



GREENHEART GROUP LIMITED

綠森集團有限公司*

(formerly known as “Omnicorp Limited”,
“兩儀控股有限公司”*)
(Incorporated in Bermuda with limited liability)
(Stock Code: 94)

Form of Proxy for use at the Special General Meeting to be held on 28 March 2011 at 10:00 a.m.

I/We ^(Note 1) _____

being the registered holder(s) of _____ shares of ^(Note 2)
of HK\$0.01 each in the capital of the above-named Company (the “Company”), HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____ as

my/our proxy to vote and act for me/us at the Special General Meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Oasis Room, 8/F, Renaissance Harbour View Hotel Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on 28 March 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the Ordinary Resolutions as set out in the notice convening the Meeting (the “Notice”) as indicated below ^(Note 4). Terms used herein shall have the same meaning as ascribed to them in the circular of the Company dated 11 March 2011.

As Ordinary Resolutions		For	Against
1(a)	To approve the Sale and Purchase Agreement, the terms and conditions thereof and transactions contemplated thereunder under ordinary resolution number 1(a) in the Notice.		
1(b)	To approve any one or more of the Directors be/are hereby authorized to sign and to do all such things and acts as he/they may in his/their discretion consider necessary to effect the transactions contemplated under the Sale and Purchase Agreement as set out under ordinary resolution numbered 1(b) in the Notice.		
2(a)	To approve the Master Sale and Purchase Agreement, the terms and conditions thereof and transactions contemplated thereunder and the Proposed Annual Caps as set out under ordinary resolution number 2(a) in the Notice.		
2(b)	To approve any one or more of the Directors be and is/are hereby authorized to sign and to do all such things and acts as he/they may in his/their discretion consider necessary to effect the transactions contemplated under the Master Sale and Purchase Agreement and the Proposed Annual Caps as set out under the ordinary resolution numbered 2(b) in the Notice.		

Dated this _____ day of _____ 2011 Signature ^(Note 5): _____

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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion or to abstain. Your proxy will also be entitled to vote at his discretion or to abstain 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 authorized in writing or, in the case of a corporation, this form must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- 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 votes 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, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding this Meeting or at any adjournment meeting (as the case may be) thereof.
- The 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 purposes only