

**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

Case No.: HC/OA 531/2022

In the matter of Section 118 of the Insurance Act 1966

Doc No.: HC/ORC 4928/2022

And

Filed: 27-September-2022 06:26 PM

In the matter of ZURICH INTERNATIONAL LIFE LIMITED,  
SINGAPORE BRANCH (UEN: T05FC6754E)



ZURICH INTERNATIONAL LIFE LIMITED,  
SINGAPORE BRANCH  
(Singapore UEN No. T05FC6754E)

...Applicant(s)



**ORDER OF COURT**

Case No: HC/OA 531/2022  
Before: The Honourable Justice Lee Seiu Kin  
Venue: in Chambers  
Hearing date/Time: 27-September-2022

The Court made the following orders in the above action application:

UPON HEARING THE APPLICATION of ZURICH INTERNATIONAL LIFE LIMITED, SINGAPORE BRANCH (Singapore UEN No.: T05FC6754E), the Applicant in this application, coming on for hearing on this day AND UPON READING the 1st Affidavit of Reginald James Peacock filed on the 8th day of September 2022 and the 1st Affidavit of Keith Blanchard filed on the 22nd day of September 2022 AND UPON HEARING the Counsel for the Applicant, IT IS ORDERED THAT:-

1. The Scheme dated 12 July 2022 (a copy of which is attached as the Schedule) be confirmed by the General Division of the High Court pursuant to Section 118 of the Insurance Act 1966 and that the Scheme takes effect at 0001 hours on 1 November 2022 (Isle of Man time) or such other date as the parties to the Scheme shall agree upon, or such other date as the Honourable Court shall stipulate; and
2. The Applicant be at liberty to apply.



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A handwritten signature in black ink, appearing to read 'Tan Boon Heng'.

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TAN BOON HENG  
REGISTRAR  
SUPREME COURT  
SINGAPORE



# **SCHEDULE**

DATED July 13<sup>th</sup> 2022

ZURICH INTERNATIONAL LIFE LIMITED, SINGAPORE BRANCH  
(AS TRANSFEROR)

AND

MONUMENT INTERNATIONAL LIFE ASSURANCE COMPANY LIMITED,  
SINGAPORE BRANCH  
(AS TRANSFEREE)

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SCHEME FOR THE TRANSFER OF THE LIFE  
INSURANCE BUSINESS OF ZURICH  
INTERNATIONAL LIFE LIMITED, SINGAPORE  
BRANCH TO  
MONUMENT INTERNATIONAL LIFE ASSURANCE  
COMPANY LIMITED, SINGAPORE BRANCH  
UNDER SECTION 117 OF  
THE INSURANCE ACT 1966

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**SCHEME FOR THE TRANSFER OF THE LIFE INSURANCE BUSINESS OF  
ZURICH INTERNATIONAL LIFE LIMITED, SINGAPORE BRANCH TO  
MONUMENT INTERNATIONAL LIFE ASSURANCE COMPANY LIMITED,  
SINGAPORE BRANCH UNDER SECTION 117 OF THE INSURANCE ACT 1966**

**1. PRELIMINARY**

**1.1 Definitions**

In this Scheme, unless there is something in the subject or context inconsistent therewith:

1.1.1 the following expressions bear the following meanings, namely:

**Act** means the Insurance Act 1966 of Singapore;

**Business** means certain insurance business (which is currently in run-off) carried on by ZILL from Singapore, and acting through the Singapore Branch, comprising the Transferring Contracts, Transferring Assets and Transferring Liabilities;

**Effective Time** means 0001 hours on 1 November 2022;

**Employees** means those individuals employed by ZILL Singapore in the Business as described in the agreement in writing between the Parties;

**Employment Act** means the Employment Act 1968 of Singapore;

**Excluded Assets** means all the assets of ZILL Singapore apart from the Transferring Assets, including, for the avoidance of doubt:

- (a) any right, title or interest in the Zurich Marks and the goodwill of the Business relating to the Zurich Marks;
- and
- (b) the consideration payable by MILAC to ZILL for the purchase of the Business;

