



# Proposal Form

## Directors & Officers Liability Insurance

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### Important Notice Relating to this Proposal

**PLEASE READ THE FOLLOWING ADVICE BEFORE PROCEEDING TO COMPLETE THIS PROPOSAL FORM.**

Your Directors & Officers Liability and Company Reimbursement 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 for the firm who acts as a PROPOSER.

This proposal form does NOT BIND the PROPOSER 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 matter:

- 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 his business, ought to know;
- 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.)

#### **Non – Disclosure**

If you fail to comply with your duty of disclosure, the Insurer may be entitled to reduce their liability under the contract in respect of a Claim or may cancel the contract.

If your non-disclosure is fraudulent, the Insurer may also have the option of avoiding the contract from its beginning. It is therefore vital that you make sufficient enquiries BEFORE you complete your proposal form and BEFORE you sign any declaration that there has been no change in the information proposed.

#### **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.

#### **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 document in relation to the Product or any claim made under the Product.

Your personal data may be used for the purpose of:

- our daily operation and administration of the services and facilities in relation to the Product provided to you;
- any sales, marketing, promotion of other general insurance services and products provided by us;
- variation, cancellation or renewal of the Product;
- assessing and processing claims in relation to the Product and any subsequent legal proceedings; or
- exercising any right of subrogation by us.



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

- our related, subsidiary or affiliated companies within the MSIG Group or MS&AD Insurance Group in or out of Hong Kong;
- any other company carrying out insurance or reinsurance related business in or out of Hong Kong;;
- any association or federation of insurance companies that exists or is formed from time to time; or
- any agent, contractor or third party who provides administrative, claims handling or other services relating to the Product to MSIG or any member of the MSIG Group or MS&AD Insurance Group.

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, and to request to opt out from receiving any direct marketing communication from 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 (for Hong Kong customers) or at Avenida Da Praia Grande No. 693, Edif Tai Wah 13 Andar A&B, Macau (for Macau customers).

Nothing in this statement shall limit your rights under the relevant laws and regulations.

**PLEASE ENCLOSE WITH THIS PROPOSAL FORM:**

- A. The last two audited Annual Reports & Accounts for the Company
- B. The last two interim statements (if applicable)
- C. Any other Prospectus Type Documents published in the last 12 months

**HOW TO CONTACT MSIG HK and DUAL Asia**

Address: 9/F, Cityplaza One  
1111 King's Road  
Taikoo Shing  
Hong Kong  
E-mail:reception@dualasia.com



**SECTION 1: DETAILS OF THE PROPOSER**

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1. Name of the Company:  
\_\_\_\_\_
2. Address of Head Office:  
\_\_\_\_\_
3. Web Address:  
\_\_\_\_\_
4. Place of Incorporation:  
\_\_\_\_\_
5. The Company has continually carried on business since \_\_\_\_\_ / \_\_\_\_\_  
(Month) (Year)
6. Describe the business activities of the Company: \_\_\_\_\_  
\_\_\_\_\_

**SECTION 2: HISTORY OF THE COMPANY**

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1. During the last three years has:
  - a. The name of the Parent Company changed? Yes [ ] No [ ]
  - b. Any acquisitions or mergers involving the Company taken place? Yes [ ] No [ ]
  - c. Any subsidiary company been sold or ceased trading? Yes [ ] No [ ]
  - d. The capital structure of the Parent Company changed? Yes [ ] No [ ]
  - e. Any rights issued taken place? Yes [ ] No [ ]
  - f. The Company changed its external auditors/legal advisors? Yes [ ] No [ ]

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

\_\_\_\_\_

\_\_\_\_\_

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: \_\_\_\_\_

\_\_\_\_\_

**SECTION 3: CAPITAL STRUCTURE OF THE COMPANY**

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- 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 specify: \_\_\_\_\_

\_\_\_\_\_

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

- 2. Is the Company intended a public offering of securities within the next year in Hong Kong or elsewhere? Yes [ ] No [ ]

If YES please provide further details:

\_\_\_\_\_

- 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).

\_\_\_\_\_

**SECTION 4: EMPLOYMENT PRACTICES**

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- 1. Please state in respect of the PROPOSER:

Total Number of Staff (Current Year)	Hong Kong	China	USA/Canada	Others
a. Permanent Employees				



- b. Temporary and Outsourced Employees
- c. 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: \_\_\_\_\_

**SECTION 5: PREVIOUS/CURRENT INSURANCE**

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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:

<b>Name of Insurer:</b>
<b>Limit of Indemnity:</b>
<b>Expiry Date of the Policy:</b>

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

If YES, please provide further details: \_\_\_\_\_

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**SECTION 6: NORTH AMERICA EXPOSURE DETAILS**

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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?  
\_\_\_\_\_
  - ii. what is the program's total capitalisation?  
\_\_\_\_\_
  - iii. what is the ratio of American Depositary Shares (ADS) to the PROPOSER's local shares?  
\_\_\_\_\_
  - iv. what is the number of ADR shareholders?  
\_\_\_\_\_
- 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?  
\_\_\_\_\_

**SECTION 7: CLAIMS INFORMATION/CIRCUMSTANCES**

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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 [ ]

If YES, please provide further details: \_\_\_\_\_  
\_\_\_\_\_



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

If YES, please provide further details: \_\_\_\_\_

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, please provide further details: \_\_\_\_\_

**SECTION 8: INDEMNITY LIMIT**

1. Please select the amount of Indemnity required:

HK\$ 30,000,000	<input type="checkbox"/>	US\$ 3,000,000	<input type="checkbox"/>
HK\$ 50,000,000	<input type="checkbox"/>	US\$ 5,000,000	<input type="checkbox"/>
HK\$ 75,000,000	<input type="checkbox"/>	US\$ 7,500,000	<input type="checkbox"/>
HK\$ 100,000,000	<input type="checkbox"/>	US\$10,000,000	<input type="checkbox"/>
Other – Please State: _____	<input type="checkbox"/>		<input type="checkbox"/>

**SECTION 9: DECLARATION**

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

We declare that the statement and particulars in this proposal form are true and that no material facts have been misstated or suppressed after enquiry. We 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, we will give immediate notice thereof. We agree that this proposal, together with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

**TO BE SIGNED BY THE CHAIRMAN OF THE BOARD OR MANAGING DIRECTOR ONLY**

**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 OR AGENT, SINCE NON-DISCLOSURE MAY AFFECT AN ASSURED'S RIGHT OF RECOVERY UNDER THE POLICY.**