



Benjamin Gaw
Director, Corporate and Mergers & Acquisitions
Head, Healthcare & Life Sciences (Corporate & Regulatory)

LL.B. (Hons), National University of Singapore (2002)
Admitted to the Singapore Bar in 2003
Specialist Diploma in Molecular Biotechnology, Ngee Ann Polytechnic (2007)
Admitted to the Roll of Solicitor, England & Wales (2009)
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ABOUT BENJAMIN

Benjamin is a Director in the Corporate and Mergers & Acquisitions Practice Groups, as well as Head, Healthcare & Life Sciences – Corporate & Regulatory. He is also a member of the Telecommunications Media and Technology and Information Technology Practice Group and also co-heads the Employment Practice Group.

Benjamin regularly acts for and advises clients on a wide spectrum of mergers and acquisitions and other transactional and corporate and commercial matters. These matters include sale and purchases of companies and corporate assets, amalgamations, joint ventures, shareholder agreements, corporate restructuring as well as general commercial law.

Benjamin heads up the Healthcare and Life Sciences - Corporate and Regulatory practice, and advises on a full spectrum of matters involving the biotechnology, medical devices, healthcare, and pharmaceutical industries. His experience includes reviewing and drafting clinical trial agreements, patient access programmes, research and development agreements, review of compliance policies, advising on regulatory and ethical concerns, including data and personal privacy concerns especially in the healthcare sector, product liability issues and product recalls.

In relation to technology and corporate intellectual property matters and fintech and blockchain matters, Benjamin regularly advises on legal issues in the commercialisation and exploitation of intellectual property rights, such as research and development agreements, IP licensing and cross-licensing agreements, IP assignments and also franchises and franchising businesses. Benjamin also regularly reviews software licensing

agreements, IT procurement and related contracts, website terms of use, and other IT and technology contracts. He also advises on start-ups and early stage investments in technology companies. He also regularly advises on issues relating to the Payment Systems Act, blockchain and cryptocurrencies and other fintech matters.

Benjamin's practice also includes a strong emphasis on employment law, and he regularly advises clients on the full range of employment issues in the course of an employment relationship, including reviewing employment contracts and handbooks and policies, employee stock option plans, trade unions and collective agreements, to retrenchment and termination of employment. These include preparing and reviewing and advising on employment contracts and handbooks and policies, employee stock option plans, disciplinary matters and investigations, restrictive covenants, retrenchments and contentious and non-contentious termination of employment.

EXPERIENCE

Benjamin has handled many significant matters. Here are a few:

Corporate and Mergers & Acquisitions

- Acted for one of the two Integrated Resorts in Singapore in relation to further investment in Singapore to expand its non-gaming facilities as well as to obtain certain gaming concessions. The total investment commitment of the two Integrated Reports amount to SGD 9 billion.
- Assisted Aptiv-nuTonomy, in its USD 4 billion joint venture with the Hyundai Motor Group, which aims to advance the design, development and commercialisation of autonomous driving technologies.

- Acted for one of the vendors in the sale of Excelity Global Solutions Pte Ltd, an Asia-based human capital management service provider, to NYSE-listed Ceridian.
- Acted for the Hong-Kong based Ovolo Group in its acquisition of Citadines Kuta Beach Bali, which will be the group's first hotel in Indonesia. The seller was a private equity fund specializing in amongst others, investing in and developing property assets for further divestment. The transaction was completed for an undisclosed sum and announced in November 2019. Post-acquisition, the property has been rebranded to Mamaka Kuta Beach.
- Acted for a private education technology group headquartered in Vietnam in relation to its multi-million dollar Series A funding round. The funding round was led by a private equity fund management company based in Hong Kong with billions of assets under management.
- Acted as counsel to Sekisui Chemicals in its acquisition of Veredus Laboratories from Accuron MedTech Group (a subsidiary of Temasek Holdings), STMicroelectronics and other vendors;
- Advised the Singapore subsidiaries of a German speciality chemicals company in its worldwide amalgamation process arising from its acquisition of an international catalysts manufacturer.
- Acted for Rigel Technology (S) Pte Ltd ("**Rigel**"), a leading local and international provider of sanitary ware and bathroom solutions, in the acquisition by Heliconia Capital Management (a wholly-owned unit of Temasek Holdings) of a significant minority stake in Rigel.
- Assisted on the Singapore law aspects of Novartis' sale of its vaccines business to GSK, and its purchase of GSK's oncology business, including advising on the local sale, distribution and marketing arrangements involving the various vaccines and oncology products in Singapore.
- Advised StrategiCom Pte Ltd, a brand and corporate strategy consulting firm, in its acquisition by PricewaterhouseCoopers LLP.
- Acted for OCBC Bank, as lead and coordinating counsel in connection with its

acquisition of the Asian private banking business of ING for US\$1.463 billion (*Asian-Counsel October 2009 Deal of the Month*).

