

## PROPOSAL FORM: DIRECTORS & OFFICERS LIABILITY INSURANCE

### IMPORTANT NOTICE

PLEASE READ THE FOLLOWING ADVICE BEFORE COMPLETING THIS PROPOSAL FORM

Your Directors & Officers Liability Insurance Policy is issued on a CLAIMS MADE basis.

Please note that this proposal form is being completed by the PROPOSER on behalf of all Insureds (as defined in the policy).

The term "PROPOSER" shall mean the Company listed below and all Subsidiaries of the Company for which coverage is proposed under this proposal form.

#### When completing this Proposal Form

- Please answer all questions giving full and complete answers.
- It is the duty of the PROPOSER to provide all information that is requested in the proposal form as well as to add additional relevant facts.
- A relevant fact is such known fact and/or circumstance that may influence in the evaluation of the risk by the insurer. If you have any doubts about what a relevant fact is, please do not hesitate to contact your broker or insurer.
- If the space provided on the Proposal Form is insufficient, please use a separate signed and dated sheet in order to provide a complete answer to any question.
- 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 Directors & Officers Liability Insurance who acts as a PROPOSER.

**This proposal form DOES NOT BIND the PROPOSER or the Insurer to complete the insurance but will form part of any insurance policy incepted.**

#### Your Duty of Disclosure

Before you enter into a contract of general insurance with an Insurer, you have a duty to disclose to the Insurer every matter that you know, or could reasonably be expected to know, is relevant to the Insurer's decision whether to accept the risk of the insurance and, if so, upon what terms. You have the same duty to disclose those matters to the Insurer before you renew, extend, vary or reinstate a contract of general insurance.

Your duty however does not require disclosure of matters:

- That diminishes the risk to be undertaken by the Insurer;
- That is of common knowledge;
- That your Insurer knows or, in the ordinary course of its business, ought to know; or
- As to which compliance with your duty is waived by their Insurer.

(It should be noted that this duty continues after the proposal form has been completed up until the time the policy is entered into.)



**Sun Flower Insurance Brokers Limited**  
 Room 1105-08, Hing Yip Commercial Centre, 282 Des Voeux Road Central, Hong Kong  
 Tel: 2521 1881 Fax: 2521 1919 Email: vip@sunflowergroup.com.hk [www.sunflowerVIP.com](http://www.sunflowerVIP.com)  
 Thank you for considering Sun Flower to be one of your selected intermediaries.  
 We are pleased to get in touch should you have any enquiry regarding the captioned insurance.

Insured by:



## Non-Disclosure

If you fail to comply with your duty of disclosure, the Insurer may be entitled to reduce its liability under the contract in respect of a claim or may cancel the contract. If your non-disclosure or misrepresentation is fraudulent, the Insurer may also have the option of avoiding the contract in its entirety. It is therefore vital that you make sufficient enquiries BEFORE you complete this proposal form and BEFORE you sign any declaration that there has been no change in the information provided.

## Surrender or Waiver of any Right of Contribution or Indemnity

Where another person or company would be liable to compensate you or hold you harmless for part or all or any loss or damage otherwise covered by the policy, but you have agreed with that person either before or after the inception of the policy that you would not seek to recover any loss or damage from that person, you are NOT covered under the policy for any such loss or damage.

## Contract by the Insured Affecting Rights of Subrogation

If the proposed contract of insurance includes a provision which excludes or limits the Insurer's liability in respect of any loss because you are a party to an agreement which excludes or limits your rights to recover damages from a third party in respect of that loss, you are hereby notified that signing any such agreement may place your indemnity under the proposed contract of insurance at risk.

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 [www.msig.com.hk](http://www.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.



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Thank you for considering Sun Flower to be one of your selected intermediaries.

We are pleased to get in touch should you have any enquiry regarding the captioned insurance.

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 provide us with the following information. You may also notify us by sending an email to 'dpo@hk.msig-asia.com'. In your notification, you must supply the same required information as listed below. [ ]

Full Name:	
Contact Number:	
HKID Number:	<i>(for identification purpose)</i>
Policy / Certificate / Acknowledgment 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 Claims 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



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- 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 Cityplaza One, 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.

PLEASE ENCLOSE WITH THIS PROPOSAL FORM:

- A Brochure (if available)
- Copy of Standard Contract Terms (if available)

## SECTION 1: DETAILS OF THE PROPOSER

Insured Name: \_\_\_\_\_

Address of Head Office: \_\_\_\_\_

Web Address: \_\_\_\_\_

Place of Incorporation: \_\_\_\_\_

Date Established: \_\_\_\_\_

Describe the activities of the Company: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## SECTION 2: HISTORY OF THE COMPANY

1. During the last three years has:

- |   |                                  |                                 |
|---|----------------------------------|---------------------------------|
| a. The name of the Parent Company changed?                        | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |
| b. Any acquisitions or mergers involving the Company taken place? | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |
| c. Any subsidiary company been sold or ceased trading?            | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |
| d. The capital structure of the Parent Company changed?           | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |
| e. Any rights issued taken place?                                 | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |
| f. The Company changed its external auditors/legal advisors?      | Yes [ <input type="checkbox"/> ] | No [ <input type="checkbox"/> ] |



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If the answer is Yes to any of the above questions, please provide details below (use separate sheet if necessary):

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2. Has the Company any acquisitions, tender offer or merger pending or under consideration, and/or are you aware of any proposal relating to its acquisitions by another company? Yes [ ] No [ ]

If Yes, please provide further details:

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### SECTION 3: CAPITAL STRUCTURE OF THE COMPANY

1. Is the Company:

- a. Private? Yes [ ] No [ ]
- b. Public? Yes [ ] No [ ]
- c. Listed on the Hong Kong Stock Exchange? Yes [ ] No [ ]
- d. Listed on any Foreign Stock Exchange? Yes [ ] No [ ]

If Yes, please provide further details:

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- e. Listed on any Unlisted Securities Market or Exempt Stock Exchange? Yes [ ] No [ ]

2. Is the Company intending a public offering of securities within the next year in Hong Kong or elsewhere?

Yes [ ] No [ ]

If Yes to any of the above, please provide further details:

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3. Please state:

- a. Total number of Shareholders: \_\_\_\_\_
- b. Total number of shares held by Directors and Officers: \_\_\_\_\_
- c. All holdings representing 15% or more of the Company's Ordinary Share Capital (Please state the names and their respective percentage of holdings).

