



**OMNICORP LIMITED**  
**兩儀控股有限公司\***

(incorporated in Bermuda with limited liability)  
 (Stock Code: 94)

**FORM OF PROXY**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ Shares <sup>(Note 2)</sup> of  
 HK\$0.01 each in the capital of the above named Company HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
 OR <sup>(Note 3)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to vote and act for me/us at the Special General Meeting (and at any adjourned meeting thereof) of  
 the said Company to be held at Concord Rooms 2 and 3, 8th Floor, Renaissance Harbour View Hotel, No.1 Harbour  
 Road, Wanchai, Hong Kong on Monday, 22 October 2007 at 3:00 p.m. (or at any adjournment thereof) for the  
 purpose of considering and, if thought fit, passing the Resolution set out in the Notice convening the said Meeting  
 and at such Meeting (and at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of  
 the Resolution as indicated below <sup>(Note 4)</sup>.

AS ORDINARY RESOLUTION	For	Against
(a) To approve, ratify and confirm the Agreement as defined and described in the circular of the Company dated 3 October 2007 and the issue of the Consideration Shares, the Convertible Bonds and the Conversion Shares on the exercise of the conversion rights attached to the Convertible Bonds; and (b) to authorize the directors of the Company to (i) execute all such other documents and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Agreement and completion thereof; (ii) allot and issue the Consideration Shares; and (iii) issue the Convertible Bonds and/or the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THIS RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THIS RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under its common seal or under the hand of an officer of attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- In order to be valid, this form of proxy together with the power of attorney or other authority under which it is signed or a notarially certified copy thereof, if any, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited 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 or at any adjourned meeting (as the case may be).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or at any adjourned meeting (as the case may be) if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* for identification purpose only