



Online distribution and advisory platforms

A new focus for sales suitability and IT regulations

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Why is sales suitability relevant to online investment selling?

In recent years, regulators have announced a number of initiatives to prepare SFC-licensed corporations and banks performing regulated activities in Hong Kong for investment selling through online platforms, and to encourage them to embrace opportunities brought about by technology, in particular, online wealth management.

With the potential rise of online investment selling and the need to revisit regulations in this area, regulators have been issuing circulars and guidelines on the relevance of the **sales suitability regime** and **IT regulations** in the context of online selling. On **28 March 2018**, the SFC issued the *Consultation Conclusions on the Proposed Guidelines on Online Distribution and Advisory Platforms and Further Consultation on Offline Requirements Applicable to Complex Products* ("the **Guidelines**"), which will become **effective on 6 April 2019**. The Guidelines aim to provide tailored guidance to the industry on the **design and operation of online platforms**, and to clarify how the **suitability requirements** would operate in an online environment.

Who will be impacted by the Guidelines?

The Guidelines are applicable to all SFC-licensed corporations which conduct regulated activities via online platforms. It will apply to all online channels used for presenting information and transacting on investment products which are targeted at Hong Kong investors. In addition, the SFC has clarified that the scope of robo-advice under the Guidelines only applies to the provision of investment advice using client-facing technology tools.

Guidelines on online distribution and advisory platforms: Four key areas

1 Governance and controls

- **Proper design and operation**
 - Adequate policies and procedures
 - Platform design and operations, including clearly defined roles and responsibilities
 - Appropriate system access rights and controls
- **Information for clients**
 - Up-to-date product offering information
 - Clear and adequate product disclosure
- **Risk management**
 - System reliability, data protection and cybersecurity
- **Review and monitoring of online platform**
- **Change and incident management**
- **Resources and capabilities**
 - Adequate staff, technology and financial resources
 - Regular training regarding online platform operations
- **Record-keeping requirements**
 - Retention of documentation on the platform design, operations, modifications, tests and reviews
 - Audit trails of activities/transactions
- **Monitoring of outsourced service providers**

3 Guidance for robo-advisers

- **System design and development**
 - Supervision of the design, development, deployment and operations of the underlying algorithms
- **Adequate contingency plan to deal with emergencies**
 - Clear definition of material service interruption/significant issues with prompt notification procedures
- **Supervision and testing of algorithms**
 - Design of internal controls to detect possible system-related failures on a timely basis
 - Security measures to prevent and detect unauthorised access to algorithms
- **Information for clients**
 - Limitations, risks and key components of services (e.g. underlying algorithms)
- **Client profiling**
 - Design of questionnaire or profiling tools
 - Identification of information inconsistencies
- **Portfolio rebalancing**
 - Informing clients of the mechanism and risks of portfolio rebalancing

2 Triggering and discharging of suitability requirements

- **Triggers of suitability obligations in an online environment**
- **Discharging sales suitability requirements by performing appropriate assessments (on existing regulatory requirements and standards such as the SFC Code of Conduct and FAQs)**

4 Additional protective measures for the sale of complex products

- **Suitability requirements for the sale of complex products on an execution-only basis, and the available exemptions**
- **Minimum information and warning statements for the sale of complex products**



How do the new Guidelines affect your current offline investment selling practices?

In addition to the regulatory requirements in the Guidelines which online platform market participants must implement before **6 April 2019**, financial institutions offering non-SFO-regulated structured investment products (e.g. structured deposits, FX accumulators/decumulators, currency-linked notes) in an offline environment (e.g. face-to-face sales, phone calls) should pay attention to the HKMA circular **Requirements Applicable to Online and Offline Distribution of Non-SFO-Regulated Structured Investment Products**. The circular, issued on **30 October 2018** and effective on **23 August 2019**, lays out the expectations of following the same requirements applicable to online platforms. This includes the determination of applicability of suitability obligations to the sale of standardised and non-standardised non-SFO-regulated products, requirements to provide sufficient information and warning statements, and exemptions for institutional and corporate professional investors.

KPMG capabilities and approaches

We have been helping our clients navigate the challenges of these new guidelines in the following areas:

Sales suitability components	Information technology components
<ul style="list-style-type: none"> ➤ Assessing the sales suitability processes in an online environment: <ul style="list-style-type: none"> • Presentation of product information on the online platform • Online filtering of products available to customers • Handling and definition of online triggers of suitability obligations • Channels of risk disclosures and provisions of product information to customers • Online mapping of customer risk profiles with suitable products ➤ Transition plans for migration from the current offline suitability framework to a framework meeting the latest online selling requirements 	<ul style="list-style-type: none"> ➤ Performing reviews to ensure compliance with the Guidelines from an IT controls perspective: <ul style="list-style-type: none"> • Effectiveness and adequacy of system governance of the online platform • IT capacities in sustaining the platform and the sufficiency of available resources • Change and incident management in relation to the platform, and business contingency plan • System design and development, including algorithms used in the provision of digital advice • Supervision and testing of algorithms • Controls over unauthorised and improper system activities ➤ Review of compliance with other relevant regulatory requirements (e.g. <i>Guidelines for Reducing and Mitigating Hacking Risks Associated with Internet Trading</i>)

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