**Foreign Law TOBAs** means the Transferring TOBAs governed by the laws of a jurisdiction other than the Isle of Man;

**IoMFSA** means the Isle of Man Financial Services Authority;

**IoM Scheme** means the scheme between ZILL and MILAC made pursuant to section 21(1) of, and Schedule 2 to, the Insurance Act 2008 of the Isle of Man in respect of the Business;

**Linked Asset** means an asset held within a Linked Fund in respect of a Unit Linked Transferring Policy;

**Linked Fund** means a notional internal linked fund of ZILL or MILAC (as applicable) maintained for the purpose of calculating the benefits payable under Unit Linked Transferring Policies;

**MAS** means the Monetary Authority of Singapore;

**Monument Group** means MILAC and all its subsidiaries, holding companies and the subsidiaries of all its holding companies at the date of this agreement;

**MILAC** means Monument International Life Assurance Company Limited, a company incorporated in the Isle of Man with company registration number 027082C whose registered office is 2nd Floor, St. George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE;

**MILAC Singapore** means MILAC, acting through its Singapore branch, whose registered branch office is at Marina Boulevard, #28-00, One Marina Boulevard, Singapore 018989;

**Parties** means ZILL and MILAC;

**Party** means each of ZILL or MILAC;

**Policyholder** means a policyholder of a Transferring Policy;

**Records** means all documents, files and other records, whether in physical or electronic form, relating exclusively to the Transferring Contracts, the Transferring Assets and the Transferring Liabilities which are in the possession of, or under the control of ZILL Singapore or its third party service providers, but excluding: (i) any such records of which ZILL Singapore is obliged to retain control in compliance with applicable law; and (ii) such other records as are agreed in writing between the Parties;

**Schemes** means the IoM Scheme and this Scheme;

**Singapore** means the Republic of Singapore;

**Singapore Court** means the High Court of Singapore;

**Singapore Court Order** means an order granted by the Singapore Court pursuant to Division 1 of Part 3AA of the Act, confirming the terms of this Scheme;

**Tax or Taxation** means:

- (a) any liability to any form of taxation, duty, impost, levy or rate or any amount payable to the revenue, customs or fiscal authorities of any part of the world whether national, federal, state or local (including, without limitation, Singapore and the Isle of Man) whenever created or imposed and without prejudice to the generality of the foregoing includes profits tax, provisional profits tax, interest tax, salaries tax, property tax, taxes on income, estate duty, capital duty, capital gains tax, stamp duty, payroll tax, withholding tax, value added tax, taxes on goods and services, taxes on sales, rates, customs and other import and export duties and excise duties;

- (b) an amount equal to any deprivation of any relief, allowance, set off, deduction in computing profits or right to repayment of taxation granted by or pursuant to any legislation concerning or otherwise relating to taxation; and
- (c) all costs, interest, penalties, charges, additions to tax, surcharges, fines and expenses incidental or relating to taxation or to any relief, allowance, set off or deduction in computing profits or right to repayment of taxation;

**Transferring Advisory Forms** means the forms signed by the holder of a Transferring Policy and a fund investment advisor in respect of a Transferring Policy authorising and instructing the Transferor to (i) provide information to, and/or (ii) take instructions from, and/or (iii) pay remuneration to, the fund investment advisor;

**Transferring Assets** includes all of the following as at the Effective Time:

- (a) the rights, benefits and powers (whether actual or contingent) of ZILL whatsoever under or by virtue of the Transferring Contracts (including the appropriate proportion of the rights, benefits and powers of ZILL which will pass to MILAC upon the deemed variation of the Split TOBAs under the IoM Scheme and in accordance with the agreement in writing between the Parties;
- (b) each Linked Asset, or an equivalent value thereto; and
- (c) the Records, including without limitation, all rights, title and interest of ZILL in the Records,

but excluding the Excluded Assets;

