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# THE BRIEF

E-MAGAZINE

SILVESTER LEGAL



SILVESTER LEGAL EXPANDS:  
STRENGTHENING OUR TEAM  
FOR 2025 & BEYOND

EXIT STRATEGIES FOR  
DISGRUNTLED SHAREHOLDERS:  
RIGHTS AND REMEDIES

WHAT HAPPENS TO YOUR  
BUSINESS IF A KEY  
SHAREHOLDER PASSES AWAY?

***ROSS THURLOW***

LUCIDIAN LAW: PIONEERING  
INNOVATION IN IMMIGRATION LAW

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## TABLE OF CONTENTS

News & Announcements	03
Robert Raj Joseph	04
Akesh Abhilash	05
Sean Lee	06
Shari Huang	07
Tyler Ng	08
Madelene Yu	09



Marilyn Sim	10
Lee Ming Le	11
Vanessa Wong	12
Saloni Subanshi	13
Ari Khalid	14
Rizza Bucang	15



Exit Strategies for Disgruntled Shareholders: Rights & Remedies	16
In the Spotlight: Ross Thurlow	21
What Happens to Your Business if a Key Shareholder Passes Away	25



## NEWS & ANNOUNCEMENT

### SILVESTER LEGAL EXPANDS: STRENGTHENING OUR TEAM FOR 2025 AND BEYOND



At Silvester Legal, growth is more than just numbers—it's about strengthening our expertise and enhancing our ability to serve clients with excellence. As we step into 2025, we are excited to announce key appointments and expansions within our firm.

#### Elevating Leadership in Litigation

We are pleased to welcome Robert Raj and Akesh Abhilash as Directors in our Litigation Business Unit. With their extensive experience and strategic acumen, they will play a crucial role in driving our litigation practice forward, ensuring we continue to deliver top-tier representation in complex disputes.

#### New Leadership in Corporate Advisory

We also celebrate the promotion of Sean Lee to Associate Director, where he will lead our Corporate, Business & Regulatory Advisory department together with Robert Raj. Sean's expertise and commitment have been instrumental in shaping our advisory services, and under his leadership, we look forward to expanding our impact in the corporate and regulatory space.

#### Growing Our Talent Pipeline

To support our expanding caseload and maintain our high service standards, we have welcomed one new Associate and three Practice Trainees to our firm. Their fresh perspectives and dedication will contribute to our dynamic and client-focused approach.

#### Enhancing Client Care & Support

Our commitment to exceptional client service extends beyond legal expertise. As part of our growth strategy, we have expanded our Client Care and Support team to provide even greater efficiency and responsiveness in managing client needs.

As we continue to evolve, our focus remains steadfast—providing expert legal solutions with a personal touch. We look forward to another year of success, innovation, and strengthened client partnerships.

# Robert Raj Joseph

**D**irector

*What strength's or experiences do you bring to your role in Silvester Legal?*

I have special interest in civil and commercial litigation, shareholders disputes, defamation and arbitration. I was first called in Malaysia in 1998 . In April 2008, I relocated to Singapore and joined Drew & Napier LLC as a Foreign Lawyer/Associate Director. In 2011, upon being called to the Singapore bar, I was made a Functional Director in 2011. Thereafter, I joined a boutique IP firm in Singapore to jointly head the Dispute Resolution department. On 1 July 2015, I started his own practice and firm, Gravitus Law LLC and ran the firm for 7 years. Thereafter, I joined a Dutch Semi-conductor MNC for 1.5 years.

*What excites you most about joining Silvester Legal?*

The people , the nature of work and most importantly the vision that WS has for the firm.



*What is one goal or area of focus you're looking forward to contributing to during your time here?*

One specific area I am eager to concentrate on during my time here is Commercial Litigation.

# Akesh Abhilash.

**D**irector

*What strength's or experiences do you bring to your role in Silvester Legal?*

I was called in 2015, and primarily specialize in Litigation and Dispute Management, International Arbitration, Criminal, and Sports and Media law. I have handled a broad range of local and international disputes and have also acted as mediator on a number of occasions. I also advise on matters relating to regulatory compliance and sit on the AML and Admissions Committees of the Law Society. I am very knowledgeable about football and dinosaurs, and have significant experience in being kind to dogs, cats, and other small animals.

*What excites you most about joining Silvester Legal?*

I was inspired by the vision and ambition of our MD, and am truly excited about contributing to the growth of the firm as well as the opportunities it will afford me to continue my own personal development as an advocate and solicitor. I am also particularly excited by the carefully curated range of items in the pantry, and laud whoever is in charge of stocking it.



*What is one goal or area of focus you're looking forward to contributing to during your time here?*

I want to ensure that the firm continues to be viewed as a formidable force in the world of dispute resolution.