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## SECTION 4: EMPLOYMENT PRACTICES

1. Please state in respect of the PROPOSER:

Total Number of Staff (Current Year)	Hong Kong	China	USA/Canada	Others
Permanent Employees				
Temporary and Outsourced Employees				
Directors and Officers				

2. What was the approximate annual percentage of employees turnover in the previous year? \_\_\_\_\_

3. Is the PROPOSER currently conducting any employee layoffs, retrenchments or reductions in the next twelve (12) months? Yes [ ] No [ ]

If Yes, please provide further details:

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4. Does the PROPOSER have a Human Resource/Personnel Department? Yes [ ] No [ ]

If No, please provide further details of how this function is handled:

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5. Does the PROPOSER have an Employee Handbook or Manual which addresses issues such as sexual harassment, employee disciplinary actions, terminations and layoffs? Yes [ ] No [ ]

If No, please provide further details of how these issues are handled:

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## SECTION 5: PREVIOUS / CURRENT INSURANCE

1. Does the Company on behalf of its Directors or Officers have Directors & Officers Liability insurance currently in force? Yes [ ] No [ ]

If YES, please state:

Name of Insurer:	
Limit of Indemnity:	
Expiry Date of the Policy:	
Retroactive Date of the Policy:	

2. Has the Company ever had any Insurer decline a proposal or cancel or refused a Directors and Officers Liability Insurance? Yes [ ] No [ ]



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If Yes, please provide further details:

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## SECTION 6: NORTH AMERICA EXPOSURE DETAILS

1. In the USA or Canada, has the Company or any subsidiary at any time:

- |  |         |        |
|--|---------|--------|
| a. Conducted any business?   | Yes [ ] | No [ ] |
| b. Had any shares traded on a listed stock exchange?   | Yes [ ] | No [ ] |
| c. Had any shares traded in the form of American Depositary Receipts (ADR) and/or 144A programs? | Yes [ ] | No [ ] |

If Yes, please advise:

- i. Whether they are sponsored or unsponsored, who is the sponsor?

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- ii. What is the program's total capitalisation?

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- iii. What is the ratio of American Depositary Shares (ADS) to the PROPOSER's local shares?

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- iv. What is the number of ADR shareholders?

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- |   |         |        |
|---|---------|--------|
| d. Held a beneficial interest in any Company? | Yes [ ] | No [ ] |
|---|---------|--------|

2. Please state:

- a. The total assets of the Company and all Subsidiaries in the USA/Canada: US\$ \_\_\_\_\_
- b. What percentage of total assets of the Company and all Subsidiaries are in the USA/Canada: \_\_\_\_\_%

3. Please list those subsidiaries in the USA/ Canada that are not wholly owned?

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## SECTION 7: CLAIMS INFORMATION / CIRCUMSTANCES

1. After enquiry of the Directors & Officers of the Company, has there been or is there now pending a claim against them in their capacity as Director or Officer of the Company or its Subsidiaries? Yes [ ] No [ ]
2. Is the PROPOSER aware, after enquiry, of any circumstance or incident, which may give rise to a claim against any Director or Officer of the Company in their capacity as such? Yes [ ] No [ ]
3. Is the PROPOSER or any of its directors, officers, or employees being investigated or requested information by any stock exchange or regulatory body? Yes [ ] No [ ]

If Yes to any of the above, please provide further details: \_\_\_\_\_

## SECTION 8: INDEMNITY LIMIT

1. Please select the amount of Indemnity required:

HK\$ 30,000,000	[ ]	US\$ 1,000,000	[ ]
HK\$ 50,000,000	[ ]	US\$ 5,000,000	[ ]
HK\$ 75,000,000	[ ]	US\$ 10,000,000	[ ]
HK\$ 100,000,000	[ ]	US\$ 15,000,000	[ ]

Other (please state): \_\_\_\_\_

## SECTION 9: DECLARATION

SIGNING THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER OR THE INSURER TO COMPLETE THIS INSURANCE

The undersigned declares that the statement and particulars in this proposal form are true and that no material facts have been misstated or suppressed after enquiry. The undersigned agree that should any of the information given by us alter between the date of this proposal and the inception date of the insurance to which this proposal relates, the undersigned will give immediate notice thereof. The undersigned agrees that this proposal, together with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

Declaration of Broker Commission:

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.

TO BE SIGNED BY CHAIRMAN OR MANAGING DIRECTOR OR EQUIVALENT

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_

NAME: \_\_\_\_\_

POSITION: \_\_\_\_\_

IT IS IMPORTANT THE UNDERSIGNED OF THE DECLARATION ABOVE IS FULLY AWARE OF THE SCOPE OF THIS INSURANCE SO THAT THESE QUESTIONS CAN BE ANSWERED CORRECTLY. IF IN DOUBT PLEASE CONTACT THE BROKER, SINCE NON-DISCLOSURE MAY AFFECT AN ASSURED'S RIGHT OF RECOVERY UNDER THE POLICY.

PROPOSAL FORM: BROKER DIRECTORS & OFFICERS LIABILITY INSURANCE



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