

Nomination Committee Terms of Reference

1. **Functions**

The Nomination Committee is appointed by the Board of Directors (“the Board”) of Pioneer Global Group Limited (“the Company”) to:

- a. formulate and propose the nomination policies for appointing directors to the Board;
- b. ensure fair and transparent procedures are adopted for all nominations and appointment of directors;
- c. review and recommend changes to the structure, size and composition of the Board;
- d. assess the independence of the independent non-executive directors;
- e. recommend the succession policy for directors; and
- f. identify and nominate elected directors to act as committee members of various committees established for corporate governance purpose.

2. **Authorities**

The Committee is authorized by the Board to:

- a. conduct interview with prospective candidates for nomination;
- b. employ consultants or executive search agencies (at the Company’s expenses) for identifying qualified candidates as directors;
- c. nominate candidates to stand for election by shareholders as directors;
- d. nominate candidates to fill casual vacancies of elected directors; and
- e. nominate elected directors to act as members for those corporate governance committees established by the Board.

3. **Responsibilities**

The main responsibilities of the Committee are to:

- a. establish formal and transparent procedures for the nomination and appointment of executive directors and non-executive directors to the Board;
- b. apply the established nomination policies with the objective to promote investor understanding and confidence in the process of appointing directors;

- c. ensure sufficient biographical details of candidates are provided to shareholders to make decision on the election;
- d. identify and nominate qualified individuals to the Board for appointment as additional directors or to fill casual vacancies as and when necessary;
- e. make recommendations to the Board on the selection of individuals for directorships;
- f. consider and recommend to the Board the re-appointment of directors who are retired by rotation at the Annual General Meeting;
- g. review and monitor the structure, size and composition of the Board and recommend to the Board with regard to ensuring the optimal efficiency, independence of the Board and complementing the corporate strategy;
- h. ensure any newly appointed director is provided with suitable induction to enable he/she understands his/her duties and procedures of Board meetings;
- i. assess the independence of independent non-executive directors;
- j. review and advise the Board on policies related to management development and succession plans for the executives;
- k. identify and nominate qualified candidates for appointment as senior executives when delegated by the Board;
- l. identify and nominate elected directors to act as members of various committees established for corporate governance purpose; and
- m. report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions on their ability to do so.

4. **Members**

- a. The Board appoints the committee members;
- b. The Committee should have at least three members with maximum up to five members. The majority of the members should be independent non-executive directors; and
- c. The Board appoints the Chairman of the Committee.

5. Meetings

- a. The Committee shall meet at least once a year and members may request a meeting if they think necessary;
- b. At least two members of independent non-executive director shall constitute a quorum;
- c. The Company Secretary shall be the secretary of the meeting; and
- d. Minutes of the Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board.

6. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting and prepare to response to any shareholders' questions on the Committee's activities.

7. Review

The Board shall periodically review the adequacy of these Terms of Reference and make appropriate amendments, as and when required, to ensure that they remain relevant to the Group's objectives.
