

O-NET COMMUNICATIONS (GROUP) LIMITED

昂納光通信（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 877)

NOMINATION COMMITTEE

Terms of Reference

Approved by the Board on 9th April 2010 and revised on 30th March 2012

I. Charter

The board of directors (the “**Board**”) of O-Net Communications (Group) Limited (the “**Company**”) has resolved to establish a committee to be known as the Nomination Committee (the “**Committee**”) on 9th April 2010 with the terms of reference set out below.

II. Composition of the Committee

- A. The Committee shall be appointed by the Board which shall consist of not less than 3 members and that a majority should be independent non-executive directors.
- B. Appointments to the Committee shall be for a period of up to three years, which may be extended by the Board.
- C. The members of the Committee shall be:

Mr. Na Qinglin (*Chairman*)

Mr. Bai Xiaoshu

Mr. Deng Xinping

Mr. Ong Chor Wei

Mr. Tam Man Chi

III. The Committee Chairman

- A. The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) and determine the period for which he will hold that office. The Committee Chairman shall be the Chairman of the Board or an independent non-executive director.
- B. The Committee Chairman shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

IV. The Secretary

The company secretary of the Company, or his/her nominee, shall act as the secretary of the Committee (the “**Secretary**”).

V. Proceedings

Unless varied by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of association regulating the meetings and proceedings of the directors of the Company.

VI. Quorum

The quorum for decisions of the Committee shall be any two members. A duly convened meeting of the Committee which is quorate shall have the power to exercise all or any of the powers, authorities or discretions vested in or exercisable by the Committee.

VII. Attendance at Meetings

- A. Only members of the Committee (including the Secretary) have the right to attend Committee meetings. However, other individuals such as the Chairman, the chief executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- B. Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any two Committee members so linked.
- C. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

VIII. Frequency of Meetings

Meetings of the Committee shall be held as and when appropriate, but at least once a year, held to coincide with key dates within the financial reporting and audit cycle. The Committee Chairman or any other member may convene a meeting of the Committee whenever he or she considers it necessary or desirable.

IX. Notices of Meetings

- A. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.
- B. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than 7 business days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

X. Minutes of Meetings

- A. The Secretary shall record the proceedings and resolutions of the Committee.
- B. The Secretary shall circulate copies of the minutes of meetings of the Committee to all members of the Committee as soon as practicable, and to all members of the Board unless a conflict of interest exists.

XI. Duties

The duties of the Committee shall be to:

- A. review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- B. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- C. assess the independence of independent non-executive directors, having regards to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- D. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive of the Company.

XII. Reporting Responsibilities

- A. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- B. The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.

XIII. Authority

The Board authorises the Committee to:

- A. investigate any matter within its terms of reference and seek any information it requires from any employee (all employees being directed to co-operate with any such request by the Committee); and
- B. obtain outside legal or other independent professional advice at the cost of the Company, if it considers necessary.

XIV. Other

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.