

董事及主管專業責任保險要保書

PROPOSAL FORM FOR DIRECTORS' & OFFICERS' LIABILITY AND COMPANY REIMBURSEMENT INSURANCE

* 請據實填寫本要保書。

Please answer all questions in full leaving no blank spaces.

* 如本要保書中提供的空間不夠填寫答案，請另以紙書寫，註明日期並加蓋主要被保險機構之印章。

If you have insufficient space to complete any of your answers, please attach a separate signed and dated sheet and identify the question number concerned.

1. 主要被保險機構

Principal Organization : _____

2. 主要被保險機構地址

Principal Address : _____

3. 營業項目

Nature of Activities : _____

4. 主要被保險機構設立期間

How long has the **Principal Organization** continuously carried on business? _____

5. 各營業項目開始營運之日期

Names and dates under which the business was formerly carried on : _____

6. 主要被保險機構是否為

Is the **Principal Organization** :

(a) 私人所有?

Private?

是

否

Yes

No

公開發行?

Public?

是

否

Yes

No

其他(請註明)

Other (Specify) _____

(b) 股票在香港上市嗎?

Listed on Hong Kong stock exchange?

是

否

Yes

No

(c) 股票在國外上市嗎?

Listed on foreign stock exchange?

是

否

Yes

No

若是，請提供詳情

If yes, please give details : _____

7. (a) 主要被保險機構是否曾公開透露目前正考慮任何之購併或合併提案?

Has the **Principal Organization** publicly revealed that it has under consideration at the present time any acquisitions, tender offers or mergers?

是

否

Yes

No

(b) 主要被保險機構目前是否知悉任何有關其可能被購併之提案?

是

否



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Are there at the present time any proposals of which the **Principal Organization** is aware relating to its acquisition by any other company? Yes No

- (c) 主要被保險機構是否曾公開表示其明年度將公開發行新的有價證券?
Has the **Principal Organization** publicly announced its intention to make any new public offering of securities within the next year? Yes No

若是，請提供詳情

If yes, please give details : _____

8. 主要被保險機構中持有股份 5%以上(含 5%)之股東姓名與持股比例(直接持股或受益人):
Name and percentage of holdings of any shareholder owning 5% or more of the ordinary shares of the **Principal Organization** (directly or beneficially) :

9. 請詳細列明主要被保險機構去年年報中董事與主管之異動情形:
Please give details of any change to the list of directors and officers given in the **Principal Organization's** last annual report and accounts :

10. 請提供過去三年中所有被購併、設立、或清算之子公司名單及下列詳情:
Please attach a complete list of all subsidiary companies that have either been acquired, created, divested or liquidated in the past three years. Could you please provide the following details for each :

- (a) 登記設立國家

Country of registration : _____

- (b) 主要被保險機構持股比例

Percentage ownership by **Principal Organization** : _____

- (c) 業務性質

Nature of activities : _____

- (d) 該子公司係被購併、設立、或被清算?其日期?

Whether the subsidiary was acquired, created, divested or liquidated and the date of same : _____

11. 主要被保險機構過去投保此類保險，是否曾有被拒保或被解除契約之紀錄? 是 否
Has the **Principal Organization** ever been refused this type of cover or had a similar policy cancelled? Yes No

若是，請提供詳情

If yes, please provide details : _____

下列第 12、13 及 14 題，僅供主要被保險機構或子公司在北美地區有業務營運或於美國股市有股票交易者回答。

*Questions 12, 13 and 14 are to be completed only if the **Principal Organization** or its subsidiaries conduct any business in North America, or have any shares traded on a listed stock exchange in the United States of America.*



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12. 請提供北美地區子公司之總資產毛額
Please give the total gross assets of the North American subsidiaries : _____
13. 主要被保險機構或其子公司於北美地區發行任何股票、股份或債券嗎？ 是 否
Does the **Principal Organization** or any of its subsidiaries have any stock, shares or debentures in North America? Yes No
若是，上一次發行日期？
If yes, on what date was the last offer made? _____
14. 主要被保險機構是否於美國發行美國存託憑證？ 是 否
Does the **Principal Organization** issue American depository receipts in the United states of America? Yes No
15. 過去三年中董事及主管專業責任保險之投保記錄？
If directors and officers liability and company reimbursement insurance has been carried during the past three years please state :
- a) 保險公司
Insurer _____
- b) 保單到期日
Expiry date of policy _____
- c) 保險金額
Indemnity limit _____
- d) 自負額
Deductible amount _____
16. 主要被保險機構是否需要為外兼董事投保？ 是 否
Does the Principal Organization require cover for any Outside Directorships? Yes No
若是，請提供外兼董事之詳情。(外兼董事係指非為上述主要被保險機構之子公司的董事或主管，且該職位是經主要被保險機構認知、同意或指派)
If yes, please provide details of any **Outside Directorships**. (An **Outside Directorship** position is a position held as a director or officer of a company or other entity which is not a Subsidiary Company of the **Principal Organization** named above, which position is held with the KNOWLEDGE and CONSENT or at the SPECIFIC REQUEST of the **Principal Organization**).
- 有關外兼董事資料之提供需包括：(但若外兼董事之相關機構為非營利機構僅需回答第(1)，(2)，(3)題)
Information on each **Outside Directorship** must include the following: (Note: In regard to **Outside Directorships** on **Non-Profit Outside Entities** only answer questions (1), (2) and (3)).
- (1) 該相關機構之名稱
Name of **Outside Entity** : _____
- (2) 該相關機構之營業性質
Nature of activities of the **Outside Entity** : _____
- (3) 需要投保之董事姓名
Names of directors for whom coverage is required : _____
- (4) 該相關機構目前是否投保董事及主管專業責任保險？ 是 否
Does the **Outside Entity** currently carry directors and officers insurance? Yes No



