BLU SPA HOLDINGS LIMITED

富麗花 • 譜控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8176)

Proxy form for use at the annual general meeting to be held on Monday, 28 December 2009 at 9:00 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 the share capital of Blu Spa Holdings Limited ("the Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or *(Note 3)* ______________________________

of ______________________________

as any my/our proxy to attend the annual general meeting of the Company to be held at the Dragon Room, The Hong Kong Bankers Club at 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong on Monday, 28 December 2009 at 9:00 a.m. (and at any adjournment thereof) and to vote for me/us as indicated below *(Note 4)*.

	ORDINARY RESOLUTIONS	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To receive and approve the audited financial statements and the report of the directors and the report of the independent auditors of the Company for the year ended 30 June 2009.		
2.	(1) To re-elect Mr. Ji He Qun as executive director.		
	(2) To re-elect Mr. Lam Wai Pong as independent non-executive director.		
	(3) To re-elect Mr. Yeung Mario Bercasio as independent non-executive director.		
	(4) To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint HLM & Co. as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To give general mandate to the directors to allot and issue new shares of the Company.		
5.	To give general mandate to the directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the directors pursuant to resolution numbered 4 in the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 to issue new shares of the Company.		
7.	To approve the refreshment of the 10% scheme mandate limit of the Share Option Scheme of the Company (as defined in the Circular dated 25 November 2009).		
	SPECIAL RESOLUTION	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
8.	To approve the change of Company name.		

Dated ____________________ 2009 Shareholder's signature *(Note 5)* ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.10 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION**. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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 proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form 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 branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* *For identification purpose only*