



MSIG

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A Member of **MS&AD** INSURANCE GROUP

Directors and Officers Liability Proposal Form

Important Notice

Please read the following advice before completing this proposal form.

This proposal is for a claims made policy. A claims made policy only responds to claims made and notified to us during the period of insurance.

The term "PROPOSER" or "You/Your" means the Company (or organisation) listed below and all of its subsidiaries for which coverage is proposed on this form and the "INSURER" or "We/Us/Our" is MSIG Insurance (Hong Kong) Limited.

This PROPOSER is completing this form on behalf of all Insureds (as defined in the policy), it must be signed and dated by an authorised representative of the PROPOSER.

When completing this Proposal Form:

- Answer all questions giving full and complete answers.
- It is your duty to provide all of the information requested on the form as well as to include all material facts.
- A material fact is a known fact and/or circumstance that may influence our decision whether to accept the risk and if so, on what terms. If you are unsure whether a matter is material, you should disclose it. Full details of your duty of disclosure can be found in the following section.
- If the space provided on this form is insufficient, please provide complete answers on an additional sheet, which must be signed and dated.
- The proposal form must be completed, signed and dated by a person, who must be of legal capacity and authorised for the purpose of requesting this insurance by the PROPOSER.

This proposal form **DOES NOT BIND** the PROPOSER or the INSURER to complete the insurance but will become part of the insurance policy.

Your Duty of Disclosure

Before you enter into a contract of general insurance with us, you have a duty to disclose every matter within your knowledge that is material to our decision whether to insure you and, if so, upon what terms. You have the same duty to disclose material facts before you renew, extend, vary or reinstate a contract of general insurance.

Your duty however does not require you to tell us anything that:

- Reduces the risk you are insured for; or
- Is common knowledge; or
- We know or, as an insurer, should know; or
- We waive your duty to tell us about.

Note that this duty continues after the proposal form has been completed until the time the policy is in force.

Non-Disclosure

If you fail to comply with this duty of disclosure, we may cancel the policy or reduce the amount we will pay you if you make a claim, or both. If your failure is fraudulent, we may refuse to pay a claim and treat the policy as if it had never existed. It is therefore vital that you make sufficient enquiries before completing this form and before signing the declaration on this form or any addendum; or any declaration that there has been no change in the information you have provided.

Subrogation

Where another person or company would be liable to compensate you for any loss or damage otherwise covered by the policy, but you have agreed with that person either before or after the loss or damage occurred that you would not seek to recover any monies from that person or company, we will not cover you under the insurance for such loss or damage.

Section 1 Details of proposer

Company name:

Company registration number:

Address of head office:

Web address:

Place of incorporation:

Date established:

Describe the company's activities:

Section 2 Company history

1. At any point in the last 3 years has:

The parent company's name been changed?

☐ Yes ☐ No

The company been involved in any mergers or acquisitions?

☐ Yes ☐ No

Any subsidiary been sold, ceased trading or wound up?

☐ Yes ☐ No

The company's capital structure changed in any way?

☐ Yes ☐ No

There been any rights issuance activity?

☐ Yes ☐ No

There been any change in your auditor or principal legal advisers?

☐ Yes ☐ No

If you have answered 'yes' to any question, please provide details:

2. Are any acquisitions, tender offers, sales or mergers involving the company pending, proposed or under consideration?

☐ Yes ☐ No

If 'yes', please provide details:

Section 3 Capital structure

1. Is the company

Private?

☐ Yes ☐ No

Public?

☐ Yes ☐ No

Listed on the Hong Kong Stock Exchange?

☐ Yes ☐ No

Listed on any Foreign Stock Exchange?

☐ Yes ☐ No

Listed on any Unlisted Securities Market or Exempt Stock Exchange?

☐ Yes ☐ No

If you have answered 'yes' to any question, please provide details:

2. Is the company considering a public offering of securities within the next year?

☐ Yes ☐ No

If 'yes', please provide details:

3. Please state:

Total number of shareholders

Percentage of shares held by directors and officers

%

Individual holdings of 15% or more of the ordinary share capital (please state names and percentage holdings)

Please state the company's:

Gross consolidated turnover (average of the last 2 years)

HKD

Gross consolidated total assets (last financial year)

HKD

Gross consolidated net assets (last financial year)

HKD

Section 4 Employment practices

1. Total employee numbers (this year):

	Hong Kong	China	USA/Canada	Others (please specify)
Permanent				
Temporary and outsourced				
Directors and officers				

2. Approximate employee turnover last year (percentage) _____ %

3. Are you currently conducting or planning any redundancies, retrenchments, layoffs or reductions in your workforce? ☐ Yes ☐ No

If 'yes', please provide further details:

4. Do you have a Human Resources Department? ☐ Yes ☐ No

If 'no', please provide full details of how the HR function is handled:

5. Do you have an employee handbook or manual which defines company policies for matters such as workplace harassment, grievance procedures, disciplinary processes, employment termination and redundancy? ☐ Yes ☐ No

If 'yes', please provide a copy.

