



The Legal role in Transaction Teams

A Client testimonial and the Inside Story of How Deep Identity Secured a milestone win despite numerous legal challenges it faced at the start

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The Background

It began with a field full of legal land mines. An IT project worth double digit million dollars was in jeopardy. The project had been partially implemented. And then the main contractor and its sub-contractor fell out and sued each other.

All parties could have ended up going into costly pyrrhic litigation. The customer who commissioned the project could have been forced to sue the vendors so as to recover wasted costs.

But then a mediation-assisted compromise was struck. Parties would appoint a replacement vendor to step in and take over the liabilities of the main contractor, who would exit the project.

The snag was obvious: the parties expected the replacement vendor to assume liability for issues that happened before its appointment.

Not only that, the nature of the project was such that only certain IT vendors of sufficient calibre and profile, including corporate backing and standing, could step in to do the work. There were few.

Curate the team: the Choice of Deep Identity & Joyce A. Tan & Partners LLC

Enter Deep Identity Pte Ltd: *"When we were asked to help, we realised that the underlying legal risks and issues would be one of the greatest threats to securing the deal. So we set about looking for legal counsel," says Koh Wee Leng, CTO of Deep Identity.*

Knowing that, the team began the work of selecting legal counsel. At first, they approached a big firm with a good brand name.

The firm began listing out what they would exclude, carefully carving out what they did not want to take on.

"They were a fine firm, but we needed someone to step up beyond the role of just drafting legal terms and conditions," noted Wee Leng.

They needed counsel who could lead on legal-commercial matters and that meant understanding that the "legal" role is not mere expertise in the law.

"We needed a lawyer who had a deep understanding of the complexities of IT projects, who was pro-active, and who would help take the lead on legal issues. This lawyer had to have a good grasp of technical and commercial nuances in IT projects. And that's what we found with Jeffrey Lim at Joyce A. Tan & Partners."

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Koh Wee Leng,
CTO, Deep Identity



Remember that the contract is not about law - it is about deal management

It's easy to dismiss the contract as "just the paperwork", but the reality is that it is a deal management device: channelling and balancing commercial "asks" and compromises in a way that must hold up on potential legal challenges after it is signed.

In this case, not every party had a role in every part of the overall deal, but each had the capacity to slow down or obstruct closing of the deal. Breaking the parts of the transaction up into manageable components working at different levels was key.

At the start, there was only a bare-bones draft of a deed of novation. Complex commercial and technical ancillary agreements, each with different parties remained largely un-drafted. Drafting began with a commercial interest-based focus and **a logical transaction flow emerged**.

"I was struck by how the draft agreements that Jeffrey produced mirrored key principles we as practitioners apply in the world of coding," Wee Leng remarks. "For example, the single responsibility principle where every module in a program should only provide one specific functionality. You could see a similar discipline over legal and commercial issues in the legal documents as well."

Good negotiation requires strategic relationship management

Good negotiation is not about being glib, having guile or possessing charm: it is about working within and navigating the interests and psychology of both individuals and organisations. Here, with so many competing interests, taking one position would cause one party to flinch, taking a different position would cause another to do so. It looked like a zero-sum equation in many areas.

"I very much appreciated how strategic Wee Leng was in his thinking," Jeffrey noted. "He clearly knows how to manage a relationship. He is an excellent negotiator, and can master a complex discussion with understanding of issues across many levels. Wee Leng is very perceptive and he uses his depth of knowledge well."

"The team on the deal was excellent... Wee Leng, Adrian Neo and Brindha Vijendran - you couldn't ask for better expertise and effectiveness in each of their fields. Everyone was keyed in on the deal and operated seamlessly, diligently, and were sharp."

Jeffrey Lim,
Director, Joyce A. Tan & Partners LLC

In turn, Wee Leng noted, *"Jeffrey understood transaction and negotiation dynamics and keenly anticipated issues. He was always ahead of the transaction, getting us effective solutions to roadblocks early, giving us well thought out options, providing "defense-in-depth" protection of our interests and advising us on choices we should make. He clearly led the way on legal matters."*

"The team on the deal was excellent," Jeffrey notes. "Wee Leng, Adrian Neo and Brindha Vijendran - you couldn't ask for better expertise and effectiveness in each of their fields. Everyone was keyed in on the deal and operated seamlessly, diligently, and were sharp."

The deal was achieved within the time set, and leadership in legal aspects was a key part of successfully closing.

Wee Leng concludes: *"Joyce A. Tan & Partners' firm slogan is 'Lawyers Who Lead' and this is true of our experience with Jeffrey. Our collaboration with him allowed us to secure a significant milestone in our company's journey."*



About Deep Identity



Deep Identity

Deep Identity is an innovation leader in providing comprehensive and unique solutions to address cybersecurity, identity governance and administration (IGA), compliance management and data governance needs and requirements. With a rich history of nearly 2 decades, Deep Identity has satisfied and secure customers across APAC and a 99% customer satisfaction rating. Deep Identity is a subsidiary of Trusted Services (TSV), a Temasek Management Services company, a member of the Temasek ecosystem. See: <https://www.deepidentity.com/>

About Joyce A. Tan & Partners LLC



Joyce A. Tan & Partners was founded in 1998 with a strong international outlook and has been active in cross-border transactions since inception, covering the range of legal services as a business-centric commercial law practice that provides the full range of corporate commercial legal services with particular strengths in intellectual property, technology, telecommunications, media and privacy. The firm's industry-focused approach enables us to combine in-depth industry experience with sophisticated legal skills to provide our clients with a unique and informed perspective. The practice has earned a solid reputation for thorough and insightful legal representation. See: <https://www.joylaw.com/>