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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)

**SUPPLEMENTAL CIRCULAR IN RELATION TO
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS,
ADOPTION OF THE NEW BYE-LAWS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular (the “Supplemental Circular”) should be read together with the circular of the Company dated 31 July 2025 (the “Original Circular”). A supplemental notice of AGM (the “Supplemental Notice”) is set out on pages 31 to 32 of this Supplemental Circular. The AGM will be held as originally scheduled on Thursday, 11 September 2025 at 3:00 p.m. (Hong Kong time) at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong. A revised form of proxy for use by the Shareholders at the AGM (the “Revised Proxy Form”) is also enclosed and it 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 AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong (“Hong Kong Share Registrar”), 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 AGM. Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event, the Revised Proxy Form appointing the proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the Annual General Meeting of the Company to be held on Thursday, 11 September 2025 at 3:00 p.m. (Hong Kong time) at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong
“Board”	the board of Directors
“Company”	Pioneer Global Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“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 of Hong Kong Limited
“share(s)”	ordinary share(s) of par value of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holders of shares of the Company
“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

Independent Non-executive Directors:

Dr. Charles Wai Bun Cheung, JP
Arnold Tin Chee Ip
Stephen Tan
Kin Chan

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Place of Business and

Head Office in Hong Kong:
18th Floor, 68 Yee Wo Street
Causeway Bay
Hong Kong

18 August 2025

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS,
ADOPTION OF THE NEW BYE-LAWS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This Supplemental Circular and the Supplemental Notice should be read together with the Original Circular and the notice of AGM dated 31 July 2025 (the “Original Notice”) which contain, among other things, information regarding the resolutions to be proposed at the AGM.

The purpose of this Supplemental Circular is to provide the Shareholders with, among other things, (i) information regarding an additional resolution to be proposed at the AGM; (ii) the Supplemental Notice; and (iii) the arrangements about completion and submission of the Revised Proxy Form.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 7 August 2025. The Board proposes to make certain amendments (the “Proposed Amendments”) to the existing bye-laws of the Company (the “Existing Bye-laws”) by way of adoption of the second amended and restated bye-laws of the Company (the “New Bye-laws”). The Proposed Amendments include relevant provisions to, among other things, (i) bring the Existing Bye-laws up to date and in line with the latest regulatory requirements in relation to holding hybrid or electronic general meetings, providing voting by the shareholders of the Company by electronic means; (ii) allow the Company to hold and dispose of the shares of the Company as treasury shares, and the relevant amendments made to the Listing Rules; and (iii) incorporate certain consequential and house-keeping amendments where it is considered desirable.

Details of the Proposed Amendments are set out in Appendix I in this Supplemental Circular. The Shareholders are advised that details of the Proposed Amendments are in English only and the Chinese translation of the “Proposed Amendments to the Existing Bye-laws” contained in Appendix I to the Chinese version of this Supplemental Circular is for reference only. In case of inconsistency, the English version shall prevail. Save for the Proposed Amendments, the other provisions of the Existing Bye-laws will remain unchanged.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Amendments are not inconsistent with the laws of Bermuda. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

As the adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM, an additional special resolution (the “Additional Resolution”), which is set out in agenda item no. 6 in the Supplemental Notice, will be proposed at the AGM.

SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

The Original Notice and the original proxy form of the AGM enclosed with the Original Circular (the “Original Proxy Form”) were despatched to the Shareholders on 31 July 2025. The Supplemental Notice, which contains the Additional Resolution, is set out on pages 31 to 32 of this Supplemental Circular. The Revised Proxy Form for use by the Shareholders at the AGM is enclosed with this Supplemental Circular and 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 AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Hong Kong Share Registrar, 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 AGM (the “Closing Time”). Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event, the Revised Proxy Form appointing the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

A Shareholder who has not yet deposited the Original Proxy Form with the Hong Kong Share Registrar is requested to deposit only the Revised Proxy Form if he/she intends to appoint a proxy/proxies to attend the AGM on his/her behalf. A Shareholder who has already deposited the Original Proxy Form should note that:

- (a) if no Revised Proxy Form is deposited before the Closing Time, the Original Proxy Form (if duly completed) will be treated as a valid proxy form deposited by the Shareholder. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at such proxy's discretion (if no such instructions are given) on any resolution properly put to the AGM, including the Additional Resolution as set out in the Supplemental Notice; and
- (b) if the Revised Proxy Form is deposited before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously deposited by the Shareholder. The Revised Proxy Form (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder.

