



**Tay Eu-Yen**

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## ABOUT EU-YEN

Eu-Yen is a consumer markets specialist with extensive experience as legal advisor, entrepreneur, operator, and investor within the entertainment, food, and lifestyle spaces.

Eu-Yen's work spans across a wide and varied spectrum of 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 service automation, food science, online media, virtual entertainment, legal technology, waste upcycling, 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, corporate structuring, regulatory advice, and commercial dispute resolution.

Her background in litigation which preceded her ventures into commerce sets her up to be a well-rounded business lawyer who is able to offer a wide spectrum of business-related legal services, from business advisory to dispute resolution.

In the area of contracts, Eu-Yen specialises in commercial transactions such as early-stage funding, joint ventures, franchises, sale and purchase, and management and representation. She also assists clients with legal due diligence and disclosures for buy and sell, and investment transactions.

With regards to corporate structuring, Eu-Yen advises on shareholder and investment structures, and private financing instruments. Eu-Yen also advises on regulatory frameworks in relation to climate sustainability, employment and termination, fair tenancy terms, F&B services, food retail safety and labelling, gaming services and advertising, music copyright licensing, and public entertainment. As an expert in these areas of regulation, she annotated the Remote Gambling Act (now repealed and replaced by the Gambling Control Act) and the Public Entertainments Act for the *Lexis Nexis Annotated Statutes of Singapore*. Eu-Yen also 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 is a strong advocate for businesses in the entertainment, food 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 a founding member of and 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 also appointed to the advisory board of Asia Law Network (legal technology start up) and Innovate 360 (food science incubator and investment fund).

She is a published book author and writes articles regularly on topics that intersect law and enterprise. Her book, *Business Law for the Nightlife Entrepreneur*, is published by Thomas Reuters' Sweet & Maxwell.

Eu-Yen is well-known for being a proponent for regulation of music copyright collective management organisations. On behalf of SNBA, Eu-Yen worked on and submitted a response paper to the Ministry of Law and Intellectual Property Office of Singapore (IPOS) in relation to the Public Consultation on how to Enhance the Collective Rights Management landscape in Singapore in 2017 and the Public Consultation on Proposed Licence Conditions and Code of Conduct of Collective Management Organisations in 2020. In June 2020, the Singapore Academy of Law Journal published her academic article titled *Collective Management of Musical Copyright in Self-Regulated Regime: Singapore's Copyright Review and the Hope for Transparency*. In recognition of her contribution to the developments in this area of the law, IPOS invited Eu-Yen to be featured in an interview series commenting on the new Copyright (Collective Management Organisations) Regulations 2023.

Eu-Yen has also contributed to the progress of tenancy laws in Singapore, advising RAS and SGTUFF during their roundtable negotiations with major landlords, leading up to the Leasing Agreements for Retail Premises Act 2023.

Impacting the start-up sector in Singapore, Eu-Yen was awarded an *SOE Award* in 2010 by Spirit of Enterprise for her contribution to entrepreneurship. In 2020, she was invited to pen an essay for *The Birthday Book*, a collation of Singapore's top voices, to share her perspectives about the Covid pandemic. Her essay, titled *Weathering Unprecedented Times* was republished in the Straits Times.

Eu-Yen won *The Peak Magazine's Power List award* in 2021 for her work in the entertainment and F&B sectors, being one of only ten "next generation" women to be invited to accept this prestigious award. She has recently been invited to be featured in the 6<sup>th</sup> Edition of the biographical Encyclopedia *Successful People in Singapore* to be published by Britishpedia Media in 2024/25.

## EXPERIENCE

Eu-Yen's work is focussed on helping businesses start up, grow and resolve

challenges. Here are some notable examples of her experience:

### Start-Up Investing

- Advised on and prepared contracts for a multi-award winning biotechnology company, **N&E Innovations**, to negotiate and close a significant pre-Series A funding round with private and government-funded venture capital companies.
- Advised on and prepared contracts for a coffee robotics company, **Crown Technologies**, to negotiate and close seed and pre-Series A funding with two 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 subscription agreements for a **fast food service F&B start-up** to accept funds from a venture capital company.
- Advised on and prepared SAFE notes for an online media publication, **Jom**, raising seed funds.
- Prepared a convertible loan note for a private investor to finance an **immersive entertainment company**.
- Advised an **online wellness products platform** on issuance of redeemable convertible preference shares to government-funded venture capital companies.

