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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Omnicorp Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This circular should be read in conjunction with the accompanying annual report of the Company for the year ended 31 December 2007.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES**  
**(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME**  
**(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Boardrooms 3 & 4, M/F., Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 8 May 2008 at 10:00 a.m. or any adjournment thereof is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

|                           |                                                                                                                                                                                                                                                                                 |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Annual General Meeting”  | the annual general meeting of the Company to be held at Boardrooms 3 & 4, M/F., Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 8 May 2008 at 10:00 a.m., notice of which is set out on pages 14 to 18 of this circular;                    |
| “associate(s)”            | has the same meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                    |
| “Board”                   | the board of Directors;                                                                                                                                                                                                                                                         |
| “Bye-Laws”                | the bye-laws of the Company;                                                                                                                                                                                                                                                    |
| “Company”                 | Omnicorp Limited, an exempted company incorporated in Bermuda with limited liability, and the shares of which are listed on the main board of the Stock Exchange;                                                                                                               |
| “connected person(s)”     | has the same meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                    |
| “Directors”               | the directors of the Company;                                                                                                                                                                                                                                                   |
| “Group”                   | the Company and its subsidiaries;                                                                                                                                                                                                                                               |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong;                                                                                                                                                                                                                            |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China;                                                                                                                                                                                                  |
| “Issue Mandate”           | the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate; |
| “Latest Practicable Date” | 7 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;                                                                                                                                   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange;                                                                                                                                                                                                            |

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## DEFINITIONS

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|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Proposed Refreshment”       | the refreshment of the Scheme Mandate Limit to be proposed at the Annual General Meeting pursuant to which the Board may grant options to eligible participants to subscribe up to 10% of the Shares in issue as at the date of passing of the ordinary resolution approving such refreshment;                                                                                                                                                                                        |
| “Repurchase Mandate”         | the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;                                                                                                                                                                                                    |
| “Scheme Mandate Limit”       | the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;                    |
| “SFO”                        | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;                                                                                                                                                                                                                                                                                                                                                                             |
| “Share(s)”                   | the ordinary share(s) of HK\$0.01 each in the share capital of the Company;                                                                                                                                                                                                                                                                                                                                                                                                           |
| “Share Option Scheme”        | the share option scheme adopted by the Company on 22 March 2002 for the grant of share options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, advisers, agents, shareholders, customers, partners or business associates, who at the discretion of the Board, have contributed to the Company or any of its subsidiaries; |
| “Shareholder(s)”             | the holder(s) of the Share(s);                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited;                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “substantial shareholder(s)” | has the same meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “Takeovers Code”             | the Hong Kong Codes on Takeovers and Mergers; and                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| “%”                          | per cent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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## LETTER FROM THE BOARD

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**OMNICORP LIMITED**  
**兩儀控股有限公司** \*  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 94)

*Executive Directors:*

Sung Yan Wai, Petrus  
(Acting Managing Director)  
Hui Tung Wah, Samuel

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Independent non-executive Directors:*

Wong Kin Chi (Chairman)  
Wong Che Keung, Richard  
Tong Yee Yung, Joseph

*Principal place of business:*

Rooms 4120-4124, 41/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

7 April 2008

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES**  
**(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME**  
**(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting regarding (i) the approval of the general mandates to issue and allot new Shares and to repurchase the Company's fully paid up Shares; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 May 2007, the Shareholders passed resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares. Such mandates will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the general mandates to issue, allot and deal with Shares and to repurchase Shares at the Annual General Meeting.

#### Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 314,089,152 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 62,817,830 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the notice of the Annual General Meeting set out on pages 14 to 18 of this circular.

#### Repurchase Mandate

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 314,089,152 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 31,408,915 Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

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## LETTER FROM THE BOARD

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Details of the Repurchase Mandate are set out in ordinary resolution numbered 5 in the notice of the Annual General Meeting set out on pages 14 to 18 of this circular.

Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

### REFRESHMENT OF SCHEME MANDATE LIMIT

#### Proposed Refreshment

The Share Option Scheme was adopted by the Company on 22 March 2002. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares in respect of which option may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of approval and adoption of the Share Option Scheme. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed.

At the annual general meeting of the Company held on 18 May 2007, the Scheme Mandate Limit was refreshed to allow the Company to grant options entitling holders to subscribe for up to a maximum of 15,043,915 Shares, representing 10% of the Shares in issue as at the date of the said annual general meeting. Since the refreshment of the Scheme Mandate Limit on 18 May 2007, 13,704,000 options carrying the rights to subscribe for 13,704,000 Shares have been granted pursuant to the Share Option Scheme, of which 1,270,000 options carrying the rights to subscribe for 1,270,000 Shares have been exercised, no option has been lapsed and no option has been cancelled. As such, unless the Scheme Mandate Limit is refreshed, only 1,339,915 options carrying the rights to subscribe for 1,339,915 Shares may be granted under the Share Option Scheme.