若是，則

If the answer is yes, then :

(a) 保險公司名稱？
Who is the insurer? _____

(b) 保險金額？
What is the limit of indemnity? _____

(c) 自負額？
What is the deductible? _____

(5) 被保險機構持有之股份比例

% ownership by **Principal Organization** : _____

(6) 持有該相關機構股份之股東中 5%以上 (含 5%) 之股東姓名與持股比例

Name and the percentage ownership of each entity which holds 5% or more of the share capital of the **Outside Entity** :

(7) 該相關機構之設立登記國家

Country of incorporation : _____

(8) 該相關機構之型態 (私人持有、上市公司或信託機構)

Type of entity (e.g. Private, Public, Trustee etc) : _____

請附上每一外兼董事相關機構最近財務報表 (非營利機構除外)

Please attach latest financial reports of each **Outside Entity** except Non-profit **Outside Entities**.

17. 曾發生或目前尚未結案之指控？

Has there been or is there now pending against? _____

(a) 針對被保險機構之董事或主管；或
any director or officer of the **Principal Organization**; or, _____

(b) 針對有投保需求之外兼董事
an **Outside Director** requesting cover on an **Outside Entity**. _____

是否有因此而產生之賠案？
a **Claim** against them in their capacity as such?

是 否
Yes No

若是，請提供詳情

If yes, please give details : _____

18. 是否有任何將投保之董事或主管個人 (含外兼董事) 知悉任何事實或情況，而該事實或情況：(a)將成為本保險承保範圍內索賠案件之依據；或(b)有產生索賠案件的可能性？

是 否
Yes No

Is any person proposed for coverage cognisant of any facts or circumstances (a) which he or she has reason to suppose might afford valid grounds for any future Claim(s) such as would fall within the scope of the proposed coverage or (b) which indicate the probability of any such **Claim(s)**? (Please note: This question also applies to **Outside Directorship** positions.)



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若是，請提供詳情

If yes, please give details : _____

茲經同意，若有上述事實或情況存在，任何因此產生之索賠案件與請求行為均排除於承保範圍之外。

It is agreed that if such facts or circumstances exist, any **Claim** or action arising therefrom is excluded from this proposed coverage.

19. 投保金額

Amount of indemnity required : _____

20. 除此要保書外，請另提供下列文件：

Documents required by Insurer. Please enclose this proposal form :

(a) 最近兩期已受稽查過之年報

The last two audited Annual Reports.

(b) 最近兩期年度中間報表（若情況適用）

The last two Interim Statements (if applicable.)

聲 明
DECLARATION

茲聲明以上所述事項於目前所知之情況下均為真實。於此要保書日期與保單生效日之間若上述事項有任何變動，將立即通知保險公司。雖然簽署人並不代表主要被保險機構之董事與主管個人，但簽署人同意，若將來簽發保險單，此要保書所述事項將成為保險單之一部份。

The undersigned authorized officer of the **Principal Organization** declares that to the best of his or her knowledge and belief the statements set forth herein are true, and immediate notice will be given should any of the above information alter between the date of this proposal and the proposed date of inception of this insurance. Although the signing of the Proposal Form does not bind the undersigned on behalf of the directors and officers of the **Principal Organization**, to effect insurance, the undersigned agrees that this form and the said statements herein shall be on the basis of and will be incorporated in the Policy should one be issued.

簽署

簽署日期

Signed : _____

Date : _____

職稱

Title : _____

(限董事長或常務董事)

(Chairman of the Board or Managing Director only)

Note 附註:

(本中文譯本謹供參考之用，一切條款均以英文原版為準)

(This Chinese translation is provided for reference only. All terms and conditions will be based on the original English version).



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