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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.

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Pioneer
PIONEER GLOBAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 00224)

DISCLOSEABLE TRANSACTION:

**ACQUISITION OF SHARES OF
EVERBRIGHT FINANCIAL PRODUCTS LIMITED**

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DEFINITIONS

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

“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures 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
“Transaction”	the acquisition of 100% shares and shareholder loan of Everbright Financial Products Limited by the Purchaser



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, J.P.

The Hon. Bernard Charnwut Chan

Arnold Tin Chee Ip

Registered Office:

Canon's Court, 22 Victoria Street

Hamilton HM 12

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Principal Place of Business and

Head Office in Hong Kong:

Suites 08-11, 18th Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

15 May 2006

To Shareholders

Dear Sir/Madam

DISCLOSEABLE TRANSACTION:

**ACQUISITION OF SHARES OF
EVERBRIGHT FINANCIAL PRODUCTS LIMITED**

INTRODUCTION

Reference is made to the Company's announcement dated 10 April 2006. The Company had exercised the option to acquire 100% shareholding of the holding company of the Property instead of the Property on 25 April 2006.

The Transaction 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 details on the Transaction and other information of the Group as set out in the Appendix to this circular in compliance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

ACQUISITION OF SHARES OF EVERBRIGHT FINANCIAL PRODUCTS LIMITED

Under the terms of the provisional sale and purchase agreement dated 6 April 2006 (“Agreement”), the Group had granted an option to acquire 100% shareholding of the holding company of the Property instead of the Property. On 25 April 2006, the option was exercised with the following terms:

Purchaser: Eternal Champion Limited, a wholly owned subsidiary of the Group

Vendors: China Everbright Holdings Company Limited (“the 1st Vendor”) and China Everbright Holdings (Nominee) Limited (“the 2nd Vendor”) (the 1st Vendor and 2nd Vendor are collectively called “the Vendors”)

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of China Everbright Holdings Company Limited 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.

Acquired Company: Everbright Financial Products Limited, a company incorporated in Hong Kong with limited liability. It is the holding company of the Property.

Property: The whole of 1st, 2nd, 22nd, 25th, 27th, 29th, 31st and 35th floors and eleven car parking spaces of Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong

Consideration: HK\$82.0 million payable in cash for 100% shares and shareholder loan

The consideration was determined by reference to the agreed value of the Property as shown in the previous announcement.

Payment terms: HK\$3.0 million was paid to the Vendors as deposit on signing of the Agreement. HK\$5.2 million shall be paid upon signing of sale and purchase agreement on or before 8 May 2006. Balance of the purchase price HK\$73.8 million shall be paid upon completion of the transaction on or before the Date of completion.

Date of completion: On or before 20 July 2006

LETTER FROM THE BOARD

The sole business activity of the Acquired Company is holding of the Property. The value of the Property as at 31 December 2005 was 98.0 million. According to its financial statements, net profit before and after taxation and extraordinary items, net asset value, total assets, total liabilities (excluding shareholder loan) and shareholder loan for the two years ended 31 December 2004 (audited) and 31 December 2005 (unaudited) were set out below:

	For the year ended	
	31 December 2005	31 December 2004
	(unaudited)	(audited)
Net profit before taxation and extraordinary items	HK\$ 2.7 million	HK\$ 1.9 million
Net profit after taxation and extraordinary items	HK\$ 2.4 million	HK\$ 1.5 million
Net asset value	HK\$25.3 million	HK\$25.1 million
Total assets	HK\$98.6 million	HK\$97.9 million
Total liabilities (excluding shareholder loan)	HK\$ 3.7 million	HK\$21.3 million
Shareholder loan	HK\$69.7 million	HK\$51.5 million

Total liabilities as at 31 December 2004 included payables and accruals, deferred tax and bank loan. The 31 December 2005 liabilities decreased because the bank loan was replaced by the shareholder loan during the year.

