

ATMD BIRD & BIRD

**Corporate & Commercial
Group**

ATMD Bird & Bird LLP



Corporate & Commercial experience

Our Corporate and Commercial group seeks, through responsiveness and technical excellence, to assist clients in attaining their commercial objectives. We provide an extensive range of services to a diverse group of clients, ranging from family-held enterprises to publicly listed companies, and from local businesses to financial institutions and multinational corporations. We offer assistance for every phase of a company's growth cycle. Our involvement begins at the company's incorporation, and moves through day-to-day corporate maintenance and regulatory compliance, negotiating domestic and international commercial agreements, structuring and documenting joint ventures, mergers and acquisitions and securities offerings, advising on employment law issues, to liquidations and de-registrations at the end of the company's life. Where the need arises, the group draws on the resources of lawyers with experience in other practice areas, to form a team to address transactions of a complex nature. Our lawyers endeavour to better understand the nature and objectives of each client's business, to enable them to work as integral members of the enterprise.

Susan de Silva, who has more than 20 years experience as a corporate and commercial lawyer, heads our Corporate and Commercial Group. Susan was named as a leading individual for corporate/mergers and acquisitions in The Asia Pacific Legal 500 (2002 to 2011 editions), and has also consistently been named as a leading lawyer in AsiaLaw Leading Lawyers (2001, 2002, 2004, 2005 & 2006 editions). She has also been named as a leading individual in employment law in The Asia Pacific Legal 500 (2010/2011 edition), The International Who's Who of Business Lawyers (2002, 2004, 2005, 2006, 2008 & 2011 editions) and The International Who's Who of Management, Labour & Employment Lawyers (2002, 2004, 2005, 2006, 2007, 2009 & 2010 editions).

Susan is also one of the few recognised environmental lawyers in Singapore having been named as a leading individual in this category in the AsiaLaw Leading Lawyers 2003 as well as The International Who's Who of Environment Lawyers (2004, 2005, 2006 & 2009 editions).

Our diversified corporate practice comprises:

Business Structures and Fund Raising

- ▼ Types of business, subscription and investment entities, registration procedures, annual maintenance requirements
- ▼ corporate structures, mergers and acquisitions
- ▼ joint ventures, subscription and investment agreements
- ▼ capital raisings and venture capital funds
- ▼ local and cross-border acquisitions and sales of shares and assets, and buyouts
- ▼ shareholder issues, share capital structures and share options.

Commercial Agreements

- ▼ licensing, distributorship, sale and purchase, franchising, merchandising, management, consultancy, manufacturing and distribution agreements
- ▼ guarantees and indemnities, technical support service, technology transfer



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agreements, settlements and powers of attorney

Corporate Real Estate

- ▼ Acted for various major corporations in lease-back arrangements pursuant to asset securitisation or restructuring exercises. Negotiated major anchor tenancies and lease backs in connection with recent \$138 million purchase of a commercial and retail building in Selegie Road
- ▼ Acted for a pharmaceutical company in the relocation of its clinical research unit and long term lease and service arrangements in respect of hospital premises
- ▼ Advised MNCs in their negotiations with the state or JTC for the purchase of leasehold interests or the allocation of land, including ancillary issues such as easements, environmental remediation, and re-entry rights.
- ▼ Conducted due diligence and reviewed property trust agreement and ancillary sale and purchase agreements in relation to REITs
- ▼ Currently act for various landlords in revamp of standard lease formats and in leases of major commercial and industrial premises.

Corporate Compliance and Governance

- ▼ corporate secretarial services for private and public companies
- ▼ advice on and assistance in compliance with regulatory requirements
- ▼ duties and responsibilities of corporate officers
- ▼ legal due diligence.

Corporate Restructuring, Liquidations and Insolvency

- ▼ judicial management, receivership, liquidations, deregistration, reduction of capital
- ▼ rights of secured and unsecured creditors
- ▼ schemes of arrangement.

Recent projects include:

- ▼ acting for a major US pharmaceutical company in its establishment of a bioscience/bioinformatics research and development centre in Singapore
- ▼ advising well known venture capital funds in their respective investments in software technology companies, including due diligence on the companies' proposed patent registrations which were handled by the firm's in-house patent attorney
- ▼ advising a leading sports group on its investments and acquisition in Singapore including due diligence, drafting of sale and purchase agreements and issuing of opinions
- ▼ assisting clients from a range of industries in the setting up of representative/branch offices in Asian countries including Bangladesh, Indonesia, Myanmar, Singapore, South Korea, Thailand and Vietnam.