# Sean Lee.

Associate Director

***What strength's or experiences do you bring to your role in Silvester Legal?***

I was called to the Bar in 2017 and have extensive experience representing and advising clients on a broad range of civil and commercial dispute resolution matters, with a particular focus on technology and telecommunications. I have appeared before all levels of the Singapore courts, handling cases involving novel legal issues. Notably, in *3 Corporate Services Pte Ltd v Grabtaxi Holdings Pte Ltd [2020] 4 SLR 941*, I acted for Grab in a dispute concerning the enforceability of contracts in aid of cybersquatting under Singapore law.

Beyond dispute resolution, I maintain an active corporate practice, advising on various corporate and regulatory matters. This includes leading negotiations, advising, and drafting a full turnkey telecom infrastructure agreement valued in the nine figures, as well as spearheading regulatory negotiations with multiple governmental organisations on key technology and telecom-related issues.



***What excites you most about working at Silvester Legal?***

Walter Silvester's vision for the firm is truly inspiring. The firm's unique focus on sustainability—not just as a business, but as a core principle—sets it apart and is something we, as lawyers, should embrace both in practice and in life. Here, every day feels like Day One, bringing fresh opportunities to learn and grow, making each day as exciting as the last.

***What is one goal or area of focus you're looking forward to contributing to during your time here?***

I am eager to continue building and expanding my TMT practice at the firm, with a particular focus on telecommunications. As a fundamental necessity worldwide, telecommunications is an ever-evolving industry with unique legal complexities. Given the niche nature of telecommunications law, I aim to deepen my expertise and develop a service that delivers meaningful value to clients at a reasonable cost.

# Shari Huang.

Senior Associate

***What strength's or experiences do you bring to your role in Silvester Legal?***

Having trained for several years under one of Singapore's top family law practitioners, I have developed a strong interest and extensive experience in handling complex and high-stakes matrimonial disputes. I have represented and advised clients across all levels of the Family Justice Courts, often dealing with cases involving substantial assets, intricate child custody matters, and cross-border legal issues. Additionally, I have acted in cases involving family violence and harassment, which has deepened my sensitivity to the emotional and psychological challenges clients face during such proceedings.

Beyond family law, I have experience in civil and commercial litigation, assisting lead counsel in both pursuing and defending claims before the State Courts and Supreme Court. These matters span breaches of contract, breach of trust, fiduciary duties, shareholder and director disputes, and various tort claims. I have also advocated for clients through alternative dispute resolution mechanisms such as mediation and negotiation, ensuring that their interests are effectively advanced outside of the courtroom when appropriate.

My breadth of experience across these practice areas allows me to approach legal disputes with both strategic insight and empathy, ensuring that clients receive comprehensive and practical legal solutions.



***What excites you most about working at Silvester Legal?***

I recognise how nerve-wrecking it can be for people to face legal battles, especially when they are non-lawyers whose only exposure to legal battles is on TV. I am excited to be the voice of reason and logic to our clients day in and day out during some of the most stressful and tumultuous time of their lives, and help them navigate out of their disputes. My friendly and empathetic colleagues also make coming to the office a joy.

***What is one goal or area of focus you're looking forward to contributing to during your time here?***

Broadly, one goal that I have is to help establish the firm's matrimonial practice. On a day-to-day basis, in my work with clients, colleagues, opposing counsel and the Courts, I am looking to contribute to the firm's goal to be the best law firm to work with and work at.

# Tyler Ng.

**A**ssociate

***What strengths or experiences do you bring to your role in Silvester Legal?***

I was called to the Bar in 2024, but prior to entering the legal profession, I gained diverse experience across the SME, think tank, and government sectors, along with training in economics. This background allows me to bring a multifaceted approach to the dispute resolution work I engage in. Currently, I am practising BJJ—just in case I am ever unexpectedly attacked in the courtroom—and have been spending more time at the piano lately.

***What excites you most about working at Silvester Legal?***

I was inspired by the firm's progressive and growth-oriented culture, which empowers junior lawyers by entrusting them with significant responsibilities, maximising personal development. The firm is also open, fun, and flexible, fostering an environment where junior staff are heard—something that is rare, if not revolutionary, in the industry.



***What is one goal or area of focus you're looking forward to contributing to during your time here?***

To position the firm as a top-tier leader in dispute resolution.

# Madelene Yu.

**A**ssociate

***What strengths or experiences do you bring to your role in Silvester Legal?***

I bring a solid foundation in commercial litigation, along with a natural curiosity that drives me to thoroughly understand every aspect of a case. This helps me build a compelling and coherent narrative that is tailored to our clients' needs. Though I have some experience in corporate law, my passion lies in commercial disputes, where I can leverage my ability to uncover key facts and craft well-thought-out strategies. Additionally, my strong communication skills help me work well with both clients and colleagues to ensure a collaborative approach.

