

Nomination Committee  
Terms of Reference

**1. Functions**

The Nomination Committee is appointed by the Board of Directors (“the Board”) of Pioneer Global Group Limited (“the Company”) to:

- a. formulate and propose the nomination policies for appointing directors to the Board;
- b. ensure fair and transparent procedures are adopted for all nominations and appointment of directors;
- c. review and recommend changes to the structure, size and composition of the Board;
- d. assess the independence of the independent non-executive directors;
- e. recommend the succession policy for directors; and
- f. identify and nominate elected directors to act as committee members of various committees established for corporate governance purpose.

**2. Authorities**

The Committee is authorized by the Board to:

- a. conduct interview with prospective candidates for nomination;
- b. employ consultants or executive search agencies (at the Company’s expenses) for identifying qualified candidates as directors;
- c. nominate candidates to stand for election by shareholders as directors;
- d. nominate candidates to fill casual vacancies of elected directors; and
- e. nominate elected directors to act as members for those corporate governance committees established by the Board.

**3. Responsibilities**

The main responsibilities of the Committee are to:

- a. establish formal and transparent procedures for the nomination and appointment of executive directors and non-executive directors to the Board;
- b. apply the established nomination policies with the objective to promote investor understanding and confidence in the process of appointing directors;

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- c. ensure sufficient biographical details of candidates are provided to shareholders to make decision on the election;
- d. identify and nominate qualified individuals to the Board for appointment as additional directors or to fill casual vacancies as and when necessary;
- e. make recommendations to the Board on the selection of individuals for directorships;
- f. consider and recommend to the Board the re-appointment of directors who are retired by rotation at the Annual General Meeting;
- g. review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the board in maintaining a board skills matrix, and recommend to the Board with regard to ensuring the optimal efficiency, independence of the Board and any proposed changes to complement the corporate strategy;
- h. ensure any newly appointed director is provided with suitable induction to enable he/she understands his/her duties and procedures of Board meetings;
- i. assess the independence of independent non-executive directors;
- j. review and advise the Board on policies related to management development and succession plans for the executives;
- k. identify and nominate qualified candidates for appointment as senior executives when delegated by the Board;
- l. identify and nominate elected directors to act as members of various committees established for corporate governance purpose;
- m. report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions on their ability to do so; and
- n. support the Company's regular evaluation of the Board's performance.

**4. Members**

- a. The Board appoints the committee members;
- b. The Committee should have at least three members with maximum up to five members. The majority of the members should be independent non-executive directors and at least one member should be a director of a different gender; and
- c. The Board appoints the Chairman of the Committee.



**5. Meetings**

- a. The Committee shall meet at least once a year and members may request a meeting if they think necessary;
- b. At least two members of independent non-executive director shall constitute a quorum;
- c. The Company Secretary shall be the secretary of the meeting; and
- d. Minutes of the Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board.

**6. Annual General Meeting**

The Chairman of the Committee shall attend the Annual General Meeting and prepare to response to any shareholders' questions on the Committee's activities.

**7. Review**

The Board shall periodically review the adequacy of these Terms of Reference and make appropriate amendments, as and when required, to ensure that they remain relevant to the Group's objectives.

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