- Acting as Singapore law counsel to DBS Bank, the mandated lead arranger, underwriter and financial adviser, to the Marina Bay District Cooling project financed at S\$140 million (US\$95 million). District cooling is an innovative urban utility service that draws chilled water from a central source, piped to multiple buildings, for air-conditioning purposes

Healthcare & Life Sciences

- Acted for Lucence Diagnostics in relation to its Series A funding round, which raised US\$20 million. The funding round was led by Parkway Holdings Limited, which was coming in as a strategic investor, and was looking to, among others, co-develop solutions with Lucence. The Lucence group, which has offices in the US, Hong Kong and China, develops liquid biopsy tests to detect cancer early and improve treatment selection.
- Acted for the vendors in the multi-million dollar sale of the assets and businesses of several dental practices, including advising on and reviewing the transactional documents.
- Advising and acting as coordinating counsel for a leading global medical device company in the clear aligner orthodontic industry, in respect of various regulatory, and corporate and commercial matters in 17 countries across the Asia-Pacific region, including ASEAN, India, China, Taiwan, Japan, South Korea, Australia and New Zealand.
- Advising an international cloud-based medical monitoring software and product company in relation to the provision of certain cloud-based services to healthcare facilities providers in Singapore.
- Acted as counsel on Singapore law and coordinating regional counsel for Asia Pacific in Indivior PLC's demerger from Reckitt Benckiser Group plc.
- Advising foreign genetic testing laboratories on the regulatory and compliance requirements on the collaboration with and/or offering of genetic testing services in Singapore.

Corporate IP & Technology & FinTech and Blockchain

- Acted for a European based pharmaceutical manufacturer in a high-stakes Exclusive Licence Agreement where the client would acquire worldwide exclusive rights to a pre-clinical platform developed by a Singapore based company. The expected earnout payments in upfront and success-based development and commercialisation milestones are expected to be more than US\$1 billion.
- As part of United Engineer's S\$455 million sale of luxury car distributor Wearnes on the structuring, negotiation and drafting of the on the structuring, negotiation and drafting of the assignment of WBL Corporation's trade marks in Singapore, Malaysia and China.
- Advising a unicorn start-up on its online peer-to-peer money transfer service, in particular on licensing and regulatory issues in relation to introducing and providing its services in Singapore, including remittance, payment systems and stored value facilities licensing requirements.
- Advising a Chinese technology, payments and entertainment giant on licensing and regulatory issues in relation to its proposed innovative payments and e-wallet solutions, with issues ranging from remittance, stored value and payment systems regulations, to telecoms licensing arising from the cutting edge hardware and infrastructure for these innovative solutions.
- Advised BusyBees, as part of the BusyBees group's S\$144 million acquisition of Knowledge Universe, on the structuring, negotiation and drafting of the trade mark assignment agreement and IT transitional services agreement, which transferred trade marks in Malaysia and Singapore and also provided for the migration of data, IT services and licences.
- Acted as Singapore counsel for a provider of global capacity telecommunication services, in connection with the obtaining of a financing package consisting of facilities aggregating US\$165 million from a syndicate of international banks.
- Advised a government-linked entity on its tender for the turnkey development of a high

performance supercomputing facility and data centre. The scope of the work undertaken included drafting and reviewing tender documents for the client. The complex technical specifications and high degree of customisation required the working team to, amongst other things, understand and develop innovative solutions to protect client's interests (including protection of ownership rights, and safeguarding against failure or inadequacy of design or construction) and preserve IP rights.

- Acted for the seller, Virtual System Solutions, in a multi-million dollar sale of bespoke software solutions to one of the world's leading providers of cloud and virtualisation software and services.
- Acted for a liquefied natural gas terminal operator in its procurement of software systems and hardware for all of its business operations.
- Acted for and assisted a Singapore non-government organisation in a systems integration project, including drafting and reviewing consultancy agreements, information technology software licence and maintenance contracts, and reviewing quotations from and negotiating with software vendors.
- Advised an international flour milling company on all Singapore law aspects of its international ERP implementation project and represented the Group in negotiations with various bidders and counterparties.

Employment

- Advised Novartis on services provided to Novartis by foreign employees of a third party contractor company. Our advice focused on the legal implications of the employee/independent contractor distinction under a variety of Singapore employment laws, in particular foreign manpower laws and any potential issues that may arise in relation to the foreign manpower quota and Fair Consideration Framework.
- Advised a Germany-headquartered pharmaceutical and chemical group on exit management by providing detailed guidance on the consequences of a multi-jurisdictional employment arrangement of a Singapore executive who was employed by the

Singapore subsidiary but on international assignment to an overseas subsidiary.