***What excites you most about working at Silvester Legal?***

What excites me most about working at Silvester Legal is the people. The team here is incredibly warm, friendly, and experienced, which creates a supportive environment where everyone can thrive. I also appreciate how our founder/boss actively supports our well-being while encouraging us to continuously improve and excel. The firm's commitment to professional development and work-life balance is something that truly motivates me to give my best. I'm excited to grow alongside such a talented and supportive team.



***What is one goal or area of focus you're looking forward to contributing to during your time here?***

One goal I'm focused on is deepening my expertise in commercial litigation, particularly in navigating the complexities of high-profile cases. I look forward to contributing by digging into the finer details of cases, helping build strong legal strategies, and ensuring we present a coherent and persuasive story for our clients. I'm also looking forward to expanding my knowledge in corporate law to enhance the firm's offerings in this area.

# Marilyn Sim.

**A s s o c i a t e**

*What strength's or experiences do you bring to your role in Silvester Legal?*

In my role at Silvester Legal, I bring strong drafting experience and legal research skills, honed through my work on litigation matters. I take pride in being responsible and detail-oriented, ensuring tasks are completed efficiently and to a high standard. I thrive in a collaborative environment, working closely with my team to achieve the best outcomes for our clients. As a young legal associate, my energy and enthusiasm drive me to take on challenges with a proactive and committed approach.

*What excites you most about working at Silvester Legal?*

What excites me most about working at Silvester Legal is the people—the team is not only highly skilled but also genuinely supportive and approachable, creating a fantastic environment for learning and growth. Additionally, the firm provides excellent exposure, given the diverse and complex nature of the cases we handle. This allows me to gain valuable hands-on experience across various aspects of litigation, refining my skills and broadening my perspective as a lawyer.



*What is one goal or area of focus you're looking forward to contributing to during your time here?*

One of my key goals is to make my work as reliable as possible, requiring minimal oversight. I strive to refine my drafting and research skills to a level where my work can be trusted without the need for extensive revisions. By focusing on accuracy and attention to detail, I aim to become a more independent and dependable member of the team.

# Ming Le.

**A s s o c i a t e**

*What strength's or experiences do you bring to your role in Silvester Legal?*

Coming from a small firm which operated as a one-man show (and with a very lean practice), I am a very hands-on lawyer, having accumulated on-the-ground experience in civil and commercial litigation; having done the drafting of various applications and affidavits from scratch in Suits across all the Courts. I have also personally done the groundwork in litigation, serving originating processes on Defendants at their doorstep and personally liaised with the various organisations to get cases moving (e.g. CAD, ICA, the Courts and the Prisons). This experience has proven valuable in my assistance with the Special Projects (e.g. Precedents Database) which I hope will free up more time for the lawyers at Silvester Legal to focus on the more key areas of their cases.

*What excites you most about joining Silvester Legal?*

Being able to work with the diverse team at Silvester Legal – bouncing off ideas and collaborating on cases and/or special projects and engaging in open discussions on the same, to me was a refreshing way to get new ideas/approaches when looking at a case or how to approach a particular project.



*What is one goal or area of focus you're looking forward to contributing to during your time here?*

It is a privilege to be assigned to the Special Projects team and to collaborate with Mr Walter Silvester on those projects, which would help to take Silvester Legal to the next level, and to make its mark as a firm that specialises in shareholder disputes.

# Vanessa Wong.

**Legal Executive**

*What strength's or experiences do you bring to your role in Silvester Legal?*

I have experience handling High Court cases, including minority oppression and tortious claims, which has strengthened my ability to tackle complex legal issues. I've also worked on drafting Written Submissions, preparing for trials, and assisting in case strategy, sharpening my legal and strategic skills. My traineeship exposed me to family and criminal law, giving me a well-rounded legal perspective.

*What excites you most about working at Silvester Legal?*

I'm excited about working with experienced litigators on high-stakes commercial and civil cases. I enjoy the fast-paced, challenging environment and the hands-on exposure to complex disputes, especially those involving minority oppression and corporate governance. The firm's strong mentorship culture and direct training have accelerated my growth, and I appreciate its focus on strategic, commercially driven legal solutions.



*What is one goal or area of focus you're looking forward to contributing to during your time here?*

I aim to strengthen my expertise in commercial litigation, particularly in High Court matters. I look forward to refining my advocacy and drafting skills, assisting in trial preparation, and developing effective litigation strategies for our clients. Additionally, I'm eager to take on more responsibilities in case management to add tangible value to the team and clients at Silvester Legal.

