



Paras Lalwani
Director, Dispute Resolution

LL.B. (Hons), National University of Singapore
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ABOUT PARAS

Paras is a Director in Drew & Napier's Dispute Resolution Practice.

Paras has extensive experience in handling high value and complex commercial litigation and arbitration matters. He regularly appears before the Singapore Courts, and has also been involved in several *ad hoc* and institutional arbitrations administered by, among others, SIAC, LCIA, ICC and HKIAC.

Paras handles disputes relating to commercial contracts, corporate disputes, civil fraud, banking and finance, infrastructure projects, as well as disputes involving trusts, tortious claims, and insolvency and bankruptcy proceedings. Paras has also advised his clients on various non-contentious matters including investigations, aircraft financing, ship financing, oil and gas sales, consumer issues and regulatory matters.

Paras has acted for several high profile clients, including financial institutions, major corporations and multinationals, government and state-owned entities, and high net worth individuals in complex commercial disputes across a myriad of industries.

Paras's experience has included a stint at Essex Court Chambers, a leading barristers' chambers in London, England, where he worked on complex commercial litigation and arbitration disputes with several Queen's Counsel.

In 2008, Paras graduated with Honours from the National University of Singapore (NUS).

While in NUS, Paras was a semi-finalist in the Advocacy Cup and won the Best Memorial Prize in the B.A. Mallal Moots. Paras also spent a year on exchange at the University of Melbourne, Australia, during which time he represented the University of Melbourne in the Australian National Rounds of the prestigious Phillip C. Jessup Moot Court Competition.

Paras is an advocate and solicitor of the Supreme Court of Singapore, and a certified Attorney of the State of New York.

EXPERIENCE

The following is a snapshot of some matters which Paras has worked on:

International Arbitration and Arbitration-Related Litigation

- Representing a foreign company in a complex commercial arbitration arising out of a share purchase agreement valued at more than US\$800 million. The arbitration involved, among others, issues relating to the duties of an arbitral tribunal where there is a risk that the contract underlying the dispute has been tainted by corruption.
- Acting for an appellant before the Singapore Court of Appeal, comprising Chief Justice Sundaresh Menon, Judith Prakash JA and Tay Yong Kwang JA, in ***Marty Limited v Hualon Corporation (Malaysia) Sdn Bhd (Receiver and Manager Appointed)*** [2018] SGCA 63 (an appeal arising out of the decision of the High Court in ***BMO v BMP*** [2017] SGHC 127). The appeal involved issues relating to approbation and reprobation of an arbitration agreement contained in a disputed agreement, the scope of an arbitration clause contained in a Charter

of a company, and whether a party had waived and/or repudiated an arbitration agreement by referring a dispute falling within the scope of that agreement to litigation in the BVI. Paras personally argued before the Court of Appeal on the issues of waiver and repudiation, and the Court of Appeal determined the matter in the appellant's favour on the latter issue.

- Representing the directors of a private company in the semiconductor industry at the assessment of damages phase of a split-arbitration against the previous shareholder of the company. The amount of damages sought in the arbitration was in excess of S\$95 million (US\$70.5 million).
- Acting for a high net worth individual before the Singapore High Court in a complex dispute with his siblings over a highly-valued shophouse in Singapore's Central Business District. The case involved issues relating to express, constructive and resulting trusts, duress, undue influence and whether the concept of familial ownership over property was recognised under Singapore law.
- Acting for the majority directors of a regional shipping company in a SIAC arbitration brought by the minority directors. The dispute involved issues relating to directors' breaches of fiduciary duties, minority oppression and the newly introduced emergency arbitration proceedings under the SIAC Rules.
- Representing one of the most prominent trading companies in the region in FOSFA arbitrations relating to the sale and purchase of crude oil. The dispute involved issues relating to, among other things, the resolution of inconsistent arbitration provisions in a contract, the scope of the FOSFA Tribunals' jurisdiction, and the appeal procedure under the FOSFA rules of arbitration and appeal.
- Acting for the managers of a hotel in Thailand in a SIAC arbitration against the owners of a hotel for wrongful breach of the hotel management agreement. The

dispute involved issues relating to the proper construction of the contract and the scope of contractual indemnity clauses.

