

TERMS OF REFERENCE FOR CONSULTANTS

A. International Consultants

1. **Lead custody business specialist** (30 person-months). The lead specialist is expected to provide knowledge and expertise to produce all expected outputs of the technical assistance (TA). The lead specialist must coordinate with other international consultants to help deliver the outputs. The lead specialist must be able to support the other international consultants and provide appropriate advice based on his or her financial operational experience in the Association of Southeast Asian Nations (ASEAN) countries; and ASEAN plus the People's Republic of China, Japan, and the Republic of Korea (ASEAN+3). The specialist will

- (i) together with the financial legal expert for bond market, provide detailed analyses of laws and regulations on cross-border bond issuance in ASEAN+3 to draft and update bond market guides for ASEAN+3;
- (ii) together with the financial legal expert for comparative analysis of capital market laws, analyze capital market laws in ASEAN+3 to support the implementation of the ASEAN+3 Multi-Currency Bond Issuance Framework (AMBIF), and project bonds in ASEAN+3;
- (iii) together with the payment and settlement systems expert, draft a report to standardize foreign exchange reporting process and data elements for the reporting;
- (iv) based on his or her experience as global and regional custodian in ASEAN+3, support the financial legal expert for bond market in carrying out a study to identify regulatory and tax hurdles for the AMBIF;
- (v) based on his or her experience as global and regional custodian in ASEAN+3, support the payment and settlement systems expert to conduct a study on cross-border collateral and repo as well as securities lending and borrowing;
- (vi) based on his or her experience as global and regional custodian in ASEAN+3, support the payment and settlement systems expert to implement international standards such as International Organization for Standardization (ISO) 20022 in ASEAN+3;
- (vii) support the payment and settlement systems expert to conduct a survey on information platforms;
- (viii) provide knowledge support to the regulators and central banks where the markets are at an early stage of bond market development;
- (ix) recommend measures to harmonize laws, regulations, and taxation across ASEAN+3 in line with best international practices, taking into account activities to be undertaken under the TA;
- (x) support the chair of ABMF Sub-Forum 1 (SF1) and Sub-Forum 2 (SF2) as appropriate;
- (xi) organize and participate in the ASEAN+3 Bond Market Forum (ABMF) meetings of the Asian Bond Markets Initiative (ABMI), market visits, and events; and
- (xii) perform other tasks as reasonably requested by the Asian Development Bank (ADB).

2. The specialist must have

- (i) more than 15 years of significant and extensive operational experience in custody business and as a network manager in ASEAN+3;
- (ii) extensive knowledge and experience in the custody industry and profound operational knowledge of market and settlement practices, securities transaction

- information technology systems, taxation, and regulations related to securities transactions, repo, and collateral management in ASEAN+3;
- (iii) profound knowledge of laws, regulations, and taxation related with custody business in ASEAN+3, Europe, and the United States;
 - (iv) extensive knowledge and experience in domestic and cross-border collateral management, with clear understanding of laws, regulations, taxation, and operational procedures in ASEAN+3;
 - (v) comprehensive knowledge of information systems and processing, including financial service standardization supporting custody business, which is particularly relevant for settlement and corporate actions in ASEAN+3;
 - (vi) experience in developing and implementing financial information systems supporting financial transactions in ASEAN+3;
 - (vii) an extensive personal network with financial experts to understand bond markets in ASEAN+3;
 - (viii) significant experience in communicating with the central banks and financial regulators in ASEAN+3 regarding issues related to capital market and financial transactions; and
 - (ix) excellent oral and written communication skills in English.