# Saloni Subanshi.

**Legal Executive**

*What strength's or experiences do you bring to your role in Silvester Legal?*

I graduated with distinction from the National University of Study and Research in Law, India, and my journey with Silvester Legal LLC began during my internship. From the outset, I was drawn to the firm's dynamic approach to commercial litigation and business advisory, which resonated with my experience in India. Now, as a Legal Executive, I have had the opportunity to deepen my expertise in handling complex disputes, cross-border matters, and business advisory.

One aspect I take great pride in is bringing a fresh perspective to the team. As the first hire from my background, I believe I contribute to the firm's diversity of thought and approach—an essential asset when working with international clients and navigating multifaceted legal issues. Ultimately, what excites me most about my role is the continuous opportunity to learn, adapt, and make a meaningful impact—both for our clients and within the firm.

*What excites you most about working at Silvester Legal?*

Honestly, the best part of working at Silvester Legal is being surrounded by some of the sharpest legal minds in the industry. The level of expertise and insight my colleagues bring to the table is remarkable, and it is a privilege to be part of such a dynamic and intellectually stimulating environment.



The exposure I have gained here has been invaluable. From handling complex cross-border disputes to working on high-stakes commercial litigation, the learning curve has been steep but incredibly rewarding. What makes it even better is the firm's inclusive and welcoming culture. From day one, I have felt like a valued part of the team, and that sense of belonging makes all the difference. I once read that how you feel about going to work on a Monday morning says a lot about your workplace, and I can honestly say that I look forward to each day at Silvester Legal.

*What is one goal or area of focus you're looking forward to contributing to during your time here?*

One of my key goals is to contribute to the firm's growth, particularly by expanding its reach and visibility among international clients. With my background in cross-border disputes and international arbitration, I see significant opportunities to strengthen our presence in global markets and forge deeper connections with international businesses. As the world becomes increasingly interconnected, a strong international outlook will be a tremendous asset to the firm, enabling us to stay ahead in a rapidly evolving legal landscape.

# Ari Khalid.

Office Manager

***What strengths or experiences do you bring to your role in Silvester Legal?***

In reflecting on my previous experience, I believe that one of the key attributes I would bring to Silvester Legal is my creativity. Working in a dynamic environment previously has taught me the importance of thinking outside the box and finding innovative solutions to challenges. I've had the opportunity to engage in projects that required me to develop unique strategies to improve processes and enhance customer experiences. This ability to approach problems with a fresh perspective can be an asset in the legal field, where creative thinking can lead to more effective case strategies and resolutions.

***What excites you most about joining Silvester Legal?***

I am truly excited about the opportunity to join Silvester Legal, primarily because of the vibrant and dynamic nature of the team. The energy and enthusiasm that I've observed within the team are incredibly inspiring, and I believe that such an environment fosters creativity and collaboration, which are essential in the legal field. I look forward to the possibility of contributing to this vibrant atmosphere and helping to drive our shared goals forward.



***What is one goal or area of focus you're looking forward to contributing to during your time here?***

One of my key goals at Silvester Legal is to enhance the team's culture of diversity, equity, and inclusion while also promoting personal well-being. In my previous company, I saw firsthand how an inclusive environment fosters collaboration, creativity, and stronger team dynamics. I believe that diversity brings a broader range of perspectives, leading to more innovative solutions and a more enriching workplace.

Equally important is the well-being of our team members. A simple check-in or a small act of kindness can have a meaningful impact on someone's day. Creating a culture where everyone feels valued, heard, and supported not only improves morale but also contributes to overall productivity and job satisfaction.

By prioritising inclusivity and well-being, I hope to help build a workplace where individuals thrive both professionally and personally. I am excited about the opportunity to contribute to these efforts and make a positive impact on the team dynamic at Silvester Legal.

# Rizza Mae Bucang

Client Care Officer

***What strengths or experiences do you bring to your role in Silvester Legal?***

I bring four years of experience in the legal field, including two years working in the government law sector in the Philippines. During this time, I have gained valuable insights and skills that I am eager to apply at Silvester Legal. I truly believe that my background can add value to the team and help us achieve our goals.

***What excites you most about joining Silvester Legal?***

I am particularly drawn to Silvester Legal because of the unique cases the team handles. I find it inspiring to work on such diverse and challenging legal matters. I see this as a fantastic opportunity to learn and grow professionally while contributing to impactful work.



***What is one goal or area of focus you're looking forward to contributing to during your time here?***

One of my primary goals in joining Silvester Legal is to be a valuable resource for my colleagues and to excel in my role. I am committed to leveraging my knowledge and experiences to support the team and to contribute positively to our collective success. Looking ahead, I aspire to take on more responsibilities and possibly lead initiatives that further enhance our work and client outcomes. I am excited about the potential for growth and collaboration at Silvester Legal, and I look forward to the possibility of making a meaningful impact.

