



BANK NEGARA MALAYSIA
CENTRAL BANK OF MALAYSIA

Code of Conduct for Malaysia Wholesale Financial Markets Exposure Draft

Applicable to market participants in the wholesale financial markets, including:

1. Licensed banks
2. Licensed investment banks
3. Licensed Islamic banks
4. Prescribed development financial institutions
5. Licensed insurers
6. Licensed takaful operators
7. Approved money-brokers
8. Approved operators of electronic trading or broking platforms
9. Corporations
10. Investment institutions

This exposure draft sets out the proposed enhanced requirements to be observed by market participants to uphold integrity and principles of fair market practices, which is essential to support confidence, ensure an orderly functioning of the wholesale financial markets and preserving financial stability.

Following the initial issuance of the Code of Conduct for Malaysia Wholesale Financial Markets 4 years ago, these enhancements are the outcome of continuous review of the document and are timely to address the key gaps and global development on market conduct matters. In developing this exposure draft, the Bank has taken into consideration preliminary feedback from selected market participants via the ACI-Financial Markets Association of Malaysia (FMAM) and has also benchmarked against global best practices.

The Bank invites written comments on the proposals in this exposure draft, including suggestions for particular issues or areas to be clarified or elaborated further and any alternative proposals that the Bank should consider. To facilitate the Bank's assessment, please clearly indicate which paragraph of this exposure draft each comment is related to and support each comment with clear rationale and accompanying evidence or illustration, where appropriate.

In addition to providing general feedback, market participants are requested to respond to the specific questions set out in this exposure draft. Responses must be submitted electronically and addressed to fmd@bnm.gov.my by 6 December 2021.

Submissions received may be made public unless confidentiality is specifically requested for the whole or part of the submission.

In the course of preparing your feedback, you may direct any queries to the following officers at 03-26988044 –

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PART A OVERVIEW

1 Introduction

- 1.1 An orderly functioning of the wholesale financial markets is essential to support confidence, ensure the integrity of financial markets and preserving financial stability.
- 1.2 As the wholesale financial markets continue to evolve, market conduct and practices should be reviewed and updated to maintain the highest standards of integrity. The objective of this policy document is to update and set out principles and standards to be observed by market participants in the wholesale financial markets i.e. money market and foreign exchange market, including over-the-counter derivatives market for interest rates or exchange rates.
- 1.3 This policy document is intended to apply to all market participants who act in the wholesale financial markets based on different capacity (whether as sell-side or buy-side entities) and across various money market and foreign exchange products. Transactions in the wholesale financial markets generally refer to transactions between institutions and do not involve retail transactions (e.g. transactions with an individual customer).
- 1.4 Market participants are required to uphold integrity and professionalism in the conduct of their business, affairs and activities, including all aspects of treasury operations and activities. In particular, market participants are required to observe the principles and standards in this policy document in their dealings in other markets, whether within or outside Malaysia. Furthermore, market participants involved in Islamic dealings are also required to ensure that these dealings are concluded based on Shariah compliant contracts that have been approved by the Shariah Advisory Council.
- 1.5 This policy document sets out the following:
 - (a) eligibility requirements for dealers and brokers;
 - (b) market conduct and internal control requirements to safeguard professionalism and integrity of the wholesale financial markets; and
 - (c) role of industry associations in preserving market integrity.
- 1.6 FMAM shall adopt the standards in this policy document and observe industry developments in the wholesale financial markets on an ongoing basis, including the conduct and professionalism among market participants. FMAM is expected to self-police and investigate cases of financial market misconduct including breaches of this policy document involving its members.
- 1.7 The Bank expects FMAM to investigate and take action against its members for financial market misconduct, breaches of this policy document and contravention of section 141 of the FSA and section 153 of the IFSA and

inform the Bank of any action taken. The Bank may share any relevant information with FMAM to assist FMAM in its investigation. FMAM may share information with financial institutions that employ or seek to employ an individual or with another professional body to give effect to the investigation and disciplinary process of its members who may also be members of such professional body.

- 1.8 In addition to the requirements in this policy document, market participants are expected to comply with applicable laws, rules and regulations in the jurisdiction in which financial market transactions are undertaken.

2 Applicability

- 2.1 This policy document is applicable to all market participants as defined in the FSA and IFSA, and may include:

- (a) licensed banks;
- (b) licensed investment banks;
- (c) licensed Islamic banks;
- (d) prescribed development financial institutions;
- (e) licensed insurers;
- (f) licensed takaful operators;
- (g) approved money-brokers;
- (h) approved operators of electronic trading or broking platforms;
- (i) corporations; and
- (j) investment institutions

who deal in the wholesale financial markets, either acting in the capacity as a sell-side or buy-side entity.