Apart from the Additional Resolution and the relevant information as set out in this Supplemental Circular, all the other matters of the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters, please refer to the Original Circular and the Original Notice.

RECOMMENDATION

In addition to the recommendation contained in the Original Circular, the Directors believe that the Proposed Amendments as set out in the Supplemental Notice 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 Additional Resolution to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Rossana Wang Gaw
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

This appendix sets out the Proposed Amendments with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text as below.

Subject and Bye-Law Number	Proposed Amendments
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INTERPRETATION

1.	(a) In these Bye-Laws unless the context otherwise requires:
<u>“announcement”</u>	<u>means an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the Newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;</u>
<u>“Chairman”</u>	<u>shall have the meaning given to it in Bye-law 108;</u>
<u>“Circumstances”</u>	<u>shall have the meaning given to it in Bye-law 57E;</u>
<u>“Deputy Chairman”</u>	<u>shall have the meaning given to it in Bye-law 108;</u>
<u>“electronic means”</u>	<u>shall include sending or otherwise making available to the intended recipients of the communication an electronic communication;</u>
<u>“electronic meeting”</u>	<u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>
<u>“electronic notice”</u>	<u>shall mean notice through telecopy, telegraph, telex, facsimile transmission, internet, e-mail or other electronic means of communication, capable of making a written record;</u>
<u>“electronic proxy”</u>	<u>shall mean a proxy intended where provided for within these Bye-Laws whereby a party so authorized herein may designate another party to attend, represent or to vote for them, where appropriate and provided for, through telecopy, telegraph, telex, facsimile transmission, internet, e-mail or other electronic means of communication, capable of making a written record;</u>

APPENDIX I PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Subject and Bye-Law Number	Proposed Amendments
“electronics”	shall mean relating to the technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the <u>ETA Electronic Transactions Act 1999 of Bermuda</u> as may be amended from time to time;
“electronic signature”	<u>shall have the same meaning ascribed to it in the ETA;</u>
“ETA”	<u>means the Electronic Transactions Act 1999 of Bermuda (as amended from time to time);</u>
“hybrid meeting”	<u>mean a general meeting convened for the:</u> <ul style="list-style-type: none">(i) <u>physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations; and</u>(ii) <u>virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>
“Meeting Location”	<u>shall have the meaning given to it in Bye-law 57A;</u>
“physical meeting”	<u>means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u>
“Principal Meeting Place”	<u>shall have the meaning given to it in Bye-law 49;</u>
1	<ul style="list-style-type: none">(b) <u>In these Bye-Laws, unless there be something in the subject or context inconsistent herewith:</u><ul style="list-style-type: none">(i) the expressions “holding company” and “subsidiary” have the respective meanings ascribed to them by the Companies Act;(ii) the headings in these Bye-Laws are for the purposes of reference only and shall not affect the interpretation or application of any of the provisions hereof;

**Subject and Bye-Law
Number****Proposed Amendments**

- (iii) references to writing shall include typewriting, printing, lithography, photography and other modes (including telex and facsimile transmission) of representing or reproducing words in a legible and non-transitory form;
- (iv) any words or expressions defined in the Companies Act in force at the date when these Bye-Laws or any part thereof are adopted shall bear the same meaning in these Bye-Laws or such part (as the case may be) save that “company” shall where the context permits include any company or body incorporated in Bermuda or elsewhere;
- (v) where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective;
- (vi) references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person;
~~and~~
- (vii) words denoting the singular shall include the plural and vice versa, words importing any gender shall include every gender and references to a person shall include a partnership, firm, company and other body corporate;:-
- (viii) references in these Bye-Laws to notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Bye-Laws for notices or proxies as may be relevant;

**Subject and Bye-Law
Number**

Proposed Amendments

- (ix) references to a document being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (x) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation or a Clearing House, through a duly authorised corporate representative) to raise questions, make statements, speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act and all other applicable laws, rules and regulations or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and
- (xi) where a member is a corporation or a Clearing House, any reference in these Bye-Laws to a member shall, where the context requires, refer to a duly authorised corporate representative of such member.