# Exit Strategies for Disgruntled Shareholders: Rights and Remedies in Singapore

When relationships between shareholders in Singapore companies deteriorate, understanding exit options becomes critical. Shareholder disputes, if not managed effectively, can disrupt business operations and diminish company value.

This article examines the legal rights and practical remedies available to aggrieved shareholders under Singapore law, offering a clear roadmap for those seeking to exit their shareholding positions.



## Understanding Shareholder Rights in Singapore

Shareholder rights in Singapore are primarily derived from the [Companies Act \(Cap. 50\)](#), the company's constitution (formerly known as the memorandum and articles of association), and any shareholders' agreements in place.

Together, these documents establish the legal framework and procedural requirements governing shareholder relationships and the mechanisms for resolving disputes.

### Key rights include:

- **Right to Information:** Shareholders have the right to access financial statements and certain company records to stay informed about the company's performance and management.

- **Voting Rights:** Shareholders can vote on key matters such as changes to the constitution, issuance of new shares, and significant corporate transactions.
- **Dividend Entitlement:** Shareholders are entitled to receive dividends when declared by the company.
- **Protection Against Prejudice:** Minority shareholders are protected under Singapore law against oppressive or unfairly prejudicial conduct by majority shareholders or directors.

Understanding these rights forms the foundation for any action a disgruntled shareholder might take.

## Direct Sale of Shares

The most straightforward exit strategy is selling shares to other shareholders or third parties. However, this option often faces practical challenges in private companies.

## Pre-emptive Rights

Most private companies in Singapore include pre-emptive rights provisions in their constitutions, requiring shareholders to offer their shares to existing shareholders before selling to outsiders. This ensures current shareholders have the opportunity to maintain their proportional ownership.

## Pre-emptive Rights

Private companies frequently impose restrictions on share transfers through their constitutions or shareholders' agreements. These restrictions may include the need for

board approval or compliance with specific valuation mechanisms, which can complicate the sale process.

To navigate these challenges, disgruntled shareholders should:

- Review the company's constitution and shareholders' agreements for transfer restrictions.
- Engage with existing shareholders to gauge interest in purchasing shares.
- Consider independent valuation to ensure a fair price.

## Remedies Under Section 216 of the Companies Act

Section 216 of the Companies Act provides a powerful remedy for minority shareholders who face oppressive or unfairly prejudicial conduct. This provision allows shareholders to seek court intervention when:

- The company's affairs are conducted in a manner oppressive to certain shareholders.
- Directors exercise their powers in a way that is unfairly prejudicial.
- The interests of shareholders are disregarded.

## Common Grounds for Section 216 Actions

- **Exclusion from Management:** When minority shareholders are sidelined despite legitimate expectations of participation.
- **Misappropriation of Assets:** Diversion of company assets for personal gain by directors or majority shareholders.
- **Unfair Dilution:** Issuance of shares in a manner that dilutes minority ownership.

- **Excessive Director Compensation:** Payment of disproportionate salaries or bonuses to directors.

### Court's Powers

Singapore courts have broad discretion under Section 216 to provide remedies, including:

- Ordering a buy-out of the aggrieved shareholder's shares.
- Regulating the company's future conduct.
- Directing the company to take or refrain from specific actions.
- Appointing a receiver or manager.

Section 216 offers an effective route for minority shareholders seeking to exit their positions while addressing underlying grievances.

### Buy-out Mechanisms

Shareholders' agreements often include buy-out provisions triggered by specific events, such as:

- **Tag-Along Rights:** Allowing minority shareholders to sell their shares alongside majority shareholders in a sale.
- **Put Options:** Enabling shareholders to compel the company or other shareholders to buy their shares at a predetermined price.
- **Deadlock Resolutions:** Mechanisms for resolving stalemates in decision-making, often leading to a buy-out.

### Court-Ordered Buy-outs

In the absence of contractual mechanisms, courts can order buy-outs as a remedy under Section 216 or other legal provisions.



Courts consider factors such as:

- Fair valuation of shares, often involving independent experts.
- Adjustments for minority discounts or control premiums.
- Payment terms and timelines to ensure feasibility.

### Winding Up on "Just and Equitable" Grounds

As a last resort, disgruntled shareholders may apply to wind up the company under Section 254(1)(i) of the Companies Act. This remedy is available when:

- **Breakdown in Trust:** Irreparable breakdown of trust and confidence among shareholders.
- **Failure of Substratum:** The company's original purpose can no longer be achieved.
- **Deadlock:** Persistent management deadlock paralyzing the company's operations.