- 2.2 For ease of reference, this policy document is applicable to the market participants referred in paragraph 2.1 in the following manner:

Institutions	Applicability
Licensed banks	The whole policy document
Licensed investment banks	
Licensed Islamic banks	
Prescribed development financial institutions	
Licensed insurers	
Licensed takaful operators	
Approved money-brokers	
Approved operators of electronic trading or broking platforms	Parts C, E, F and I
Other market participants who deal in the wholesale financial markets, in particular corporations and investment institutions	Parts C, D and E

3 Legal Provisions

- 3.1 The requirements under Part B, D, E, F, G, I and paragraph 16.2 and 16.3 of this policy document are specified pursuant to section 140 of the FSA and section 152 of the IFSA.
- 3.2 The requirements under paragraph 16.1 and Part H of this policy document are specified pursuant to section 47 of the FSA, section 57 of the IFSA and section 41 of the DFIA.
- 3.3 The requirements to submit information to the Bank under paragraphs 38, 39 and 44 of this policy document are specified pursuant to section 143 of the FSA, section 155 of the IFSA and section 116 of the DFIA.
- 3.4 Except as otherwise provided under paragraph 3.5, the guidance in this policy document is issued pursuant to section 266 of the FSA, section 277 of the IFSA and section 126 of the DFIA.
- 3.5 The guidance under paragraphs 13.2, 14.2 and 15.2 in this policy document is issued pursuant to section 141 of the FSA and section 153 of the IFSA for the purpose of providing guidance on the descriptions of conduct which amount to conduct set out in section 141(1) of the FSA and section 153(1) of the IFSA.

4 Effective Date

- 4.1 This policy document comes into effect upon issuance of the final policy document.

5 Interpretation

- 5.1 The terms and expressions used in this policy document shall have the same meaning assigned to them in the FSA, IFSA or DFIA, as the case may be, unless otherwise defined in this policy document.

- 5.2 For the purpose of this policy document:

“S” denotes a standard, an obligation, a requirement, specification, direction, condition and any interpretative, supplemental and transitional provisions that must be complied with. Non-compliance may result in enforcement action;

“G” except for paragraphs 13.2, 14.2 and 15.2, denotes guidance which may consist of statements or information intended to promote common understanding and advice or recommendations that are encouraged to be adopted. For paragraphs 13.2, 14.2 and 15.2, **“G”** denotes a guidance issued by the Bank to describe conduct which amounts to prohibited conduct in section 141 of the FSA

and section 153 of the IFSA or clarify factors to be taken into account in determining whether a person has engaged in such prohibited conduct;

“agent”	refers to a market participant, generally an interbank institution or an approved money-broker, who executes deals on behalf of its clients pursuant to the clients’ mandate and without taking on market risk in connection with the deals;
“AMLA”	refers to the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001;
“approved operators of electronic trading or broking platforms”	refer to operators of electronic trading or broking platforms as approved by the Bank under the Policy Document on the Framework for Electronic Trading or Platforms;
“Board”	refers to the board of directors of a financial institution, including a committee of the Board where the responsibilities of the Board as set out in this policy document have been delegated to such a committee;
“brokers”	refer to employees of approved money-brokers who arrange deals between market participants in the wholesale financial markets;
“clients”	refer to market participants entering into transactions and activities with or through an interbank institution or an approved money-broker;
“corporations”	refer to body corporates formed in Malaysia (resident) or outside Malaysia (non-resident), which deal in the wholesale financial markets including non-resident banks and other development financial institutions that are not prescribed under the DFIA;
“dealers”	refer to employees of financial institutions dealing in the wholesale financial markets and may include traders and sales persons of the treasury division of the institution;
“DFIA”	refers to the Development Financial Institutions Act 2002;
“financial institutions”	refer to licensed banks, licensed investment banks, licensed Islamic banks, prescribed development financial institutions, licensed insurers, licensed takaful operators and approved money-brokers;

“FMAM”	refers to ACI – Financial Markets Association of Malaysia, an association of wholesale financial market professionals in Malaysia;
“FSA”	refers to the Financial Services Act 2013;
“IFSA”	refers to the Islamic Financial Services Act 2013;
“interbank institutions”	refer to institutions which are approved by the Bank to deal in the interbank market, whether acting as principals or agents in the wholesale financial markets;
“investment institutions”	refer to resident or non-resident institutions who deal in the wholesale financial markets such as fund management companies, sovereign wealth funds and pension funds;
“licensed onshore bank (LOB)”	refers to a licensed bank or a licensed investment bank under the FSA and a licensed Islamic bank under the IFSA;
“management”	refers to the Chief Executive Officer and senior officers of market participants; and
“principal”	refers to a market participant who transacts for its own account and not acting as an agent.

