PROFILE

DREW & NAPIER



Jon-nathaniel Nair
Director, Corporate and Finance

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ABOUT JON

Jon's practice covers a broad spectrum of corporate transactions including mergers and acquisitions, private equity & venture capital investments, joint ventures, and restructuring.

Before joining Drew & Napier in 2015, Jon worked in leading Singapore and international law firms where he advised on a wide range of notable domestic and cross-border transactions in sectors such as technology, financial institutions, transport, energy, and infrastructure. Jon has also advised on commercial contracts and financing matters when on secondment at a major Singapore-listed real estate and hospitality company. Jon regularly assists clients on their general corporate matters such as compliance with the SGX listing rules and on employment matters.

As part of his practice, Jon works closely with investors, funds, multinational corporations and family groups on their regional transactions in South-east Asia.

EXPERIENCE

Jon has advised on a number of significant transactions. Here are some examples:

- Advised IBS Software Pte Ltd (**IBS Software**), a leading SaaS solutions provider to the global travel and logistics industry which has operations including in India, the US and the Middle East, in a sell-side auction process and transaction which resulted in a cash exit to Blackstone and an approximately US$450 million investment by funds managed by Apax Partners. The matter valued IBS Software at over US$1 billion. This is one of the winning deals in the *Indian Business Law Journal (IBLJ) Deals of the Year 2023*.
- Advised an investment vehicle managed and controlled by Heliconia Capital Management Pte Ltd, as lead transaction counsel, in its US$200 million equity investment in a newly formed holding company of the Pacific International Lines group of companies by way of subscription of convertible preference shares. The Drew & Napier team coordinated legal due diligence, relevant anti-trust and foreign direct investment filings and clearances, and the drafting and negotiation of the definitive transaction documents
- Advised Sealed Air Corporation as Singapore counsel in the US$3.2 billion carve-out sale of its Diversey Care division and the food hygiene and cleaning business within its Food Care division to Bain Capital Private Equity
- Advised Singapore-listed Innovalues Limited in the S$331 million acquisition by the Northstar Group, by way of a scheme of arrangement: *Singapore Venture Capital & Private Equity Association PE Deal of the Year 2017*
- Advised a fund affiliated with and advised by KKR in the S$785 million acquisition of Singapore-listed Unisteel Technology Limited, by way of a scheme of arrangement: *Finance Asia Best Private Equity Buyout 2008*
- Advised Singapore-listed Fischer Tech Ltd in the S$168 million acquisition by FT Holding II Limited, an entity affiliated with and advised by Platinum Equity Advisors, by way of a scheme of arrangement
- Advised the founding Ng family in their joint offeror arrangements with Standard Chartered Private Equity, and the S$414 million pre-conditional voluntary general offer for and privatisation of Singapore-listed Tat Hong Holdings Ltd
- Advised Toppan Printing Co Ltd in the S$208 million voluntary general offer for and privatisation of Singapore-listed SNP Corporation Ltd
- Advised VTTSG Holding Pte Ltd in the S$105 million voluntary general offer for and