Winding up is a drastic remedy and generally considered only when no alternative resolution is viable. Courts prefer solutions that preserve the company as a going concern.

### Practical Strategies for Shareholder Exit

Shareholders should maintain detailed records to substantiate their claims, including:

- Evidence of oppressive or prejudicial conduct.
- Correspondence and meeting minutes.
- Financial records showing the impact of disputed actions.

### Alternative Dispute Resolution

Singapore's emphasis on alternative dispute resolution (ADR) provides shareholders with cost-effective and confidential avenues to resolve disputes.

#### Mediation

Mediation offers a non-confrontational forum where parties can reach mutually acceptable solutions. The Singapore Mediation Centre provides specialized services for corporate disputes.

#### Negotiation and Mediation

Before pursuing legal remedies, shareholders are encouraged to:

- Engage in structured negotiations with other shareholders or directors.
- Use professional mediators to facilitate amicable settlements.
- Explore creative solutions, such as phased buy-outs or profit-sharing arrangements.

#### Legal and Financial Planning

Proper planning includes:

- Assessing tax implications of different exit strategies.
- Evaluating personal guarantees or obligations tied to shareholding.
- Understanding the costs and potential outcomes of legal action.



## Arbitration

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Arbitration is particularly suitable for shareholder disputes involving complex commercial issues. It offers:

- Confidentiality, preserving the company's reputation.
- Faster resolution compared to court proceedings.
- Decisions enforceable in multiple jurisdictions under the New York Convention.

## Preventive Measures to Avoid Disputes

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To minimize the risk of future disputes, companies should:

- **Adopt Comprehensive Shareholders' Agreements:** Clearly outline rights, obligations, and exit mechanisms.
- **Establish Dispute Resolution Procedures:** Include mediation or arbitration clauses in governance documents.
- **Foster Open Communication:** Encourage regular dialogue among shareholders to address concerns early.
- **Review Governance Structures:** Periodically update constitutions and agreements to reflect evolving needs.



## Conclusion

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Exit strategies for dissatisfied shareholders in Singapore offer a range of options, from negotiated sales to court-ordered remedies. While the legal framework provides strong protections, achieving a favourable outcome often hinges on careful planning, meticulous documentation, and professional guidance. By understanding their rights and employing the right strategies, shareholders can secure equitable resolutions while minimising disruptions to the company.

Acting promptly and proactively is essential. Early engagement with legal and financial experts can help shareholders navigate complex disputes and identify solutions that align with their objectives. Ultimately, a well-executed exit strategy benefits all parties involved, preserving value and safeguarding the company's long-term stability.

*Please note that this article does not constitute express or implied legal advice, whether in whole or in part. For more information, email us at [info@silvesterlegal.com](mailto:info@silvesterlegal.com)*



## IN THE SPOTLIGHT ROSS THURLOW

PRINCIPAL SOLICITOR



## PIONEERING INNOVATION IN IMMIGRATION LAW

From its origins as a migration agency to becoming a leading specialist in innovation-focused immigration law, Lucidian Law has carved out a unique niche in Australia's legal landscape. At the helm of this dynamic firm is Ross Thurlow, Principal Solicitor, whose expertise in immigration law has helped businesses and individuals navigate complex visa pathways with confidence.

In this exclusive feature, Ross shares the journey behind Lucidian Law's evolution, the firm's client-first approach, and its ambitious plans for the future.

## FROM MIGRATION AGENCY TO LEGAL PRACTICE: THE EVOLUTION OF LUCIDIAN LAW

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Lucidian Law's story began under a different name—Skills Migration—a migration agency focused on helping individuals secure opportunities in Australia. However, recognising the growing demand for comprehensive legal services beyond migration, Ross and his team transitioned into a full-service legal practice in mid-2021.

*"By expanding into commercial, intellectual property, and corporate law, we were able to offer clients a more holistic approach," Ross explains. "Since then, we've developed a niche as specialists in Global Talent Visa applications, having worked on around 45 cases until the programme closed in December 2024. Now, we're focused on National Innovation Visa applications, helping entrepreneurs and business leaders establish themselves in Australia."*

Lucidian Law's international reach has also grown significantly, with established sales channels in China, Hong Kong, South Africa, Vietnam, Singapore, the USA, Argentina, Brazil, the UK, and Australia. Additionally, the firm has built a strong network of Australian venture capital funds, entrepreneurs, start-ups, industry experts, and government agencies to support clients through the visa application process.

## A CLIENT-FOCUSED APPROACH

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When asked what sets Lucidian Law apart in the legal industry, Ross highlights the firm's commitment to attentive service and long-term partnerships.