6 Related Legal Instruments and Policy Documents

- 6.1 This policy document must be read together with other relevant legal instruments and policy documents that have been issued by the Bank, in particular-
- (a) Policy Document on the Framework for Electronic Trading Platforms;
 - (b) Policy Document on Outsourcing;
 - (c) Policy Document on Employee Screening;
 - (d) Principles for a Fair and Effective Financial Market for the Malaysian Financial Market; and
 - (e) Policy Document on Corporate Governance.

7 Policy Document Superseded

- 7.1 This policy document supersedes the Code of Conduct for Malaysia Wholesale Financial Markets issued by the Bank on 22 April 2020.

PART B DEALERS AND BROKERS

8 Eligibility Requirements for Dealers and Brokers

- S** 8.1 Prior to undertaking dealing or broking activities (including negotiation and concluding of the deal) in the wholesale financial markets, dealers and brokers must be licensed members of FMAM and abide by membership rules of FMAM.
- S** 8.2 Financial institutions must ensure the requirements in paragraph 8.1 as well as other professional requirements imposed by FMAM are met prior to appointing any person as a dealer or broker respectively.
- S** 8.3 Financial institutions must have in place internal policies and controls on permissible activities for licensed and non-licensed personnel in the dealing room.

Question 1:

What is the appropriate timeline for implementation of requirements under paragraphs 8.1 and 8.3? Please state the proposed timeline and reason. Please also provide statistics on the total number of licensed dealers or brokers in your institution as well as the minimum number required for operations.

- S** 8.4 Financial institutions must ensure any person who is, or is to be, employed as a dealer or broker:
- (a) must not have:
- (i) a judgment debt returned unsatisfied in whole or in part;
 - (ii) committed an offence involving fraud or other dishonest act or violence, whether in or outside Malaysia;
 - (iii) committed an offence, or subject to a pending proceeding which may lead to a conviction, whether in or outside Malaysia for breach of banking, securities or insurance laws; or
 - (iv) committed a material breach of this policy document.
- (b) must not have been:
- (i) an undischarged bankrupt whether in or outside Malaysia;
 - (ii) issued a prohibition order from dealing or broking in or outside Malaysia;
 - (iii) engaged in a business practice appearing to the Bank and other supervisory authorities to be deceitful, oppressive or which otherwise reflect discredit on the person's method of conducting business; or
 - (iv) engaged in, or associated with, a business practice or otherwise conducted himself in such a way as to cast doubt on the person's competence and soundness of judgement.

- S** 8.5 Any person who is, or is to be employed, as a dealer or broker, must provide accurate and complete information, including any changes to the information subsequently, to allow a financial institution to make an assessment under paragraph 8.4.
- S** 8.6 Dealers or brokers must declare compliance with this policy document to the financial institutions annually in the format specified by FMAM.
- S** 8.7 Financial institutions must put in place procedures to ensure dealers or brokers provide the declaration as specified in paragraph 8.6.

9 Execution of Deals

- S** 9.1 The management of an interbank institution or an approved money-broker must ensure that its dealer or broker executes client orders based on the 'best execution' principles.
- G** 9.2 'Best execution' principles may include:
- (a) prompt and fair execution of a client's orders;
 - (b) execute an order based on the specific instruction of a client;
 - (c) requirements to be truthful and transparent when communicating with a client; and
 - (d) the usage of clear language in communicating with a client.
- G** 9.3 Depending on whether a dealer is acting in the capacity as a principal or an agent, a dealer is encouraged to disclose the following information in order to allow a client to make an informed decision on the transaction:
- (a) the prevailing liquidity and market conditions;
 - (b) the associated risks of the transaction;
 - (c) trading strategy of the dealer and how it would impact the execution of the transaction; and
 - (d) fees and commissions applicable to the transaction.
- S** 9.4 A dealer must neither accept a client's order that may indicate an attempt of market manipulation nor enter into a dealing with an intention to disrupt the market.
- S** 9.5 A broker (whether by way of voice-broking, broking through an electronic broking platform, an aggregation provider or otherwise) is only permitted to act as an intermediary or an arranger of deals. A broker must not act in the capacity of discretionary fund management.
- G** 9.6 A broker should facilitate the conclusion of transactions between principals on terms that are agreed by the principals.
- G** 9.7 A dealer is encouraged to reconfirm material details when concluding a deal through voice-broking to minimise the likelihood of a dispute.

10 Relationship between Dealers and Brokers

- S** 10.1 The management of financial institutions and approved money-brokers must put in place internal policies to govern the dealer-broker relationship, the use of electronic trading or broking platforms and execution of deals.
- S** 10.2 The management of financial institutions must ensure that they use services of an approved money-broker and that any operator of electronic trading or broking platforms used in the Malaysian wholesale financial markets are duly approved by the Bank under the Policy Document on the Framework for Electronic Trading Platforms as may be amended from time to time.

