



**Tay Eu-Yen**  
*Director, Business Advisory & Dispute Resolution*

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## ABOUT EU-YEN

Eu-Yen is a business law specialist with extensive experience as legal advisor, entrepreneur, operator, and investor within the entertainment, hospitality, and lifestyle spaces.

Eu-Yen's experience spans across a wide and varied spectrum of work in relation to different entertainment, hospitality, and lifestyle businesses. These range broadly from nightlife, F&B, events, travel, luxury, retail, films, and concerts to online content and digital services. Her work covers exciting innovative spaces like automation, food science, online media, virtual entertainment, legal technology, and alternative investments.

She has first-hand business management experience, which places her in a unique position when advising businesses. She understands the intricacies of business operations and the myriad of concerns from the client's perspective. She works hard to learn about each client's business before providing practical legal solutions. Her practice covers contracts, business planning, regulatory advice, commercial dispute resolution and business crimes.

In the area of contracts, Eu-Yen specializes in commercial transactions such as early-stage investing, joint ventures, franchises, sale and purchase, management and representation. She also assists clients with commercial projects on a "project basis" where she advises on and prepares all contracts required for a given project scope.

With regards to business planning, Eu-Yen advises on shareholders' structures and legal risks associated with climate change. To complement her business law expertise, Eu-Yen has an Advanced Certificate in Sustainability and Sustainable Businesses as well as a Certificate in Sustainability Reporting

in accordance with Global Reporting Initiative (GRI) standards.

Eu-Yen further advises on regulatory frameworks affecting businesses dealing with public entertainment, online entertainment, gaming, music copyright, food and the environment. On that front, she annotated the Remote Gambling Act (now repealed and replaced by the Gambling Control Act) and the Public Entertainments Act for the Lexis Nexis Annotated Statutes of Singapore.

She is a strong proponent of helping the entertainment, hospitality and lifestyle sectors. As such, she is legal advisor to, and sits on the management committee of, the Restaurant Association of Singapore (RAS). She is also legal advisor to the Singapore Nightlife Business Association (SNBA). She is on the recommended panel of lawyers for both trade associations, as well as for Singapore Tenants United for Fairness Society (SGTUFF).

Eu-Yen is appointed to the advisory board of Asia Law Network (legal technology) and Innovate 360 (food science incubator and investment fund). At Innovate 360, she is also a mentor for food science start-ups.

Eu-Yen is an active member of the Law Society. She chairs the Public and International Law Committee and also participates in the work of the Women-in-Practice Committee.

She is a published book author and publishes articles regularly on topics that intersect law and enterprise.

Eu-Yen won The Peak Magazine's Power List 2021 award for her work in the hospitality sector, being one of only ten "next generation" women to be invited to accept this prestigious award.

## EXPERIENCE

Eu-Yen's work is focussed on helping businesses start up and grow. Here are some notable examples of her experience:

### Start-Up Investing

- Advised on and prepared contracts for a coffee robotics company, **Crown Technologies**, to negotiate and close seed and pre-Series A funding with two significant strategic investors, subsidiaries of **East Japan Railway Company** and **SMRT Corporation**, respectively.
- Prepared agreements required for the seed funding of the iconic nightlife group, **The Butter Factory Group** including equity and non-equity funding.
- Prepared agreements required for the seed funding of a restaurant-bar group **Coterie Concepts**, known for its modern Asian themed restaurant-bars.
- Advised on term sheets and subscription agreements for a fast service F&B start-up to accept funds from a venture capital firm.
- Advised a private dining operation on investment and collaboration agreements proposed by a large F&B group to launch a new restaurant concept.
- Advised on and prepared SAFE notes for an online media publication, **Jom**, raising seed funds.

### Film Investing

- Advised a private investor on the terms of a film investment agreement proposed by **United Media Asia** to produce a feature film budgeted at more than USD \$4 million.
- Advised a private investor on a film investment agreement proposed by **MM2 Entertainment** to produce a feature film budgeted at more than USD \$5 million.
- Prepared agreements required for the funding of short film series, **Sex.Violence.FamilyValues**, written and directed by **Ken Kwek**, which clinched more than 15 international film festival awards.