1C.

Subject to the Companies Act and the ETA, to the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II or Part III of ETA or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable.

**Subject and Bye-Law
Number****Proposed Amendments****WARRANTS**

6. The Board may issue or cancel warrants, convertible securities or securities of similar nature to subscribe for any class of shares or securities of the Company on such terms as the Board ~~it~~ may from time to time determine. Where warrants are issued to bearer, no new certificate thereof ~~warrants~~ shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such replacement certificate ~~new warrant~~.

MODIFICATION OF RIGHTS

7. (A) If at any time the capital of the Company is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of Members together holding not less than three-fourth of the voting rights of issued shares of that class (other than the Company in respect of any treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (other than the Company in respect of any treasury shares). To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons (other than the Company in respect of any treasury shares) holding or representing by proxy one-third of the voting rights of the issued shares of that class, and at an adjourned meeting the necessary quorum shall be two persons holding shares of that class or their proxies, and that any holder of shares of the class present in person or by proxy may demand a poll.

**Subject and Bye-Law
Number****Proposed Amendments****SHARES**

- 11A. Subject to the provisions of the Companies Act, the memorandum of association and these Bye-Laws of the Company and where applicable, subject further to compliance with the ~~rules and regulations of the Designated Stock Exchange on which the shares of the Company are listed~~Listing Rules and any other relevant regulatory authority, the Board may exercise the power of the Company to purchase or otherwise acquire its own shares for cancellation or to be held as treasury shares, as well as ~~and/or~~ warrants or other securities, upon such terms and subject to such conditions as the Board may deem fit.
- 11B. Subject to the Companies Act, the Company shall be entered in the register as a Member in respect of any shares held by the Company as treasury shares and shall be a Member of the Company but subject always to the provisions of the Companies Act and the Listing Rules and for the avoidance of doubt the Company shall not exercise any rights in respect of those treasury shares, including any right to attend and vote at meeting of Members, save as expressly provided for in the Companies Act. Subject to the provisions of these Bye-Laws and the Listing Rules, any shares of the Company held by the Company as treasury shares shall be at the disposal of the Directors, which may hold all or any of the shares, dispose of or transfer all or any of the shares for cash or other consideration, or cancel all or any of the shares.
- 11C. For the avoidance of doubt, the subscription monies payable by the Members for offers made by the Company may be paid in cash or by electronic means.

**Subject and Bye-Law
Number****Proposed Amendments****TRANSFER OF SHARES**

33. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee, provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so. ~~and the~~ The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer, when registered, may be retained by the Company. Nothing in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee or provisional allottee in favour of some other person.

TRANSMISSION OF SHARES

41. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member or otherwise by operation of law may, subject as hereinafter provided and upon such evidence being produced as may from time to time be required by the Board as to his entitlement, either be registered himself as the holder of the share or elect to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall signify his election by signing an instrument of transfer of such share in favour of his nominee. All the limitations, restrictions and provisions of these Bye-Laws relating to the right to transfer and the registration, of transfers of shares shall be applicable to any such notice or instrument of transfer as aforesaid as if the death or bankruptcy of the Member or other event giving rise to the transmission had not occurred and the notice or instrument of transfer was an instrument of transfer executed ~~signed~~ by such Member.

**Subject and Bye-Law
Number****Proposed Amendments****GENERAL MEETINGS**

47. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that financial year and shall specify the meeting as such in the notices calling it; and such annual general meeting must be held within six months after the end of the Company's financial year (unless a longer period would not infringe as may be authorised by the Listing Rules). All general meetings (including an annual general meeting, a special general meeting, or an adjournment or postponement thereof) may be held as a physical meeting in any part of the world at one or more locations as provided in Bye-law 57A, or as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time ~~The annual general meeting shall be held at such time and place as the Board shall appoint.~~ All general meetings other than annual general meetings shall be called special general meetings.
- 48A. A special general meeting shall also be convened on the written requisition of one or more members holding, at the date of the deposit of the requisition in aggregate, Shares that represent not less than 10% of the voting rights at general meeting of the Company, on a one vote per share basis, in the share capital of the Company as the date of the deposit carries the right of voting at general meetings of the Company, for the transaction of any business or resolution specified in such requisition. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Board does not within twenty-one days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene a physical ~~the special general meeting at only one location which will be the Principal Meeting Place in accordance with the provisions of the Companies Act in the same manner, as nearly as possible, as that in which meetings may be convened by the Board,~~ and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board to convene such a meeting shall be reimbursed to them by the Company.

