

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Pioneer

PIONEER GLOBAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00224)

**MAJOR TRANSACTION:
FORMATION OF A JOINT VENTURE FOR HOTEL INVESTMENT
AND RESUMPTION OF TRADING**

On 10 July 2015, Uniever Link Limited (“Uniever”), a wholly owned subsidiary of the Company, entered into a joint venture agreement with Panorama International Trading Limited (the “JV Agreement”). The Joint Venture then entered into a binding agreement to acquire InterContinental Hong Kong, a 5-star hotel in Tsim Sha Tsui, Kowloon, Hong Kong (the “Hotel”). The Group has 10% equity participation in the Joint Venture and committed a capital contribution of US\$51.0 million (equivalent to approximately HK\$395.8 million).

Pursuant to the Listing Rules, the formation of the Joint Venture constitutes a major transaction of the Company under Chapter 14.06(3) of the Listing Rules and is subject to the reporting, announcement and shareholders’ approval requirements. As no shareholder has any interest in the agreement, none of the shareholders is required to abstain from voting if the Company was to convene a general meeting for approving the major transaction contemplated under the agreement. In addition, the Company has obtained written approval from a closely allied group of shareholders who together hold more than 50% in nominal value of the securities giving the right to attend and vote at general meeting to approve the transaction. Accordingly, all the conditions as set out in Rule 14.44 of the Listing Rules are met by the Company and, therefore, the Company shall not be required to hold an extraordinary general meeting for the shareholders’ approval of the transaction.

A circular containing, among others, further details of the transaction will be dispatched to the Shareholders in accordance with the Listing Rules. As additional time is required to compile and finalize the information required for the circular, an application will be made to the Stock Exchange for a waiver for the strict compliance with Rule 14.41(a) of the Listing Rules and extending the deadline for the despatch of the circular to a date on or before 14 August 2015.

RESUMPTION OF TRADING

At the request of the Company, trading of the shares of the Company has been halted with effect from 1:00 p.m. on Friday, 10 July 2015, pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the shares in the Company with effect from 9:00 a.m. on Monday, 13 July 2015.

INTRODUCTION

On 10 July 2015, Uniever Link Limited (“**Uniever**”), a wholly owned subsidiary of the Company, entered into a joint venture agreement with Panorama International Trading Limited (the “**JV Agreement**”). The Joint Venture then entered into a binding agreement to acquire InterContinental Hong Kong, a 5-star hotel in Tsim Sha Tsui, Kowloon, Hong Kong (the “**Hotel**”). The Group has 10% equity participation in the Joint Venture and committed a capital contribution of US\$51.0 million (equivalent to approximately HK\$395.8 million).

JV Agreement

Date

10 July 2015

Parties

- (i) Uniever, a wholly owned subsidiary of the Company; and
- (ii) Panorama International Trading Limited (“**JV Partner**”)

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, JV Partner and its ultimate beneficial owners are third parties independent of the Company and any connected person of the Company and is not a connected person of the Company.

Purpose of the Joint Venture

The Joint Venture was formed to acquire, hold and manage the Hotel for rental income and capital appreciation.

On 10 July 2015, the Joint Venture entered into a binding agreement to acquire the Hotel at US\$938.0 million (equivalent to approximately HK\$7,278.9 million). The purchase shall be financed by non-recourse bank loan and internal resources of the Joint Venture.

Shareholding structure and capital commitments

The shareholding of Joint Venture is 10% held by Uniever and 90% by the JV Partner. The total committed capital contribution is US\$510.0 million (equivalent to approximately HK\$3,957.6 million) and shall be contributed by the Parties in accordance with their ownership percentage. The Group’s commitment is US\$51.0 million (equivalent to approximately HK\$395.8 million) and will be funded by internal resources and bank borrowings.

The amount of the total capital commitments was determined with reference to the capital requirement of the acquisition of the Hotel and its working capital.

Management of the Joint Venture

The board of directors of the JV Company will consist of five (5) directors. Uniever will nominate one (1) director and the JV Partner will nominate four (4) directors. The Joint Venture shall engage InterContinental Hotels Group, which is the current hotel operator, to continue to operate the Hotel after its acquisition.

Other major terms

Uniever has (a) the right of first offer of the JV Partner's shares and (b) the tag along right to sell its shares in case the JV Partner is selling its shares in the Joint Venture.

REASONS FOR THE PARTICIPATION IN THE JOINT VENTURE

As the Hotel is a reputable international 5-star hotel with high earning potential, the Group believes that participating in the Joint Venture is in line with the principal business activities of the Group, namely, property and hotel investment and management.