### 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 won more than 15 international film festival awards.

## Joint Ventures, Franchises, Collaborations

- Advised on and prepared agreements for a **Michelin-starred celebrity chef** in relation to brand and menu franchise in countries throughout South East Asia.
- Advised on and prepared agreements for the Asia-wide collaboration between **Restaurant Association of Singapore** and **IEG Asia** on the renowned annual F&B conference and exhibition known as **Restaurant Asia**.
- 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.

## Sale & Purchase

- Advised on and prepared agreements for the sale of shares by minority shareholder in a **prominent ice-manufacturing business**.
- Advised on and prepared agreements for **Team Callen** for the take-over of assets from a reputable restaurant-café in Tanjong Pagar, **New Harbour Café**.
- Advised on and prepared agreements for OEM arrangements between healthy snacks company, **Little Blossom**, and its Thailand manufacturer.
- Advised on and prepared complex buy and sell agreements for a luxury watch investment business, **The WatchFund**.
- Advised on 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 shares and assets from an **asset and crowd management company**.
- Advised on and prepared contracts for the business asset take-over of a locally grown F&B entity, **Momma Kong's Crab Shack**, that has been celebrated on the Lonely Planet as a must-go for tourists.
- Advised an **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 resorts and time-share investing company** on its buy-back of shares from a key founding 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, the **Lost Vintage**, to launch a private membership scheme involving the sale of membership privileges.

- Prepared agreements for sports bar operator, **Goodcheer Entertainment**, to launch a private membership scheme involving the sale of membership privileges.

## Management & Representation

- Advised an art gallery and curator, **The Artling**, on agreements for art design management in relation to a luxury resorts and six-starred hotels around the world.
- 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 on and prepared artiste management agreements for a media entertainment agency, **Afternoon Entertainment**.

## Executive-Level Employment

- Prepared founders' service agreements and ESOP agreements and policies for a **multi-award winning biotechnology company** to establish a framework for executive ownership of share options.
- Prepared an employment agreement for Group President, including ESOP provisions for shares vesting, for an innovative company developing and retailing the anti-hang over supplements known as **Bback**.

- Advised on and prepared employment terms for negotiation for a Michelin-starred celebrity chef, **Kirk Westaway**, with a prominent hotel group in Singapore in relation to Michelin-starred restaurant, **Jaan**.

- Advised a **global insurance company** on the proper termination of a senior employee following suspected unauthorised disclosures.
- Advised on and prepared separation and release agreements for an **online commodity exchange** to properly terminate the employment of a C-Suite executive.
- Advised a C-Suite executive and minority shareholder on wrongful termination and employment claims against a **prominent ice-manufacturing business**.
- Advised a C-Suite executive on internal investigations and disciplinary proceedings conduct by an **European Bank** against the executive.
- Advised a senior manager of a **UK Bank** on internal investigations, disciplinary proceedings, and regulatory issues.
- Advised a **prominent insurance provider** on internal investigations into nominee directors' conduct and potential conflict of interests allegations.

## Commercial Leases

- Advised a popular restaurant-bar, **il Fiore**, on the terms of its new commercial lease in the CBD, with reference to the fair tenancy provisions mandated by the Lease Agreements for Retail Premises Act 2023.
- 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 popular F&B group, which operates **Seoul Garden** outlets, on the terms of its commercial leases with various large developments.
- 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 **Harry's International** and its related companies on commercial leases of shophouses on Tras Street.

## Shareholders' Structures

- Advised on and prepared shareholders' agreement for the founders of **Sparktacular**, operator 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 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, the **Lost Vintage** to achieve management objectives.
- Advised on the shareholders' agreement for a firm involved in the provision of financial and blockchain technology services, **Chainup Financial**.
- Advised the founders of a **regional brand marketplace** on the buy-out of other founding shareholders and terms of settlement.
- Advised an **online wellness products platform** on shareholders' and founders' rights.