11 Mandatory Leave

- S** 11.1 Financial institutions must strictly enforce an uninterrupted leave policy (mandatory leave) on its dealers and brokers annually.
- S** 11.2 The management of financial institutions must determine an appropriate duration of mandatory leave, which is deemed fit to thoroughly examine the staff's trades executed over a period of time to establish unauthorised or suspicious trading transactions. While on mandatory leave, the staff must be strictly barred from trading and must not have physical access to the dealing room or remote access to the trading systems.

Question 2:

Please provide your views on the need to spell out a specific duration for mandatory leave in this policy document, i.e. minimum 5 business days/ 2 weeks or to leave the duration to internal management's assessment.

PART C PROHIBITED CONDUCT

12 Prohibited Conduct under the FSA and IFSA

G 12.1 The following conducts are prohibited under the FSA and IFSA:

- (a) market manipulation;
- (b) misinformation and rumour; and
- (c) insider dealing;

a contravention of which is an offence for which criminal, civil or administrative actions can be taken against the offender.

13 Market Manipulation

G 13.1 Section 141 of the FSA and section 153 of the IFSA prohibit a person from:

- (a) taking part in or carrying out a transaction that has or is likely to have the effect of creating a rate which is an off-market rate which results in an artificial rate for dealing in financial instruments in the money market or foreign exchange market; and
- (b) creating or causing anything that creates a false or misleading appearance of active dealing in financial instruments in the money market or foreign exchange market.

G 13.2 Without limiting the generality of the scope of the FSA and IFSA, the following is a market manipulation which constitutes offences under sections 141(1)(a) and 141(1)(b) of the FSA and sections 153(1)(b) and 153(1)(c) of the IFSA:

- (a) trading with an intent to benefit from influencing the closing price of a financial instrument;
- (b) interfering with the normal supply and demand factors in the market for a financial instrument, such as wash trades, squeezing, cornering or stop loss hunting;
- (c) dealing without a legitimate or genuine trading and commercial intention;
- (d) colluding or manipulating in the calculation of a benchmark fixing rate;
- (e) bidding or offering with an intent to cancel the bid or offer before execution, such as spoofing to mislead the market; and
- (f) manipulating the price on an electronic trading or broking platform by entering prices without intent to deal, such as price flashing, in order to create false impression of the market price or liquidity.

14 Misinformation and Rumour

G 14.1 Section 141(1)(c) of the FSA and section 153(1)(d) of the IFSA prohibit a person from making a statement or disseminating information that is false

or misleading in a material particular and is likely to induce another person to deal in financial instruments or is likely to have the effect of raising, lowering, maintaining or stabilising the market rate of such financial instruments in the money market or foreign exchange market and when the person makes the statement, or disseminates the information:

- (a) the person does not exercise due care whether the statement or information is true or false; or
- (b) the person knows, or ought reasonably to have known, the statement or information is false or is materially misleading.

G 14.2 Without limiting the generality of the scope of the FSA and IFSA, the following amounts to making of statement or dissemination of information which is false or misleading in a material way and constitutes offences under section 141(1)(c) of the FSA and section 153(1)(d) of the IFSA:

- (a) start and spread rumours to move markets or to deceive other market participants; and
- (b) discuss with any other person without care, unsubstantiated information which is suspected to be false or materially misleading and damaging to third parties.

15 Insider Dealing

G 15.1 Section 141(1)(d) of the FSA and section 153(1)(e) of the IFSA prohibits a person from taking part in or carrying out a transaction based on information that is not generally available to persons who regularly deal in the money market or foreign exchange market that would, or would tend to, have a material effect on the price or value of financial instruments.

G 15.2 Without limiting the generality of the scope of the FSA and IFSA, the following amounts to insider dealing and constitutes offences under section 141(1)(d) of the FSA and section 153(1)(e) of the IFSA:

- (a) profit or seek to profit from insider's information with intent or through negligence; and
- (b) provide any other person with such information to make a profit for their institutions, clients or third parties with intent or through negligence.

S 15.3 Market participants, who possess insider's information, must not disclose such information, except where the disclosure is required as a part of the course of employment, required by laws or relevant supervisory authorities.

16 Additional Requirements for Market Participants

S 16.1 Financial institutions must comply with the requirements in this policy document in respect of all treasury operations and activities, such as

dealings in the bond and sukuk market, and must at all times ensure they do not engage in any prohibited conduct as set out in securities laws.

- S** 16.2 Market participants other than an LOB and prescribed development financial institution approved by the Bank must only transact with an LOB or approved prescribed development financial institution for money market or foreign exchange transactions.
- S** 16.3 In line with the Bank's Foreign Exchange rules, only LOBs can engage in market-making activities for foreign exchange transactions while other market participants can only leave orders or be price takers.
- G** 16.4 The Bank will take into account the conducts set out in paragraphs 13.2, 14.2 and 15.2 in determining whether financial institutions have committed the prohibited conduct referred to in paragraph 16.1.