### Joint Ventures & Franchises

- Prepared agreements required for an F&B holding company, **Three Eats**, to enter into a joint venture and franchise agreement with listed company subsidiary **Minor Food Group** for the establishment of **Small Tables**, Asian café.
- Prepared joint venture and management agreements between two industry moguls, to successfully establish the famous **Overeasy** bar and diner.
- Prepared agreements required for a joint venture between a prominent alcohol distributor and reputable nightlife group, to successfully establish a flagship bar at the Esplanade.
- Advised **Laifabar**, well-known for its wanton noodles, on a franchise agreement with **Michelin-starred** restaurant group, **Les Amis**.
- Prepared agreements required for the franchise and establishment of **The Butter Factory KL**, and all franchise manuals for operations, service standards, branding guidelines, and legal forms.
- Advised franchisee of a Taiwanese bubble tea chain, **Don't Yell at Me**, on the issue of issuing minority shares in the franchise entity based in Singapore.

### Copyright Licensing

- Reviewed and advised on agreements for a locally produced film to be licensed to **iTunes**, **Amazon** and other streaming platforms.
- Advised a prominent international nightclub, **Marquee**, on issues of music copyright licensing for broadcast of DJ sets on radio programs.
- Prepared artwork release agreements for a major art design project, **Design Warriors**, undertaken by a nightlife group, involving over 50 local and international artists.
- Negotiated agreements for the customization of a club interior by the famous artist known as **Toki Doki**.

### Sale & Purchase

- Advised on and prepared complex buy and sell agreements for a luxury goods

investment business, **Watch Fund**, involving separate negotiations with multiple parties.

- Prepared agreements required for an F&B group to successfully purchase worldwide ownership of a recipe from famous hawker stall **Sun Heng** in Ipoh.
- Advised on and prepared contracts for the sale and purchase of a corporate entity engaged in technology services, including restrictive covenants and asset take-over.
- Advised on and prepared contracts for the business asset take-over of a locally grown F&B entity that has been celebrated on the Lonely Planet as a must-go for tourists.
- Advised a novel food, alternative protein start-up on a shareholder buy out and terms involving shares held on trust.
- Advised on agreements relating to the sale of **Bedrock Trust**, a fund management and advisory services firm, to **Chainup Financial**.
- Advised a luxury services company on its buy-back of shares from a key shareholder.
- Prepared agreements required for a buy-out of shares in a well-known live band establishment on a cash-free debt-free basis.
- Prepared agreements for an F&B operator to launch a private membership scheme involving the sale of membership privileges.

#### Management & Representation

- Advised on and prepared agreements for the representation of musicians by **Vocalise** for the **Candlelight Concerts** and other performances.
- Prepared agreements for the representation of key online influencers by **FoodNews** for third-party brand engagement.
- Prepared agreements for the representation of local and international DJs and live acts under the brand **AOS** owned by a well-known nightlife group.
- Prepared agreements for the management of events by **Agenda** events

company, including large corporate events and product launches.

- Prepared agreements for the management of social media content for third-party brands by **Postman** social media branding agency.
- Advised an art gallery and curator on agreements for art design management in relation to a resort in Maldives and a commercial building in Sydney.
- Advised on and prepared artiste management agreements for a media entertainment agency, **Afternoon Entertainment**.

#### Commercial Leases

- Advised an SGX listed F&B group, **ABR Holdings Limited**, on the terms of its commercial lease with a large property developer.
- Advised home-grown F&B group, **Soup Spoon**, with approximately 30 outlets island-wide, on the terms of its commercial lease with a large property developer.
- Advised **Restaurant Association of Singapore** on its contractual rights and obligations in relation to a co-working space.
- Advised on and prepared agreements for a popular bar in Boat Quay, **Babasan**, to negotiate and surrender its lease to its landlord.
- Advised an investment company on its rights and obligations pertaining to an office lease, with reference to frustration and force majeure during the Covid-19 pandemic.
- Advised popular F&B group, which operates **Seoul Garden** outlets, on the terms of its commercial lease with a large property developer.
- Advised a growing F&B group on its commercial lease of a strata titled unit at Lucky Plaza.
- Advised amusement bar operator, **Goodcheer Entertainment**, on its commercial lease of a strata titled unit at People's Park Centre, involving change of approved use.