3. **Financial legal expert for bond market** (10 person-months). The expert is expected to support harmonization and standardization of regulations in ASEAN+3 through the implementation of the AMBIF. The expert will also support self-regulatory organizations in ASEAN+3 to foster regional market practices comparable with those of the international bond market. The expert will

- (i) provide detailed analyses of laws and regulations on cross-border bond issuance in ASEAN+3, paying special attention to the professional market segments;
- (ii) provide knowledge support for regulators' discussions on the implementation of the AMBIF;
- (iii) provide analyses of laws, regulations, and taxation on primary and secondary bond markets across the ASEAN+3 countries, particularly those on foreign investment and cross-border issuance and trading;
- (iv) identify laws, regulations, and taxation impeding the development of each ASEAN+3 market, and provide knowledge support for the economies at an early stage of bond market development;
- (v) recommend measures to harmonize laws, regulations, and taxation across the region in line with best international practices, taking into account activities to be undertaken under the TA;
- (vi) together with the lead custody business specialist, update the bond market guides for ASEAN+3 markets and draft AMBIF implementation guidelines for newly participating markets;
- (vii) support the chair of ABMF SF1 and SF2, as appropriate;
- (viii) organize and participate in ABMF meetings, market visits, and events; and
- (ix) perform other tasks as reasonably requested by ADB.

4. The expert must have

- (i) more than 15 years of profound experience in underwriting or issuing international securities;
- (ii) extensive knowledge in laws, regulations, and taxation and market practices in ASEAN+3;
- (iii) extensive research experience in securities law and regulations as well as taxation for capital markets in ASEAN+3, Europe, and the United States;

- (iv) extensive knowledge in issuing corporate and government bonds through both public listings and private placement in ASEAN+3, Europe, and the United States;
- (v) profound knowledge on guidelines, rules, and standards developed by international self-regulatory organizations such as the International Capital Market Association and the International Swaps and Derivatives Association;
- (vi) significant experience in communicating with central banks and financial regulators in ASEAN+3 regarding issues related to capital market and financial transactions; and
- (vii) excellent oral and written communication skills in English.

5. **Financial legal expert for comparative analysis of capital market laws** (10 person-months). The expert is expected to analyze capital market laws in ASEAN+3 to support the implementation of the AMBIF. The expert will also analyze legal issues related to project bonds in ASEAN+3 to foster regional market practices comparable with those of the international bond market. The expert will

- (i) provide detailed comparative analyses of capital market laws and regulations in ASEAN+3, paying special attention to the professional market segments;
- (ii) provide knowledge support for regulators' discussions on the implementation of the AMBIF;
- (iii) provide comparative analyses of laws, regulations, and market practices on primary and secondary bond markets across the ASEAN+3 countries;
- (iv) identify laws and regulations, impeding the development of project bonds in ASEAN+3 markets, and provide knowledge support for the economies at an early stage of bond market development;
- (v) support the chair of ABMF SF1 and SF2, as appropriate;
- (vi) organize and participate in ABMF meetings, market visits, and events; and
- (vii) perform other tasks as reasonably requested by ADB.

6. The expert must have

- (i) more than 15 years of profound experience in underwriting or issuing international securities;
- (ii) extensive knowledge in laws, regulations, and market practices in ASEAN+3;
- (iii) extensive research experience in comparative analysis of securities law and regulations for capital markets and project finance in ASEAN+3, Europe, and the United States;
- (iv) significant experience in communicating with central banks and financial regulators in ASEAN+3 regarding issues related to capital market and financial transactions; and
- (v) excellent oral and written communication skills in English.

7. **Payment and settlement system expert** (10 person-months). The expert is expected to support implementation of international standards in ASEAN+3. The expert will support identifying transaction flows related with cross-border bond transactions including taxation, cross-border collateral, and repo, which needs to be considered when central securities depository and real-time gross settlement systems linkages are realized. In addition, the expert will support a study on information platforms. The expert is expected to provide support to the central banks and central securities depositories in ASEAN+3 to develop systems to comply with international standards. The expert will

- (i) collect all relevant information to clarify transaction procedures involved in cross-border financial transactions, which will lead to harmonization and standardization of messaging formats in the region;