- Acting for a leading provider of integrated solutions for drilling, production, pipeline, construction and well intervention in a US\$4 million HKIAC arbitration relating to the provision of pipeline pre-commissioning works for the SHWE Gas Project in Myanmar.
- Acting for the contractors in relation to a dispute arising out of a contract for the provision of topside modules on an EPC contract for installation on an FPSO facility. The clients were claiming for certain milestone payments together with sums due for variations. The claim was resisted on various grounds including disputes as to the scope of the lump sum work, the validity of instructions given to the contractors, the provision of design and engineering drawings and counter claims of liquidated damages and various back charges. Singapore law applied to the contract and disputes were subject to SIAC arbitration.
- Advising the owners of a digital post production facility in India in relation to ongoing arbitration proceedings commenced against it by a prominent investor. The dispute involved issues relating to, among other things, the setting aside of SIAC awards in Singapore on the basis of bias by the Tribunal.
- Acting as secretary to the Tribunal in three SIAC disputes in 2013 and 2014.

Civil and Commercial Litigation

- Acting for a majority bondholder in a dispute with the issuer of the bonds, a publicly-listed company on the SGX, in respect of whether bondholders' rights of redemption under the terms of the bonds had been triggered as a result of the suspension of trading of the issuer's shares. The case involved complex issues such as the redemption rights

given to bondholders in Singapore, and trustees' duties and obligations.

- Acting for a prominent defendant in a S\$5.5 billion claim brought against her in the Singapore courts by a Hong Kong based conglomerate. The case involved issues relating to breaches of trust, knowing receipt and dishonest assistance, unlawful means conspiracy as well as the ambit of worldwide Mareva injunctions.
- Acting for various entities within a prominent group of trust companies based in Asia in a dispute in the Singapore High Court against a former beneficiary. The dispute involved issues regarding the scope of fiduciary obligations owed by trustees in the case of warring beneficiaries, and whether such duties were breached where the trustees acted on the instructions of one beneficiary to the alleged detriment of the other.
- Acting for the majority shareholder and managing director of a public-listed exploration and production energy company in a dispute with a shareholder who alleged that the managing director had agreed to underwrite his purchase of the shares of the company.
- Successfully acting for an MNC headquartered in Korea in defending claims by its subcontractor in projects for works relating to the laying of cables, including cable monitoring works. The case involved issues relating to the law on settlement agreements, agency and secret profits.
- Acting for a multi-national agricultural commodities trading company in complex, cross-border disputes spanning companies and trades in various jurisdictions including but not limited to Vietnam, Cambodia, Singapore, Indonesia and the BVI.
- Acting for an MNC headquartered in Korea in its claim against a subcontractor for failures of cable joints and sealing ends. The claim involved issues relating

to implied terms in contracts, negligence, non-delegable duties and the ambit of the independent contractor defence in Singapore.

- Acting for a minority shareholder and creditor of a hotel management company in winding up proceedings relating to the company, as well as bankruptcy proceedings against the majority shareholder of the company.
- Acting for a Japanese MNC in defending a claim brought by its supplier under an alleged agreement, contained in a quotation, to purchase minimum quantities of refrigeration parts for a period of 3 years from the supplier.
- Acting for the liquidators of a Hong Kong company in publicly examining the former directors of the company residing in Singapore. The matter involves novel issues of law, including but not limited to whether the cross-border insolvency regime under s354B of the Companies Act (Cap. 50, 2002 Rev. Ed.) applies in support of insolvency orders made in countries which are non-signatories to the UNCITRAL Model Law on Cross-Border Insolvency (1997).

Mediation

- Acting for and advising a provider of online gaming services based in Curacao on its dispute with a former director for alleged unpaid commissions. The dispute was referred to mediation administered by the Singapore Mediation Centre, which Paras led to a successful outcome.
- Acting for a leading engineering solutions partner to the metal-forming industry in its appeal against a High Court judgment. The underlying dispute related to the supply and installation of certain bespoke machinery and equipment. The dispute was referred to, and resolved by, mediation administered by the Singapore Mediation Centre, which Paras led to a successful outcome.