**Subject and Bye-Law
Number****Proposed Amendments****NOTICE OF GENERAL MEETINGS**

49. Subject to the provisions of the Companies Act, Aan annual general meeting ~~and any special general meeting called for the passing of a special resolution~~ shall be called by not less than twenty-one days' notice in writing and any other special general meeting shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (a) the place, day and time of meeting, (b) save for an electronic meeting, the place of the meeting and, if there is more than one Meeting Location as determined by the Board pursuant to Bye-law 57A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, particulars of resolutions to be considered at the meeting, and, (d) in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given in manner hereinafter mentioned to all Members other than such as, under the provisions of these Bye-Laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors for the time being of the Company.

Subject to the provisions of the Companies Act, and if permitted by the Listing Rules, notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Bye-Law, it shall be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend, speak and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend, speak and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

**Subject and Bye-Law
Number**

Proposed Amendments

PROCEEDINGS AT GENERAL MEETINGS

51. All business ~~shall be deemed special~~ that is transacted at any a special general meeting shall be deemed special ~~and also all business that is transacted at an annual general meeting~~ with the exception of:-
- (a) the declaration and sanctioning of dividends;
 - (b) the consideration and adoption of the accounts and balance sheet and the reports of the Directors and other documents required to be annexed to the accounts or the balance sheet;
 - (c) the election of Directors in place of those retiring (by rotation or otherwise);
 - (d) the appointment of Auditors where special notice of the resolution for such appointment is not required by the Companies Act; and
 - (e) the fixing of, or the determining of the method of fixing, the remuneration of the Directors and of the Auditors.
52. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Bye-Laws, two Members (other than the Company in respect of treasury shares), or two persons appointed by a Clearing House as duly authorized corporate representative(s) or proxy(ies), present in person or by proxy and entitled to speak and vote shall be a quorum for all purpose. A corporation being a Member shall be deemed for the purpose of these Bye-Laws to be present in person if represented by proxy or by its duly authorised corporate representative, in accordance with the provisions of the Companies Act.

Subject and Bye-Law Number	Proposed Amendments
53.	<p>If within five minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days thereafter) and at such other time or <u>(where applicable) same place(s) or to such time and or in such form and manner referred to in Bye-law 57A</u> as the chairman of the meeting may determine and at such adjourned meeting two Members present in person or by proxy and entitled to speak and vote (whatever the number of shares held by them) shall be a quorum. The Company shall give not less than seven days' notice in writing of any meeting adjourned through want of a quorum and such notice shall state that two Members present in person or by proxy and entitled to speak and vote (whatever the number of shares held by them) shall be a quorum.</p>
54B.	<p><u>Any Member (or through its corporate representative) or their appointed proxy attending any general meeting of the Company either in person or by telephonic or electronic means pursuant to these Bye-Laws may cast their vote by means, electronic or otherwise, as the Board or the chairman of the meeting may determine and as may be provided for by these Bye-Laws.</u></p>
55.	<p>The Chairman (if any) of the Board or, in his absence, the a Deputy Chairman (if any) shall preside as chairman at every general meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor a Deputy Chairman is present within five minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman <u>of the meeting</u>, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote at the meeting shall elect one of their number <u>the Members</u> to be chairman <u>of the meeting</u>.</p>

**Subject and Bye-Law
Number****Proposed Amendments**55A.

If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 55 above) shall preside as the chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

56.

Subject to Bye-law 57C, ~~The~~ the chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting specifying the details as set out in Bye-law 49 shall be given as in the case of an original meeting.

57A.