- Advised a French international cosmetics group on all matters in relation to terminating the employment of a senior employee who was also a board member of the group entities. We advised on the client's legal risks and potential liability in respect of such termination, including obligations under the employee stock option schemes and the client's income tax and Central Provident Fund contribution obligations arising from the structure of payments made under the separation agreement.
- Advised a leading global insurance company on its rights, liabilities and course of action in respect of a workplace incident leading to severe permanent disability to one of its agents, including the company's obligations under workplace injury compensation and workplace safety and health laws.
- Advised a leading fashion MNC that proposed to dismiss its pregnant employee on maternity, childcare and related benefits under the relevant legislation and assisting with the structuring of the employment separation, taking into consideration the alleged misconduct by the employee.
- Advised a leading international educational programming group on all Singapore law employment issues in relation to its restructuring and termination of employees, affecting about 200 employees.

ACCOLADES

Corporate and Transactional

Asialaw Leading Lawyers

Corporate/M&A 2018 –
Market-Leading
Lawyer for
2 consecutive years



"Excellent comms with the client. Was cool and composed during the negotiation process with our counterpart. Managed his team well and meeting quick turnaround time and deadlines well."

"Benjamin was the most responsive and very helpful."

Healthcare and Life Sciences

Who's Who Legal

Thought Leaders Global Elite Guide: Life Sciences - Regulatory 2023 – Global Elite Thought Leader for 2 consecutive years

Thought Leaders Global Elite Guide: Life Sciences - Transactional 2023 – Global Elite Thought Leader for 2 consecutive years

Global Guide: Life Sciences 2023 – Leading Lawyer for 13 consecutive years
Recommended Lawyer for Patent Litigation, Product Liability, Regulatory, and Transactional

Global Guide: Life Sciences 2022 - Regulatory – Global Elite Thought Leader for 4 consecutive years

Global Guide: Life Sciences 2022 - Transactional – Global Elite Thought Leader for 2 consecutive years

National Guide: Southeast Asia - Life Sciences 2023 – Leading Lawyer for 3 consecutive years

"Benjamin Gaw drills deep into the issues to provide comprehensive and comprehensible advice."

"Benjamin's substantial experience in fund-raising in the health science space leads to winning outcomes."

"Benjamin Gaw is "professional, calm and able to effectively manage counterparties in M&A transactions", with sources further noting his deep regulatory understanding of the life sciences sector."

"Benjamin Gaw is a top-tier lawyer, who is sought after for his expertise in M&A, joint venture transactions and restructurings."

Benjamin Gaw is known as *"a responsive and prompt advocate who gives clear advice and brings a calm and professional approach to matters"*.

"First-class practitioner who expertly advises on complex issues"

"Benjamin Gaw is a well-regarded name in Singapore for patent disputes".

"Held in high esteem for his excellence in joint ventures and M&A transactions in the life sciences sector"

"Extremely well informed of the needs of life sciences clients"

"Benjamin Gaw is recognised for his dynamic corporate and commercial practice, where he excels at handling a wide range of complex matters for clients in the life sciences sector."

"Benjamin Gaw of Drew & Napier is "precise, knowledgeable and extremely commercial" in his approach, and is "particularly good with biotechnology and high-tech issues associated with medical devices and medical systems". Peers call him "efficient and always a delight to work with".

"Clients "warmly endorse" Benjamin Gaw for his excellent work in the field of patent law. He is particularly well regarded for his deep knowledge life sciences and pharmaceutical regulation."

"Benjamin Gaw is one of the region's foremost lawyers in pharmaceutical and healthcare regulatory matters."

Asia IP Experts 2013 – 2017

Leading individual in Pharma & Biotech

Practical Law Company Which Lawyer?

Life Sciences: Regulatory and Transactional
2013 - Leading lawyer for 3 consecutive years

Corporate Intellectual Property & Technology

The Legal 500 Asia Pacific

Fintech and Financial Services Regulation
2023 – Recommended Lawyer

Best Lawyers International: Singapore

Information Technology Law 2023 – Endorsed individual for 3 consecutive years

Who's Who Legal

Telecommunications Media & Technology
2016 – Leading Lawyer

Employment

Asialaw Leading Lawyers

Labour and Employment 2023/24 – Notable Practitioner

"Knowledgeable, professional, available, has a positive attitude and is attentive to client's needs."

Who's Who Legal

Global Guide: Labour & Employment 2023
– Leading Lawyer for 11 consecutive years

National Guide: Southeast Asia – Labour, Employment & Employment 2023 – Leading Lawyer for 3 consecutive years

Pensions & Benefits 2015 – Leading Lawyer

"Benjamin Gaw applies his vast experience to complex employment disputes and advisory work spanning across multiple sectors."