privatisation of Singapore-listed Shinvest Holding Ltd

- Advised Singapore-listed TIH Limited in the S$63 million voluntary general offer by hedge fund Argyle Street Management and Lippo China Resources
- Advised Singapore-listed Tuan Sing Holdings Limited (**TSH**) in the acquisition of Singapore-listed SP Corporation Limited (**SP**) (other than the shares held by TSH) by way of a scheme of arrangement. The transaction valued SP at approximately US$41 million
- Advised OCBC Bank and other sellers in the divestment of equity interests in Singapore-listed United Engineers Limited (**UEL**) and WBL Corporation Limited (**WBL**) to a consortium led by various listed real estate groups, which valued UEL and WBL collectively at S$1.83 billion
- Advised Long Haul Holdings Ltd (**LH**) in the US$501 million acquisition of a 29.2% stake in Jakarta-listed PT Bumi Resources Tbk from London-listed Asia Resource Minerals plc (formerly known as Bumi plc). The acquisition was completed simultaneously with the unwinding of certain shareholders' arrangements and the US$223 million disposal of LH's entire 23.8% indirect stake in ARMS plc to Ravenwood Acquisition Company Limited
- Advised PT Mega Manunggal Property Tbk in the partnership with GIC to develop a portfolio of quality logistics warehouses in Indonesia, with a focus in the Greater Jakarta and Greater Surabaya regions
- Advised Singapore and Jakarta-listed PT Berlian Laju Tanker Tbk in the US$2 billion restructuring of its debt and equity, which was implemented on a consensual basis with a consortium led by KKR and York Capital: *International Financial Law Review Asia Awards Restructuring Deal of the Year 2016*
- Advised Singapore-listed Singapore Airlines Limited (**SIA**) in the S$1.3 billion spin-off of its 80.6% stake in Singapore Airport Terminal Services Limited, by way of a dividend distribution in specie to existing SIA shareholders
- Advised Singapore-listed STATS ChipPAC Ltd in the US$600 million dividend recapitalisation which involved a capital reduction and cash distribution to its shareholders funded by the offering of new senior notes
- Advised Singapore-listed Tuan Sing Holdings Limited in the divestment of its property holding subsidiary 39 Robinson Road Pte. Ltd., which owns Robinson Point a freehold office tower in the heart of Singapore's central business district, at an agreed property value of S$500 million, subject to adjustments
- Advised FWD Group in the acquisition of a 50% stake in a Grade A office building located in the prime central business district in Singapore. The acquisition was carried out in partnership with CapitaLand Commercial Trust, and valued the building at S$1.18 billion
- Advised a consortium led by Singapore-listed Yangzijiang Shipbuilding in the acquisition of a property holding company which owned a Grade A office building located in the prime central business district in Singapore, at an agreed property value of S$399 million, subject to adjustments. The Drew & Napier team also advised on the consortium's shareholder arrangements and acquisition financing
- Advised a consortium in the acquisition of a company which owned a hotel located in the prime central business district in Singapore, for approximately S$200 million
- Advised a London-listed fund management company in the acquisition of a private wealth management business in Singapore
- Advised a Hong Kong-based investor in the acquisition of a stake in a non-life insurance business in Thailand
- Advised a private equity fund on bridge debt financing, a warrant to subscribe for equity, and rights to negotiate terms of gas sale and supply agreements, each in connection with the development and operation of gas-fired power stations in the Dominican Republic
- Advised the founders of a company engaged in the business of distributing power generators in Indonesia in the sale of a minority stake to, and joint venture arrangements with, a fund affiliated with Standard Chartered Bank

- Advised the founders and private equity investors in the sale of their ordinary and preference shares in Novomatrix Pte Ltd (**Novomatrix**), which is engaged in the business of marketing and distributing high-technology performance window film catering primarily to the automotive and property industries, and has subsidiaries in various Asia-Pacific countries, to NYSE-listed Solutia Inc.. The advice included pre-sale restructuring of the Novomatrix group
- Advised Markham Agro Pte Ltd in the sale of all the issued shares in Papua New Guinea-incorporated Markham Farming Company Limited to Bursa-listed Sime Darby Plantation Berhad (through its wholly-owned subsidiary, New Britain Palm Oil Limited), at an enterprise value of approximately US$64.3 million
- Advised a Tokyo-listed company, as lead transaction counsel, in the internal reorganisation of its Asian automotive climate control compressor business which was held through its wholly-owned Singapore subsidiary (**SingCo**). The reorganisation involved a business transfer of SingCo's after-market sales business and transfers of shares in Singapore, Malaysia, Indonesia, the Philippines, and India
- Advised the lead investor in the Series E funding of a mobile ad-tech company and secondary purchases from existing investors, which valued the company at over US$1 billion
- Advised various companies in their fundraising transactions, from their Seed round to their Series A and later stage fundraising rounds
- Advised various investors in their venture capital investments (including follow-on investments) into, and exits from Singapore-headquartered start-up companies
- Advised a major investor, as Singapore counsel, in the US$2.5 billion acquisition (by way of primary and secondary purchases) of Series I preference shares in Flipkart amounting to an approximately 20% stake in Flipkart (which valued Flipkart at US$11.6 billion), and the subsequent disposal of the investment in connection with the acquisition by Walmart Inc (through its subsidiary, Walmart International Holdings Inc) of an approximately 77% stake in Flipkart, which valued Flipkart at US$20.8 billion: *The Asian Lawyer: Asia Legal Awards 2019 – TMT Deal of the Year; Indian Business Law Journal: Deal of the Year 2018 – Top 50 landmark deals involving Indian parties*