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Banking & Finance

Our Banking and Finance group offers clients streamlined solutions for a variety of matters.

Our practice areas comprise:

- ▼ loan and security documentation, project finance, guarantees and indemnities
- ▼ application and maintenance of licences regulating the provision of investment advice and trading in securities
- ▼ advice on banking and securities law, compliance
- ▼ corporate finance, public offerings, exchange listings, takeover finance
- ▼ structured financing, use of tax havens in financial transactions
- ▼ corporate lending, trade finance
- ▼ cross-border financing.

Recent projects include:

- ▼ various structured finance transactions including tax spared structures, use of tax havens and leasing structures
- ▼ providing advice on development and use of standard ISDA documentation, energy trading and derivative documentation for use with Singapore and regional counterparties
- ▼ formal opinions to banking syndicates regarding refinancing and rearrangement of security in Indonesia and Malaysia
- ▼ advising on a securitisation structure for a GLC
- ▼ negotiating and closing bridge loan financing for a dotcom including convertible notes and warrants.

Environmental Law

Environmental work is led by Susan de Silva, who is one of the few recognised environmental lawyers in Singapore. Our practice areas comprise:

- ▼ advice on compliance with environmental regulations
- ▼ applications for permits and licences
- ▼ protection from/limitation of liability for environmental issues
- ▼ advice for each stage of facility life cycle.

Recent projects include:

- ▼ advising a multinational company on its strategy on whether, and how, to voluntarily report a contamination on-site to the authorities; and advising on its legal position vis-à-vis the owner of the subject site and on adjacent site
- ▼ advising a multinational company in its negotiations with Jurong Town Corporation on a long-term lease of an industrial site, including provisions for legal protection of the company against any existing contamination on-site.



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Employment Law

Our services comprise:

- ▼ contracts of service, employment bonds, confidentiality and nondisclosure agreements
- ▼ advice on employment laws, staff employment policies and manuals, rights and obligations of employers and employees
- ▼ workplace health and safety
- ▼ collective agreements
- ▼ advice on transfers of employment and termination of employment including redundancies

Energy

ATMD Bird & Bird was the Singapore law firm in the team of lawyers which worked with the consultant to the Public Utilities Board (PUB) in the restructuring of the electricity market. ATMD worked in that process from July 2000 to early 2001, and provided the Singapore law input in the consultant's design of the new market structure, the drafting of the Electricity Bill, the review of the supporting codes, licences and agreements, the legislative process (from PUB, to the Attorney-General's Chambers, to Parliament). ATMD advised the EMA on the establishment of the energy market company, EMC, in a joint venture with the New Zealand market company. We also worked on the implementation of contestability in the Singapore electricity market. We sit on the panel of advisors to the EMA, and continue to advise on both the electricity and gas legislation as well as on the substantive law in related areas such as the exercise of administrative discretion, the limitations of liability of the regulator, the dispute panels, the hierarchy of the Act, regulations, codes and market rules, and on competition laws which were unique in Singapore.

Other notable projects include:

- ▼ conducting a legal risk management analysis of the legislation and codes under the Electricity Act.
- ▼ advising clients on application for amendments to or transfers of electricity or gas licences.
- ▼ advising on regulatory landscape in relation to trigeneration and other power projects.

Tax Law

Tax work is led by Sundareswara Sharma, a well-known tax lawyer with considerable all-round experience. Our practice areas include:

- ▼ advising on tax issues concerning corporate income taxes, personal income taxes, goods & services tax (GST), property tax and stamp duties.
- ▼ providing legal opinions on tax treatment for various business transactions.
- ▼ applications for tax incentives, reliefs and remissions.



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- ▼ making representations and negotiating with the Inland Revenue authorities (IRAS) on tax assessments, enforcement of tax collections, tax liabilities of non-residents, tax audits and investigations.
- ▼ dispute resolution in civil matters by way of tax litigation before the tax board of review, the High Court and the Court of Appeal.
- ▼ defending clients being prosecuted for tax offences including income tax evasion and evasion of GST.