The Legal 500 Asia Pacific

Employment 2024 –
Recommended Lawyer for 8 consecutive years

"Benjamin Gaw is always available and understands the issues well."

"Benjamin Gaw is highly rated as a non-contentious employment specialist."

"True subject matter expert" Benjamin Gaw is "practical and efficient, able to deliver timely and accurately pitched advice"

"Benjamin Gaw handles non-contentious work such as data protection, immigration and post-acquisition matters. He is praised for his 'quick turnaround time'."

Chambers Asia-Pacific

Employment 2024 – Band 3
for 4 consecutive years

Employment 2020 –
Recognised Practitioner

"Benjamin's strengths are managing his clients' expectations and being very personable. He is knowledgeable on all things Singapore and is helpful in finding practical solutions."

"He is direct, on the ball, businesslike, and very structured and reliable."

"Their advice is always led by strong sense of commercial issues. This is definitely one of their greatest strengths. They do not advise in a vacuum - they are quick to pick up on commercial direction."

"Benjamin understands the issues we're trying to deal with and offers succinct advice, giving the key points."

"Very helpful and extremely responsive"

"Clients report that "the firm is very good to work with," also highlighting the team's "knowledge and appropriate advice.""



"I find them very responsive and their written work is of a very high quality."

"Extremely professional, sound advice and very prompt in serving their clients."

"I am continually impressed by their thoroughness."

Singapore Business Review

Singapore's 70 most influential lawyers aged 40 and under in 2016 – Listed lawyer

APPOINTMENTS/MEMBERSHIPS

- Assessor, Panel of Assessors for COVID-19 Temporary Relief, Ministry of Law
- Asia Pacific Regional Forum Liaison Officer, Healthcare and Life Sciences Law Committee, International Bar Association
- Honorary Secretary, National Arthritis Foundation Executive Committee
- Member, Inquiry Panel
- Member, Law Society IT Sub-Committee
- Member, Law Society of Singapore
- Member, Singapore Academy of Law

PUBLICATIONS

- The Singapore chapter of Product Liability and Safety Global Guide, Thomson Reuters, 2023
- The Singapore chapter of Fintech, Global Legal Insights, 2022
- Annotated Laws of Singapore – Industrial Relations Act, LexisNexis
- The Singapore chapter of Employment & Labour Law, The Legal 500 Country Comparative Guide, 2022 and 2023
- The Singapore chapter of Employment, Chambers Global Practice Guide, 2021, 2022 and 2023
- The Singapore chapter of Corporate M&A, Chambers Global Practice Guide, 2021 and 2022
- The Singapore chapter of Life Sciences, Lexology Getting the Deal Through, 2021, 2022 and 2023
- The Singapore chapter of Life Sciences, Chambers Global Practice Guides, 2020, 2021, 2022 and 2023

- Practical Law's Practice Note on Terminating Licences of IP Rights (Singapore), Thomson Reuters, 2022
- The Singapore chapter of the "Legal 500: Employment Country Comparative Guide Update" published by The Legal 500 & The Inhouse Lawyer
- "Medicinal product regulation and product liability in Singapore: overview" in Practical Law Company Life Sciences Global Guide 2013, 2014, 2015, 2016, 2017, 2020 and 2021
- "Pharmaceutical IP and competition law in Singapore: overview" in Practical Law Company Life Sciences Global Guide 2013, 2014, 2015, 2016, 2017, 2020 and 2021
- The Singapore chapter of Life Sciences, *Getting the Deal Through*, 2011, 2012, 2015, 2016, and 2020
- The Singapore chapter of Employment & Labour Law 2015 and 2023, International Comparative Legal Guide (The Global Legal Group)
- Drew & Napier's Your Guide to the Protection from Harassment Act 2014 (2015)
- "Life Sciences Jurisdictional Guide to Singapore" in Practical Law Company Multi-Jurisdictional Guide 2013
- "Ethical Guidelines for Human Biomedical Research Legislation in Singapore" in Asian Legal Business November 2012
- The Singapore chapter of "*International Public Procurement*" published by Thomson Reuters/West, 12/2011
- The Singapore chapter of "*Global Pharmacovigilance Laws & Regulations: The Essential Reference*" published by the Food & Drug Law Institute, which has been described as a "groundbreaking book" and a "landmark guide"
- "Legislating medical devices in Singapore" in *Financier Worldwide: Biotechnology & Life Sciences e-Book* 2010
- "Employment Contracts – Safeguard Your Intellectual Property Rights" in the *Singapore Biotech Guide* 2007/2008

- The Atkin's Court Forms – Singapore, Insolvency (Chapter XLIV), *Lexis Nexis*, 2007 Ed“
- Legislating the Fruits of Biotechnology: Suggestions for Regulating Bio-engineered Food” by the Singapore Law Review (See (2001 – 2) 22 Sing LR)