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OMNICORP LIMITED

兩儀控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

**Special General Meeting held on 6 November 2009 – Poll Results
And Bondholders’ Approval of the Proposed Alteration
to the Conditions of the Convertible Bonds**

Reference is made to the announcement dated 13 October 2009 and the circular to shareholders dated 20 October 2009 (the “Circular”) of Omnicorp Limited (the “Company”) in relation to the connected transaction and alteration to the conditions of the convertible bonds. Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

The Board is pleased to announce that the resolution proposed at the SGM held on 6 November 2009 was duly passed by the Shareholders as ordinary resolution of the Company (the “Ordinary Resolution”) by way of poll. The poll results in respect of the Ordinary Resolution were as follows:

Ordinary Resolution	No. of Votes (%)	
	For	Against
(a) To approve the Supplemental Deed Poll proposed to be executed in relation to the alterations to the conditions of the Convertible Bonds and the transactions contemplated thereunder; (b) to approve the allotment and issue of the Conversion Shares; and (c) to authorize the directors of the Company to execute the Supplemental Deed Poll and all such other documents and agreements and to do all such acts or 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. ^{Note}	34,399,079 99.99%	4,500 0.01%

Note: This summary of the Ordinary Resolution appears for reference only. Please refer to the full text of the Ordinary Resolution set out in the notice of the SGM dated 20 October 2009.

As at the date of the SGM, the total issued share capital of the Company was 314,289,152 Shares. As stated in the Circular, Sino-Forest Group and other Bondholders (namely Broad Joy Holdings Limited and Always Bright Group Limited) and their respective associates, which held 69,106,000 Shares in aggregate (representing approximately 21.99% of the issued share capital of the Company), were required to abstain from voting on the Ordinary Resolution and they did abstain from voting. Accordingly, the remaining total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution was 245,183,152 Shares. There was no share of the Company entitling any holder to attend and vote only against the Ordinary Resolution at the SGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for the poll at the SGM.

BONDHOLDERS' APPROVAL

In addition, the Board is pleased to announce that an ordinary resolution has already been passed by the holders of the Convertible Bonds for approving the Proposed Alteration and the execution of the Supplemental Deed poll.

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

Hong Kong, 6 November 2009

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 only*