



NAVIGATOR
Insurance Brokers Ltd.

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龍盾Dragonshield™
Proposal Form
Broad Form Management Liability Insurance

Notices: In underwriting your application for coverage, the insurer will rely upon the accuracy and completeness of the statements, warranties and representations contained in this form, and on certain information contained in your public filings with the Securities and Futures Commission. Such statements, warranties, representations and information will form the basis for any policy that we enter into with you following consideration of your application and they shall be deemed incorporated into that resulting policy. If a policy is entered into, it will provide claims-made coverage. Also, amounts incurred for legal defense will reduce the limit of liability under the resulting policy available to pay judgments or settlements, and shall be applied against the retention amount. Please consider this application carefully and review it with your insurance broker or the insurance agent with whom you are dealing. Please also note that emboldened terms beginning with a capital letter in this form are terms which are defined in the Policy to which reference should be made (although the reference to **Policyholder** or **Insured** or **Insured Person** means the prospective **Policyholder**, **Insured** or **Insured Person** in the context of this Form until the application is accepted)



1. General Details

1.1 Name of the **Policyholder**:

1.2 **Policyholder's** main address:

1.3 **Policyholder's** jurisdiction of incorporation:

1.4 Which industry segment does the **Policyholder** operate in?

1.5 How long has the **Policyholder** been in continuous operation?

1.6 The following products and services are also available :

- **PASSPORT**: A service is available to facilitate compliance with local insurance and premium tax requirements outside Hong Kong. Would you like information on that service provided with your quote?

☐ Yes ☐ No

- **EMPLOYMENT PRACTICES**: While Dragonshield provides certain limited coverage to **Insured Persons** (not entities) for employment practices liability, entity coverage is offered on a stand-alone or combined basis. Would you like us to quote stand-alone or combined employment practices liability coverage?

☐ Yes ☐ No

- **FIDUCIARY**: Would you like us to include a quote for Pension Trust Liability?

☐ Yes ☐ No

- **FIDELITY**: Would you like us to include a quote for crime coverage?

☐ Yes ☐ No

- **NETWORK, SECURITY & DATA PRIVACY & ID THEFT (CyberEdge)**: If you have a company website or use the Internet for disclosure or proxy purposes, as well as collection or transfer of personal data of employees or customers, you need protection for technology, media and related risks outside the scope of traditional professional indemnity or D&O insurance policies for data protection. Would you like a CyberEdge quote?

☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet (or in the case of entity coverage or Employment Practices liability please complete section 2).

1.7 Is the **Policyholder** or any of its directors or officers aware of any plans for a merger, acquisition, tender offer, buy-out or a change in equity structure?

☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet.

1.8 Has the **Policyholder** ever restated its financial results?

☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet.

1.9 Please advise the level of cover preferred (maximum cover should **not** exceed total asset value):

US\$5m ☐ US\$10m ☐ US\$15m ☐ US\$20m ☐ Other, please specify: _____

2. Employment Practices

This Section **MUST** be completed by the Policyholder if “Entity” Employment Practices Liability cover is required:

2.1 Please state in respect of the **Policyholder** (and **Subsidiaries** for whom “Entity” cover is required) the total:

<i>Number of staff</i>	<i>Current Year</i>	<i>Previous Year</i>	<i>US (Current Year)</i>
(a) permanent employees			
(b) directors and officers			
(c) temporary staff and outsourced employee roles			

2.2 What has been the approximate annual percentage turnover rate of employees (all locations) during the past three (3) years?

☐ Year 1 _____ %

☐ Year 2 _____ %

☐ Year 3 _____ %

2.3 Is the **Policyholder** (or any **Subsidiary**) currently undergoing, or contemplating undergoing during the next twelve (12) months, any employee layoffs or retrenchments, including ones resulting from any type of company restructure or office closure? ☐ Yes ☐ No
If ‘Yes’, please provide full details on a separate sheet.

2.4 Does the **Policyholder** have a Human Resources Department? ☐ Yes ☐ No

If ‘No’, please provide full details of how this function is handled on a separate sheet.

2.5 Does the **Policyholder** have a human resources manual or equivalent written management guidelines that address issues such as sexual harassment, employee disciplinary actions, terminations and layoffs? ☐ Yes ☐ No

If ‘No’, please provide full details of how are these issues are handled and by whom on a separate sheet.