17 Whistleblowing

- G** 17.1 Market participants may, pursuant to section 256 of the FSA and section 267 of the IFSA, whistleblow to the Bank in good faith if they have knowledge or information that a contravention of this policy document has been committed or is about to be committed.
- G** 17.2 Market participants may refer to the Bank's whistleblowing policy on its website for detailed guidance on the available channels and required details to be included when whistleblowing.

PART D RESPONSIBILITY TO PRESERVE A REPUTABLE, ETHICAL AND HONEST MARKET PLACE

18 Treatment of Reference or Fixing Rate

- S** 18.1 Market participants must not intentionally influence or attempt to influence a reference or fixing rate, either by way of collusion or inappropriate sharing of confidential information.
- S** 18.2 Market participants engaged in a transaction executed against a reference or fixing rate must not undertake dealings in the market that are intended to move the reference or fixing rate in their favour and to the detriment of their clients.
- S** 18.3 Interbank institutions engaging in transactions executed against a reference or fixing rate must:
- (a) ensure that prices are transparent to their clients in a manner which reflect the risk to be borne in accepting such transactions; and
 - (b) establish and enforce internal policies and procedures for collecting and executing fixing orders.

19 Offshore Dealings of Ringgit Currency Products

- S** 19.1 Market participants must not participate in offshore ringgit non-deliverable forwards (NDFs) or engage in any foreign exchange dealings that could be deemed as facilitating non-deliverable ringgit currency related dealings in the offshore market.
- G** 19.2 Contravention of the Bank's Foreign Exchange rules is an offence under the FSA and IFSA and market participants dealing in ringgit currency products are expected to abide by the Bank's Foreign Exchange rules.

20 Dealing at Non-Current Rates

- G** 20.1 Market participants should avoid dealing at non-current rates. Dealing at non-current rates occurs when the transacted rate deviates from an actual market rate at the time of execution and may result in:
- (a) concealment of a profit or loss;
 - (b) perpetration of a fraud or tax evasion;
 - (c) unauthorised extension of credit; or
 - (d) disorderly market pricing.
- S** 20.2 In cases where the use of non-current rates are necessary, the management must:
- (a) put in place proper controls with clear audit trails for monitoring and reporting of such dealings; and

- (b) establish internal thresholds for determination of non-current rates.

21 Dealing for Personal Account

- G** 21.1 Personal account dealing refers to any activity in which dealers deal under their own name or by proxy, where dealers receive indirect benefits, has influence and/or control over such accounts (e.g. for their close relatives, and/or other connected parties). Dealing for personal accounts may give rise to conflict of interest, insider dealing and front-running.
- S** 21.2 In cases where the management permits dealing for personal account, the management must ensure safeguards are in place to manage any potential conflict of interest and to prevent insider dealing and front-running.
- S** 21.3 The safeguards referred in paragraph 21.2 must include the following:
- (a) maintain confidentiality with respect to non-public price sensitive information;
 - (b) specify the instruments that dealers can deal for personal accounts; and
 - (c) ensure dealers do not act in a way which might adversely affect the interests of employer, clients or counterparties.
- S** 21.4 Dealers must not deal with dealers from other institutions who are dealing for their personal accounts instead of dealing for their employing institutions.

22 Dealing Quotation

- S** 22.1 Dealers and brokers must make clear whether their price or rate is firm or merely indicative.
- S** 22.2 Dealers quoting a firm price or rate must deal at the price or rate in a marketable amount with an acceptable name.
- G** 22.3 The acceptable name referred in paragraph 22.2 may include a list of counterparties approved by the risk management unit of the institution.
- S** 22.4 Dealers must not revise the firm price or rate when the name of the counterparty is disclosed.
- S** 22.5 Dealers and brokers must not make frivolous quotes which they have no intention of honouring.

23 Entertainment and Gifts

- S** 23.1 Market participants must not offer entertainment and gifts which can be perceived as inappropriate inducements to conduct business, nor solicit them from other market participants.

- S** 23.2 The management must formulate and enforce a policy for offering and accepting entertainment and gifts, and ensure compliance of its employees to the policy.

24 Anti-Money Laundering and Counter Financing of Terrorism

- S** 24.1 Whenever applicable, market participants listed in the First Schedule of the AMLA must comply with the provisions of the AMLA, subsidiary legislation and any other related policy documents issued by the Bank and other relevant supervisory authorities.

25 Misconduct

- S** 25.1 Market participants must not engage in or facilitate any misconduct involving behaviour or practices which undermine the reputation of their profession, institution or the integrity of the wholesale financial markets.
- S** 25.2 Without limiting the generality of paragraph 25.1, market participants must not engage in or facilitate the following misconduct:
- (a) circular trading activities such as position parking, money passes and/or compensation trades;
 - (b) improper client order handling to derive profit, conceal losses or to circumvent controls such as front running, cherry picking, inappropriate partial filling of client orders, and/or intentionally triggering limit orders; and
 - (c) trading without necessary authorisations such as rouge trading.

