

PROFILE

**Associate Director, Corporate and Merger & Acquisitions
Drew & Napier LLC, Singapore**

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Qualifications

LL.B. (Hons), Singapore Management University (2018)

Advocate & Solicitor of the Supreme Court of Singapore (2019)

Language

English and Chinese

CHERYLN SEAH

ABOUT CHERLYN

Cherlyn is an Associate Director in the Corporate and Mergers & Acquisitions Practice Groups. She is also a member of the Employment and Healthcare Practice groups.

In 2021, Cherlyn joined Drew & Napier's Corporate & Mergers & Acquisitions team. Cherlyn's key practice areas are in corporate and commercial law, in particular information technology, intellectual property, healthcare regulatory, and employment matters, with the aim of achieving more commercially viable solutions for clients.

In relation to technology and corporate intellectual property matters, Cherlyn has advised on agreements and their related legal issues, including but not limited to those related to the commercialization and exploitation of intellectual property rights. This includes research and development agreements, IP licensing agreements, IP assignments, software master services agreements, websites terms of use, and more.

Cherlyn also regularly advises clients on healthcare regulatory matters for clients in biotechnology, medical devices, healthcare, and pharmaceutical industries. Her experience includes advising on healthcare regulatory compliance matters, advising on data privacy concerns in the healthcare sector, and reviewing related agreements.

In addition to the above, Cherlyn also has experience advising on food regulatory matters, including the conducting of due diligence for transactional matters.

For general transactional and corporate commercial matters, Cherlyn has advised clients on fund raising, commercial agreements (including but not limited to service agreements, franchising agreements, etc.), corporate restructuring, and shareholder agreements. Cherlyn has also assisted clients in the drafting of

bespoke agreements for specialized commercial arrangements, including for the provision of niche services).

In relation to employment matters, Cherlyn has advised clients on a full range of advisory employment issues. These include pre-employment matters, employment handbooks and policies, employment share option plans, and termination of employment. Cherlyn has also advised on more complex employment matters, including cross-jurisdictional arrangements for employees, dual employment issues, and more.

Prior to joining Drew & Napier's Corporate and Mergers & Acquisitions Practice Group in 2021, Cherlyn was a member of Drew & Napier's Intellectual Property department from 2019, where she advised clients on trade mark prosecutorial matters and general Intellectual Property matters. She has experience handling and advising clients on their trade mark portfolios, working extensively with foreign counsels, and advising clients on contentious trade mark matters.

EXPERIENCE

Corporate IP & Technology

- Acted for a state-owned business in its negotiations with a SaaS provider for the provision of services for the development of a national bank application.
- Acted for a local beverage company in the drafting of an IP licensing agreement with an international beverage company pursuant to a business venture between parties.
- Advised a government-linked entity in its negotiations with a SaaS provider on clauses relating to IP ownership and open source.
- Acted for a local telecommunications company in the negotiation of its cloud management platform agreements with its vendors.
- Advised a Chinese research company on the terms of its Research Collaboration Agreement with A*STAR.
- Advised a local bank in relation to the terms of its negotiated source code release arrangement with an existing vendor.
- Advised a multinational energy corporation on copyright concerns in relation to web crawling and data mining.
- Acted for a local business in the drafting of a joint venture agreement with two other parties for the development of COVID-19 test kits.
- Acted for a battery storage company in the drafting of a contract research & development agreement and licence agreement pursuant to the client's restructuring plans.
- Acted for a local bank in the preparation of website terms of use and the drafting of a partnership agreement with a vendor for the purposes of the client's new platform.

Commercial, Corporate, and Mergers & Acquisitions

- Acted for Metasurface Technologies Holdings Limited in relation to its initial public offering on HKEX to raise net proceeds of approximately HKD 20.6 million. The share offer was the second new listing on GEM of HKEX since 2022.
- Acted for an FMCG MNC in its negotiations with a private equity fund concerning the proposed purchase of a building.
- Advised a local medical device company on matters relating to the consolidation of its various share subscription agreements and the updating of their shareholders' agreement.

- Advised The Association of Banks in Singapore on the incorporation of Singapore Payments Network, a new payments entity set up by the MAS and ABS as a not-for-profit company limited by guarantee to drive national payments objectives. Facilitated the novation of payment schemes to the new entity, and advised on various related corporate matters.
- Acted for the sellers in the sale of an Indian company in the business of running a platform for the purchase and sale of NFTs.
- Drafted and reviewed template documents for a state-owned company's project tender process. Acted for the client in negotiations with several of these documents with the client's vendors.
- Advised an airline company on its mileage programme service agreement with relevant vendors.
- Advised a multinational Food & Beverage franchisor on matters involving the breach of its franchising agreement by a franchisee.
- Advised a multinational Food & Beverage franchisee on amendments to its master franchise agreement.
- Underwrote a buy-side insurance policy for the acquisition of a Singapore shopping mall.
- Underwrote a sell-side insurance policy for the acquisition of a Singapore business providing cryptographic technology and components.

Healthcare

- Acted for a precision oncology company, headquartered in Singapore and the U.S., in relation to its Series A funding round led by a Singapore family office raising USD 20 million.
- Acted for a foreign provider of biomaterials for implantable medical devices relating to the supply of special polymers to a Singapore-based purchaser.
- Advised a pharmaceutical MNC involved in a High Court patent case on regulatory matters regarding the process of therapeutic product registration for generic products in Singapore and the patent declaration procedure.
- Acted for a pharmaceutical MNC in the review of its service agreements with various healthcare providers in Singapore. Reviewed agreements focused heavily on personal data and IP concerns.
- Advised a multinational technology company on healthcare regulatory matters in relation to the deployment of artificial intelligence in medical devices and / or human biomedical research.
- Acted for a shareholder of a medical oncology company in reviewing the company's stem cell and human tissue banking activities to ensure compliance with licensable healthcare service regulations in Singapore.
- Advised a Singapore company that provides management consulting and advisory services in the offering of its services to overseas companies dealing with the products overseas potentially considered illegal in Singapore.

Employment

- Advised a state-owned entity on the adoption of Singapore's employment legislation and processes.
- Advised a foreign embassy on the updating of their employment agreement templates, and how the agreements with existing employees can be duly updated
- Advised a foreign cybersecurity company on the drafting of their employment share incentive plan and related documentation.
- Advised a super app company on the amendment and application of their employment share incentive plan. The employment share incentive plan involved the issuance of options, unvested restricted share units, share appreciation rights, and shares to employees.

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- Advised an international offshore company on a multi-jurisdictional employment arrangement for the purpose of fulfilling a service agreement.
 - Advised an international company in the education industry on the employment terms for a high level senior employee, including terms covering salary, social security contributions, contractual implementation, and relocation matters.
 - Advised a Dutch trading company during an amicable termination of employment with a senior employee.
 - Advised an AI company on matters relating to an employment who was erroneously onboarded before ending their employment relationship with their previous company.
 - Advised a local IT company on various matters in relation to employment including reviewing their code of conduct, recruitment manual, sabbatical terms, retrenchment notices, bonuses, and more.
 - Advised a ship brokerage company on the employment of an employee who appeared to be encumbered by a restraint of trade clause.

APPOINTMENTS/MEMBERSHIPS

- Member, Law Society of Singapore
- Member, Singapore Academy of Law