

## CORPORATE & COMMERCIAL – MERGERS & ACQUISITIONS (“M&A”) PRACTICE

### (SOLICITOR SEAT) CHECKLIST

#### Introduction

A Corporate & Commercial (M&A Practice) Seat should prepare a practice trainee (“PT”) to a standard which will enable him or her to deal with the work likely to be encountered in the first few years of M&A practice.

- 1) For PTs undertaking the Corporate & Commercial (M&A Practice) Seat as their **Core Seat**, the supervising solicitor must ensure that the PT completes:
  - a) All tasks set out in Section A;
  - b) All tasks set out in Section B;
  - c) **Two sets of Primary Documents** set out in Section C;
  - d) **Three sets of Ancillary Documents** set out in Section D; and
  - e) **Two sets of corporate transactions/actions** set out in Section E.
  
- 2) For PTs undertaking Corporate & Commercial (M&A Practice) Seat as their **Secondary Seat**, the supervising solicitor must ensure that the PT completes:
  - a) All tasks set out in Section A;
  - b) All tasks set out in Section B;
  - c) **One set of Primary Documents** set out in Section C;
  - d) **Two sets of Ancillary Documents** set out in Section D; and
  - e) **One set of corporate transactions / actions** set out in Section E.

#### SECTION A

No.	Task	Done <i>(please tick accordingly)</i>
A1	Assist in interviewing and taking instructions from a client	
A2	Conduct legal research on a client’s query on a corporate matter, and communicating research results to their supervising solicitor or any other lawyer as directed by the supervising solicitor as effectively as possible through written memorandums or any other medium	

A3	Assist in preparing an engagement letter for a corporate matter	
A4	Prepare advice on the Companies Act 1967 or on general corporate regulatory matters to be reviewed by the supervising solicitor or any other lawyer as instructed by the supervising solicitor	
A5	Assist with corporate secretarial matters for a private or public company (whether limited by shares or otherwise)	
A6	Attend negotiations with counterparties in relation to contracts or transaction documents	
A7	Assist with know-your-client (KYC) or anti-money laundering (AML) checks	
A8	Discuss potential ethical issues that may arise in a corporate and commercial practice, including any issues that may arise in the practice of M&A with supervising solicitor	
A9	Receive guidance on handling conflicts of interest issues	

## SECTION B

No.	Task	Done <i>(please tick accordingly)</i>
B1	Legal Due Diligence, including the following: a. Conducting intellectual property, litigation or insolvency searches b. Reporting or advising on legal due diligence findings	

## SECTION C

<b>No.</b>	<b>Task</b>	<b>Done</b> <i>(please tick accordingly)</i>
C1	Assist in the preparation / review of primary M&A Documents: a. Share subscription or investment agreement b. Share purchase agreement c. Business or asset sale agreement d. Shareholders' agreement e. Joint venture agreement f. Offer announcement g. Offer document / offeree circular / scheme document	

## SECTION D

<b>No.</b>	<b>Task</b>	<b>Done</b> <i>(please tick accordingly)</i>
D1	Assist in the preparation / review of ancillary M&A Documents: a. Term sheet or letter of intent b. Board or shareholder resolution c. Other corporate waivers or consents d. Non-disclosure agreement e. Employment agreement f. Services agreement g. Constitution h. Legal opinion i. Employee share option plan j. Novation or assignment agreement k. Share transfer instrument and share certificate	

**SECTION E**

<b>No.</b>	<b>Task</b>	<b>Done</b> <i>(please tick accordingly)</i>
E1	Assist in the preparation of advice / review of corporate transactions or actions to be undertaken by a corporate entity: <ul style="list-style-type: none"> <li>a. Establishment of business vehicles (e.g. companies, partnerships, variable capital companies)</li> <li>b. Share buybacks</li> <li>c. Capital reductions</li> <li>d. Share consolidations or splits</li> <li>e. Share issuances or redemptions</li> <li>f. Dividends</li> <li>g. SGX announcements</li> <li>h. SGX shareholder circulars</li> </ul>	

**To the Singapore Institute of Legal Education:**

**I certify that this Practice Area Checklist accurately reflects the training undertaken and completed by the Practice Trainee under my supervision during the relevant period as specified in the Certificate of Diligence.**

<b>Name of Practice Trainee as per NRIC / FIN:</b>	
<b>Name of Singapore Law Practice:</b>	
<b>Practice Training Period Commencement Date:</b>	

<b>Name of Supervising Solicitor as per Practising Certificate:</b>	
<b>Signature of Supervising Solicitor:</b>	
<b>Date:</b>	

**Note:** Ensure that the details provided above match with those in the approved Practice Training Contract.