**Transferring Contracts** means the Transferring Policies, the Transferring Advisory Forms and the Transferring TOBAs;

**Transferring Liabilities** means all the liabilities (including contingent and prospective liabilities) whatsoever and wheresoever arising of ZILL, attributable to or in connection with the Transferring Contracts (including, for the avoidance of doubt, (if applicable) the appropriate portion of the liabilities of ZILL which will pass to MILAC upon deemed variation of the Split TOBAs under the IoM Scheme and in accordance with the agreement in writing between the Parties) or the Transferring Assets;

**Transferring Policies** means those policies listed or otherwise identified in Schedule 1 to this Scheme;

**Transferring Split TOBAs** means the Transferring Split TOBAs as defined in the IoM Scheme and the rights, benefits powers and liabilities under the Foreign Law TOBAs to be transferred in accordance with the agreement in writing between the Parties;

**Transferring TOBAs** means the Whole TOBAs and the Transferring Split TOBAs;

**Unit Linked Transferring Policy** means a Transferring Policy under which the benefits payable are wholly or partly to be determined by reference to the value of, or



the income from, property of any description or by reference to fluctuations in, or an index of, the value of property of any description;

**Whole TOBAs:** the TOBAs relating exclusively to the Transferring Business;

**ZILL** means Zurich International Life Limited, a company incorporated under the laws of the Isle of Man with the registered number 020126C, having its registered office at Zurich House, Isle of Man Business Park, Douglas, Isle of Man IM2 2QZ;

**ZILL Singapore** means ZILL, acting through its Singapore branch, whose registered branch office is at 50 Raffles Place #29-05 Singapore Land Tower 048623;

**Zurich Group** means ZILL and all its subsidiaries, holding companies and the subsidiaries of all its holding companies from time to time;

**Zurich Marks** means all trade mark rights (including rights in trade marks, logos and devices, brand names, trade dress and business names) owned by any member of the Zurich Group, including in the name “Zurich”, “Zurich International” and any associated logo or device and any right, title or interest in or to the foregoing;

1.1.2 In this agreement any reference, express or implied, to an enactment (which includes any legislation in any jurisdiction) includes references to:

- (a) that enactment as amended, extended or applied by or under any other enactment (before or after signature of this agreement);
- (b) any enactment which that enactment re-enacts (with or without modification); and
- (c) any subordinate legislation made (before or after signature of this agreement) under that enactment, as re-enacted, amended, extended or applied as described in paragraph (a) above, or under any enactment referred to in paragraph (b) above;

1.1.3 In this agreement:

- (a) “assets” includes property, rights and powers of any description;
- (b) “liabilities” means all liabilities, duties and obligations of every description, whether deriving from contract, common law, statute or otherwise, whether present or future, actual or contingent, ascertained or unascertained or disputed and whether owed or incurred severally or jointly or as principal or surety and “liability” means any one of them;
- (c) “property” includes property, assets, rights (including contingent rights as to the repayment of Tax), benefits and powers of every description (whether present or future, actual or contingent) and, for the avoidance of doubt, includes investment management agreements, distribution agreements, service agreements and external and internal reinsurance agreements (where relevant) and includes property held on trust and any interest whatsoever in any of the foregoing;

- (d) words denoting persons shall include bodies corporate and unincorporated associations of persons;
- (e) references to an individual/a natural person include his estate and personal representatives;
- (f) references to a **“Party”** to this agreement include references to the successors or assigns (immediate or otherwise) of that Party;
- (g) references to the singular includes the plural and vice versa unless the context otherwise requires;
- (h) a body corporate or a partnership is **“connected”** to another body corporate or partnership if (i) one of them has control of the other, or (ii) the same person or a group of the same (or substantially the same) persons has control of both of them.
- (i) the words **“including”** and **“include”** mean including without limitation and include without limitation, respectively;
- (j) any reference importing a gender includes the other genders;
- (k) any reference to a time of day is to Isle of Man time;
- (l) any reference to writing includes typing, printing, lithography, photography and facsimile but excludes any other form of electronic communication;
- (m) any reference to a document is to that document as amended, varied or novated from time to time otherwise than in breach of this agreement or that document; and
- (n) any reference to a company includes any company, corporation or other body corporate wheresoever incorporated.

