Celebrate living
fwd.com

FWD Group Holdings Limited

Nomination Policy

Approved by: The Board of FWD Group Holdings Limited

Date of Approval: 16 June 2025, effective 7 July 2025

Version: 3.0

Objective

1. The primary objective of the Nomination and Corporate Governance Committee (the "**Committee**") is to assist the board of directors of FWD Group Holdings Limited (the "**Company**") (the "**Board**") in relation to the appointment and re-appointment of directors to ensure that each of the Board and the senior management maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives appropriate to the requirements of the Company's business. This Nomination Policy (the "**Policy**") sets out the procedures and key criteria to be used by the Committee for the selection, appointment and re-appointment of directors, the senior management and key persons in control functions.

2. The duties of the Committee are set out in the Committee's Terms of Reference which include, among others, assisting the Board by:

   (a) reviewing and monitoring the structure, size and composition of the Board;

   (b) nominating and recommending qualified candidates to become Board members and for re-appointment to the Board and recommending members of the Board to serve on its committees;

   (c) assessing the independence of independent non-executive directors;

   (d) oversight of the evaluation of the Board and its committees;

   (e) succession planning for directors, in particular the chairman and the chief executive officer of the Company, senior management and key persons in control functions;

   (f) oversight of the Company's environmental, social and governance and sustainability strategy, initiatives, policies and/or practices and performance; and

   (g) oversight of matters relating to corporate governance including developing and reviewing the Company's policies and practices on corporate governance.

   In performing its duties, the Committee shall make reference to this Policy and the Board Diversity Policy to nominate suitably qualified candidates to the Board for it to consider and appoint as directors to fill casual vacancies or make recommendations to shareholders for election as directors at general meetings.

Board of Directors

Selection Criteria

3. In assessing the suitability of a proposed candidate for directorship, the Committee shall consider, among other things, the following key factors:

   (a) reputation for integrity;

   (b) accomplishment, expertise and experience in the financial services industry, in particular the insurance sector;

(c) commitment in respect of available time and relevant interest, in particular, whether he/she would be able to devote sufficient time and attention to the Board;

(d) how the proposed candidate's skills fit into the current mix of skills of the Board;

(e) in the case of an independent non-executive director, criteria of independence as prescribed under Rule 3.13 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited (the "**HKEX Listing Rules**") and paragraph G.S/4.1 (c) of the Guideline on Group Supervision issued by the Insurance Authority of Hong Kong GL32 (if any) from time to time. As at the date of this Policy, these are set out in paragraphs 4 to 6 of this Policy; and

(f) diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

These factors are for reference only, and not meant to be exhaustive and decisive. The Committee has discretion to nominate any person as a director, as it considers appropriate.

4. An independent non-executive director should be an individual with sufficient calibre and breadth of experience to maintain checks and balances against the influence of the management and controllers and should be independent of the management and free from any business or other relationships with the Company and its subsidiaries (the "**Group**") or affiliates which could materially affect the exercise of his/her independent judgment.

5. In assessing the independence of a proposed candidate for directorship as an independent non-executive director, the Committee will take into account, among other things the following factors. Independence is more likely to be questioned if the proposed candidate:

(a) holds more than 1% of the number of issued shares (excluding treasury shares) of the Group;

(b) has received an interest in any securities of the Group as a gift, or by means of other financial assistance, from a core connected person (as defined in the HKEX Listing Rules) or the Group itself;

(c) is or was a director, partner or principal of a professional adviser which currently provides or has within two years immediately prior to the date of his/her proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services, to the Group during the same period;

(d) currently, or within one year immediately prior to the date of the person's proposed appointment, has or had a material interest in any principal business activity of or is or was involved in any material business dealings with the Group, its holding company or the respective subsidiaries or with any core connected persons of the Group;

(e) is on the Board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;

(f) is or was connected with a director, the chief executive or a substantial shareholder of the Group within two years immediately prior to the date of his/her proposed appointment;

(g) is, or has at any time during the two years immediately prior to the date of his/her proposed appointment been, an executive or director (other than an independent non-executive director) of the Group, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Group; or

(h) is financially dependent on the Group, its holding company or any of their respective subsidiaries or core connected persons of the Group.

Additionally, an independent non-executive director must not concurrently hold more than six directorships of issuers listed on the Main Board or Growth Enterprise Market (GEM) of the Hong Kong Stock Exchange. For a candidate who has been an independent non-executive director serving on the Board for more than nine years and subject to re-election, such candidate should demonstrate factors showing that he/she is still independent and is capable for re-election[1].

6. The Committee shall, at all times, ensure that:

(a) the Board comprises a suitable number of directors that enables it to carry out its functions effectively. In general, there should be a minimum of five directors (excluding any alternate director(s));

(b) the Board has sufficient knowledge and relevant experience of insurance business to guide the Group and oversee its activities effectively;

(c) the Board has an adequate spread and level of expertise in areas as appropriate to the business of the Group;

(d) the number of independent non-executive directors represents at least one-third of the Board and is at least three;

(e) at least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise; and

(f) if the chairman of the Board is not an independent non-executive director, an independent non-executive director will be designated as a lead independent non-executive director.

[1] From the conclusion of the Board's first Annual General Meeting held on or after 1 July 2028, the Board must not have independent non-executive directors ("**INEDs**") who have served as INEDs for a period of nine years or more ("**Long Serving INEDs**") representing a majority of INEDs on the Board. From the conclusion of the Board's first Annual General Meeting held on or after 1 July 2031, the Board must not include any Long Serving INEDs. For INEDs appointed prior to the Company's listing on the Hong Kong Stock Exchange, the nine year period is counted from the date of the Company's listing. For INEDs appointed after the Company's listing, the nine year period is counted from the date of their appointment.

7. The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles of Association of the Company and other applicable rules and regulations.

Nomination Procedures

8. The secretary of the Committee shall call a meeting of the Committee and invite nominations of candidates for directorship from Board members, if any, for consideration by the Committee prior to its meeting. The Committee may also put forward candidates who are not nominated by Board members.

9. All proposed candidates for directorship will be asked to submit the necessary personal information in a prescribed form. They should also submit their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.

10. For filling a casual vacancy, the Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

11. For proposing candidates for directorship to stand for election at a general meeting, the Committee shall make nominations to the Board for consideration and recommendation.

12. A candidate for directorship is allowed to withdraw his/her candidature at any time before the relevant general meeting by serving a notice in writing to the Company Secretary.

13. The procedures for shareholders to propose a person for election as a director are set forth in the Company's Articles of Association and in the procedures published on the Company's website.

The Board has the ultimate responsibility for selection and appointment of directors as permitted in the Company's Articles of Association and shall have the final decision on all matters relating to its recommendation of candidates for directorship to stand for election at any general meeting.

Confidentiality

14. Unless required by law or any regulatory authority, under no circumstances shall a member of the Committee or a staff member of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to shareholders is issued. Following the issue of the circular, the Committee, the Company Secretary or other staff member of the Company approved by the Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

Monitoring and Reporting

15. The Committee shall disclose annually in the Corporate Governance Report of the Company's Annual Report this Policy, or a summary of its Policy, and its work, including a

Board skills matrix and disclosure on directors' time commitment pursuant to applicable legal and regulatory requirements.

Review of the Policy

16. This Policy shall be reviewed periodically and whenever necessary and can be revised by the Board from time to time so as to ensure this Policy remains relevant to the needs of the Group and reflects both current regulatory requirements and good corporate governance practices.

- End of Document -