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FWD GROUP HOLDINGS LIMITED

富衛集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1828)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of FWD Group Holdings Limited (the “**Company**”) will be held at 11/F, FWD Tower, 979 King’s Road, Quarry Bay, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

Unless otherwise specified, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 16 April 2026 (the “**Circular**”).

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2025.
2. To re-elect Professor MA Si Hang, Frederick as an Independent Non-executive Director of the Company.
3. To re-elect Mr. LI Tzar Kai, Richard as an Executive Director of the Company.
4. To re-elect Mr. HUYNH Thanh Phong as an Executive Director of the Company.
5. To re-elect Mr. Walter KIELHOLZ as a Non-executive Director of the Company.
6. To re-elect Mr. John DACEY as a Non-executive Director of the Company.
7. To re-elect Ms. CHUNG Kit Hung, Martina as an Independent Non-executive Director of the Company.
8. To re-elect Mr. John BAIRD as an Independent Non-executive Director of the Company.
9. To re-elect Mr. Dirk SLUIMERS as an Independent Non-executive Director of the Company.
10. To re-elect Ms. Laura DEAL-LACEY as an Independent Non-executive Director of the Company.

11. To re-elect Ms. Kyoko HATTORI as an Independent Non-executive Director of the Company.
12. To re-elect Ms. Yijia TIONG as an Independent Non-executive Director of the Company.
13. To re-elect Mr. LEUNG Ka Kui, Dominic as an Independent Non-executive Director of the Company.
14. To re-elect Mr. Andrew WEIR as an Independent Non-executive Director of the Company.
15. To elect Mr. Martin ZINGG as a Non-executive Director of the Company.
16. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
17. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
18. **“THAT:**
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all applicable laws and regulations, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”), to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make, enter into or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as defined below); or

- (ii) any issue of Shares under a share scheme of the Company or similar arrangement for the time being adopted; or
- (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

- (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - I. the conclusion of the next annual general meeting of the Company;
 - II. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - III. the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.
- (ii) “**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange).

- (iii) Any reference in this resolution to an allotment, issue, grant or offer of, or dealing with, Shares shall include a sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and all applicable laws and regulations.”

19. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution) and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

20. “**THAT** conditional upon resolutions numbered 18 and 19 above being passed, the unconditional general mandate granted to the Directors pursuant to resolution numbered 18 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 19 above, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the said resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”
21. “**THAT:**
- (a) the proposed amendments to the terms of the FWD Employee Share Purchase Plan of the Company adopted on 30 January 2022 and amended on 27 February 2023, 8 August 2024 and 16 May 2025 (the “**Employee Share Purchase Plan**”), which are summarised in the Circular, be and are hereby approved and adopted;
 - (b) the Employee Share Purchase Plan (after incorporating the proposed amendments referred to in sub-paragraph (a) above), the terms and conditions of which are set out in the document produced to this meeting marked “A” and for the purposes of identification initiated by the chairman of this meeting, be and is hereby approved and adopted; and
 - (c) the directors of the Company be and are hereby authorised to make grants thereunder, and do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the implementation of the Employee Share Purchase Plan (after incorporating the proposed amendments referred to in sub-paragraph (a) above.”

By Order of the Board
FWD Group Holdings Limited
Professor Ma Si Hang, Frederick
Chairman

Hong Kong, 16 April 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy and, if requested by the Board, the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 27 May 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Friday, 29 May 2026.
5. Questions prior to the Annual General Meeting: Shareholders can send their questions relevant to the propose resolutions to the Company by email at AGM2026@fwd.com from 9:00 a.m. on Tuesday, 19 May 2026 to 6:00 p.m. on Thursday, 21 May 2026. The Company may not be able to respond to all the questions, but will endeavour, where appropriate, to respond to such questions as soon as practicable by appropriate means.
6. The Company may announce further updates (if any) on arrangements relating to the Annual General Meeting on the Company's website at www.fwd.com and/or by way of an announcement as and when appropriate.
7. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force on the day of the Annual General Meeting, Shareholders are suggested to visit the Company's website at www.fwd.com or to contact the Company's share registrar by telephone at (852) 2980 1333 for arrangements of the Annual General Meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the directors of the Company are: Professor MA Si Hang, Frederick as Chairman and Independent Non-executive Director; Mr. LI Tzar Kai, Richard and Mr. HUYNH Thanh Phong (Group Chief Executive Officer) as Executive Directors; Mr. Walter KIELHOLZ and Mr. John DACEY as Non-executive Directors; and Ms. CHUNG Kit Hung, Martina, Mr. John BAIRD, Mr. Dirk SLUIMERS, Ms. Laura DEAL-LACEY, Ms. Kyoko HATTORI, Ms. Yijia TIONG, Mr. LEUNG Ka Kui, Dominic and Mr. Andrew WEIR as Independent Non-executive Directors.