ACCOLADES

Chambers Asia-Pacific



Corporate/M&A 2026 – *Band 5*

"Jon Nair is technically strong and offers practi[cal] advice. He brings commercial awareness to his advice and can close a deal within a tight timeline"

"Jon is a meticulous partner who carefully considers all client feedback before offering his views. He maps out the background and key issues thoroughly before presenting a clear implementation plan."

Chambers Global

Corporate/M&A 2026 – *Band 5*

The Legal 500 Asia Pacific



Corporate and M&A 2026 - *Recommended Lawyer* for 7 consecutive years

Startup & Venture Capital 2026 – *Recommended Lawyer*

Indonesia: Foreign firms 2026 – *Recommended Lawyer*

"Jon Nair and Tan Teng Sen are both vastly experienced and pragmatic M&A lawyers, and are regularly in Jakarta to keep their practice well-informed."

"Jon Nair is an outstanding M&A lawyer. He is able to understand the commercial realities of the deal and find solutions to move the deal along. He is also able to explain clearly each issue in an easily understood manner."

"Jon Nair has unparalleled legal acumen and strategic thinking, which consistently leads to innovation solutions. He is able to effectively anticipate legal trends and provide strategic legal solutions to problems that arise."

"Steven Lo and Jon Nair are a brilliant team combination for M&A. They absorb the client's objectives and intentions and offer great advice in the best interests of clients."

IFLR1000: The Guide to the World's Leading Financial Law Firms

Corporate/M&A 2026 – *Highly Regarded* for 3 consecutive years

"Technically sound, has the benefit of foreign law firm experience therefore able to be practical and commercial and get the deal across the line."

"Commercial, technically sound, pragmatic, found solutions, attentive, responsive. Team was led by the excellent Jon Nair."

"Worked with partner Jon Nair on this team and they were technically sound, practical, found solutions and responsive."

"Calm but firm in negotiation and a problem solver."

"Good at giving practical solutions in a timely manner."

"He was very detailed, quick to respond and overall did a fantastic job."

Asialaw Profiles

Corporate/M&A 2026 – *Distinguished Practitioner* for 2 consecutive years
Corporate/M&A 2024 – *Notable Practitioner*

"Responsive and gives clear advice."

"Astute awareness of commercial realities. Great value for money."

Best Lawyers International: Singapore

Corporate Law (2027 edition) – *Endorsed individual*

Indian Business Law Journal (IBLJ)

The A-List: India's International Top Lawyers 2024 & 2026 – Recognised lawyer

Jon is praised for his "*strong professionalism and practical approach*". He is also recognised for providing clear, timely advice on cross-border structuring and investor documentation, and for his collaborative working style.

Asialaw Client Service Excellence 2020 Edition

Identified as one of the highest rated lawyers to work with for Corporate and M&A

Singapore Business Review

Singapore's 20 most influential lawyers aged 40 and under in 2019 – Listed lawyer

APPOINTMENTS/MEMBERSHIPS

- Member, Law Society of Singapore
- Member, Singapore Academy of Law

PUBLICATIONS

- Co-author, The International Comparative Legal Guide (ICLG) – Private Equity 2024 - 2026 (Singapore)
- Co-author, The Legal 500: Private Equity Country Comparative Guide 2021 – 2026 (Singapore)
- Co-author, Chambers Global Practice Guide: Doing Business In… 2025 (Singapore)
- Co-author, LexisNexis: Cross-Border Joint Venture and Strategic Alliance Guide 2019 - 2025 (Singapore)