

---

**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 the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Pioneer**  
**PIONEER GLOBAL GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00224)**

**DISCLOSEABLE TRANSACTION:**

**DISPOSAL OF SHARES IN ASIA FINANCIAL HOLDINGS LIMITED**

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>DEFINITIONS</b> .....                      | 1           |
| <b>LETTER FROM THE BOARD</b> .....            | 2-4         |
| <b>APPENDIX I – GENERAL INFORMATION</b> ..... | 5-8         |

---

## DEFINITIONS

---

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

|                           |  |
|---------------------------|--|
| “AFH”                     | Asia Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange            |
| “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   |
| “Directors”               | directors of the Company   |
| “Disposal”                | the disposal of 10,000,000 AFH shares by the Group on 5 December 2007  |
| “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” | 17 December 2007, 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  |
| “SFO”                     | Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)   |
| “Shareholder(s)”          | holders of shares of the Company   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |



Pioneer  
**PIONEER GLOBAL GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00224)**

*Executive Directors:*

Rossana Wang Gaw (*Chairman*)  
Goodwin Gaw (*Vice Chairman*)  
Kenneth Gaw (*Managing Director*)  
Jane Kwai Ying Tsui

*Independent Non-executive Directors:*

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

*Registered Office:*

Canon's Court, 22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal Place of Business and*

*Head Office in Hong Kong:*

Suites 08-11, 18th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai Hong Kong

20 December 2007

*To Shareholders*

Dear Sir/Madam,

**DISCLOSEABLE TRANSACTION:  
DISPOSAL OF SHARES IN ASIA FINANCIAL HOLDINGS LIMITED**

**INTRODUCTION**

On 5 December 2007, the Group disposed of 10,000,000 AFH shares, representing approximately 0.95% of the entire issued share capital of AFH, to Sompo Japan Insurance Inc., realising total sale proceeds of HK\$50.0 million. After the Disposal, the Company's interests in AFH have reduced from 3.99% to 3.04%.

The Disposal constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules. The purpose of this circular is to provide Shareholders with further information on the transaction as set out in the Appendix to this circular in compliance with the requirements of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### DISPOSAL OF AFH SHARES

On 5 December 2007, the Group sold 10,000,000 AFH shares to Sompo Japan Insurance Inc. at HK\$5.0 per share which is determined after considering the net asset value and market price of AFH. The Group has realized total sale proceeds of HK\$50.0 million which are payable in cash. The principal activities of the purchaser, Sompo Japan Insurance Inc. comprise the provision of insurance, risk and asset management services. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Sompo Japan Insurance Inc. and its ultimate beneficial owners is a third party independent of the Company and any connected person of the Company and is not a connected person of the Company.

The net asset value per AFH share is HK\$5.5 as derived from the AFH's interim financial statements for the six months ended 30 June 2007. The sales price of HK\$5.0 represents 9.1% discount. Comparing to the closing price of HK\$4.13 on the Stock Exchange on 4 December 2007 per share and 5-day average closing price of HK\$4.15 prior to the date of Disposal per share, the sale price of HK\$5.0 for each AFH share represents a premium of about 21.1% and 20.5% respectively.

The Group's holding of AFH shares has been accounted for as available for sale investments and stated at fair value in the financial statements of the Company and its change in fair value of investment has been recognized in equity. The Group shall report a gain before taxation of approximately HK\$24.9 million on the Disposal in the financial year ending 31 March 2008. This is arrived at after deducting from the consideration the cost of AFH shares and certain selling expenses. After the Disposal, the Group still beneficially owns approximately 32.0 million AFH shares, representing approximately 3.04% of the entire issued share capital of AFH.

The effect of the Disposal of the Group is that (i) asset of the Company has a net increase of HK\$3.7 million; (ii) no effect on the liabilities of the Company and (iii) a profit of HK\$24.9 million recognized as earnings.

### INFORMATION ABOUT AFH

AFH is a company incorporated in Bermuda with limited liability whose shares are listed in the Stock Exchange. Its principal activity is investment holding and its principal subsidiary's business activities comprise the provision of insurance and investment services.

---

## LETTER FROM THE BOARD

---

The consolidated profit of AFH before and after taxation and extraordinary items, its revenue, net asset value and total assets are set out below:

|   | <b>For the six months<br/>ended 30 June<br/>2007<br/>(unaudited)<br/>HK\$ million</b> | <b>For the year ended<br/>31 December<br/>2006<br/>(audited)<br/>HK\$ million</b> | <b>2005<br/>(audited)<br/>HK\$ million</b> |
|---|---|---|--|
| Profit before taxation and<br>extraordinary items | 351.8   | 3,126.4   | 194.1                                      |
| Profit after taxation and<br>extraordinary items  | 329.6   | 3,093.6   | 185.8                                      |
| Revenue   | 412.8   | 740.3   | 792.5                                      |

  

|                 | <b>At 30 June<br/>2007<br/>(unaudited)<br/>HK\$ million</b> | <b>At 31 December<br/>2006<br/>(audited)<br/>HK\$ million</b> | <b>2005<br/>(audited)<br/>HK\$ million</b> |
|-----------------|---|---|--|
| Net asset value | 5,740.0   | 5,445.4   | 3,688.5                                    |
| Total assets    | 7,238.7   | 6,819.8   | 18,905.4                                   |

### REASONS FOR THE DISPOSAL

The principal business activities of the Group consist of property and hotel investment and management. The Directors consider that the Disposal is beneficial to the Group and the net proceeds will be used to fund the recent capital commitment in property investment. The Directors confirm the terms of the Disposal, including the sale price of the AFH shares, have been determined after arm's length negotiations and consider such terms are fair and reasonable and in the interests of the Company and Shareholders as a whole.