- Advised **Singapore Tenants United for Fairness Society** during multi-party round-table negotiations with major commercial landlords on the **Code of Conduct for Leasing of Retail Premises in Singapore**.
- Advised **Harry's International** and its related companies on commercial leases of shophouses on Tras Street.
- Advised and prepared service standard documents for a commercial equipment lease agreement between a technology company and a significant Singapore bank.
- Advised on founders' shares structure and prepared the shareholders' agreement in relation to an online media publication, **Jom**.
- Advised on and prepared the shareholders' agreement in relation to a private members' whiskey bar, to achieve management objectives.
- Advised on and prepared the shareholders' agreement for a local franchise entity to receive minority shareholders.

### Music Events & Concerts

- Prepared agreements required for an outdoor music festival, **Float**, held at Marina Bay, including performing artiste contracts, venue negotiations, suppliers, and sponsorship agreements, and handled all relevant operating licences.
- Prepared agreements required for an ad hoc music party, **Launch of AOS**, held at the Red Dot Museum, including performing artiste contracts, venue negotiations, suppliers, and sponsorship agreements, and handled all relevant operating licences.
- Prepared agreements in relation to the organization of a concert for a famous K-Pop Artiste **Jay Park** at Star Vista and handled all relevant performance licences.
- Negotiated agreements on behalf of a nightlife group in relation to prominent club performances including by famous artistes such as **Ja Rule** and **Far East Movement**.

### Shareholders' Structures

- Advised on complex terms and prepared the shareholders' agreement between the founder and two strategic investors of a start-up in robotics.
- Advised on and prepared shareholders' agreement for the founders of a premium wine bar on Keong Saik Road, to achieve operational control objectives.
- Advised a legal technology company, **Interstellar Group**, on revisions to its Constitution to protect its shareholders.

- Advised on the shareholders' agreement proposed by a venture capital firm following injection of funds into a fast service F&B start-up.
- Advised on the shareholders' agreement for a firm involved in the provision of financial and blockchain technology services.

### Regulatory

- Advised a global game machine wholesaler on the viability of its online amusement business within the statutory framework on remote gambling.
- Advised the **Singapore Nightlife Business Association (SNBA)** on the proposed **Copyright (Collective Management Organisations) Regulations** to govern collective management organisations for music copyright, and represented SNBA to submit a response to MinLaw.
- Advised an investment company on specific employee rights and the application of the Employment Act in relation to TAFEP employment mediation.
- Advised **Restaurant Association of Singapore (RAS)** and its members on the Covid-19 (Temporary Measures) Act and subsidiary regulations on rental relief, inability to perform contracts and control orders.
- Advised an established F&B company on its internal employment policies and prepared the company's standard employment agreement in compliance with the Employment Act.
- Advised and acted for **Siloso Beach Resort** in seeking clarification from

authorities on permissible sound levels and negotiating with **Sentosa Development Corporation** in relation to noise control at certain Sentosa nightlife establishments.

- Advised a multi-national investment company on the regulatory compliance of its policies on anti-corruption, business entertainment gifts, and promotional activities.
- Advised a nightclub on the issues surrounding an appeal for a public entertainment licence to be renewed at Orchard Towers following the authority's decision not to renew all such licences.
- Advised a trading company on the applicability of sanctions ordered against Russia and Russian entities.

#### Commercial Disputes

- Advised a technology company on its contractual rights and obligations in relation to a contractual dispute with a large interior design group regarding the membership and customization of a co-working office.
- Advised an energy company on its contractual rights and obligations in relation to a contractual dispute with a hotel in Sentosa regarding accommodation and hosting of a conference.
- Acted for the joint executor of an estate in a minority oppression suit commenced by the estate which held 20% shares in the company in question.
- Acted for a prominent investment holding company in a cross-border dispute involving investments in the telecommunications sector.
- Advised a regional F&B group with more than 28 outlets across Asia on its contractual rights and obligations in relation to a media and content service contract.
- Advised shareholders of an online product marketplace on rights and obligations in relation to a founders' agreement, including the applicability of share vesting schedules.

#### Business Crimes

- Acted for independent director of an SGX listed company, **Airocean**, in a landmark case involving corporate disclosure obligations under listing rules and securities law.
- Acted for the former CEO of an SGX listed company, **AEM-Evertch**, in a landmark whistleblower case involving corruption charges.

