

SCLE Revision: Advisory Services (Rules and Regulations) (Module 19)



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Advisory Services (Rules and Regulations) (Module 19)

Programme Objective

This course equips participants with comprehensive understanding and knowledge based on the Module 19 Study Outline. Participants will advance their knowledge and comprehension further via an interactive teaching and learning experience while increasing their confidence in sitting for the examination. This course will be facilitated by an experienced and qualified trainer.

Programme Overview

This 3-day course is designed to match the licensing study outline for Module 19 on advisory services (rules and regulations). It covers the principles of contract of law and relevant issues, related guidelines pertaining to equities, private debt securities and structured products.

Learning Outcome

Candidates are expected to have good knowledge, understanding and ability to apply in the following areas:

- The principles of contract law and relevant issues
- The laws which are relevant to the advisory services in the Malaysian capital market
- The system and procedures of licensing of persons who carry on the investment advisory business in Malaysia
- The features and prohibitions of investment advisory activities
- The regulations governing the issue and offer of equity securities, listing of corporations and quotations of securities on the Main Market of Bursa Malaysia Securities Berhad (Bursa Securities) (Main Market) and proposals which result in a significant change in the business direction or policy of corporations listed on the Main Market under the Securities Commission Malaysia's Equity Guidelines
- The regulations setting out who can act as principal advisers for the submission of corporate proposals and the competency standards required
- The regulations governing the conduct of due diligence for corporate proposals by issuers, advisers and experts
- The characteristics and regulations governing take-overs in Malaysia
- The regulations governing valuations of property assets in conjunction with corporate proposals for submission to the Securities Commission Malaysia or for inclusion in prospectuses and circulars
- The regulations governing the issuance and registration of prospectuses
- The regulations governing the issue, subscription, purchase, invitation to subscribe or purchase private debt securities or sukuk to retail investors
- The regulations that must be observed for the purposes of exclusively making available unlisted capital market products to sophisticated investors in Malaysia or persons outside Malaysia
- The regulations governing the issuers of structured warrants
- The regulations governing listing of securities under the Bursa Securities Main Market Listing Requirements and Bursa Securities ACE Market Listing Requirements

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Candidates' Prerequisites

Candidates are expected to have relatively strong capability in the application and analysis of information provided in this outline and its reference.

Methodology

This course will be delivered using effective learning methods which include presentations, discussions and review examination questions.

Programme Details

Venue

Securities Commission (SC)

Target audience

Candidates preparing for the Module 19 licensing examination
New entrants to the capital market industry and staff of investment banks

Number of participants

Maximum of 25 participants

Duration

3 days:

0900 – 1730 (Day 1)

0900 – 1730 (Day 2)

0900 – 1730 (Day 3)

Trainer

To be advised upon confirmation

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PROGRAMME – DAY ONE	
8.30 am	Registration
9.00 am	<p>Legal Considerations and Code of Conduct</p> <ul style="list-style-type: none"> • Outline of the law of contract • Essential elements of a contract • Other elements of contract • Exclusion and limitation clauses • Remedies for breach of contract
10.45 am	Refreshments
11.00 am	<p>Negligent Misstatement</p> <ul style="list-style-type: none"> • Negligence • Defences • General liability of stockbrokers • False and misleading statements under securities laws <p>Licensing of persons who carry on the business of investment advice, advising on corporate finance and their representatives</p> <ul style="list-style-type: none"> • Advising on corporate finance, Investment advice, CMSL and CMSRL defined • Requirement to be licensed • Criteria for the grant of licence • Revocation and suspension of licence • Duties and obligations of licence holder <p>Prohibited Conduct and Insider Trading</p> <ul style="list-style-type: none"> • Prohibited conduct • Insider trading
1.00 pm	Lunch
2.00 pm	<p>GUIDELINES RELATED TO ADVISORY SERVICES AND ITS APPLICATIONS</p> <p>1. EQUITY GUIDELINES</p> <ul style="list-style-type: none"> • Part I: General • Part II: Policy Guidelines • Part III: Submission and Implementation <p>2. PRINCIPAL ADVISER GUIDELINES</p> <ul style="list-style-type: none"> • Chapter 1: General • Chapter 2: Eligibility to Act as Principal Advisers • Chapter 3: Additional Eligibility Criteria for Principal Advisers Submitting Specific Corporate Proposals <p>3. GUIDELINES ON DUE DILIGENCE CONDUCT FOR CORPORATE PROPOSALS</p> <ul style="list-style-type: none"> • Chapter 1: General • Chapter 2: Definitions • Chapter 3: Mandatory Obligations • Chapter 4: Best Practices
3.45 pm	Refreshments

