

PROPOSAL FORM FOR DIRECTOR'S & OFFICER'S LIABILITY INSURANCE

- A. The latest annual financial report and audited accounts 最近年度的年報及會計師查核報告
B. Any prospectus/ offering document published in last 12 months, or draft which is preparing for the public offering in the coming 12 months, if applicable 最近的 12 個月內公司的公開說明書或上市說明書, 如適用

If you have insufficient space to complete any of your answers, please continue on your headed paper.

1. Insured:

- 1.1. Name and address of applicant 公司名稱及地址
- 1.2. Year of foundation 公司成立日
- 1.3. Company's area of activity 所經營之業務性質
- 1.4. Number of employees (parent company and subsidiaries) 員工人數
- 1.5. Being or used to be private or public (If public, please name the stock exchange)
現在或曾經為公開發行公司, (如適用,請提供證券交易所名稱)

2. Insured persons

- 2.1 Number of main officer and directors 董監事人數

Executive directors 執行董事: _____

Non-executive directors 非執行董事: _____

Main officers 職員: _____

- 2.2. Number of subsidiaries 子公司列表

2.3. Has the composition of the board of directors or of the applicant changed in the last 1 years?
If so, please provide details.

請提供過去一年公司董(監)事及重要職員變動的明細

3. Cover

3.1. Amount of D&O cover required 公司此次欲購買之董監事保險金額

3.2. Does the applicant currently have Director and Officers Liability Insurance

請提供過去三年內曾投保過董監事責任保險之相關資料

If yes, please provide the existing cover including

Insurer/ Limit of Liability/ Retention/ Expiry Date/ Other terms or policy wording

保險公司/ 保險金額/ 自負額/ 到期日/ 保單條款

4. Application refers to the following material information

4.1. Is the applicant intending a new public offering of securities within the next year in Hong Kong or elsewhere. If yes, please provide details.

公司在未來一年是否計劃在香港或其他地方公開募集有價證券

4.2 Has the structure of the major shareholders (holding shares more than 10%) changed or increase/reduction of capital in the past one years?

過去一年是否有大股東(持股 10%以上)股權變動或是增資/減資

If so, please provide further details: 如有請詳述之

4.3. Has the applicant's management the firm intention to carry out a company takeover, sale or fusion during the next 12 months?

未來 12 的月內是否知悉任何在進行中或已在計劃中之股份收購或購併

5. Applicant's capital / shareholders

- 5.1. Authorised capital: 法定資本
- 5.2. Number of registered shareholders 股東人數
- 5.3. Top 5 shareholders and their stake percentage 前五大股東及持股比例
- 5.4. Total number of shares held by board of directors 董事會持股比例

6. Auditors

6.1. Transfer

Has the applicant changed auditors / accounting firm during the last 3 years?
過去 3 年是否有更換會計師/審計師之情事

Yes No If so, then why? 如有請詳述之

7. Liability claims

- 7.1. Have any claims or circumstance been made against insured persons which could lead to a claim under the extent of cover provided by the directors' and officers' liability insurance over the past 5 years?

過去五年是否有任何有關董監事責任之賠案或是否知悉任何已知可能會產生賠償請求之情況?

If so, please provide further details: 如有請詳述之

- 7.2. Has there ever been or is there currently pending any prosecution of the applicant, any subsidiary, director, officer, company secretary or employee of applicant or any subsidiary, under the investigation, prosecution raised by law enforcement or government or other similar statute over the past 5 years? 要保人及其從屬公司、董監事、重要職員、或受僱人在過去五年是否曾發生或有現正進行之官方訴訟程序。
- 7.3. Has any past or present director, officer, company secretary or employee of the applicant ever been declared bankrupt, had any fine or penalty imposed or been subject to any enquiry in their capacity as a director, officer, company secretary or employee of the applicant 任何過去或現任的董監事、重要職員或受僱人曾就其職務被宣告破產、科處罰金、遭受法律處分或任何相關的官方調查

8. Refused applications

Has an application for directors' and officers' liability insurance made by the applicant or by a subsidiary company been rejected or the acceptance or continuation thereof made dependent on the introduction of more difficult conditions?

對於董監事責任險，是否曾有任何保險公司拒絕承保人之要保、終止情事或拒絕續保

If so, for what reason? 如有請詳述之

9. North American Exposure 北美洲風險揭露事項

Please enclose the following information (If Any)

- 9.1. Total gross assets in USA/Canada 北美洲的資產總額
- 9.2. Number of employee domiciled in USA/Canada 北美洲員工人數
- 9.3. Please provide the list of USA/Canada subsidiaries including 北美洲子公司之資訊

Subsidiary Name/ % Shares owned by the applicant /Name of Exchange / Business Scope
子公司名稱 / 母公司持股比例 / 證券交易所名稱(如適用) / 業務性質



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DECLARATION

WE HEREBY DECLARE THAT the above statements and particulars are true and complete to the best of our knowledge and that we have not suppressed or misstated any material facts and we agree that this application shall be the basis of any contract* subsequently effected between the Proposer and the Underwriters. We undertake to inform Insurers of any material alteration of these facts whether occurring before or after completion of the Contract of Insurance.

Date:

Signed, Principal/ Partner/ Director:

Name of signatory :

- *1. Signing this Proposal Form does not bind the Proposer to complete this insurance.
- 2. If a policy is concluded it will be issued on a "CLAIMS MADE" basis, i.e. to indemnify the Proposer for claims first made against it in the manner described in the policy during the Policy Period.