If 'no', please describe how these issues are handled:

Section 5 Previous insurance cover

1. Does the company currently have directors and officers liability insurance? ☐ Yes ☐ No

If 'yes', please state:

Insurer	
Expiry date	
Limit of liability	
Retroactive date (if applicable)	

2. Has your company or any subsidiary ever been refused this type of insurance, or had similar insurance cancelled, or had an application of renewal declined, or had special terms imposed? ☐ Yes ☐ No

If 'yes', please supply details:

Section 6 North American exposure

1. Has the company or any subsidiary ever:

Conducted business in the USA or Canada?

☐ Yes ☐ No

Had shares traded on a stock exchange in the USA or Canada?

☐ Yes ☐ No

Had shares traded as American Depositary Receipts (ADR) or 144A programs?

☐ Yes ☐ No

If 'yes', please provide full details including sponsors, total capitalisation, ADR to local share ratio and the total number of shareholders:

Held a beneficial interest in any business entity in the USA or Canada?

☐ Yes ☐ No

2. What is:

The total value of all assets of the company and its subsidiaries in the USA and Canada? USD _____

The percentage of the total assets of the company and its subsidiaries held in the USA and Canada? _____ %

3. Please list all subsidiaries in the USA and Canada which are not wholly owned:

Section 7 Claim history

Please ensure appropriate enquiries are made of all directors and officers of the company prior to answering the following questions.

1. Is the company or any director or officer of the company aware of any past, current or pending claim against them as director or officer of the company or its subsidiaries? ☐ Yes ☐ No

2. Is the company aware of any circumstance, incident or action which may result in a claim against a director or officer of the company in their professional capacity? ☐ Yes ☐ No

3. Is the company or any director, officer or employee under investigation or subject to questioning by any stock exchange or regulator? ☐ Yes ☐ No

If you have answered 'yes' to any question, please provide details:

Section 8 Indemnity limit

1. Limit of indemnity required:

☐ HKD 10,000,000

☐ USD 3,000,000

☐ HKD 30,000,000

☐ USD 5,000,000

☐ HKD 50,000,000

☐ USD 7,000,000

☐ Other HKD _____

☐ Other USD _____

Section 9 Declaration

I/We, the undersigned, desire to effect the insurance specified herein and declared that I/We:

- agree that MSIG Insurance (Hong Kong) Limited reserves its right to reject my application.
- warrant that the information given and answers to questions herein are true and correct to the best of my/our knowledge.
- have not withheld facts likely to influence assessment of this application.
- agree that this application, declaration and other information provided shall form the basis of the contract and agree to accept the terms, limitations, exclusions, conditions, clauses and warranties contained in the policy/policies and/or as modified or extended by any endorsements thereon.

Declaration of Broker Commission (if applicable)

The applicant understands, acknowledges and agrees that, as a result of the applicant purchasing and taking up the policy to be issued by MSIG Insurance (Hong Kong) Limited ("MSIG"), MSIG will pay the authorised insurance broker commission during the continuance of the policy including renewals, for arranging the said policy. Where the applicant is a body corporate, the authorised person who signs on behalf of the applicant further confirms to MSIG that he or she is authorised to do so. The applicant further understands that the above agreement is necessary for MSIG to proceed with the application.

Appendix: Notice to customers relating to the Personal Data (Privacy) Ordinance ("the Ordinance")

MSIG Insurance (Hong Kong) Limited ("MSIG", "we" or "us") would ask that you take the time to read this privacy policy carefully. In case of discrepancies between the English and Chinese versions of this statement, the English version shall prevail.

PRIVACY POLICY

MSIG takes your privacy very seriously. To ensure your personal information is secure, we communicate and enforce our privacy and security guidelines according to the relevant laws and regulations. MSIG takes precautions to safeguard your personal information against loss, theft, and misuse, as well as against unauthorised access, disclosure, alteration, and destruction. Furthermore, we will not sell your personal information to anyone for any purposes. MSIG imposes very strict sanction control and only authorised staff on a need-to-know basis are given access to or will handle your personal data, and we provide regular training to our staff to keep them abreast of any new developments in privacy laws and regulations.

