
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 your 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 **Pioneer Global Group Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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Pioneer

PIONEER GLOBAL GROUP LIMITED

建生國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00224)

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice convening the EGM to be held on Tuesday, 25 November 2025 at 11:00 a.m. at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.irasia.com/listco/hk/pioneer>).

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar 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 but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

All times and dates specified herein refer to Hong Kong local times and dates.

* For identification purpose only

7 November 2025

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context otherwise requires.

“AFRC”	the Accounting and Financial Reporting Council
“AGM”	the annual general meeting of the Company held on Thursday, 11 September 2025 at 3:00 p.m. at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong
“Audit Committee”	the audit committee of the Company
“Auditor”	the auditor of the Company
“Baker Tilly”	Baker Tilly Hong Kong Limited
“Board”	the board of Directors
“Bye-Law(s)”	the Bye-Law(s) of the Company
“Company”	Pioneer Global Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“CHENG & CHENG”	CHENG & CHENG Limited
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 25 November 2025 at 11:00 a.m. at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Proposed Appointment”	the proposed appointment of Baker Tilly as the new Auditor, with a term to hold office until the conclusion of the next annual general meeting of the Company to be held in 2026, upon the approval of the Shareholders by an ordinary resolution at the EGM
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Pioneer

PIONEER GLOBAL GROUP LIMITED

建生國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00224)

Executive Directors:

Rossana Wang Gaw (*Chairman*)

Goodwin Gaw (*Vice Chairman*)

Kenneth Gaw (*Managing Director*)

Christina Gaw

Alan Kam Hung Lee

Registered Office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Independent Non-executive Directors:

Dr. Charles Wai Bun Cheung, JP

Arnold Tin Chee Ip

Stephen Tan

Kin Chan

Principal Place of Business and

Head Office in Hong Kong:

18th Floor, 68 Yee Wo Street

Causeway Bay

Hong Kong

7 November 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of the circular is to provide you with information regarding the resolution to be proposed at the EGM relating to the Proposed Appointment and to send you the notice for convening the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 11 September 2025 in relation to, among other things, the resignation of CHENG & CHENG as the Auditor on the date of the AGM after the Company and the Auditor were unable to agree on a substantial increase in the proposed audit fee, despite there being no material change in the Company's business.

Reference is also made to the announcement of the Company dated 30 October 2025 in relation to the Proposed Appointment. In view of the vacancy in the office of Auditor following the resignation of CHENG & CHENG, the Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of Baker Tilly as the new Auditor, and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2026, subject to the approval of the Shareholders at the EGM.

The Audit Committee has considered a number of factors to assess the qualifications and suitability of appointing Baker Tilly as the new Auditor, including but not limited to: (i) the audit fee proposed by Baker Tilly; (ii) its experience, industry knowledge, and technical competence in providing audit work to listed companies; (iii) its demonstrated independence from the Group and objectivity; (iv) its market reputation; and (v) its resources and capabilities, with reference to the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the AFRC; and Guidance Notes on Change of Auditors published by the AFRC.

Based on the above, the Audit Committee has assessed and considered that Baker Tilly is eligible and suitable to act as the new Auditor. The Board and the Audit Committee are of the view that the Proposed Appointment is in the interest of the Company and the Shareholders as a whole.

EXTRAORDINARY GENERAL MEETING

Notice of EGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.irasia.com/listco/hk/pioneer>).

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 20 November 2025 to 25 November 2025, both days inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 November 2025.

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar 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 but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

VOTING BY POLL

Pursuant to Bye-Law 59, the resolution set out in the Notice of EGM shall be decided by poll. The results of the poll will be published on the Company's and the Stock Exchange's website following the EGM.

RECOMMENDATION

The Directors consider that the Proposed Appointment is in the best interests of, and for the benefit of, the Company and Shareholders as a whole, and accordingly, recommend Shareholders to vote in favor of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, 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.

Yours faithfully,
For and on behalf of the Board
Pioneer Global Group Limited
Rossana Wang Gaw
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



Pioneer

PIONEER GLOBAL GROUP LIMITED

建生國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00224)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Pioneer Global Group Limited (the “Company”) will be held at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 25 November 2025 at 11:00 a.m. (Hong Kong time) for the following purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“To appoint Baker Tilly Hong Kong Limited as the auditor of the Company with effect from the date on which this resolution is adopted until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.”

By Order of the Board
Pioneer Global Group Limited
Clara Yuk Yee CHENG
Company Secretary

Hong Kong, 7 November 2025

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 20 November 2025 to 25 November 2025, both days inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 19 November 2025.
2. Any shareholder of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not be a shareholder of the Company.
3. To be valid, a form of proxy together with the power of attorney or other authority, (if any), under which it is signed, or a notarially certified copy of such power or authority must be deposited to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. If a tropical cyclone warning signal no. 8 or above, black rainstorm warning signal or "extreme conditions" as announced by the Hong Kong Government is/are in force at or after 8:00 a.m. on the day of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.irasia.com/listco/hk/pioneer>). to notify shareholders of the Company the date, time and place of the adjourned meeting.

As at the date of this notice, the executive directors of the Company are Mrs. Rossana Wang Gaw, Mr. Goodwin Gaw, Mr. Kenneth Gaw, Ms. Christina Gaw and Mr. Alan Kam Hung Lee and the independent non-executive directors of the Company are Dr. Charles Wai Bun Cheung, JP, Mr. Stephen Tan, Mr. Arnold Tin Chee Ip and Mr. Kin Chan.