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OMNICORP LIMITED

兩儀控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

**VOLUNTARY ANNOUNCEMENT –
DISPOSAL OF OMNITECH**

On 30 December 2009, Hai Yang, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement as vendor with an independent third party as purchaser whereby Hai Yang agreed to sell and the Purchaser agreed to purchase 38,125,983 shares in Omnitech, representing the entire shareholding held by Hai Yang in Omnitech, and a loan owing by Omnitech to Hai Yang in the amount of HK\$54,659,807 at an aggregate consideration of HK\$5.00.

This is a voluntary announcement made by Omnicorp Limited (the “**Company**”) to allow the shareholders and potential investors of the Company to acknowledge the latest development of the Company.

On 30 December 2009, Hai Yang Investment Limited (“**Hai Yang**”), a wholly owned subsidiary of the Company, entered into a sale and purchase agreement as vendor with an independent third party (the “**Purchaser**”) as purchaser whereby Hai Yang agreed to sell and the Purchaser agreed to purchase 38,125,983 shares in Omnitech Holdings Limited (“**Omnitech**”), representing the entire shareholding held by Hai Yang in Omnitech, and a loan owing by Omnitech to Hai Yang in the amount of HK\$54,659,807 (the “**Shareholder’s Loan**”) at an aggregate consideration of HK\$5.00 (the “**Disposal**”).

Omnitech was a 77.04% owned subsidiary of the Company listed on the Australian Stock Exchange. The trading of the shares of Omnitech on the Australian Stock Exchange has been suspended since 31 July 2009. As at 30 June 2009, Omnitech has unaudited consolidated net liabilities of approximately AUD8,559,000 (i.e. HK\$53,389,000). As the Shareholder’s Loan has been fully written off by the Company and Omnitech currently does not conduct any business and has no significant asset, the board of directors of the Company (the “**Board**”) considered that it is in the best interests of the Company and the shareholders of the Company as a whole to dispose of Hai Yang’s entire shareholding in Omnitech and the Shareholder’s Loan at the nominal

consideration so that the Company and its subsidiaries (the “**Group**”) do not have to bear any further liabilities attributable to Omnitech. As all the Group’s investment and interest in OHL have been fully provided for and written off in prior years, there will be no material impact on the results and the financial position of the Group as a result of the Disposal. Upon completion of the Disposal, the Company ceases to have any interest in Omnitech.

Made by the order of the Board, the directors of which individually and jointly accept responsibility for the accuracy of this announcement.

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

Hong Kong, 30 December 2009

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

For illustration purpose of this announcement, exchange rate of AUD1.00 = HK\$6.2378 has been used for conversion.

* *For identification purposes only*