1.1.4 The *eiusdem generis* rule does not apply to this agreement. Accordingly, specific words indicating a type, class or category of thing shall not restrict the meaning of general words following such specific words, such as general words introduced by the word **“other”** or a similar expression. Similarly, general words followed by specific words shall not be restricted in meaning to the type, class or category of thing indicated by such specific words.

1.1.5 A reference in this agreement to any Singaporean legal term for any action, remedy, method or form of judicial proceeding, legal document, court or any other legal concept or matter shall be deemed to include a reference to the corresponding or most similar legal term in any jurisdiction other than England, to the extent that such jurisdiction is relevant to the transactions contemplated by this agreement or the terms of this agreement.

## 1.2 **Reasons for the Scheme**

- (a) ZILL carries on the Business in Singapore through ZILL Singapore. MILAC carries on the business of life insurance in Singapore through MILAC Singapore. Each of ZILL Singapore and MILAC Singapore is currently licensed as a direct life insurer to carry on life insurance business in Singapore under the provisions of the Act.
- (b) Concurrently with the entry into this Scheme, ZILL has also entered into the IoM Scheme to transfer the Business to MILAC.
- (c) The object of this Scheme is to, in conjunction with the IoM Scheme, effect the transfer of the Business from ZILL Singapore to MILAC Singapore with effect from the Effective Time and with a view to MILAC Singapore carrying on the Business from the Effective Time as a going concern in succession to ZILL Singapore.
- (d) It is intended that an application shall be made pursuant to Section 117 of the Act for an order of the Singapore Court that the Business be transferred to and vested in MILAC Singapore by virtue of this Scheme without further or other assurance and be dealt with in accordance with this Scheme from the Effective Time.

## 2. **THE SCHEME**

### 2.1 **Transfer of the Business**

- 2.1.1 ZILL Singapore shall transfer to MILAC Singapore and MILAC Singapore shall assume from the Effective Time the Transferring Assets and the Transferring Liabilities.
- 2.1.2 For the avoidance of doubt, nothing in this Scheme shall operate to transfer the Excluded Assets.

### 2.2 **Consideration**

- 2.2.1 The consideration for the sale of the Business shall be calculated and payable in accordance with the terms as agreed in writing between the Parties.

### 2.3 **Conditions**

- 2.3.1 This Scheme will not become effective at the Effective Time unless the following conditions are satisfied:
  - (a) the MAS having given its approval in writing (the “**MAS Approval**”) for this Scheme and any conditions attaching to the MAS Approval having been satisfied; and
  - (b) the Singapore Court having granted the Singapore Court Order and any conditions attaching to the Singapore Court Order and any ancillary order made by the Singapore Court; and

- (c) the IoM Scheme also becoming effective at the Effective Time.

### 3. EFFECT OF SCHEME

- 3.1 Without prejudice to or limiting the generality of Clause 2.1 and in consideration of the obligations, premises, representations, covenants and/or undertaking provided herein:

#### 3.1.1 *General*

MILAC Singapore shall acquire the Business and all legal and beneficial ownership and risk in the Transferring Assets shall be transferred to and vested in MILAC Singapore with effect from the Effective Time and all Transferring Liabilities shall be transferred to and become the liabilities, obligations, debts and duties of MILAC Singapore with effect from the Effective Time, without further or other acts or assurance and be dealt with in accordance with this Scheme. For the avoidance of doubt, none of the Parties shall be required to enter into any deeds, documents, instruments of conveyance, assignment, novation and transfer to effect and complete the transfer.

