B. A. L. HOLDINGS LIMITED
變靚D控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8079)

PROXY FORM (REVISED)

Form of proxy for use at the Annual General Meeting to be held on Wednesday, 4th April, 2007 at 11:30 a.m. (and at any adjournment thereof)

I/We *(Note 1)*, ______________________________ of ______________________________ being the registered holder (s) of *(Note 2)* ______________________________ shares of HK$0.10 each in capital of B.A.L. Holdings Limited (the "Company"), hereby appoint *(Note 3)* ______________________________ of ______________________________ or failing him, the chairman of the Annual General Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Rm 1401, 14/F, 32 Oi Kwan Road, Wanchai, Hong Kong on 4 April 2007 at 11:30 a.m. on the undermentioned resolutions as indicated below:

RESOLUTION		FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To consider and adopt the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31st October 2006.		
2.	(a) To re-elect Ms. Siu York Chee, Doreen as Executive Director		
	(b) To re-elect Mr. Leung Kwok Kui as Executive Director		
	(c) To authorize the board of Directors to fix the remuneration of the Directors		
3.	To re-appoint Grant Thornton as auditors and to authorize the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
5.	To give a general mandate to the directors to repurchase its shares not exceeding 10% of the issued share capital of the Company.		
6.	To extend the general mandate granted to the directors to issue shares by adding to it the number of shares repurchased.		

Dated this ____________ day of ____________ 2007.   Signature *(Note 5)* ______________________

Notes:

(1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

(2) 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).

(3) Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

(4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

(5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.

(6) In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.

(7) To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Registrar in Hong Kong, Standard Registrars Limited, 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.

(8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

(9) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revokes.

* *For identification purposes only*