
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in O-Net Communications (Group) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of the Company to be held at 29/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 4 December 2015 at 11:00 a.m., at which the above proposal will be considered, which set out on page 5 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

12 November 2015

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 9 November 2015
“Board”	the board of Directors
“Change of Company Name”	the proposal for the change of the English name of the Company from “O-Net Communications (Group) Limited” to “O-Net Technologies (Group) Limited” and the adoption of the Chinese name “昂納科技(集團)有限公司” as its official Chinese name to replace “昂納光通信(集團)有限公司”
“Company”	O-Net Communications (Group) Limited, an exempted company incorporated in the Cayman Islands on 12 November 2009 under the Companies Law with limited liability
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 29/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 4 December 2015 at 11:00 a.m.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



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)

Executive Director:

NA Qinglin (*Co-Chairman and Chief Executive Officer*)

Non-Executive Directors:

TAM Man Chi (*Co-Chairman*)

CHEN Zhujiang

HUANG Bin

Independent Non-Executive Directors:

ONG Chor Wei

DENG Xinping

ZHAO Wei

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

Unit 1608

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

12 November 2015

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed to seek approval of the Shareholders in respect of the proposal for Change of Company Name.

PROPOSAL FOR CHANGE OF COMPANY NAME

Reference is made to the Announcement in relation to the proposal for Change of Company Name, the Board proposed to change the English name of the Company from “O-Net Communications (Group) Limited” to “O-Net Technologies (Group) Limited” and the adoption of the Chinese name “昂納科技（集團）有限公司” as its official Chinese name to replace “昂納光通信（集團）有限公司”.

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the Company's strategic business plan and future business development. The Board believes that the new English and Chinese names of the Company will improve the Company's corporate image and position, whereas the Board considers to be in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposal for Change of Company Name is subject to (a) the passing of a special resolution by the Shareholders at the EGM; and (b) the Registrar of Companies in the Cayman Islands approving the proposal for Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM.

The Change of Company Name will take effect on the date of issuance of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out any necessary filing procedures with the Registrar of Companies in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

EFFECTS ON THE CHANGE OF COMPANY NAME

The proposal for Change of Company name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, Shares will be traded on the Stock Exchange under the new stock short name and any issuance of new share certificates will be under the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

LETTER FROM THE BOARD

EGM

Set out on page 5 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the special resolution relating to the proposal for Change of Company Name.

A form of proxy for use at the EGM is enclosed herewith. If you are not able to attend and/or vote at the EGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the proposed special resolution set out in the notice of the EGM will be voted by poll.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the special resolution in relation to the Change of Company Name to be proposed at the EGM.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution in relation to the Change of Company Name to be proposed at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
O-Net Communications (Group) Limited
Na Qinglin
Co-Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of O-Net Communications (Group) Limited (the “Company”) will be held at 29/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 4 December 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the relevant approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “O-Net Communications (Group) Limited” to “O-Net Technologies (Group) Limited” and the adoption of the Chinese name “昂納科技(集團)有限公司” as its official Chinese name to replace “昂納光通信(集團)有限公司” and that the executive director or the company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name of the Company.”

By Order of the Board
O-Net Communications (Group) Limited
Kung Sze Wai
Company Secretary

Hong Kong, 12 November 2015

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall 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 names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM.
4. As at the date of this notice, the Board of the Company consists of seven directors, of which one executive director, namely Mr. Na Qinglin, three non-executive directors, namely Mr. Tam Man Chi, Mr. Chen Zhujiang and Mr. Huang Bin, and three independent non-executive directors, namely Mr. Ong Chor Wei, Mr. Deng Xinping and Mr. Zhao Wei.