(1) The Board may, at its absolute discretion, arrange for persons entitled to attend and speak at a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member (or through its corporate representative) or any proxy attending and participating in such way or any Member (or through its corporate representative) or any proxy participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following:

(a) where a Member is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

**Subject and Bye-Law
Number****Proposed Amendments**

- (b) Members present in person (or, in the case of a Member being a corporation or a Clearing House, by its duly authorised representative) or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings are valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to simultaneously participate in the business for which the meeting has been convened and communicate with each other simultaneously and instantaneously;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members (or its or their respective corporate representative(s)) or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available throughout the meeting by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

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- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

57B.

The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance, speaking or communicating and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not able to attend, in person (or through its corporate representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting, adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

57C.

If it appears to the chairman of the meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 57A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

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- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman of the meeting may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

57D.

The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction as the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

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If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a Number 8 or higher typhoon, gale or storm signal or black rainstorm warning, “extreme conditions” caused by a super typhoon, black rainstorm warning or other similar event is in force, or that there is an outbreak of any pandemic or other form of pandemic that, in the opinion of the Board, cause the Company unable to hold the relevant general meeting, at any time on the day of the meeting (such circumstances, the “Circumstances”). This Bye-law shall be subject to the following:

- (a) when a meeting is so postponed due to one or more of the Circumstances as set out in the notice of a general meeting, the Company shall endeavour to post a notice of such postponement on the Company’s website (and where required, on the website of The Stock Exchange of Hong Kong Limited) as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting), but otherwise the Company shall endeavor to publish a new notice of a postponed general meeting;
- (b) when only the form of the meeting or electronic facilities as specified in the notice are changed, while other details of the notice remain unchanged, the Board shall notify the Members of details of such change in such manner as the Board may determine;

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(c) subject to paragraph (b) above, when a meeting is postponed or changed in accordance with this Bye-law, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine and in compliance with the notice requirements under Bye-law 71; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than forty-eight (48) hours before the time of the postponed or changed meeting; and

(d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.

57F.

All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 57C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

57G.

Without prejudice to other provisions in Bye-Laws 57A to 57F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities permitting all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

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VOTING

62. The demand or requirement for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn with the consent of the chairman of the meeting at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
69. If (i) any objection shall be raised to the qualification of any voter or (ii) any votes have been counted which ought not to have been counted or which might have been rejected or (iii) any votes are not counted which ought to have been counted, the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

PROXIES

70. The instrument appointing a proxy shall be executed by in writing ~~under the hand of~~ the appointor or of his attorney authorised in writing or, if the appointor is a corporation, ~~either under its seal or under the hand of an~~ executed by its officer, attorney or other person authorised to sign the same.
71. (A) Any Member entitled to attend, speak and vote in a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend, speak and vote instead of him. Votes may be given either personally or by a corporate representative or by proxy. A Member who is the holder of two or more shares may appoint more than one proxy to attend, speak and vote instead of him on the same occasion. A proxy need not be a Member. In addition, a proxy or proxies representing either an individual Member or a Member which is a corporation or a Clearing House, shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, including the right to vote individually on a show of hands and the right to speak.

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Number****Proposed Amendments**71. (D)

The Company may, at its absolute discretion, provide an electronic address or other electronic means for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address or other electronic means is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by such electronic means, subject as hereafter provided and subject to any other limitations or conditions as specified by the Company. Without limitation to the foregoing, the Company may from time to time determine that any such electronic address or other electronic means may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-law, or if no electronic address is so designated, by the Company for the receipt of such document or information.

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72.	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, <u>or copies thereof</u>, shall be delivered at the Registration Office (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith), or if the Company has provided an <u>electronic address or electronic means in accordance with Bye-law 71(D)</u>, shall be received at the electronic address specified, or if no electronic address is so designated, shall be <u>received by the Company</u>, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting <u>or postponed meeting</u> at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting <u>or postponed meeting</u>, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.</p>
73.	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-Laws has not been received in accordance with the requirements of these Bye-Laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-Laws is not received in the manner set out in these Bye-Laws, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>

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74.

A vote given or poll demanded by proxy or by the duly authorised corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or the previous determination of the authority of the person voting or demanding a poll, unless notice in writing of such death, insanity or determination was received by the Company at the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting or postponed meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting or postponed meeting) the time appointed for taking the poll.

PROCEEDINGS OF THE BOARD

108.