The Directors consider that the JV Agreement and the transaction contemplated thereunder have been made on normal commercial terms and that such terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE JOINT VENTURE

The Joint Venture will be treated as an associate of the Group after the signing of the JV Agreement. As the Joint Venture has been a shelf company and has not yet commenced its business, no turnover and profits are reported. Except for the capital commitment provided by the Parties, the Joint Venture has no other assets as at the date of this announcement.

INFORMATION ABOUT THE COMPANY

The Company is principally engaged in property investment and hotel investment, and other investments.

INFORMATION ABOUT THE JV PARTNER

The JV Partner is a limited company incorporated in British Virgin Islands. The JV Partner is principally engaged in investment holding and is owned by a foreign investment corporation.

LISTING RULES IMPLICATIONS

Under the Listing Rules, the formation of Joint Venture constitutes a major transaction which is subject to the approval of shareholders of the Company. Pursuant to Rule 14.44(2), a written shareholders' approval has been obtained from the following closely allied group of shareholders who together hold 55.40% in nominal value of the securities giving the right to attend and vote at general meeting to approve the transaction:

- (1) Forward Investments Inc., wholly owned by the YCK Trust, a discretionary trust, of which Madam Y.C. Koo, the mother of Rossana Wang Gaw (an executive director of the Company) is the sole beneficiary, owns 283,200,215 shares (24.54%) of the Company;
- (2) Intercontinental Enterprises Corporation, wholly owned by the KYC 1991 Trust, a discretionary trust, of which Rossana Wang Gaw (an executive director of the Company) is the sole beneficiary, owns 215,768,260 shares (18.70%) of the Company;
- (3) Vitality Holdings Limited, wholly owned by Rossana Wang Gaw (an executive director of the Company), owns 24,894,731 shares (2.16%) of the Company;

- (4) Rising Crescent Enterprises Limited, wholly owned by the RGK Trust, a discretionary trust, of which Kenneth Gaw, an executive director of the Company (the son of Rossana Wang Gaw, an executive director of the Company) is the sole beneficiary, owns 41,305,864 shares (3.58%) of the Company;
- (5) Top Elite Company Limited, wholly owned by Kenneth Gaw (an executive director of the Company), owns 12,725,857 shares (1.10%) of the Company; and
- (6) Kenneth Gaw (an executive director of the Company) owns 61,418,428 shares (5.32%) of the Company.

The closely allied group of shareholders has been voting in the same way in all resolutions since they were shareholders of the Company. They have been shareholders of the Company for over 10 years. Such shareholders and their respective associates have no interest in this major transaction which is different from other shareholders of the Company. The Company confirms that the closely allied group of shareholders and their ultimate beneficial owners and their respective associates have not dealt and are aware that they must not deal in the Company's securities before information relating this transaction is made available to the public. No shareholder shall be required to abstain from voting if the Company were to convene a general meeting for the approval of the transaction. The written approval closely allied group of shareholders will be in lieu of holding a physical shareholders' meeting.

A circular containing, among others, further details of the transaction will be dispatched to the Shareholders in accordance with the Listing Rules. As additional time is required to compile and finalize the information required for the circular, an application will be made to the Stock Exchange for a waiver for the strict compliance with Rule 14.41(a) of the Listing Rules and extending the deadline for the despatch of the circular to a date on or before 14 August 2015.

RESUMPTION OF TRADING

At the request of the Company, trading of the shares of the Company has been halted with effect from 1:00 p.m. on Friday, 10 July 2015, pending the publication of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the shares in the Company with effect from 9:00 a.m. on Monday, 13 July 2015.

DEFINITIONS

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

“Board”	directors of the Company
“Company”	Pioneer Global Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“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
“Hotel”	InterContinental Hong Kong, a 5-star hotel in Tsim Sha Tsui, Kowloon, Hong Kong
“Joint Venture”	Supreme Key Limited, a company incorporated in British Virgins Islands
“JV Agreement “	a joint venture agreement entered into between Uniever Link Limited and the JV Partner on 10 July 2015
“JV Partner”	Panorama International Trading Limited, a company incorporated in British Virgin Islands which is principally engaging in investment holding
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholder(s)”	holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Uniever”	Uniever Link Limited, a wholly owned subsidiary of the Company
“US\$”	United States dollars, the lawful currency of the United States of America

By Order of the Board
Pioneer Global Group Limited
Kenneth Gaw
Managing Director

Hong Kong, 10 July 2015

As at the date of this announcement, 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. The independent non-executive directors of the Company are Dr. Charles Wai Bun Cheung, J.P., Mr. Stephen Tan and Mr. Arnold Tin Chee Ip.

For the purpose of illustration only and unless otherwise stated, conversion of U.S. dollars into Hong Kong dollars in this announcement is based on the exchange rate of HK\$7.76 to US\$1. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.