We will only retain your personal data in our business records for as long as it is necessary for business and tax purposes as permitted by the laws. We will require our agent, contractor or third party who provides administrative or other services on our behalf to protect personal data they may receive in a manner consistent with this policy. We do not allow them to use such information for any other purposes. If you have any questions or inquiries regarding our privacy policy, please feel free to contact us.

We may amend this Privacy Policy at any time and for any reason. The updated version will be available by following the 'Privacy Policy' link on our website homepage at msig.com.hk. You should check the Privacy Policy regularly for changes.

Personal information collection statement

Personal information is data that can be used to uniquely identify or contact a single person. As our customers, it is necessary from time to time for you to supply us with your personal data in relation to the general insurance services and products ("the Product") that we provide to you and in order for us to deliver and improve the customer service. This includes but not limited to the personal data contained in the proposal form or in any documents in relation to the Product or any claim made under the Product.

Your personal data may be used for **obligatory purpose** or **voluntary purpose**. If personal data are to be used for an obligatory purpose, you MUST provide your personal data to MSIG if you want MSIG to provide the Product. Failure to supply such data for obligatory purpose may result in MSIG being unable to provide the Product.

The **obligatory purposes** for which your personal data may be used are as follows:-

- processing and evaluating your insurance application and any future insurance application you may make;
- our daily operation and administration of the services and facilities in relation to the Product provided to you;
- variation, cancellation or renewal of the Product;
- invoicing and collecting premiums and outstanding amounts from you;
- assessing and processing claims in relation to the Product and any subsequent legal proceedings;
- exercising any right of subrogation by us;
- contacting you for any of the above purposes;
- other ancillary purposes which are directly related to the above purposes; complying with applicable laws, regulations or any industry codes or guidelines; and
- detecting and preventing fraud (whether or not relating to the policy issued in respect of this application).

The **voluntary purposes** for which your personal data may be used are any sales, marketing, promotion of other general insurance services and products provided by MSIG. The personal data we intend to use for voluntary purposes are your name, your address, your phone number and email address.

If you do not wish MSIG to use your personal data for the voluntary purposes listed above, you should tick the box on the right and send us a copy of this Notice at the address listed below together with the required information which are necessary for us to process your opt-out request. You may also notify us by filling in the General enquiry form - Opt-out from direct marketing activities on our website at msig.com.hk. In your notification, you must supply the same required information as listed below.



To enable us to process your opt-out request, please provide us below information and send to:
The Data Protection Officer at 9/F 1111 King's Road, Taikoo Shing, Hong Kong.

Full name:

Contact number:

HKID number: (for identification purpose)

Policy/Certificate/Acknowledgement number (if you have one):

NOTE: This instruction will override all previous instructions relating to direct marketing that have been given to MSIG.

In connection with any of the above purposes, the personal data that we have collected might be transferred to:

- third party agents, contractors and advisors who provide administrative, communications, computer, payment, security or other services which assist us to carry out the above purposes (including medical service providers, emergency assistance service providers, telemarketers, mailing houses, IT service providers and data processors);
- in the event of a claim, loss adjudicators, claims investigators and medical advisors;
- reinsurers and reinsurance brokers;
- your insurance broker;
- our legal and professional advisors;
- our related companies as defined in the Companies Ordinance;
- the Hong Kong Federation of Insurers (or any similar association of insurance companies) and its members;
- the Insurance Complaints Bureau and similar industry bodies; and
- government agencies and authorities as required or permitted by law;
- fraud prevention organizations;
- other insurance companies (whether directly or through fraud prevention organization or other persons named in this paragraph);
- the police; and
- databases or registers (and their operators) used by the insurance industry to analyse and check information provided against existing information.

In order to confirm the accuracy of your personal data, you agree to provide us with authorisation to access to and to verify any of your personal data with the information collected by any federation of insurance companies from the insurance industry.

Under the relevant laws and regulations, you have the right to request access to and to request correction of your personal data held by us. If you wish to exercise these rights, please write to our Data Protection Officer at 9/F 1111 King's Road, Taikoo Shing, Hong Kong.

If you have any enquiries or require assistance with this Personal Information Collection Statement, please call us at +852 3122 6922.

Authorised signature (with company stamp)

Name and position

Date _____ (DD/MM/YY)