The Property had generated revenue and net profit before taxation for the year ended 31 December 2004 (audited) and 31 December 2005 (unaudited) as follows:

	For the year ended	
	31 December 2005	31 December 2004
	(unaudited)	(audited)
Revenue	HK\$ 2.8 million	HK\$ 3.7 million
Net profit before taxation	HK\$ 2.4 million	HK\$ 3.5 million

The difference between the net profit before taxation of the Acquired Company and the Property is mainly due to the finance costs which were arrived from the bank loan. It is common accounting practice to compute finance costs in the financial statement of company only. There are differences in the Property's revenue and net profit before taxation as at 31 December 2005 when comparing to the previous announcement dated 10 April 2006 as the previous figures were provided by the Acquired Company verbally before the 2005 unaudited account was received. The Directors believed that the verbal estimation is credible after considering the existing tenancies provide a total monthly rental revenue of HK\$178,000.

REASONS AND BENEFITS OF THE ACQUISITION

The principal business activities of the Group are property and hotel investment and management and the principal activity of the Vendors is investment holdings. The reason for exercise the option is to save stamp duty. After the Transaction is completed, the Group is expected to generate rental revenue from the lease of the Property.

LETTER FROM THE BOARD

The Property was valued at HK\$100.0 million by a professional independent valuer, Vigers Appraisal & Consulting Ltd. at 6 April 2006. The Directors confirm that the consideration paid for the Acquired Company has been determined after arm's length negotiations between the parties. As the Vendors agree to provide warranty on the accounts of the Acquired Company to the full extent, the risk of purchasing the Acquired Company or the Property will be the same. After considering the warranty and stamp duty arrangement, the Directors believe the terms of the Transaction are fair and reasonable and in the best interest of the Company and Shareholders as a whole. The Transaction will be funded by internal resources and bank financing which has not yet finalized as at the date of this circular. It is expected that the resources used to fund either the acquisition of the Acquired Company or the Property will be the same as at the date of this circular.

LISTING RULES IMPLICATION

The Transaction constitutes a discloseable transaction of the Company under Rule 14.06(2) of the Listing Rules.

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

1. Mrs. Rossana Wang Gaw owns the entire issued share capital of Vitality Holdings Limited, which was beneficially interested in 15,934,364 shares.
2. Mr. Kenneth Gaw owns the entire issued share capital of Fortune South China Limited, which was beneficially interested in 8,453,375 shares.
3. Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 123,148,701 shares.
4. Family trust of which Mr. Kenneth Gaw is a beneficiary held an aggregate of 27,537,243 shares.

Long position in underlying shares of the Company

	Number of share options	Exercise price (HK\$)	Date of grant	Exercise period
Rossana Wang Gaw	8,389,277	1.5405	06/03/97	06/03/97 to 05/03/07
Goodwin Gaw	9,931,596	1.8897	24/10/96	24/10/96 to 23/10/06
	7,711,593	1.5405	06/03/97	06/03/97 to 05/03/07
Kenneth Gaw	9,931,596	1.8897	24/10/96	24/10/96 to 23/10/06
	7,711,593	1.5405	06/03/97	06/03/97 to 05/03/07
Jane Kwai Ying Tsui	2,336,847	1.8897	24/10/96	24/10/96 to 23/10/06
	2,336,846	1.5405	06/03/97	06/03/97 to 05/03/07

Long position in shares of associated companies

Name of company	Name of director	Number of shares held by controlled corporation	%
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, according to the register kept by the Company pursuant to section 336 of the SFO and so far is known to the Directors and chief executives of the Company:

- (i) the following persons, other than a Director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

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

- (ii) the following person is a director of Vitality Holdings Limited who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

	Interests held by controlled corporation	Interests held by family trust	Total	%
Rossana Wang Gaw	15,934,364 ¹ (L)	123,148,701 ² (L)	139,083,065	18.08

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

2. Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 123,148,701 shares.

L: Long position in shares

- (iii) the following persons were 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:

Name of subsidiary	Name of shareholder	%
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. QUALIFICATION OF EXPERT

The following is the qualification of the expert who had given opinion contained in this circular:

Name	Qualification
Vigers Appraisal & Consulting Ltd.	Professional property valuer

As at the Latest Practicable Date, Vigers Appraisal & Consulting Ltd. did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

8. CONSENTS

Vigers Appraisal & Consulting Ltd. has given and has not withdrawn his written consent to the issue of this circular with his statement included in the form and context in which it is included.

9. 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.