#### 3.1.2 *Transfer of Transferring Policies*

Pursuant to this Scheme, on and with effect from the Effective Time:

- (a) all the Transferring Policies will vest without further or other act or assurance in MILAC Singapore so as to constitute MILAC Singapore as insurer of the Transferring Policies in place of ZILL Singapore;
- (b) all the Transferring Policies underwritten by ZILL Singapore shall be accepted by MILAC Singapore into its own books and registers and MILAC Singapore shall make suitable provision for such amounts in MILAC Singapore's insurance funds in accordance with the Act and all the regulations made thereunder;
- (c) all the duties, liabilities contingent or otherwise and obligations of ZILL Singapore subsisting at the Effective Time pertaining to or in connection with the Transferring Policies, including all duties, liabilities and obligations of ZILL Singapore under all Transferring Policies shall be assumed by MILAC Singapore;
- (d) all references in a Transferring Policy, proposal or application for a Transferring Policy, trust deed, policy loan agreement or any other document evidencing or relating to a Transferring Policy to "ZILL Singapore " will have effect and be construed as a reference to "MILAC Singapore "; and
- (e) in the case of those Transferring Policies which may under applicable law only be transferred with the consent of third parties, ZILL Singapore shall use all reasonable endeavours in co-operation with MILAC Singapore to obtain all such necessary consents or to arrange for the novation thereof, in each case on or before the Effective Time.

### 3.1.3 *Holders of Transferring Policies*

Pursuant to this Scheme, every Policyholder as recorded in the insurance policies register of ZILL Singapore shall on and from the Effective Time become entitled in substitution for any right or rights available to him under a Transferring Policy against ZILL Singapore to the same right or rights against MILAC Singapore and for the avoidance of doubt (as regards policies under which premiums continue to be payable) shall account to MILAC Singapore for any further premiums as and when they become due.

### 3.1.4 *Proceedings Pending by or Against ZILL Singapore*

- (a) If, at the Effective Time, any proceedings shall be pending by or against ZILL Singapore in any court or tribunal, arbitral or otherwise in connection with the Business to be transferred to MILAC Singapore under this Scheme, the same shall be continued by or against MILAC Singapore, and any judgment or award entered after the Effective Time for or against ZILL Singapore in any such proceedings shall have effect between ZILL Singapore and MILAC Singapore as if such judgment had been entered for or against MILAC Singapore.
- (b) At the Effective Time, MILAC Singapore shall, to the extent permitted or provided for under applicable laws, be fully subrogated to all defences, set-offs, claims and counterclaims to which ZILL Singapore would otherwise have been entitled to against any party arising out of or in connection with the Business to be transferred under this Scheme.

### 3.1.5 *Offshore Agreements and Offshore Assets and Liabilities*

In respect of agreements for or in respect of any Transferring Assets or Transferring Liabilities to be transferred under this Scheme which are not governed by the laws of Singapore, or in respect of any Transferring Assets or Transferring Liabilities which are situated outside Singapore, and this Scheme and the Singapore Court Order are not effective under the laws of such foreign jurisdiction to effect the transfer of the same, the Parties will procure the transfer of such agreements, Transferring Assets or Transferring Liabilities in accordance with the IoM Scheme or as otherwise agreed between the Parties.

### 3.1.6 *Employees*

- (a) The transfer of the employment of the Employees shall be governed by section 18A of the Employment Act.
- (b) ZILL Singapore and MILAC Singapore shall procure that all Employees shall be transferred to the MILAC Singapore at the Effective Time together with the Transferring Assets on the same terms and conditions of employment as under their employment with ZILL Singapore pursuant to section 18A of the Employment Act.

- (c) ZILL Singapore and MILAC Singapore shall perform all acts and take all steps necessary to comply with the provisions of section 18A of the Employment Act.

## **4 UNDERTAKINGS**

### **4.1 Undertakings by ZILL Singapore**

ZILL Singapore undertakes that it shall comply with all applicable provisions of section 119 of the Act.

### **4.2 Undertakings by MILAC Singapore**

MILAC Singapore undertakes that with effect from the Effective Time, it shall conduct its insurance business in Singapore in accordance with sound insurance principles and the provisions of the Act. MILAC Singapore also undertakes that it shall comply with all applicable provisions of section 119 of the Act.

## **5 COSTS AND EXPENSES**

### **5.1 Costs and expenses in connection with the Scheme**

Except where, otherwise agreed in writing between the Parties, each Party shall pay its own costs (including legal costs) and expenses of and incidental to the preparation and carrying into effect of the Scheme.

