



THE DIFFERENCE

xDELTA MU LTD

Conflict of Interest Policy

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1. INTRODUCTION

This Conflicts of Interest Policy (“the Policy”) is provided to you (our Client or prospective Client) in accordance with the Provision of Investment Services, the Exercise of Investment Activities, the Operation of Regulated Markets and Other Related Matters Laws, as subsequently amended from time to time (“the Law”), pursuant to which XDELTA MU LTD (hereinafter referred to as the “Company”) is required to take all reasonable steps to detect and avoid conflicts of interest.

The Company is committed to act honestly, fairly and professionally and in the best interests of its Clients and to comply, in particular, with the principles set out in the above legislation when providing investment services and other ancillary services related to such investment services.

The purpose of this document is to set out the Company's approach in identifying and managing conflicts of interest which may arise during the course of its normal business activities. In addition, this document identifies circumstances which may give rise to a conflict of interest.

2. SCOPE

According to applicable legislation the Company must take reasonable steps to ensure that conflicts and potential conflict of interest between the Company and its Clients and between one Client and another are identified and then prevented or managed in such a way that the interests of a Client are not adversely affected and to ensure that all the Clients are fairly treated and not prejudiced by any such conflicts of interest.



The Policy applies to all its directors, employees, any persons directly or indirectly linked to the Company (hereinafter called “Related Persons”) and refers to all interactions with all Clients.

3. IDENTIFICATION OF CONFLICTS OF INTEREST

When the Company deals with the Client, the Company, an associate or some other person connected with the Company may have an interest, relationship or arrangement that is material in relation to the Transaction concerned or that it conflicts with the Client’s interest.

While it is not feasible to define precisely or create an exhaustive list of all relevant conflicts of interest that may arise, as per the current nature, scale and complexity of the Company’s business, the following list includes circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of one or more Clients, as a result of providing investment services:

1. The Company or a related person is likely to make a financial gain, or avoid a financial loss, at the expense of the Client. This includes the situation where the Company acts as principal to Client trades, and has an interest opposite to the interest of its Clients;
2. The Company, its employees and Related legal persons may have, establish, change or cease to have positions in Financial Instruments covered by an investment advice;



3. The Company may have an interest in maximizing trading volumes in order to increase its commission revenue, which is inconsistent with the Client's personal objective of minimizing transaction costs;
4. The Company's bonus scheme may award its employees based on the trading volume etc.;
5. The Company may receive or pay inducements to or from third parties due to the referral of new Clients or Clients' trading in the form of monies, goods or services, other than the standard commission or fee for that service.
6. The Company or a related person has an interest in the outcome of a service provided to the Client or of a transaction carried out on behalf of the Client, which is distinct from the Client's interest in that outcome.
7. The Company or a related person has a financial or other incentive to favour the interest of another Client or group of Clients over the interests of the Client.
8. The Company or a related person carries on the same business as the Client.

The Company, its employees, related and affiliated persons may participate or have personal relationships with supervisory or advisory boards

4. PROCEDURES AND CONTROLS FOR MANAGING CONFLICTS OF INTEREST

In general, the procedures and controls that the Company follows to manage the identified conflicts of interest include the following measures (list is not exhaustive):



The Company undertakes ongoing monitoring of business activities to ensure that internal controls are appropriate.

The Company undertakes effective procedures to prevent or control the exchange of information between Related Persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more Clients.

The separate supervision of Related Persons whose principal functions involve providing services to Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company.

1. Measures to prevent or limit any person from exercising inappropriate influence over the way in which the Related Person carries out investment services.
2. Measures to prevent or control the simultaneous or sequential involvement of a Related Person in separate investment services where such involvement may impair the proper management of conflicts of interest.
3. A policy designed to limit the conflict of interest arising from the giving and receiving of inducements.
4. Chinese walls restricting the flow of confidential and inside information within the Company, and physical separation of departments.
5. Procedures governing access to electronic data.
6. Segregation of duties that may give rise to conflicts of interest if carried on by the same individual.



7. Personal account dealing requirements applicable to Related Persons in relation to their own investments.
8. Establishment of in-house Compliance Department to monitor and report on the above to the Company's Board of Directors.
9. Prohibition on officers and employees of the Company having external business interests conflicting with the interests of the Company without the prior approval of the Company's board of directors.
10. A "need-to-know" policy governing the dissemination of confidential or inside information within the Company.
11. Appointment of Internal Auditor to ensure that appropriate systems and controls are maintained and report to the Company's Board of Directors.
 - a. Establishment of the "four-eyes" principle in supervising the Company's activities.
12. In case conflicts of interest cannot be avoided, the Company will disclose them to the client concerned before the carrying out of an order.
13. Internal training for the personnel regarding the management of Conflicts of Interest.
14. Avoid/prevent/remove any linkage between the remuneration of relevant persons engaged in one activity and the remuneration/revenues generated by different relevant persons engaged in another activity where a conflict of interest may arise in relation to such activities.



15. Staff members prohibited from accepting gifts or other inducements from any person with any material interest which is likely to conflict to a material extent with any duty which the Company and/or its employees owe in connection with its treating customers fairly policy or any duty which such a recipient owes to customers.
16. In circumstances not covered by the points above and given the nature of a conflict of interest situation, the Compliance Officer and/or the Senior Management shall decide whether to allow a transaction by notifying the Client, or not allow the transaction all together;

5. CLIENT'S CONSENT

By entering into a Client Agreement with the Company for the provision of Investment Services, the Client is consenting to an application of this Policy on him. Further, the Client consents to and authorises the Company to deal with the Client in any manner which the Company considers appropriate, notwithstanding any conflict of interest or the existence of any material interest in a Transaction, without prior reference to the Client.

In the event that the Company is unable to deal with a conflict-of-interest situation it shall revert to the Client.

6. DISCLOSURE OF INFORMATION

If during the course of a business relationship with a Client or group of Clients, the organizational or administrative arrangements/measures in place are not sufficient to avoid or manage a conflict of interest relating to that Client or group of Clients, the



Company aims to disclose the conflict of interest before undertaking further business with the Client or group of Clients.

The disclosure would be to allow the Client to consider whether to ask for more information and whether to continue with the service; The Company does not aim to provide detailed, highly specific or comprehensive information.

Where the Company considers that there is no means to manage a particular conflict, the Company may decline to act for the Client(s) in question.

7. AMENDMENT OF THE POLICY AND ADDITIONAL INFORMATION

The Company reserves the right to review and/or amend its Policy and arrangements whenever it deems this appropriate according to the terms of the Client Agreement between the Company and the Client. Should you require any further information and/or have any questions about conflict of interest, please direct your request and/or questions to compliance@xdelta.com