指示後，即表示同意上述各項。

4. 撕下本申請表格，對摺一次，然後投入下列任何特備收集箱：

(a) 中國建設銀行（亞洲）股份有限公司的下列任何分行：

地區	分行	地址
港島區	中環分行 銅鑼灣廣場分行 北角分行	中環德輔道中六號 銅鑼灣廣場一期地下 北角英皇道三八二號
九龍區	美孚分行 美孚商場大花園分行 大角咀奧海城分行	美孚新邨第六期地下N46號舖 淘大花園IIA期地下181號舖 奧海城二期一樓109號舖
新界區	沙灣分行 沙田廣場分行	沙灣沙咀道二八二號 沙田廣場L1層5號舖

(b) 或渣打銀行（香港）有限公司的下列任何分行：

地區	分行	地址
港島區	德輔道分行	中環德輔道中4-4A號渣打銀行大廈
九龍區	觀塘開源道分行 旺角分行 尖沙咀分行	觀塘開源道63號福昌大廈地下 旺角彌敦道617-623號地下B舖，一樓及二樓 尖沙咀加連威老道10號地下
新界區	大埔分行 元朗豐年路分行	大埔廣福道23及25號 元朗朗山公路247號萬昌樓地下前舖B號及一樓全層

5. 閣下可於下列時間遞交本申請表格：

2011年6月8日（星期三）	—	上午九時正至下午五時正
2011年6月9日（星期四）	—	上午九時正至下午五時正
2011年6月10日（星期五）	—	上午九時正至下午五時正
2011年6月11日（星期六）	—	上午九時正至下午一時正
2011年6月13日（星期一）	—	上午九時正至中午十二時正

6. 遞交申請表格的截止時間為2011年6月13日（星期一）中午十二時正，倘該日並無開始登記認購申請，則為辦理認購申請登記的下一個營業日的中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正期間登記認購申請，惟須視乎當日天氣情況而定。如下列警告信號在2011年6月13日（星期一）上午九時正至中午十二時正期間內任何時間在香港懸掛，將不會開放登記申請：

- 8號或以上熱帶氣旋警告信號；或
- 「黑色」暴雨警告信號。

倘在該日的下一個營業日上午九時正至中午十二時正內任何時間並無懸掛上述任何一項警告，則申請認購登記將改為在該日的下一個營業日上午十一時四十五分至中午十二時正期間進行。

7. 本公司保留閣下的一切或任何股款過戶的權利，然而，閣下的支票或銀行本票將不會於2011年6月13日（星期一）中午十二時正前提呈付款。本公司將不發出付款收條。本公司將保留閣下的申請股款（如屬退款，則計至退款支票發送日期止）的應得利息。在閣下的支票或銀行本票過戶前，本公司亦有權保留任何股票及／或任何多收的申請認購款項或退款。

可供申請認購股份數目及應繳款項							
申請認購的香港發售股份數目		申請認購的香港發售股份數目		申請認購的香港發售股份數目		申請認購的香港發售股份數目	
申請時應繳款項		申請時應繳款項		申請時應繳款項		申請時應繳款項	
港元		港元		港元		港元	
1,000	4,111.02	50,000	205,551.29	450,000	1,849,961.53	4,000,000	16,444,102.40
2,000	8,222.05	55,000	226,106.41	500,000	2,055,512.80	4,500,000	18,499,615.20
3,000	12,333.08	60,000	246,661.54	550,000	2,261,064.09	5,000,000	20,555,128.00
4,000	16,444.10	65,000	267,216.67	600,000	2,466,615.36	5,500,000	22,610,640.80
5,000	20,555.13	70,000	287,771.80	650,000	2,672,166.65	6,000,000	24,666,153.60
6,000	24,666.15	75,000	308,326.92	700,000	2,877,717.92	6,500,000	26,721,666.40
7,000	28,777.17	80,000	328,882.05	750,000	3,083,269.21	7,000,000	28,777,179.20
8,000	32,888.21	85,000	349,437.18	800,000	3,288,820.48	7,500,000	30,832,692.00
9,000	36,999.23	90,000	369,992.31	850,000	3,494,371.77	8,000,000	32,888,204.80
10,000	41,110.26	95,000	390,547.43	900,000	3,699,923.04	8,500,000	34,943,717.60
15,000	61,665.38	100,000	411,102.56	950,000	3,905,474.33	9,000,000	36,999,230.40
20,000	82,220.51	150,000	616,653.85	1,000,000	4,111,025.60	9,500,000	39,054,743.20
25,000	102,775.64	200,000	822,205.12	1,500,000	6,166,538.40	10,000,000*	41,110,256.00
30,000	123,330.77	250,000	1,027,756.41	2,000,000	8,222,051.20	閣下可申請認購的香港發售股份最高數目。	
35,000	143,885.89	300,000	1,233,307.68	2,500,000	10,277,564.00		
40,000	164,441.02	350,000	1,438,858.97	3,000,000	12,333,076.80		
45,000	184,996.15	400,000	1,644,410.24	3,500,000	14,388,589.60		