PART E SHARING OF INFORMATION AND TRANSPARENT COMMUNICATIONS

26 Handling of Confidential Information

- S** 26.1 Market participants must treat information relating to the deals transacted or being transacted as confidential and limit access to such information except for circumstances set out in paragraph 26.2.
- G** 26.2 Subject to applicable laws and regulations, confidential information may be disclosed where the disclosure is:
- (a) with the explicit permission from the parties involved; or
 - (b) required by laws, a court of law or relevant supervisory authorities.
- G** 26.3 Particular care should be taken to ensure non-disclosure of confidential information, specifically when using telephone loudspeakers, other telecommunication systems and discussions in public domain including private chat channels.
- G** 26.4 The management is encouraged to ensure that its employees are trained to identify and treat confidential information appropriately as well as deal with situations that require anonymity and discretion.
- S** 26.5 In order to safeguard the confidential information:
- (a) a dealer or broker must not visit each other's dealing rooms except with the explicit permission of the management of both parties; and
 - (b) a dealer must not deal from a broker's office.
- S** 26.6 Market participants must not solicit confidential information from other market participants.
- G** 26.7 In relation to paragraph 26.6, examples of solicitation of confidential information include the following circumstances:
- (a) a market participant pressures another market participant to divulge confidential information whether by way of inducement, threat or otherwise;
 - (b) a dealer places an order with a broker to find out the name of the counterparty and other information in order to conclude the deal with such counterparty or any other person; or
 - (c) a dealer coerces a broker to divulge confidential information on a dealing which is concluded by other counterparties.
- S** 26.8 Brokers must not divulge the names of dealing counterparties prematurely until both sides confirm an intention to transact.

- S** 26.9 Employees of institutions must not reveal confidential information even following termination of employment.

27 Conflict of Interest

- S** 27.1 Market participants must identify and manage actual and potential conflict of interest that may compromise or be perceived to compromise ethical or professional judgement.
- S** 27.2 To enable the client to make an informed decision regarding a transaction, the disclosure of conflict of interest by market participants must state the following in sufficient detail:
- (a) the general nature of the conflict;
 - (b) the potential risks to the client due to the conflict; and
 - (c) the mitigation actions that have been taken to manage the conflict.
- S** 27.3 The management must put in place internal policies, controls and processes to identify, mitigate, escalate internally and document actual and potential conflict of interest in its business processes.

PART F TRACEABILITY, AUDITING AND RECORD-KEEPING

28 Voice and Electronic Communication

- S** 28.1 Market participants must communicate with other market participants through approved methods of communication, including tele-conversation devices and messaging applications, which allow for traceability, auditing, record-keeping and access control in accordance with the market participants' internal standards of information security.
- S** 28.2 The management must put in place internal policies to retain records of the communication:
- (a) for a minimum period of seven years;
 - (b) for a period which reflects the terms and conditions of dealings that have been agreed; or
 - (c) in a manner as to enable the records to be properly audited,

whichever is longer.

Questions 3:

As a benchmark, regulators in the US (Commodity Futures Trading Commission (CFTC) under the Dodd-Frank Wall Street Reform and Consumer Protection Act) require communications to be kept for 5 years while regulators in UK (Financial Conduct Authority) and European Union (Markets in Financial Instruments Directive (MiFID)) requires record keeping for up to 7 years. Is the 7 year minimum duration appropriate in the context of Malaysian markets? If not, please state the reason and proposed duration. What is a sufficient transition period for implementation of this new requirement? Please state the proposed timeline and reason.

- S** 28.3 The management must subject all approved methods of communication to surveillance by an independent party in line with the size and complexity of wholesale financial market activities.
- G** 28.4 The independent party referred in paragraph 28.3 may refer to a separate department, unit, individual or external party, separate from dealers or brokers of the institution.

Question 4:

What is a sufficient transition period for implementation of this new requirement? Please state the proposed timeline and reason.

- S** 28.5 The management must put in place controls on access to the records of the communication to prevent their contents from being tampered with.
- S** 28.6 The management must put in place clear policies to ensure any communication device without a recording function, such as mobile phones, can only be used for dealing purpose during emergency, disaster recovery situation or other circumstances as approved by the management.

- S** 28.7 For communication referred in paragraph 28.6, the management must put in place procedures to allow an end-to-end transaction audit trail.

29 Transaction Records

- S** 29.1 Market participants must maintain complete and accurate records of all dealings, including the policies and procedures in relation to the dealings, for a minimum period of seven years post maturity date of the deals.
- G** 29.2 For avoidance of any doubt, the transaction records under paragraph 29.1 exclude the records of communication referred in paragraph 28.