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## LETTER FROM THE BOARD

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If the Scheme Mandate Limit is refreshed and assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and approval of the Proposed Refreshment at the Annual General Meeting, up to 31,408,915 Shares, being 10% of the Shares in issue as at the Latest Practicable Date, may be issued pursuant to the options granted under the Share Option Scheme.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

On the basis of 314,089,152 Shares in issue as at the Latest Practicable Date, the maximum number of Shares in respect of which options may be granted under the Proposed Refreshment together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date for an aggregate of 46,226,915 Shares does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that it is in the interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further options under the Share Option Scheme so as to provide incentives to, and recognize the contributions of, the Group's employees and other selected grantees.

### Conditions

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the Proposed Refreshment.

The adoption of the Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

### Application for listing

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme under the Proposed Refreshment.

Details of the Proposed Refreshment are set out in ordinary resolution numbered 7 in the notice of the Annual General Meeting set out on pages 14 to 18 of this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Bye-Laws, Messrs. Hui Tung Wah, Samuel and Tong Yee Yung, Joseph shall retire from office at the Annual General Meeting and being eligible, would offer themselves for re-election. Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

### ANNUAL GENERAL MEETING

Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong at Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Pursuant to the Bye-Laws, every resolution submitted to a general meeting shall be decided on a show of hands in the first instance by the Shareholders present in person, unless (before or upon the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) at least three members present in person or by proxy or representative for the time being entitled to vote at the meeting;
- (c) any member or members present in person or by proxy or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- (d) a member or members present in person or by proxy or representative and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (e) if required by the Listing Rules, by the chairman of the meeting or any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the meeting.

### RECOMMENDATION

The Directors consider that the proposals for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting in respect thereof.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

### GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Sung Yan Wai, Petrus**  
*Acting Managing Director*

This Appendix serves as an explanatory statement required by the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

## **LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Shareholders' approval**

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

### **(b) Source of funds**

Repurchases of shares must be made out of funds legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or established.

## **SHARE CAPITAL**

As at the Latest Practicable Date, (i) the issued share capital of the Company was HK\$3,140,891.52 comprising 314,089,152 Shares; (ii) 14,788,000 share options were outstanding under the Share Option Scheme entitling holders thereof to subscribe for an aggregate of 14,788,000 Shares; and (iii) the outstanding principal amount under the convertible bonds issued by the Company is HK\$237,000,000 and are convertible into Shares at the initial conversion price of HK\$2.00 per Share (subject to adjustment).

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options of the Company or the subscription rights attached to the convertible bonds of the Company is exercised and no further Shares are issued, allotted or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 31,408,915 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

**REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

It is envisaged that any repurchase of Shares will be financed out of funds which are legally available for such purpose in accordance with the memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

The Directors are not aware of any material adverse impact on the working capital or gearing level of the Company as compared with the position disclosed in its most recent published audited accounts as at 31 December 2007 in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

|                                       | Price per Share |                |
|---------------------------------------|-----------------|----------------|
|                                       | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2007</b>                           |                 |                |
| April                                 | 0.69            | 0.40           |
| May                                   | 0.94            | 0.51           |
| June                                  | 2.72            | 0.75           |
| July                                  | 4.15            | 2.29           |
| August                                | 4.20            | 1.93           |
| September                             | 2.04            | 1.49           |
| October                               | 2.93            | 1.50           |
| November                              | 3.05            | 1.76           |
| December                              | 2.36            | 1.62           |
| <b>2008</b>                           |                 |                |
| January                               | 1.90            | 1.05           |
| February                              | 1.23            | 0.95           |
| March                                 | 1.65            | 0.91           |
| April (up to Latest Practicable Date) | 1.20            | 1.03           |

**DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)) in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the memorandum of association and Bye-Laws of the Company, the Listing Rules and the applicable laws of Bermuda.

**EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

According to the information available to the Company, as at the Latest Practicable Date, the Company did not have a substantial shareholder (as defined in the Listing Rules).