### **5.2 Reimbursement to the MAS**

ZILL Singapore and MILAC Singapore shall be jointly and severally liable to reimburse to the MAS under Section 118 of the Act for any expenses incurred by them in connection with this Scheme and such liability shall be borne equally as between ZILL Singapore and MILAC Singapore.

## **6 MODIFICATION OF THE SCHEME**

ZILL Singapore and MILAC Singapore may jointly consent in writing on behalf of all persons concerned to any modification of or amendment to this Scheme or to any condition affecting the same which the Singapore Court or the MAS may think fit to approve or impose.

## **7 RIGHTS OF THIRD PARTIES**

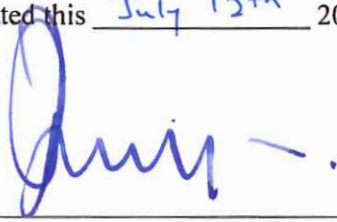
A person who is not a Party shall not have any right under the Contracts (Rights of Third Parties) Act 2001 to enforce any provision of this Scheme.

## **8 GOVERNING LAW**

This Scheme shall be governed by, and construed in accordance with, the laws of Singapore.

Executed by the Parties

Dated this July 12<sup>th</sup> 2022



Signed by **REGINALD PEACOCK**

For and on behalf of

**ZURICH INTERNATIONAL LIFE LIMITED, SINGAPORE BRANCH**

In the presence of:



Name of witness: **LINDA ONG**

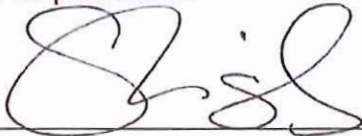


Signed by **JEFFREY MORE**

For and on behalf of

**MONUMENT INTERNATIONAL LIFE ASSURANCE COMPANY LIMITED,  
SINGAPORE BRANCH**

In the presence of:



Name of witness: **SHAUN WANWRIGHT**

**SCHEDULE**  
**Transferring Policies**

887366	3022038	3025590	3031648	3038110	3047061	3054066	3062708	8100115	8102548
892114	3022193	3025761	3031673	3038118	3047298	3054411	3062962	8100133	8102556
898180	3022223	3025788	3031706	3038124	3047318	3054538	3063090	8100141	8102563
901474	3022273	3025806	3031736	3038154	3047467	3054588	3063098	8100184	8102564
902594	3022281	3025817	3031754	3038206	3047492	3054759	3063277	8100227	8102590
904040	3022286	3025866	3031833	3038443	3047522	3054978	3063911	8100395	8102598
905933	3022294	3026148	3031901	3038461	3047547	3054986	3063919	8100408	8102741
906328	3022336	3026427	3031919	3038469	3047555	3055088	3063952	8100413	8102775
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910597	3022728	3026749	3032233	3038526	3047583	3055761	3064034	8100471	8102805
918911	3022737	3026764	3032331	3038809	3048063	3055885	3064042	8100489	8103059
920479	3022824	3026816	3032541	3038859	3048139	3056025	3064079	8100543	8103067
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931047	3023099	3027168	3032789	3039243	3048708	3056637	3064516	8100625	8103156
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935701	3023121	3027396	3033031	3039632	3048751	3056680	3064745	8100972	8103191
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3020130	3023936	3029528	3034927	3042601	3051325	3059555	3066961	8101907	8103578
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3020887	3024633	3030394	3036595	3044396	3052170	3060421	3068172	8102171	8104086
3020895	3024637	3030575	3036673	3044825	3052283	3061001	3068414	8102176	8104256
3020937	3024863	3030603	3037275	3044885	3052446	3061345	3068791	8102185	8104382
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3021055	3024998	3030991	3037413	3045375	3053443	3061402	3069427	8102408	8104553
3021138	3025106	3030999	3037480	3045857	3053460	3061420	3069435	8102431	8104574
3021280	3025313	3031014	3037692	3045989	3053468	3061436	3069907	8102521	8104582
3021333	3025410	3031338	3037799	3046153	3053662	3061728	8100008	8102539	8104649
3021728	3025463	3031497	3037849	3046762	3053743	3061763	8100085	8102540	8104739
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