PART G ROBUST AND CLEAR POLICIES, PROCEDURES AND ORGANISATIONAL STRUCTURE

30 Segregation of Duties and Authorisation

- S** 30.1 The management must establish clear segregation of duties among front, middle and back offices whereby authorisations and responsibilities are reflected by separate reporting lines.
- S** 30.2 Dealers must not take part in the settlement of dealings or have an influence over the back office operation.
- S** 30.3 The process of confirming dealings shall only be carried out by the back office staff who must be independent and separated from the officers who executed the dealings.

31 Confirmation of Dealings

- S** 31.1 The management must put in place adequate processes and appropriate resources in the back office for dealings confirmation.
- S** 31.2 The management must put in place clear procedures to allow the back office to confirm dealings during normal and unexpected situations within the stipulated timeline.
- S** 31.3 The back office staff must only send confirmations to the authorised persons of the counterparty.
- S** 31.4 All dealings must be confirmed in writing. Confirmation can only be done verbally in circumstances where other methods to obtain written confirmation have been exhausted. In the event of a verbal confirmation, such confirmation must be recorded and accompanied with a written confirmation.

32 Security in Dealing Area

- S** 32.1 The management must put in place security measures to safeguard the dealing area which cover the following:
 - (a) controls over access to dealing equipment (including electronic trading or broking platforms); and
 - (b) physical access to the dealing room, where applicable.
- S** 32.2 The management must review the security measures referred in paragraph 32.1 as and when reasonably required.

33 After-Hours and Off-Premises Dealing

- S** 33.1 The management must identify the staff who are authorised to deal after-hours or engage in off-premises dealings.

- S** 33.2 The management must put in place internal policies for authorised persons referred in paragraph 33.1, which cover the following:
- (a) eligible counterparties;
 - (b) types of dealings;
 - (c) dealing limits; and
 - (d) prompt recording and reporting of dealings.

Question 5:

For brokers who plan to deal off-premise, please share on the current state of readiness in fulfilling paragraph 33.2 and the appropriate time required.

PART H INTERNAL GOVERNANCE AND CONTROLS

34 Role of Board and Management

- G** 34.1 The Board and management play a critical role in ensuring good conduct culture is embedded at the core of the institution. This includes setting good governance structures that inculcate fair and ethical decision making at all levels of the institution in carrying out its dealings.
- S** 34.2 The Board is responsible to provide oversight on the management of the institution's wholesale market conduct risk. In doing so, the Board's responsibilities shall include the following:
- (a) approve and oversee the implementation of conduct risk governance frameworks that are commensurate with the size, complexity, and nature of its treasury activities;
 - (b) promote sound conduct cultures that reinforce ethical, prudent, and professional behaviour to uphold the integrity of wholesale financial markets;
 - (c) put in place sufficient resources that possess the necessary knowledge and skills in managing wholesale market conduct risks;
 - (d) ensure performance management, remuneration and consequence management structures in the institution appropriately align risk and rewards assumed by its dealers and brokers; and
 - (e) at least annually, evaluate the effectiveness of the institution's overall management of wholesale market conduct risks.
- S** 34.3 The management is responsible for the implementation of wholesale market conduct frameworks that adequately identify and mitigate risks from its operations and outsourced functions¹. In doing so, the management's responsibilities shall include the following:
- (a) establish policy, procedures, and controls to manage conduct risks in relation to its wholesale market activities.
 - (b) develop a market abuse and misconduct risk assessment framework that identifies financial products traded by the institution and its susceptibility to different types of market abuse and misconducts. This risk assessment must be conducted at minimum on an annual basis to ensure it remains relevant; and
 - (c) implement sufficient reporting and escalation to the Board on wholesale market conduct matters to ensure effective oversight and decision making within the institution.

35 Risk Management

- S** 35.1 The management must put in place internal risk management controls that:
- (a) are supported by robust management information systems that facilitate the timely and reliable reporting of risks and the integration of information across the institution; and

¹ Refers to dealing, risk management, or control functions that are performed by regional or global units in relation to wholesale market activities e.g. surveillance.

- (b) keep pace with any changes in the institution's risk profile (including its business growth and complexity) and the external risk environment.

36 Compliance

- S** 36.1 The management must put in place internal systems and controls to ensure adherence of institution and its employees to this policy document.
- S** 36.2 Financial institutions must conduct on-going internal assessments on compliance with the requirements of this policy document. Any findings or incidences of non-compliance with the policy document must be reported to the management immediately.
- S** 36.3 Financial institutions must undertake any corrective measures to address incidences of non-compliance.
- S** 36.4 Financial institutions must maintain a record of the internal assessments, non-compliance findings and corrective measures of all current and former employees throughout the period of employment, in line with the Policy Document on Employee Screening issued by the Bank as may be amended from time to time.