3. Securities Details

3.1 Is the **Policyholder** a: ☐ Private Limited Company ☐ Publicly Listed Company

Other, please specify: _____

3.2 If the **Policyholder** is publicly listed or traded on a stock exchange(s) please provide the following details:

	Stock Exchange	Date of Initial Public Offering (IPO)
(a)		
(b)		
(c)		

3.3 Please provide specific details of all **Security** holders who hold a ten percent (10%) or greater ownership interest in the **Policyholder**:

Shareholder	% Held
_____	_____
_____	_____
_____	_____
_____	_____

4. US Securities Exposure

This Section MUST be completed by the Policyholder if it has a US Securities exposure:

4.1 If the **Policyholder's Securities** are traded in the form of American Depositary Receipts (ADR) and/or 144A programs, please advise:

- (a) whether they are sponsored or unsponsored: _____
- (b) the total size of the program: _____
- (c) the percentage traded as a total percent of issued share capital: _____
- (d) the number of ADR shareholders: _____
- (e) all holdings representing 5% or more of the issued ADR share capital: _____

- 4.2 Does the **Policyholder** have an internal Audit Committee pursuant to US statutes, rules or regulations? ☐ Yes ☐ No

If 'No', please provide full details on a separate sheet.

- 4.3 If the **Policyholder** is required to follow US Generally Accepted Accounting Principles (GAAP), are the **Policyholder's** financial statements in accordance with US GAAP? ☐ Yes ☐ No

If 'No', please provide full details on a separate sheet.

5. Insurance History

- 5.1 Please provide the following information/details for pre-existing insurance policies (i.e. insurance policies where the coverage period is still current as at the date of this application):

Type	Insurer	Limit (\$,000)	Deductible (\$,000)	Policy Period
(a) Directors and Officers Liability:				
(b) Professional Indemnity:				
(c) Fidelity:				

- 5.2 Has the **Policyholder** or any of its directors or officers ever had any Insurer decline a proposal or cancel or refuse to renew a Management Liability Insurance policy? ☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet.

6. Claims Information

- 6.1 Does any personal or entity proposed for coverage know of or have information about any pending or prior claim, suit, regulatory action or other proceeding, inquiry or investigation (any of which being a "Known Claim") of or against any proposed insured? ☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet.

- 6.2 Does any person or entity proposed for coverage know of or have information about any act, error, omission or circumstance (any of which being a "Potential Exposure") which would lead a reasonable person to believe that such Potential Exposure might give rise to a claim, suit, regulatory action or other proceeding, Inquiry or investigation of or against any proposed insured? ☐ Yes ☐ No

If 'Yes', please provide full details on a separate sheet.

- 6.3 Has any person or entity proposed for coverage : (i) been involved in any antitrust, copyright or patent litigation; (ii) been charged in any civil, criminal, administrative or regulatory action or proceeding, with a violation of any Hong Kong or state or foreign law (whether national or federal), rule or regulation governing antitrust, fair trade or securities; or (iii) been involved in any representative actions, class actions, or derivative suits (any of which in (i), (ii) or (iii) being a "Prior Action")? ☐Yes ☐No

If 'Yes', please provide full details on a separate sheet.

- 6.4 Are there any plans being considered for a public offering, merger, acquisition or consolidation of or by any entity proposed for coverage? ☐Yes ☐No

If 'Yes', please provide full details on a separate sheet.

7. Declaration

I, the undersigned, am authorized to make this declaration on behalf of the **Policyholder** and any other **Subsidiaries** or persons for which or whom insurance coverage is sought and I hereby declare as follows:

- The **Policyholder** and any **Subsidiaries** or persons for which or whom coverage is sought by this application, declares that the statements set forth herein are true, and agrees that if the information supplied on this application changes between the date of this application and the effective date of the insurance, the **Policyholder** (and any **Subsidiary** or person as the case may be) will, in order for the information to be accurate on the effective date of the insurance, immediately notify the insurer of such changes, and the insurer may withdraw or modify any outstanding quotations and/or authorizations or agreements to bind the insurance
- The signing of this application does not bind the **Policyholder** or the insurer to complete the insurance, but it is agreed that the statements, warranties and representations this application and the information in the **Policyholder's** filings with the Securities & Futures Commission shall form the basis of the contract should a policy be entered into, and such statements, warranties, representations and information it will be incorporated into the policy.
- All written statements and materials furnished to the insurer by or on behalf of the insured in conjunction with this application are incorporated by reference into this application and made a part of it.
- Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or who, conceals, for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent act, which is a crime and may subject such person to criminal and civil penalties.

Signed

Title
(Must be signed by Chairman of the Board or CEO of the **Policyholder**)

Company

Date

Signing this proposal from does not oblige the Policyholder to purchase any insurance.

AIG Insurance Hong Kong Limited

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