On the basis that none of the outstanding share options of the Company or the subscription rights attached to the convertible bonds of the Company is exercised and no further Shares are issued between the Latest Practicable Date and the date of a repurchase under the Repurchase Mandate and no further Shares are repurchased prior to the Annual General Meeting, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Assuming that none of the outstanding share options of the Company and the subscription rights attached to the convertible bonds of the Company is exercised and no further issue of Shares between the Latest Practicable Date and the date of a repurchase, the exercise of the Repurchase Mandate in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

**SHARE REPURCHASES BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the Annual General Meeting pursuant to the Bye-Laws and the Listing Rules:

**Mr. Hui Tung Wah, Samuel**, aged 53, is an executive director of the Company. Mr. Hui joined the Board in June 2005. He was an executive director of the Company from 9 July 2001 to 28 May 2003 and rejoined the Company as Deputy Chief Executive Officer from 1 May 2005, having served for 2 years as senior vice president of a Toronto-listed company. Mr. Hui comes from a strong financial and general management background having spent about 30 years working in senior management positions of major international and local banks, and companies in Hong Kong, Australia and Canada. He is a seasoned executive and has extensive management experience. He is currently a non-executive director of Cafe de Coral Holdings Limited, a company whose shares are listed on the main board of the Stock Exchange of Hong Kong Limited and a non-executive director of WLS Holdings Limited, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Hui holds a Bachelor Degree in Social Sciences from the University of Hong Kong and a Master Degree in Business Administration from the Brunel University in the United Kingdom.

Save as aforesaid, Mr. Hui did not act as director in any other listed public company in the last three years preceding the date hereof.

Mr. Hui does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, save for holding 1,350,000 share options of the Company and being interested in 355,000 Shares of which 280,000 Shares are held by Mr. Hui and 75,000 Shares are held jointly by Mr. Hui and Ms. Tsang Oi Yin, Amy, spouse of Mr. Hui, Mr. Hui does not have interest in the shares within the meaning of Part XV of the SFO.

Mr. Hui has not entered into a service contract as an executive director with the Company. Mr. Hui is not appointed for specific terms but he is subject to retirement and re-election at the Annual General Meeting in accordance with the Code on Corporate Governance Practices of the Listing Rules and the Bye-Laws. Mr. Hui has received approximately HK\$480,000 for the year ended 31 December 2007 as an executive director of the Company. The emoluments of Mr. Hui are determined by the Board after arm's length negotiation between the Company and Mr. Hui with reference to his previous experience.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Tong Yee Yung, Joseph**, aged 53, is an independent non-executive director of the Company. Mr. Tong joined the Board in May 2001. He graduated from Southern Illinois University in the USA with a Bachelor of Science degree and from the University of East Asia with a MBA. Mr. Tong has over 20 years of experience in corporate finance and management for different listed companies in Hong Kong. Currently, Mr. Tong is an executive director and partner of Kelston Holdings (Hong Kong) Limited.

Save as being the member of the audit committee and the Chairman of the remuneration committee of the Company, Mr. Tong does not hold any position with the Company or other members of the Group. Mr. Tong did not act as director in any other listed public company in the last three years preceding the date hereof.

Mr. Tong does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, save for holding 252,000 share options of the Company, Mr. Tong does not have interest in the shares within the meaning of Part XV of the SFO.

Mr. Tong has not entered into a service contract as an independent non-executive director with the Company. Mr. Tong is appointed for specific terms and is subject to retirement and re-election at the Annual General Meeting in accordance with the Code on Corporate Governance Practices of the Listing Rules and the Bye-Laws. Mr. Tong has received approximately HK\$100,000 for the year ended 31 December 2007 as an independent non-executive director, a member of audit committee and the Chairman of the remuneration committee of the Company. The emoluments of Mr. Tong are determined by the Board after arm's length negotiation between the Company and Mr. Tong with reference to his previous experience.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the annual general meeting of Omnicorp Limited (the “Company”) will be held at Boardrooms 3 & 4, M/F., Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 8 May 2008 at 10:00 a.m. for the following purposes:

### **As Ordinary Business**

1. To receive and consider audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Director(s)**”) and auditors for the year ended 31 December 2007.
2. To re-elect retiring Directors and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint auditors and to authorise the Board to fix their remuneration.

### **As Special Business**

4. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;

\* for identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d)(ii) below) or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company or (iii) any grant or exercise of any option granted under any scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire Shares or (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:
  - (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (aa) the conclusion of the next annual general meeting of the Company;
    - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; or
    - (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (ii) “**Rights Issue**” means an offer of Shares or issue of options, warrants, or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities), (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorization given to the Directors, authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its own Shares at a price to be determined by the Directors;
- (c) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution numbered 5.”

7. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme adopted by the Company on 22 March 2002 (the “**Scheme**”) be refreshed so that the aggregate nominal amount of share capital of the Company which may be allotted and issued upon exercise of any options to be granted under the Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company), shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By Order of the Board  
**Omnicorp Limited**  
**Cheng Chai Fu, Bosco**  
*Company Secretary*

Hong Kong, 16 April 2008

*Head office and Principal place  
of business in Hong Kong:*  
Rooms 4120-24, 41/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

*Registered Office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 annual 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.
- (5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 5 is set out in Appendix I to the circular of the Company dated 7 April 2008 of which this notice forms part.