

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)

REMUNERATION 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 Remuneration 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. Deng Xinping (*Chairman*)

Mr. Tam Man Chi

Mr. Na Qinglin

Mr. Bai Xiaoshu

Mr. Ong Chor Wei

III. The Committee Chairman

- A. The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) who shall be an independent non-executive director and determine the period for which he will hold that office. The chairman of the Board shall not be eligible to be appointed as Committee Chairman.
- B. The Committee Chairman shall attend the annual general meeting of the Company so as to be available to answer questions from shareholders 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 non-executive directors. 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 have the right to attend Committee meetings. However, other individuals of the Company such as the chairman of the Board, the Company's 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. make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- B. review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- C. either:
 - (i) determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- D. make recommendations to the Board on the remuneration of non-executive directors;
- E. consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;.
- F. review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- G. in determining such packages and arrangements, give due regard to any relevant legal requirements, and the provisions guidelines and recommendations of related regulatory bodies;
- H. review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- I. review annually the appropriateness and relevance of the remuneration policy;
- J. consult with the chairman of the Board and /or the Company's chief executive about their proposals relating to remuneration of other executive directors;
- K. ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
- L. form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders and their associates who are directors with material interest in the service contracts) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote. An independent non-executive director who has material interest in any such contracts shall not sit on the independent board committee;

- M. be aware of and advise on any major changes in employee benefit structures throughout the Company;
- N. ensure that all provisions regarding the disclosure of remuneration including pensions, as set out in the relevant provisions of the listing rules, are fulfilled; and
- O. be responsible for establishing the selection criteria, selecting, appointing and setting the terms of references for any remuneration consultants who advise the Committee and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have the full authority to commission any reports or surveys which it deems necessary to help it fulfill its obligations.

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.
- C. The Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report and ensure each year that it is put to shareholders for approval at the annual general meeting of the Company.

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, including the advice of independent remuneration consultants 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.