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OMNICORP LIMITED

兩儀控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Omnicorp Limited (the “**Company**”) will be held at Concord Room II & III, 8/F., Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 November 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the supplemental deed poll proposed to be executed by the Company, Silver Mount Group Limited and Loyal Treasure Management Limited (the “**Supplemental Deed Poll**”, a copy of the latest draft of which is marked “A” and produced to the meeting and initialed by the chairman of the meeting for identification purpose) in relation to the alterations to the conditions of the HK\$237,000,000 four (4) per cent. per annum secured convertible bonds issued by the Company (the “**Convertible Bonds**”) as described in the circular of the Company dated 20 October 2009 (the “**Circular**”, a copy of which is marked “B” and produced to the meeting and initialed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and is hereby approved;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Conversion Shares (as defined below), the allotment and issue to the holders of the Convertible Bonds, upon exercise of the conversion rights attaching to the Convertible Bonds, of shares in the capital of the Company credited as fully paid (the “**Conversion Shares**”) in accordance with the terms and conditions of the Convertible Bonds (as supplemented by the Supplemental Deed Poll), be and are hereby approved; and

- (c) subject to the other conditions as set out in the paragraph headed “Conditions for the Proposed Alteration” of the Letter from the Board contained in the Circular being satisfied, the directors of the Company be and are hereby authorized to execute the Supplemental Deed Poll and all such other documents and agreements and to do all such acts and things for and on behalf of the Company as they may in their discretion consider necessary, expedient or desirable to give effect to the Supplemental Deed Poll and the transactions contemplated thereunder and to issue the Conversion Shares upon exercise of the conversion rights attaching to the Convertible bonds in accordance with the terms and conditions of the Convertible Bonds (as supplemented by the Supplemental Deed Poll).”

By Order of the Board
Omicorp Limited
Sung Yan Wai Petrus
Executive Director

Hong Kong, 20 October 2009

*Head office and principal place
of business in Hong Kong:*
Suites 1801-03, 18/F.
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is a holder of two or more shares may appoint more than one proxy to attend and vote on the same occasion.
- (2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited of 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.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the special general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date hereof, the Board comprises three executive Directors, namely Messrs. Sung Yan Wai Petrus, Hui Tung Wah Samuel and Chau Chi Piu Alex and three independent non-executive Directors, namely Messrs. Wong Che Keung Richard, Tong Yee Yung Joseph and Wong Kin Chi.

Website: <http://www.omnicorplimited.com>

* *for identification purpose only*