- (ii) develop a reference model of cross-border transaction and foreign exchange reporting process in ASEAN+3;
- (iii) identify impediments in clearing and settlement infrastructure and flows of each ASEAN+3 market, and provide knowledge support for the economies at an early stage of bond market development;
- (iv) support the implementation of ISO international standards in ASEAN+3;
- (v) facilitate and support the work of the ABMF members and experts to produce information on transaction procedures and foreign exchange reporting in ASEAN+3;
- (vi) facilitate and support the work of ABMF members and experts to standardize know-your-customer process in ASEAN+3;
- (vii) draft a report to standardize foreign exchange reporting process and data elements for the reporting;
- (viii) support ABMF discussion on information platforms;
- (ix) update the transaction flows of bond market guides for ASEAN+3 markets, if necessary;
- (x) support the chair of ABMF SF1 and SF2, as appropriate;
- (xi) organize and participate in ABMF meetings, market visits, and events; and
- (xii) perform other tasks as reasonably requested by ADB.

8. The expert must have

- (i) more than 15 years of significant work experience in designing and developing clearing and settlement systems in ASEAN+3;
- (ii) extensive knowledge of information systems, particularly cross-border financial transactions in ASEAN+3;
- (iii) significant experience in communicating with the central banks and central securities depositories in ASEAN+3 to develop systems and information technology infrastructure;
- (iv) a strong background in financial services standardization in Asia; and
- (v) excellent oral and written communication skills in English.

9. **Economics and finance editor** (4 person-months), Under the supervision of relevant Economic Research and Regional Cooperation Department staff, the editor will review and edit reports to ensure that they are coherent and readable, are based on sound economic arguments, and conform to the highest publication standards. The editor must have extensive knowledge in finance and economics, particularly in payment settlement systems and financial markets of ASEAN+3. The editor will

- (i) edit outputs of the ABMF in accordance with ADB style and usage;
- (ii) be responsible for proofreading the text, tables, and charts of the publications from the preliminary draft to the final copy;
- (iii) ensure data integrity and consistency in the final manuscript;
- (iv) be involved in rounds of revisions to ensure that the papers do not contain grammatical mistakes or misprints before forwarding to the printer; and
- (v) perform other editorial tasks as required by ADB.

B. National Consultant

10. **Project coordinator** (36 person-months). The coordinator should be able to provide research analysis and coordination support, including (i) communication with international consultants and ABMF members across the region, and (ii) meeting logistics for meetings that

will potentially be held in various ASEAN+3 markets. The coordinator will be stationed at ADB headquarters in Manila. The coordinator will

- (i) obtain data, documents or information of any type related to the project by researching publicly available sources and coordinating, through consultation with ABMI representatives and ADB staff, official requests with the authorities in ASEAN+3 member countries;
- (ii) provide literature review on the publications of this TA;
- (iii) perform research analysis on gathered literatures and studies as well as collected data and making them consistent for regional data;
- (iv) conduct analysis and interpretation and prepare briefing notes on selected topics as directed by the team leader and international consultants;
- (v) support the lead custody business specialist, financial legal expert for bond market, financial legal expert for comparative analysis of capital market laws, and payment and settlement system expert with the administrative tasks required to organize ABMF meetings;
- (vi) support all the consultants to collect necessary information for various studies undertaken by the ABMF;
- (vii) communicate and coordinate closely with all ABMF members and consultants to administer various activities of the ABMF;
- (viii) organize and participate ABMF meetings and events, including frequent conference calls between ABMF members and consultants, as scheduled;
- (ix) proactively plan and manage relevant logistical and administrative arrangements for a series of ABMF meetings;
- (x) monitor the schedule of activities and progress of TA implementation; and
- (xi) perform other tasks as required by ADB.

11. The coordinator should preferably hold a degree in finance, economics, business, or an equivalent field. The coordinator is expected to have

- (i) more than 5 years of relevant experience on research, logistical and administrative planning, coordination, and management of various projects, preferably on bond markets and/or related financial markets;
- (ii) excellent communication and coordination skills to organize meetings and conferences involving senior government officials;
- (iii) more than 5 years of relevant experience in research support; and
- (iv) excellent oral and written communication skills in English.