

PROFILE



Tay Eu-Yen
Director, Dispute Resolution & Business Advisory

Master of Studies in Legal Research (Distinction) University of Oxford

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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, leisure, travel, luxury, retail, and films to online content and technological applications. Her work covers exciting innovative spaces like food and beverage automation, food science, 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 advising on business transactions such as investments and funding, franchises and joint ventures, shareholder structures, business-to-business and business-to-consumer agreements, and other commercial arrangements.

With regards to business planning, Eu-Yen's strength is in advising on business aspects such as corporate set up, shares structuring, business growth, and corporate sustainability. 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 that are relevant to businesses. Her expertise is in regulation affecting businesses dealing with public entertainment, virtual entertainment, and F&B. On that front, she annotated the Remote Gambling 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 grow. 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), Purpose Venture Capital (sustainable investing), and Innovate 360 (food science incubator). At Innovate 360, she is also a mentor of the incubated food science start-ups.

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

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EXPERIENCE

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

Investments / Funding

- 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.
- Managed the legal due diligence process and share acquisition negotiation for a popular F&B group interested to accept funding from a Catalist-listed lifestyle-tech group.
- Managed all agreements required for the seed funding of the iconic nightlife group, **The Butter Factory Group** including equity and non-equity funding.
- Managed all agreements required for the seed funding of an F&B holding, and its subsidiaries, known for its Asian themed restaurants.

Franchises / Joint Ventures

- Advised franchisor, well-known for its wanton noodles, on a franchise agreement to franchise its brand and recipes to franchisee, a renowned restaurant group with operations throughout the region including several **Michelin starred** restaurants.
- Managed all agreements required for franchisee, an F&B group, to successfully purchase worldwide ownership of a recipe for Ipoh curry noodles, from famous stall **Sun Heng** in Ipoh.
- Managed all agreements required for franchisee, an F&B holding, to enter into a joint venture and franchise agreement with a major restaurant group with 13 brands and 80 outlets in 7 countries, subsidiary of a hospitality group listed on SET.
- Managed all agreements required for the successful franchise and establishment of **The Butter Factory KL**, including preparation of all franchise manuals for operations, service standards, branding guidelines, and legal forms.

- Managed all agreements required for a joint venture between two industry moguls, to successfully establish the famous **Overeasy** bar and diner.
- Managed all agreements required for a joint venture between a prominent alcohol distributor and reputable nightlife group, to successfully establish a flagship bar at the Esplanade.

Shareholder / Shares Structures

- Advised on and prepared shareholders agreement comprising complex shareholders terms between founder and two strategic investors of **Crown Technologies**.
- Advised on and prepared shareholders agreement for the founders and investors of a premium wine establishment, structuring shareholders terms to achieve their operational objectives.
- Advised a legal technology company, **Interstellar Group**, on its Constitution and revisions to achieve the company's objectives.
- Advised an alternative investment company, in the luxury, lifestyle sector, on buy-back of shares from minority shareholder.
- Advised on share structure, including management shares, in relation to a media publishing start-up.
- Advised franchisee of a Taiwanese bubble tea chain, **Don't Yell at Me**, on shareholder terms for subscribers of minority shares in the franchise entity based in Singapore.

Business-to-Business / Business-to-Consumer

- Advised on and prepared complex buy and sell agreements for a luxury goods investment business, **Watch Fund**, involving separate negotiations with multiple parties.
- Advised an SGX listed F&B group, **ABR Holdings Limited**, on the terms of its commercial lease with a large property developer.
- Advised a home-grown F&B group, **Soup Spoon**, with approximately 30 outlets

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island-wide on the terms of its commercial lease with a large property developer.

- Advised **Harry's International**, 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 and prepared service standard documents for an equipment lease agreement between a technology company and a significant Singapore bank.
- Prepared terms of service and personal data protection notice for a virtual entertainment website.
- Advised on complex membership terms for an exclusive members-only luxury lifestyle business.
- Advised **Restaurant Association of Singapore** on its contractual rights and obligations in relation to a co-working space.
- Advised on and prepared agreements for the surrender of lease by a popular bar in the boat quay area 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.
- Managed all agreements for events company **Agenda** in relation to corporate events, product launches, and other ad hoc events.
- Managed all agreements for the management of local and international DJs and live acts under the brand **AOS** owned by a well-known nightlife group, including booking agreements and technical riders.
- Managed all client agreements for social media branding and content management for a social media marketing agency, **Postman**, in the business of content creation and posting on social media for third party clients.
- Advised an art gallery and curator on agreements for art consultancy in relation to a resort in Maldives and a commercial building in Sydney.

Other Commercial Arrangements

- 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 contract 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 **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 on and prepared artiste management agreements for a media entertainment agency.
- Managed all agreements required for locally produced short film titled **Sex Violence Family Values** that won multiple international film festival awards, including contracts for actors, film crew, theatre release and streaming on iTunes and other platforms.
- Prepared artwork agreements for a major art design project undertaken by a nightlife group, involving over 50 local and international artists.
- Managed all 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 licences.
- Managed all 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 licences.
- Managed all agreements in relation to the organization of a concert for a famous K-Pop Artiste **Jay Park** at Star Vista and handled all relevant licences.

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- Managed all agreements required for a buy-out of shares in a well-known live band establishment, including shareholders agreements on the distribution of proceeds and settlement of liabilities.
- Advised a private investor on a movie investment agreement proposed by a major media production company.

Regulatory Advice

- Advised a global game machine wholesaler on its business plans to grow a virtual entertainment website globally, coordinating with foreign counsel to achieve a global overview of regulatory frameworks.
- Advised an investment company on specific employee rights and the application of the Employment Act in relation to TAFEP employer – employee mediation.
- Advised **Restaurant Association of Singapore** and its members on the Covid-19 (Temporary Measures) Act and subsidiary regulations on rental relief, inability to perform contracts and control orders.
- Advised **Singapore Nightlife Business Association** and its members on the business exit framework for nightlife during Covid-19.
- 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.
- Managed all licensing related work for several nightlife and F&B establishments, ranging from fire safety permits, food shop licences, approved uses, liquor licences, public entertainment licences, to music copyright licences.
- Managed all licensing related work for several large-scale music events and concerts.
- 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.

Commercial Dispute Resolution

- 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.

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-Evertech**, in a landmark whistleblower case involving corruption charges.

Other 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.

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ACCOLADES

The Peak Magazine's Power List (2021)

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.

APPOINTMENTS/MEMBERSHIPS

- Legal advisor and management committee member, Restaurant Association of Singapore
- Legal advisor, former executive committee member, former Vice-President, Singapore Nightlife Business Association
- Advisory board member, Asia Law Network
- Advisory board member, Purpose Venture Capital
- Advisory board member and start-up mentor, Innovate 360
- Women-in-Practice Committee member, Law Society of Singapore
- Public and International Law Committee member, 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

- "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 1st 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, 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

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- 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