37 Internal Audit

- S** 37.1 Financial institutions must integrate market conduct risk into their risk-based assessment when formulating the audit plan.
- S** 37.2 Financial institutions must conduct periodic internal audit based on the audit risk methodology to validate the quality and relevance of risk management and compliance controls in paragraphs 35 and 36 respectively.
- S** 37.3 Significant audit findings uncovered in the course of audit that would materially affect the institution's treasury activities and financial condition must be promptly reported to the management with proposal on corrective measures.
- S** 37.4 Financial institutions must maintain a record of the audit report for up to seven years.

38 Reporting of Non-compliance and Audit Findings

- S** 38.1 Financial institutions must report to the Bank immediately:
 - (a) non-compliance with this policy document; and
 - (b) audit findings,which would materially affect the financial institutions' treasury activities and financial condition.

- G** 38.2 Financial institutions are advised to develop clear parameters governing the materiality of non-compliance and audit findings referred to in paragraph 38.1, taking into account factors such as the prevailing market conditions and regulatory priorities.

39 Non-compliance by Dealers and Brokers

- S** 39.1 Financial institutions must initiate inquiry into a dealer or broker who is suspected of non-compliance with this policy document.
- S** 39.2 Financial institutions must take appropriate actions on the dealers and brokers for non-compliance with this policy document.
- G** 39.3 The actions that may be taken by the financial institutions under paragraph 39.2 should be proportionate to the severity of the non-compliance of the dealers or brokers and may include suspension, non-access by the dealers or brokers into the dealing room and restriction on dealing or broking activities.
- S** 39.4 To assist FMAM in assessing the member eligibility of a dealer or broker, financial institutions must inform the Bank and FMAM in writing within a week of the following decisions:
- (a) initiation of an inquiry into a dealer or broker for suspected non-compliance with this policy document; and
 - (b) conclusion of such inquiry, including any action taken against such dealer or broker
- regardless of whether the dealer or broker remains an employee of the financial institutions.
- G** 39.5 In addition to paragraph 39.4, the financial institutions may lodge complaints with FMAM in accordance with the by-laws of FMAM if the financial institutions have reasons to believe that their existing or former dealers or brokers have contravened this policy document.
- S** 39.6 Upon the receipt of request in writing by another market participant who considers employing a dealer or broker currently or formerly employed with a financial institution, the financial institution must disclose whether it had made a decision under paragraphs 39.4(a) and 39.4(b).
- S** 39.7 Financial institutions must ensure terms of employment of dealers or brokers contain a notice to such dealers or brokers of the financial institutions' obligations set out in paragraph 39.

40 Trade Surveillance

- S** 40.1 The management must establish policies and mechanisms to detect trends indicative of prohibited conduct and other misconducts, or the attempt of such

behaviour that are commensurate with the size and complexity of wholesale market operations.

- S** 40.2 Financial institutions must maintain accurate dealing information by reconciling their own electronic trading logs with records provided by their brokers or other counterparties, as soon as practicable.
- S** 40.3 The management must ensure the staff working within trade surveillance is trained adequately to detect patterns of dealing that suggest any market misconduct.

41 Technical and Operational Capability

- S** 41.1 The management must establish sufficient technical capacity and operational resources to ensure end-to-end dealings can take place in both normal and peak market conditions without undue impact on the settlement timeline.

42 Training

- S** 42.1 Market participants must acquire relevant professional knowledge, both technical and conduct-related trainings, on an on-going basis.
- G** 42.2 The management should provide adequate and continuous technical and conduct related training to all staff that are involved in maintaining the orderly and ethical functioning of wholesale financial market activities in the institution.

PART I USE OF TECHNOLOGY

43 Use of Electronic Trading and Broking Platforms

- S** 43.1 The management must put in place internal policies for the usage of electronic trading or broking platforms and business continuity plan for contingencies involving these platforms.
- G** 43.2 Market participants are encouraged to synchronise and preserve time stamps on electronic trading and broking platforms internally and globally to ensure appropriate tracking of dealings.
- S** 43.3 Market participants must ensure information technology infrastructure used for treasury operations is robust and has adequate controls and security features to deal with normal and stressed operating conditions.

44 Responsibilities of Approved Operators of Electronic Trading or Broking Platforms

- S** 44.1 Approved operators of electronic trading or broking platforms must ensure electronic trading or broking platforms are robust and have adequate controls and security features.
- S** 44.2 Approved operators of electronic trading or broking platforms must inform the Bank of the following:
 - (a) any suspicious dealings in the wholesale financial markets; and
 - (b) any material breach of security to the platforms, such as through hacking or other intrusions.
- S** 44.3 Approved operators of electronic trading or broking platforms must submit any information requested by the Bank in an accurate and timely manner.