"We don't just process applications—we build relationships. Our goal is to represent clients that we can continue working with once they arrive in Australia, whether that means advising on business matters, helping with expansion, or connecting them with local opportunities."

This philosophy has led to many success stories, including one particularly memorable case involving an entrepreneur struggling with his permanent residency application.



*"His previous agent had put him in a very difficult position, and he was under immense financial stress. We significantly reduced our professional fees to ease his burden and worked tirelessly to get his application approved. Seeing the impact we had on his life made it all worthwhile."*

## NAVIGATING CHALLENGES AND STAYING AHEAD

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Ross acknowledges that Australian businesses face increasing challenges, from rising costs and limited access to venture capital to difficulties in entering international markets. Lucidian Law tackles these hurdles by connecting clients with Australian start-ups and VC funds that align with their industry backgrounds, facilitating smoother transitions and stronger business opportunities.

Keeping up with legislative changes and industry trends is also key to the firm's success. *"We stay ahead by subscribing to government immigration databases, being an active member of the Migration Institute of Australia and the Queensland Law Society and working closely with leading legal education providers to ensure we meet ethical and professional standards."*

## COLLABORATION WITH SILVESTER LEGAL

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Lucidian Law's partnership with Silvester Legal has proven to be a natural fit. *"Silvester Legal helps us identify entrepreneurs, angel investors, and business leaders who embrace innovation and the positive societal changes it can bring. These are exactly the types of clients we want to work with, so our collaboration allows us to expand our reach while offering valuable opportunities to those looking to enter the Australian market."*



## WHAT'S NEXT FOR LUCIDIAN LAW?

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The future looks promising for Lucidian Law, with ambitious initiatives on the horizon. *"We're currently working with partners to establish an Australian-based VC fund that will invest in critical technologies such as AI, robotics, cybersecurity, fintech, and renewable energy. We're also developing an innovation hub to support start-ups in becoming investment-ready and scaling their businesses."*

## A PERSONAL PASSION FOR ADVOCACY AND BALANCE

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For Ross, the motivation behind his work extends beyond business success. *"Helping people build better lives through Australian permanent residency and citizenship is incredibly rewarding. I'm also passionate about advocating for refugees and supporting the economic and social benefits that skilled migrants bring to Australia."*

Outside of his role as Principal Solicitor, Ross finds balance in family life and personal interests. *"Spending time with my two-year-old son and five-year-old daughter is my greatest joy. I also enjoy basketball—both playing and watching—and getting outdoors whenever I can."*

As Lucidian Law continues to grow and innovate, Ross remains dedicated to providing high-quality legal support while making a meaningful impact on clients' lives. With an unwavering commitment to excellence and a vision for the future, Lucidian Law is set to remain a key player in Australia's legal and business landscape.

Ross is the Principal Solicitor of Lucidian Law, a Brisbane-based legal practice that provides immigration and commercial legal services. He has previously worked for boutique and national legal firms in Australia, as well as undertaking pro bono work for Brisbane-based community legal centres.

He has successfully assisted migrants from countries including the United States, Great Britain, South Africa, Hong Kong, China, Taiwan, Brazil, and Singapore among others to secure Australian permanent residency status.



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## What Happens to Your Business if a Key Shareholder Passes Away?

In Singapore's vibrant business landscape, the sudden loss of a key shareholder can disrupt even the most stable companies. While often overlooked, recognising the risks and legal implications is essential for every business owner. This article explores the immediate impact, key legal considerations, and proactive steps you can take to safeguard your business against such an event.

### IMMEDIATE IMPACT: BEYOND THE EMOTIONAL LOSS

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The sudden loss of a key shareholder does more than take an emotional toll—it can destabilise business operations in ways many companies are unprepared for. If the shareholder played an active role in management, their absence could create a leadership gap, disrupting decision-making and strategic direction. This challenge intensifies when the shareholder possessed specialised skills or knowledge vital to daily operations.

Financial uncertainty also looms large. The deceased shareholder's stake becomes part of

their estate, raising questions about future ownership. This ambiguity can ripple through the business, unsettling clients, suppliers, and employees who may question the company's stability, potentially straining relationships and morale.

### LEGAL CONSIDERATIONS: NAVIGATING THE AFTERMATH

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When a shareholder passes away in Singapore, several legal factors come into play, making it essential for business owners to understand their implications and plan accordingly.

Singapore's inheritance laws, governed by the Intestate Succession Act, dictate how a deceased's assets, including shares, are distributed in the absence of a will. For Muslims, the Administration of Muslim Law Act applies. However, these laws may not always align with the best interests of the business. Without proper safeguards, shares could end up with individuals who lack the expertise or commitment to support the company's growth, potentially destabilising operations.