- Prepared shareholders' agreement for a **multi-award winning biotechnology company** in relation to and anticipation of a conversion of SAFE notes.

## Music and Art 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**.
- Represented restaurant-bar, **Sum Yi Tai**, to negotiate terms of music copyright licensing in relation to playing specific 1980s Cantonese music.
- Participated in the representation of **Singapore Nightlife Business Association's** collective negotiation of terms of music copyright licensing in relation to public performance of music at nightlife outlets.

## Gaming and Public Entertainment

- Advised a global online games platform, **Virtual Games World**, on the laws of gambling advertising in Singapore, in relation to its sponsorship of the **Ferrari team in Singapore's F1 night race**.
- Advised global amusement games provider, **Helix Leisure**, on the viability of its online amusement business within the regulations on remote gambling in Singapore.
- Advised a nightclub in **Orchard Towers** on its rights and obligations arising from the Singapore authority's decision not to renew all public entertainment licences in that location.

- 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 former **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**.
- 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.

## Commercial Disputes

- Acted for a BCA licensed contractor, **Star Engineering**, in the obtainment of interim injunctions to restrain the call on and payment under an on-demand performance bond.
- Advised and acted for a innovative pet care solutions company, **Pottily**, alleged to have infringed the copyright of a provision store for pet products in relation to its previous trade name **Paw Patch**.
- Acted for founders of a forensic investigations software company, **SolveSam**, in a dispute relating to oral agreements for the payment of monies.
- Acted for a local fashion brand, **Her Velvet Vase**, in a dispute relating to leased premises and reinstatement requirements.

- Acted for a **joint executor of an estate** holding 20% shares in a company in a suit for minority oppression against that company.
- Advised a **well-established robotics company** in its dispute with a building owner over co-working lease arrangements and capital contribution for built-up.
- Acted for a **prominent investment house** in its dispute regarding regional investments in the telecommunications sector.

## APPOINTMENTS / MEMBERSHIPS

- Legal advisor and management committee member, Restaurant Association of Singapore (current)
- Legal advisor, Singapore Nightlife Business Association (current)
- Advisory board member, Asia Law Network (current)
- Advisory board member and start-up mentor, Innovate 360 (current)
- Chairperson, Public and International Law Committee, Law Society of Singapore (2023)
- Events Sub-Committee Lead, Women-in-Practice Committee, Law Society of Singapore (2022)
- Member, Law Society of Singapore (current)
- Member, Singapore Academy of Law (current)
- Assessor, Panel of Assessors under Covid-19 (Temporary Measures) Act (2021)

## 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

- Speaker, Two Bars Fireside Chat, *Negotiating F&B Leases under the Lease Agreements for Retail Premises Act*, 28 May 2024
- Speaker, Drew & Napier Private Client Series, *Property: Own it, Use it, Divide it, Lose it*, 7 December 2023
- Speaker, Future Lawyers, *Beyond the Bar Panel*, 2 December 2023
- Organiser, Public and International Law Committee, *The Public Law Conversation on Sustainability*, 3 November 2023
- Moderator, Women Changemakers, *Leveraging Transitions*, 19 November 2022
- Speaker, PrimeTime Business and Professional Women’s Association, Law Special Interest Group, *Legal Tips for Start-Ups and Running your own Business*, 13 September 2022
- Speaker, Innovate 360 and TUV SUD, *Food Safety and Good Manufacturing Practices*, 13 July 2022
- Moderator, Restaurant Association of Singapore (RAS), *Fair Tenancy Code of Conduct*, 31 March 2021
- Speaker, Club Managers Association Singapore, *Corporate Sustainability for Country Clubs*, 24 February 2021
- Speaker, Singapore Nightlife Business Association (SNBA), *Exit from Nightlife Businesses*, 30 November 2020

- Speaker, Restaurant Association of Singapore (RAS), *Covid-19 Rental Relief Framework*, 30 September 2020
- Speaker, Licensing Executives Society International (LESI), *Copyright and Collective Management Organisations*, 20 August 2020
- Lecturer, Singapore Management University Advance Certificate in F&B Entrepreneurship, *Practical Legalities*, 29 November 2019