The Board may from time to time elect one or more of its members to the offices of the chairman (the “Chairman”), the deputy chairman (the “Deputy Chairman”), Presidents and/ or Vice Presidents and determine the period for which each of them is to hold such office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board. If no such Chairman or Deputy Chairman is elected, or if at any meeting neither the Chairman nor the any Deputy Chairman is present within five minutes after the time appointed for holding the same, or if neither of them is willing to act as chairman of the meeting, the Directors present may choose one of their number to be chairman of the meeting.

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DIVIDENDS AND OTHER PAYMENTS

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| 126. | <p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest or other sum payable in cash, (including any “corporate action proceeds” within the meaning ascribed thereto under the Listing Rules), to the holders of shares may be paid by electronic funds transfer or other electronic means, including without limitation through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means (including through any relevant system) as may from time to time be authorized by such holder of shares or joint holders concerned and as the Board considers appropriate. Where electronic payment fails after two attempts, the Directors may at their discretion make subsequent payments by other methods.</u></p> |
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135.

The Board shall from time to time cause to be laid before the Company in general meeting such profit and loss accounts, balance sheets, Directors' reports and Auditors' reports and any other document as may be required by law. A copy of every Directors' report accompanied by the balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall at least twenty-one days before the date of such general meeting be delivered or sent ~~by post to the registered address of~~ each Member and copies shall also be sent in appropriate numbers to the stock exchange in any Relevant Territory on which any shares are for the time being listed in accordance with the terms of any listing agreement for the time being binding on the Company or with the continuing obligations binding on the Company by virtue of any listing.

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The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means (including through any relevant system), including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means (including through any relevant system) only if it is given in accordance with the requirements specified by the Board.

137. (D)

Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meanings ascribed thereto under the Listing Rules) required to be sent to or served upon the Company, or upon any officer of the Company, may be (i) sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office; (ii) to the extent permitted by the Companies Act, the ETA and any applicable Listing Rules from time to time and subject to this Bye-law, transmitted by electronic means (including through any relevant system), in such manner and subject to reasonable authentication measures as the Board may from time to time determine.

139A.

~~Subject to the statutes Companies Act and any rules prescribed by the designated stock exchange from time to time~~ the Listing Rules, the Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronics means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they deem fit for verifying the authenticity or integrity of any such electronics communication. Any notice may be given to the Company by electronics means only if it is given in accordance with the requirements specified by the Directors.

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139B.

Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on ~~the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website~~ unless the Listing Rules specify a different date. In such case, the deemed date of service shall be as provided or required by the Listing Rules.

139C.

Every Member or a person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.



Pioneer

PIONEER GLOBAL GROUP LIMITED

建生國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00224)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Pioneer Global Group Limited (the “Company”) dated 31 July 2025 (the “Original Notice”), by which the Company convenes an annual general meeting (the “AGM”) to be held at 18th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 11 September 2025 at 3:00 p.m. (Hong Kong time), and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution as special resolution:

SPECIAL RESOLUTION

6. “THAT:

- (1) the proposed amendments (the “Proposed Amendments”) to the existing Bye-laws of the Company, the details of which are set forth in Appendix I to the supplemental circular of the Company dated 18 August 2025, be and are hereby approved;
- (2) the second amended and restated bye-laws of the Company (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) (which contains the Proposed Amendments and other formatting changes) be and are hereby adopted as bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of the meeting; and

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (3) any one director and the registered office provider of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, arrange for any requisite filings, and make all such arrangements on behalf of the Company that he/it shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments.”

Apart from the additional resolution set out above, all the information contained in the Original Notice remains to be valid and effective.

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

Hong Kong, 18 August 2025

Notes:

1. A revised form of proxy (the “Revised Proxy Form”) containing all the proposed resolutions to be considered at the AGM, including the additional resolution numbered 6 is enclosed with the supplemental circular of the Company dated 18 August 2025 (the “Supplemental Circular”). Please refer to the section headed “Supplemental Notice and the Revised Proxy Form” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
2. Apart from the additional resolution numbered 6 and the relevant information as set out in the Supplemental Circular, all other matters of the AGM remain unchanged. Please refer to the Original Notice for details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters.

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.