

OMNITECH

HOLDINGS LIMITED

ARBN 077 559 525

**Notice of 2012 Annual General Meeting
and Explanatory Memorandum**

Date of meeting: 28 May 2012

Time of meeting: 3:00 p.m. (Hong Kong Time)

**Place of meeting: Units 1801-02, 18/F., China Insurance
Group Building, 141 Des Voeux Road Central, Hong Kong**

This is an important document.

If you are in any doubt as to how to act you should consult your financial or legal adviser.

OMNITECH HOLDINGS LIMITED
ARBN 077 559 525

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("AGM") of the shareholders of Omnitech Holdings Limited ('the Company') will be held at Units 1801-02, 18/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on Monday, May 28, 2012 at 3:00 p.m. (Hong Kong Time).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes the various Resolutions to be considered at the Meeting.

AGENDA

1. BUSINESS

Resolution 1: Financial Statements and Reports

To receive and consider the financial statements of the Company for the year ended December 31, 2011 and the related Directors' Report and Auditors' Report.

Note: there is no requirement for shareholders to approve these reports

Resolution 2: Re-election of Directors

To consider and, if thought fit, to pass the following as an ordinary resolution:

"Mr. He Yuan Qing and Mr. Chong Wing Onn, retire by rotation in accordance with clause 88(1) of the Company's Memorandum and Articles of Association, having offered themselves for re-election, and being eligible, are hereby re-elected as directors of the Company."

Resolution 3: Capital raising

That, for the purposes of ASX Listing Rule 7.1, the Directors be authorised to issue up to 8 million shares by placement of shares to sophisticated or professional investors as defined in the Corporations Act, on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person or associates of those persons who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form.

2. PROXY AND VOTING INSTRUCTIONS

2.1 Voting in person

- (1) A Shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.
- (2) A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with the requirements of section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission, together with any authority under which it is signed. A form of the certificate may be obtained from the Company's share registry or at www.boardroomlimited.com.au.

2.2 Voting by proxy

- (1) A Shareholder who is entitled to vote at the Meeting may appoint one proxy if the Shareholder is only entitled to one vote and one or two proxies if the Shareholder is entitled to more than one vote. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholders' voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded. A proxy need not be a Shareholder of the Company and a Shareholder may appoint an individual or a body corporate to act as its proxy.
- (2) In order for an appointment of proxy to be effective, the Proxy Form (and the power of attorney or other authority, if any, under which the proxy form is signed or a certified copy the power of attorney or other authority) must be lodged at the Suite 2005, Level 20, Australia Square, 264 George St, Sydney NSW 2000 or by facsimile +(852) 2805 1436 no later than 48 hours before the time for holding the meeting.
- (3) The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.
- (4) A Proxy Form accompanies this Notice of Meeting.

2.3 Voting Intentions

- (1) If you wish to direct your proxy how to vote on any or all of the Resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that Resolution and your votes will not be included on a show of hands or on a poll.
- (2) Please refer to the Proxy Form that accompanies this Notice of Meeting for instructions on its completion and lodgment.
- (3) The Chairperson of the Company intends to vote proxies in favour of all the Resolutions contained in the Notice of Annual General Meeting unless directed otherwise (subject to the voting exclusions statement in connection with Resolution 1 and the Chairperson's directions below).

2.4 **Voting Entitlement**

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 3:00 p.m. (Hong Kong time) on 26 May 2012 on the Company's Register of Members. Transactions registered after that time will, therefore, be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Ye Dongmei
Company Secretary
25 April, 2012

EXPLANATORY MEMORANDUM

1. INTRODUCTION

- 1.1 This Explanatory Memorandum accompanies and forms part of the Notice of Meeting of Omnitech Holdings Limited and it is intended to provide Shareholders of the Company with information to assist them in assessing the merits of the Resolutions contained in the Business to be conducted at the Meeting to be held on 28 May 2012.
- 1.2 A glossary of defined terms used in the Notice of Meeting and this Explanatory Memorandum is set out at the end of this Explanatory Memorandum.
- 1.3 Shareholders should note that the Directors unanimously support all Resolutions contained in the Notice of Meeting with relevant directors abstaining to vote on Resolution 2.
- 1.4 The Directors recommend that Shareholders read the Explanatory Memorandum before making any decisions in relation to the Resolutions set out in the Notice of Meeting.
- 1.5 If any Shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

2. FINANCIAL STATEMENT AND REPORTS: RESOLUTION 1

The Corporations Act requires the Company's financial report (which includes the financial statements and the Directors' declaration), the Directors' report and the Auditors' report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's constitution for the Shareholders to approve the reports aforesaid. The Company's financial statements, the Directors' report and the Auditors' report for the year ended 31 December 2011 are included in the Company's Annual Report for the year ended on that date. A copy of the Annual Report has been forwarded to each Shareholder who requires a hard copy of it. A copy of the Annual Report will be tabled at the Annual General Meeting.

All Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, and make comments on, the Company's financial report, the Directors' report and the Auditors' report for the year ended 31 December 2011, as well as on the business, operations and management of the Company generally.

The Directors unanimously recommend that you vote to adopt the financial statements and reports.

3. RE-ELECTION OF DIRECTORS: RESOLUTION 2

Mr. He Yuan Qing and Mr. Chong Wing Onn, retire by rotation in accordance with clause 88(1) of the Company's Constitution and are casual appointments of Directors made just prior to this Annual General meeting and, being eligible, offer themselves for re-election as Directors.

Under clause 89 of the Company's Constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to one third would be rounded upwards) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office since being appointed or re-appointed, must resign in any year. The Company's Constitution ensures that no Director would remain in office for longer than 3 years without facing re-election. Each

Director is entitled to offer himself for re-election as a Director at the Annual General Meeting which coincides with his retirement. The Managing Director is exempted by his office as managing director from the requirement to retire by rotation. For a Director appointed during the year to fill a casual vacancy on the Board, or as an additional Director, the Constitution provides that such Director will only hold office until the conclusion of the next annual general meeting following his appointment as a Director. At that annual general meeting, if eligible for re-election, that Director may seek re-election.

4. CAPITAL RAISING: RESOLUTION 3

ASX Listing Rule 7.1 states that an entity cannot issue shares exceeding 15% of capital without the approval of shareholders. Accordingly, in order to issue up to 8 million Shares to investors it is necessary to obtain approval of shareholders.

The Company proposes to issue up to 8 million Shares to sophisticated or professional investors to raise equity funds for working capital generally. Accordingly, in order for the Company to issue up to 8 million further Shares to investors by way of placements, it is necessary to obtain approval of Shareholders.

The effect of resolution 3 will be to allow the Directors to issue the Shares during the period of three months after the AGM, without utilising the Company's 15% equity security placement capacity under ASX Listing Rule 7.1.

In accordance with Listing Rule 7.3 the following information is provided to shareholders:

(a) Allottees:

Shares will be issued to sophisticated and professional investors for the purposes of the Corporations Act as determined by the Company and its advisors. Directors and their associates may not participate in the placement.

(b) Maximum number of securities to be issued

8 million ordinary fully paid shares

(c) Date of allotment:

As soon as practicable after the Meeting and in any event no later than three months after the date of the meeting.

(d) Issue price and a statement of the terms of issue:

The issue price shall be \$0.015 per share. The Shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

(e) Use of funds:

To provide working capital including the further development of the Company's business.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

GLOSSARY

In this Explanatory Memorandum the following terms have the following meanings:

‘ASX’ means Australian Stock Exchange Limited.

‘Board’ means the board of Directors of the Company.

‘Company’ means Omnitech Holdings Limited ARBN 077 559 525.

‘Corporations Act’ means the Corporations Act 2001 (Cth).

‘Director’ means a director of the Company from time to time.

‘Listing Rules’ means the official listing rules of ASX from time to time.

‘Notice of Annual General Meeting’ means the notice of Annual General Meeting dated 12 April 2012 referred to in this Explanatory Memorandum.

‘Resolution’ means a resolution referred to in the Notice of Annual General Meeting.

‘Share(s)’ means an ordinary share(s) in the capital of the Company.

‘Shareholder’ means a holder of Share(s).

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 3:00 PM (HONG KONG TIME) ON 26 MAY 2012

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered members in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your shareholders will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the shareholder.

Joint Holding: where the holding is in more than one name, all the shareholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary.

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgment of a Proxy

To be effective for the scheduled meeting, the proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be received by the Company by not later than 3:00 p.m. (Hong Kong Time) on 26 May 2012 at:

- the Company's registered office at Suite 2005, Level 20, Australia Square, 264 George St, Sydney NSW 2000; or
- the following fax number (852) 2805 1436.

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

STEP 1 – Appointment of proxy

I/We	
of	

being a Shareholder of **OMNITECH HOLDINGS LIMITED** and entitled to attend and vote hereby appoint:

the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered shareholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of OMNITECH HOLDINGS LIMITED to be held at Units 1801-02, 18/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on Monday, 28 May 2012 at 3:00am (Hong Kong Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Business		For	Against	Abstain*
Resolution 1	Adoption of the financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To approve the capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact NameContact Daytime TelephoneDate / / 2012