### GENERAL INFORMATION

Your attention is drawn to the information set out in the Appendix to this circular.

Yours faithfully,  
For and on behalf of  
**Pioneer Global Group Limited**  
**Kenneth Gaw**  
*Managing Director*

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the following Directors of the Company were interested, or were deemed to be interested in the following long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors adopted by the Company to be notified to the Company and the Stock Exchange.

### Long position in shares of the Company

|                     | Personal<br>interests | Interests<br>held by<br>controlled<br>corporation | Interests<br>held by<br>family trust | Total       | %     |
|---------------------|-----------------------|---|--------------------------------------|-------------|-------|
| Rossana Wang Gaw    | –                     | 15,934,364 <sup>1</sup>                           | 123,148,701 <sup>3</sup>             | 139,083,065 | 18.08 |
| Kenneth Gaw         | 1,805,527             | 8,453,375 <sup>2</sup>                            | 27,537,243 <sup>4</sup>              | 37,796,145  | 4.91  |
| Jane Kwai Ying Tsui | 600,750               | –   | –                                    | 600,750     | 0.08  |

<sup>1</sup> Mrs. Rossana Wang Gaw owns the entire issued share capital of Vitality Holdings Limited, which was beneficially interested in 15,934,364 shares.

<sup>2</sup> Mr. Kenneth Gaw owns the entire issued share capital of Top Elite Company Limited, which was beneficially interested in 8,453,375 shares.

<sup>3</sup> Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 123,148,701 shares.

<sup>4</sup> Family trust of which Mr. Kenneth Gaw is a beneficiary held an aggregate of 27,537,243 shares.

**Long position in shares of associated corporations**

| <b>Name of company</b>              | <b>Name of director</b> | <b>Number of shares held by controlled corporation</b> | <b>%</b> |
|-------------------------------------|-------------------------|--|----------|
| Grandsworth Pte. Ltd.               | Rossana Wang Gaw        | 1*   | 50.0     |
| Grandsworth Pte. Ltd.               | Kenneth Gaw             | 1*   | 50.0     |
| Pioneer Hospitality Siam (GBR) Ltd. | Rossana Wang Gaw        | 475,000*   | 47.5     |
| Pioneer Hospitality Siam (GBR) Ltd. | Kenneth Gaw             | 475,000*   | 47.5     |
| Keencity Properties Ltd.            | Rossana Wang Gaw        | 4,721,034*   | 47.5     |
| Keencity Properties Ltd.            | Kenneth Gaw             | 4,721,034*   | 47.5     |
| Pioneer iNetwork Ltd.               | Rossana Wang Gaw        | 1*   | 50.0     |
| Pioneer iNetwork Ltd.               | Kenneth Gaw             | 1*   | 50.0     |

\* Interested by Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw represented the same interests and were therefore duplicated amongst these two directors for the purpose of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors of the Company were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors adopted by the Company to be notified to the Company and the Stock Exchange.

**3. SUBSTANTIAL SHAREHOLDERS**

As at the Latest Practicable Date, so far is known to any director or chief executive of the Company the following persons, other than a director or chief executive of the Company, who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or any options in respect of such capital.



**Interests or short positions in the shares of the Company**

| <b>Name of shareholder</b>               | <b>Number of shares</b>  | <b>%</b> |
|--|--------------------------|----------|
| Asset-Plus Investments Ltd.              | 68,076,076               | 8.85     |
| Forward Investments Inc.                 | 181,388,105              | 23.58    |
| Intercontinental Enterprises Corporation | 123,148,701 <sup>1</sup> | 16.01    |
| Prosperous Island Limited                | 65,939,293               | 8.57     |

<sup>1</sup> Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 123,148,701 shares, which duplicated to those disclosed in “long position in shares of the Company”.

**Interests in other members of the Group**

| <b>Name of subsidiary</b>      | <b>Name of shareholder</b> | <b>%</b> |
|--------------------------------|----------------------------|----------|
| Forerunner Investments Limited | Farnham Group Limited      | 30       |
| Pioneer iConcepts Limited      | Ng Poon Wing Man Agnes     | 40       |

Save as disclosed above, the Directors were not aware of any other persons (other than a director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such capital.

**4. DIRECTORS’ SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group (excluding contracts expiring or determinable by the Company within one year without payment of compensation other than statutory compensation).

**5. LITIGATION**

As at the Latest Practicable Date, no litigation or claims of material importance was known to the Directors to be pending or threatened against any member the Group.

**6. COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest in any business which competed or was likely to compete with the business of the Group.

**7. GENERAL**

- (i) The Qualified Accountant of the Company is Mr. Lee Kam Hung Alan, a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (ii) The Secretary of the Company is Ms. Tsui Kwai Ying Jane, an associate of the Institute of Bankers of London.
- (iii) The registered office of the Company is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (iv) The share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (v) In the event of inconsistency, the English text shall prevail over the Chinese text.