#### Negligence Litigation

- Successfully represented a local celebrity make-up artist in a medical negligence suit against an aesthetic doctor.
- Successfully represented the family of a golfer who was struck by lightning while playing golf at a high-profile country club, and who subsequently died from injuries, in a landmark negligence action.

#### APPOINTMENTS / MEMBERSHIPS

- Legal advisor and management committee member, Restaurant Association of Singapore
- Legal advisor, Singapore Nightlife Business Association
- Advisory board member, Asia Law Network
- Advisory board member and start-up mentor, Innovate 360
- Chairperson, Public and International Law Committee, Law Society of Singapore
- Events Sub-Committee Lead, Women-in-Practice Committee, Law Society of Singapore
- Member, Law Society of Singapore
- Member, Singapore Academy of Law
- Assessor, Panel of Assessors under Covid-19 (Temporary Measures) Act

#### PUBLICATIONS

- "Novel Foods: Updates on Safety Assessments", published 4 October 2022, *Client Update*
- "The Fair Tenancy Code of Conduct: Key Terms for New Leases", published 10 August 2022, *Client Update*

- “The Nutri-Grade Regulations”, published 22 July 2022, *Client Update*
- “The New Gambling Regulatory Regime”, published 9 March 2022, *Client Update*
- “Unvaccinated employees: guidelines for dismissing them”, published 15 January 2022, *Two Bars Blog*
- “Music copyright: the new right and how businesses can savvy-up”, published 15 October 2021, *Two Bars Blog*
- “*Dathena v Justco*: a glimpse of hope for pandemic frustration of leases”, published 12 October 2021, *Two Bars Blog*
- “Home-based food businesses: are they Covid safe?”, published 11 September 2021, *Two Bars Blog*
- “Fair tenancy: what retail tenants should know”, published 3 September 2021, *Two Bars Blog*
- “Food delivery platforms: is it time to face commission caps?”, published 27 August 2021, *Two Bars Blog*
- “The need for regulation of home-based business”, published 16 August 2021, *The Business Times*
- “Lexis Nexis Annotated Laws of Singapore: Remote Gambling Act, Public Entertainments Act”, published October 2021, *Lexis Advance*
- “Weathering unprecedented times”, published 22 August 2020, *The Birthday Book*, republished by *The Straits Times* and *Mothership.SG*
- “Collective management of musical copyright in a self-regulated regime: Singapore’s copyright review and the hope for transparency”, published 23 June 2020, *Singapore Academy of Law Journal*
- “Frustration, not fortitude, the restaurant business”, published 9 June 2020, *The Business Times*
- “Frustration, not fortitude: the case for applying the doctrine of frustration to leases affected by Covid-19”, published 8 June 2020, *Social Sciences Research Network, Legal Scholarship Network*
- “Business law for the night entertainment entrepreneur”, book 1<sup>st</sup> edition published 2012, *Thomas Reuters’ Sweet & Maxwell*
- “The new International Arbitration Bill – A broader framework for interim relief or just a tune up?”, published March 2010, *Singapore Academy of Law Journal*
- “Murder beyond reasonable doubt?”, published October 2008, *Singapore Law Gazette*
- “Legitimacy and effectiveness of Security Council peace enforcement”, published July 2004, *University of Oxford, Bodleian Library Thesis Collection*

## SEMINARS / WEBINARS

- Moderator, Women Changemakers, Leveraging Transitions, 19 November 2022
- Speaker, PrimeTime Business and Professional Women’s Association, Law Special Interest Group, Talk on Legal Tips for Start-Ups and Running your own Business, 13 September 2022
- Speaker, Innovate 360 and TUV SUD, Talk on food Safety and Good Manufacturing Practices, 13 July 2022
- Moderator, Restaurant Association of Singapore (RAS), Webinar on Fair Tenancy Code of Conduct, 31 March 2021
- Speaker, Club Managers Association Singapore, Seminar on Corporate Sustainability for Clubs, 24 February 2021
- Speaker, Singapore Nightlife Business Association (SNBA), Seminar on Exit from Nightlife Businesses, 30 November 2020
- Speaker, Restaurant Association of Singapore (RAS), Webinar on Covid-19 Rental Relief Framework, 30 September 2020
- Speaker, Licensing Executives Society International (LESI) Webinar on copyright and collective management organisations, 20 August 2020