Our People

For further information or assistance please contact any of the following key members of our group:

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ATMD Bird & Bird LLP is a Singapore law practice registered as a limited liability partnership in Singapore. The Firm is associated with Bird & Bird, an international legal practice. It is solely a Singapore law practice and is not an affiliate, branch or subsidiary of Bird & Bird or Bird & Bird LLP.



About Bird & Bird

Bird & Bird is an international legal practice with a team of over 850 lawyers and legal practitioners worldwide. We specialise in combining leading-edge expertise across a full range of legal services including advising on dispute resolution, commercial, corporate, EU and competition, finance, employment and real estate matters.

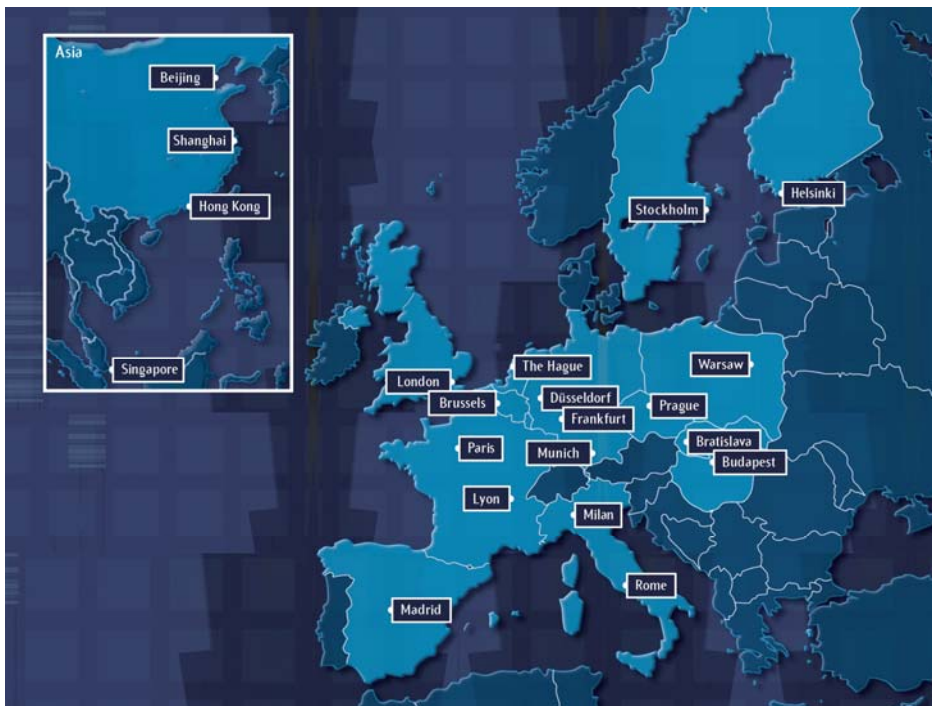
We work with some of the world's most innovative and technologically advanced companies and have an outstanding reputation for providing cutting-edge legal advice to all our clients.

An international legal practice

With offices in Beijing, Bratislava, Brussels, Budapest, Düsseldorf, The Hague, Helsinki, Frankfurt, Hong Kong, London, Lyon, Madrid, Milan, Munich, Paris, Prague, Rome, Shanghai, Stockholm and Warsaw we are strategically placed to offer local expertise within a global context. In addition to our extensive network of offices, we also have a dedicated group focusing on India and from the 1 January 2009 we have entered into a global association with leading Singaporean firm, Alban Tay Mahtani & de Silva LLP (ATMD).

We are committed to providing clients with an international service combined with genuine local knowledge and understanding. This is demonstrated by the way in which our lawyers work together to provide a tailored, seamless, cross-border service that is based on our client's needs. All of our lawyers have an excellent insight into local market conditions and a deep understanding of the legal discipline in which they practice.

We apply a one firm approach to meeting the needs of our clients and work collaboratively across our extensive network of offices.



“ Bird & Bird not only has breadth, with offices in all the main countries in Europe, but also depth with the continuous high standard of the lawyers impressing clients and peers. ”

Chambers and Partners 2008

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AWARDS 2008
WINNER
International Law Firm of the Year

Awarded International Law Firm of the Year at The Lawyer Awards 2008

“ The firm's strength lies in its high-calibre expertise, technical knowledge, experience and professionalism, supported by its ability to offer pan-European advice. ”

Chambers and Partners 2008