A [well-drafted shareholder agreement](#) can mitigate these risks by outlining clear provisions for the transfer of shares. These agreements often include:

- Mandatory share transfers to surviving shareholders,
- Buy-back options allowing the company to purchase the shares, and
- Valuation mechanisms to determine the fair market price of the shares.

Such agreements help streamline the transition, reducing the risk of disputes and operational disruptions.

The company's Articles of Association may also contain provisions on share transfers upon a shareholder's death, which can override general inheritance laws and provide an additional layer of business protection. Regularly reviewing these documents ensures they remain aligned with the company's structure and strategic goals.

Additionally, the Companies Act provides a framework for handling the shares of deceased [shareholders](#), including the legal process for transferring ownership to their representatives. Understanding these provisions can help businesses navigate succession smoothly and avoid unnecessary legal complications.

## **BUY-SELL AGREEMENTS: SECURING BUSINESS CONTINUITY**

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A buy-sell agreement is one of the most effective tools for managing ownership transitions when a shareholder passes away, becomes incapacitated, or chooses to exit the business. This legally binding contract provides a clear roadmap, helping businesses avoid costly disputes and operational disruptions.

Key components of a well-structured buy-sell agreement include:



- **Defined Triggering Events** – Specifies circumstances such as death, disability, or retirement that activate the agreement.
- **Valuation Methodology** – Establishes a predetermined approach to valuing the company and individual shares, preventing disputes over fair market value.
- **Funding Mechanism** – Many businesses use life insurance policies to ensure funds are readily available for share buybacks.
- **Transfer Process** – Outlines the step-by-step procedure, including timelines and required documentation, to facilitate a smooth transition.

By implementing a buy-sell agreement, businesses can safeguard their stability, ensuring that ownership changes occur seamlessly and in the best interests of the company.

## **PREVENTIVE MEASURES: SAFEGUARDING YOUR BUSINESS TODAY**

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Proactively planning for a shareholder's potential departure—whether through death or other circumstances—can protect your business from instability and [disputes](#). Taking these preventive steps now can ensure a smooth transition when the time comes.

- **Regularly Update Shareholder Agreements** – Reviewing and revising agreements ensures they reflect the current wishes of all parties and align with the company's evolving structure.
- **Develop a Succession Plan** – A well-defined plan should outline leadership transitions and knowledge transfer processes, enabling seamless business continuity in the absence of a key shareholder.
- **Implement Key Person Insurance** – This type of insurance provides financial support to the company if a key shareholder passes away, helping stabilise operations during the transition.
- **Conduct Regular Business Valuations** – Keeping valuations up to date ensures fair pricing in share transfers and minimises disputes over ownership stakes.
- **Encourage Cross-Training** – Reducing dependency on a single shareholder by sharing critical knowledge and skills across the organisation can enhance resilience.
- **Maintain Transparent Communication** – Ensuring all shareholders understand these measures and their roles in various scenarios fosters trust and alignment.

By implementing these strategies, businesses can prepare for unexpected changes and maintain stability, even in the face of shareholder transitions.



## THE ROLE OF PROFESSIONAL ADVISORS

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Managing the legal and financial complexities of a shareholder's death requires expert guidance. Engaging the right professionals can help safeguard the business and ensure a smooth transition.

- **Corporate Lawyers** – Draft and review shareholder agreements to ensure they include all necessary provisions and comply with Singapore's legal requirements.
- **Financial Advisors** – Assist with business valuations and insurance planning, ensuring the company is financially prepared for ownership transitions.
- **Accountants** – Address tax implications, structuring agreements and transactions in the most tax-efficient manner to minimise financial burdens.

By working with these professionals, businesses can strengthen their legal and financial foundations, reducing risks and ensuring long-term stability.



## CONCLUSION: PLANNING FOR THE UNTHINKABLE

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While the thought of losing a key shareholder is uncomfortable, preparing for such an event is a fundamental part of responsible business management. By understanding the potential risks, implementing legal safeguards, and taking proactive measures, you can shield your business from disruption and uncertainty.

The goal is not merely to withstand a crisis but to ensure your business remains strong and resilient in the face of unexpected challenges. Taking action today safeguards your company's future, honours the legacy of your shareholders, and provides peace of mind to all stakeholders.

In Singapore's fast-moving business environment, preparation isn't just prudent—it's essential. By addressing these issues head-on and putting robust strategies in place, businesses can maintain continuity, protect shareholder value, and navigate even the most complex transitions with confidence.

*Please note that this article does not constitute express or implied legal advice, whether in whole or in part. For more information, email us at [info@silvesterlegal.com](mailto:info@silvesterlegal.com)*





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