Regulatory/Criminal

- Advising a multi-national shipbuilding company headquartered in Singapore on its rights in relation to regulatory investigations in the US, UK, Germany, Brazil and Singapore arising out of allegations of bribery and corruption made against it and its employees in Brazil.
- Representing and advising the CEO and the finance and executive director of a prominent Singapore-listed company in the construction industry against alleged insider trading offences under the Securities and Futures Act.
- Advising a government-linked company in respect of allegations of cross-ownership made against it by Komisi Pengawas Persaingan Usaha (KPPU), an anti-monopoly body in Indonesia. This matter also involved, among other things, related class action suits commenced in Indonesia.
- Representing and advising an accused facing a charge of culpable homicide not amounting to murder on a *pro bono* basis.
- Acting for one of the largest Asia-based urban, industrial and infrastructure consulting firms in its potential acquisition of an international engineering firm headquartered in Australia. The matter involved reviewing and opinion on a legal report prepared by independent legal counsel on a specific matter relating to an integrity risk allegation against the target company by a local regulatory body.

Contentious Advisory Matters

- Advising the Wall Street Journal in relation to issues arising from its coverage in South East Asia, including the 1MDB scandal involving the then-Prime Minister of Malaysia, Dato' Sri Haji Mohammad Najib bin Tun Haji Abdul Razak.
- Advising a leading designer, supplier and integrator of automated baggage handling systems in relation to its potential delay and costs claims against

the main contractor for Changi Airport Terminal 4.

- Advising a major outfitting company on its regulatory and reporting obligations arising out of an alleged breach of international labour standards by one of its distributors in Asia.
- Advising a regional education provider of its rights pursuant to an investment agreement. The potential dispute involved concurrent civil and criminal proceedings being initiated by the client against the investor for fraudulent conduct.
- Advising a leading shipbuilding company on its potential liability to the owners of a floating production storage and offloading (FPSO) vessel in tort and contract.
- Advising a major US corporation on legal proceedings in multiple jurisdictions. The matter involved issues relating to the effect of dissolution of a defendant on pending litigation proceedings brought against it in another jurisdiction.
- Advising a prominent commercial property development company in relation to potential defamation claims arising out of a newspaper article.
- Advising a Japanese MNC in relation to its rights to sell its shares under a put option contained in its investment agreement with a listed technology firm.

Corporate Advisory Matters

- Advising an international airline in relation to its aircraft leases and purchase agreements with a transaction value of over US\$1 billion.
- Advising an oil company on agreements for the sale and purchase of liquefied natural gas and offtake agreements for the sale and purchase of crude oil.
- Advising one of Asia's largest real estate groups on commercial leases involving a multi-national fast food chain.

- Advising the government of an Asian country on, among other things, the grant of mineral rights in certain blocks of the exclusive economic zone of that country.
- Advising a global aerospace, defence, security and advanced technology company on employment law matters relating to its employees posted to Singapore.
- Advising and acting for a European transport company in a public tender by the Land Transport Authority, Singapore to manage and operate 26 bus services in the western part of Singapore.

PUBLICATIONS

- Contributor, Justice without Borders "Protecting Low-Wage Foreign Workers in Singapore from Bait-And-Switch Contracts" (2017).
- Co-author, feedback paper to the Ministry of Law on proposed Third Party Funding regulations in Singapore, in collaboration with the Singapore Corporate Counsel Association.
- "The 2013 SIAC Rules" (July 2013) K&L Gates Arbitration World, 23rd edition, at 38.
- "Don't Trip on the Steps: Tiered Arbitration Clauses Part II: France, New York and Singapore" (November 2013) K&L Gates Arbitration World, 24th edition, at 59.
- Singapore Chapter, K&L Gates Global Workplace Guide.
- Co-author "Factors and stages: Considerations in a scheme of arrangement", *Construction Updates* (March 2016).

SEMINARS

- Presented at the Singapore Corporate Counsel Association's Third Party Litigation Funding discussion on 26 July 2016.
- Presented at the Asia Legal Seminar in Singapore on 23 October 2014 at Singapore Management University on the New York Bar examinations, the culture at an American law firm and the Singapore Legal Outlook for 2015.

APPOINTMENTS / MEMBERSHIPS

- Member, Singapore Academy of Law
- Member, Law Society of Singapore
- Trainer, Advocacy Workshops for Part B of the Singapore Bar Examinations