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4.00 pm	4. MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 <ul style="list-style-type: none">• General• Take-over offer• Process And Procedure of Take-Over Offer• Conduct During Offer• Compulsory Acquisition And Right Of Minority Shareholders
5.30 pm	End of Day One

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PROGRAMME – DAY TWO	
8.30 am	Registration
9.00 am	<p>GUIDELINES RELATED TO ADVISORY SERVICES AND ITS APPLICATIONS (CONT)</p> <p>5. ASSET VALUATION GUIDELINES</p> <ul style="list-style-type: none"> • Chapter 3: Appointment of Valuer • Chapter 4: Valuation • Chapter 7: Requirements for Valuation of Specific Property Assets • Chapter 8: Submission of Report
10.45 am	Refreshments
11.00am	<p>6. PROSPECTUS GUIDELINES</p> <ul style="list-style-type: none"> • Part I: Division 1- Equity • Part I: Division 2- Sukuk and Debenture • Part I: Division 3 - Structured Warrant • Part I: Division 5 - Abridged Prospectus • Part I: Division 6 – Supplementary and Replacement Prospectus • Part II: Procedures for Registration • Part III: Division 1- Plain Language Guide for Prospectus • Part III: Division 2- Electronic Prospectuses and Electronic Application Forms • Part III: Division 3- Advertising Guidelines <p>7. GUIDELINES ON PRIVATE DEBT SECURITIES OR SUKUK TO RETAIL INVESTORS</p> <ul style="list-style-type: none"> • Requirements for an Issuance Purchase Private Debt Securities or Sukuk • Approval for an Issuance Private Debt Securities or Sukuk • Additional Shariah Requirements for Sukuk • Requirements for an Issuance of Sustainable and Responsible Sukuk
1.00 pm	Lunch
2.00 pm	<p>8. GUIDELINES ON UNLISTED CAPITAL MARKET PRODUCTS UNDER THE LODGE AND LAUNCH FRAMEWORK</p> <ul style="list-style-type: none"> • General Requirements • Section B: Part 2: Structured Products • Section B: Part 3: Private Debt Securities and Sukuk • Section B: Part 4: Asset- Backed Securities • Section C: Additional Requirements for Shariah-Compliant Unlisted Capital Market Products Under the Lodge and Launch Framework • Section D: Transitional Provisions
3.45 pm	Refreshments
4.00 pm	<p>9. LODGEMENT KIT: UNLISTED CAPITAL MARKET PRODUCTS UNDER THE LODGE AND LAUNCH FRAMEWORK</p> <ul style="list-style-type: none"> • Part 2: Structured Products • Part 3: Private Debt Securities and Sukuk • Part 4: Asset- Backed Securities
5.30 pm	End of Day Two

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PROGRAMME - DAY THREE	
8.30am	Registration
9.00am	<p>GUIDELINES RELATED TO ADVISORY SERVICES AND ITS APPLICATIONS (CONT)</p> <p>10. ISSUER ELIGIBILITY GUIDELINES – STRUCTURED WARRANTS</p> <ul style="list-style-type: none"> • Eligible Issuers of Structured Warrants • Requirements on Issuers • Supervisory Action • Submission of Declaration
10.15am	Refreshments
10.30am	<p>BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS</p> <ul style="list-style-type: none"> • Chapter 3: Admission • Chapter 4: Admission for Specific Applicants • Chapter 4A: Foreign Listing • Chapter 4B: Listing of Sukuk and Debt Securities • Chapter 5: Structured Warrants • Chapter 6: New Issues of Securities • Chapter 8: Continuing Listing Obligations • Chapter 9: Continuing Disclosure • Chapter 10: Transactions • Chapter 12: Share Buy-Backs • Chapter 13: Arrangements and Reconstructions • Chapter 14: Dealings in Listed Securities • Chapter 15: Corporate Governance • Chapter 16: Suspension, De-listing and Enforcement
1.00pm	Lunch
2.00pm	<p>BURSA MALAYSIA SECURITIES BERHAD ACE MARKET LISTING REQUIREMENTS</p> <ul style="list-style-type: none"> • Chapter 3: Admission • Chapter 4: Sponsors • Chapter 5: Foreign Listing • Chapter 6: New Issue of Securities • Chapter 8: Continuing Listing Obligations • Chapter 9: Continuing Disclosure • Chapter 10: Transactions • Chapter 12: Share Buy-Backs • Chapter 13: Arrangements and Reconstructions • Chapter 14: Dealings in Listed Securities • Chapter 15: Corporate Governance • Chapter 16: Suspension, De-listing and Enforcement
3.30pm	Refreshment
3.45pm	Revision and Feedback Session on Sample Set of Questions
5.30pm	End of Day Three

