



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)
T: +65 6531 2393 F: +65 6535 4864 E: benjamin.gaw@drewnapier.com

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 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, 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 ICOs and other fintech matters.

Benjamin's practice also includes a strong emphasis on employment law, and he regularly advises clients on a range of employment issues arising from the course of an employment relationship, from hiring to talent development and retention, and exit management. These include preparing and reviewing the employment contracts and handbook templates, promotion letter templates, sponsorship agreements for its employees and termination agreements.

EXPERIENCE

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

Corporate and Mergers & Acquisitions

- 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;
- 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 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.
- 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 lead counsel to a purchaser in relation to loan facilities amounting to US\$88 million for the construction of a landmark undersea submarine fibre optic cable system between, *inter alia*, Singapore and Indonesia
- 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
- Advised the Singapore subsidiaries of a German speciality chemicals company in its worldwide amalgamation process arising from its acquisition of an international catalysts manufacturer.
- Advised and assisted a NYSE-listed asset management related company in its acquisition of a global relocation and real estate brokerage and worldwide reorganisation exercise.
- 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.

Healthcare & Life Sciences

- 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 a leading world-leading lens manufacturer, in its regional advertisement compliance requirements.
- 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.
- Advising a leading EU-based pharmaceutical company on potential claims arising from serious adverse events arising from the use of its pharmaceutical product.
- Advising a leading global consumer goods manufacturer on product recall concerns arising from faulty caps on one of its household cleaner products.

Corporate IP & Technology

- 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.

- Advised WBL Corporation, as part of United Engineer's S\$455 million sale of luxury car distributor Wearnes Automotive to StarChase Motorsports, on the structuring, negotiation and drafting of the assignment of WBL Corporation's trade marks in Singapore, Malaysia and China.
- 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 a leading United Kingdom-based supplier of software and IT services on all Singapore law aspects of its tender proposal to provide software and IT solutions to a statutory body.
- 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



Healthcare and Life Sciences

Who's Who Legal

Life Sciences 2019 – Leading Lawyer for 9
consecutive years

“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.”

Practical Law Company Which Lawyer?

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

Corporate Intellectual Property & Technology

Asia IP Experts 2013 – 2017

Leading individual in Pharma & Biotech

Who’s Who Legal

Telecommunications Media & Technology
2016 – Leading Lawyer

Employment

Who’s Who Legal

Labour & Employment 2018
– Leading Lawyer for 6 consecutive years

Pensions & Benefits 2015 – Leading Lawyer

The Asia Pacific Legal 500

Employment 2019 –
Recommended lawyer for 5
consecutive years



“‘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 2019 – Recognised Practitioner

“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

MEMBERSHIPS

- Member, Inquiry Panel
- Member, Law Society of Singapore
- Member, Singapore Academy of Law
- Honorary Secretary, National Arthritis Foundation Executive Committee

PUBLICATIONS

- 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 2016/2017
- “Pharmaceutical IP and competition law in Singapore: overview” in Practical Law Company Life Sciences Global Guide 2016/2017
- The Singapore chapter of Life Sciences, *Getting the Deal Through*, 2011, 2012, 2015 and 2016.
- The Singapore chapter on Employment & Labour Law 2015, 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*)