

Terms Of Contract

PRIVATE & CONFIDENTIAL

TEL: +65 6718 0717

FAX: +65 6718 0719



Global Legal Solutions™

64A Boat Quay Singapore 049852

BP TEMPLATE – JOINT VENTURE AGREEMENT

Version No.	v.1.1
-------------	-------

Release Date	[6 May 2017]
--------------	--------------

Author	GLS
--------	-----

Table of Contents

PART A SUMMARY OF CONTRACT TERMS	5
1. BACKGROUND	5
PART B DEFINITIONS & INTERPRETATION	5
2. DEFINITIONS	5
3. INTERPRETATION PROVISIONS	14
PART C ESTABLISHMENT OF THE JV COMPANY AND MANAGEMENT OF THE JOINT VENTURE	14
4. BUSINESS OF THE JOINT VENTURE	14
5. INCORPORATION OF THE JV COMPANY	14
6. [JOINT VENTURE CONDITIONS]	17
7. [CLOSING OBLIGATIONS]	17
8. FUNDING FOR THE JV COMPANY	18
9. BOARD OF DIRECTORS	18
10. INDEMNIFICATION OF DIRECTORS	21
11. MATTERS REQUIRING CONSENT OF THE SHAREHOLDERS	21
12. GENERAL MEETINGS	21
13. SHAREHOLDER RESERVED MATTERS	22
14. [DEADLOCK]	22
15. [RESOLUTION OF DEADLOCK]	23
16. BUSINESS PLAN	23
17. IPR	24
18. ACCOUNTING AND OTHER INFORMATION	24
19. DIVIDEND POLICY	25
20. TRANSFER OF SHARES	25

21. COMPUSLORY TRANSFERS	27
22. [TAG-ALONG RIGHT]	28
23. [DRAG-ALONG RIGHT]	29
24. [PUT OPTION]	30
25. [CALL OPTION]	31
26. ISSUE OF FURTHER SHARES	32
27. [INSURANCE]	32
28. [ANTI-BRIBERY AND ANTI-CORRUPTION]	32
29. [DATA PROTECTION]	33
30. [NON-COMPETE AND NON-CIRCUMVENTION]	34
31. [NON-SOLICIT]	34
32. WARRANTIES	34
33. INDEMNITY	35
34. [FORCE MAJEURE]	35
35. MUTUAL TERMINATION	36
36. AUTOMATIC TERMINATION	36
37. CONSEQUENCES OF TERMINATION	36
PART D MISCELLANEOUS	37
38. SURVIVING PROVISIONS	37
39. INDEPENDENCE	37
40. STATUS OF THE AGREEMENT	37
41. CONFIDENTIALITY	38
42. ANNOUNCEMENTS	38
43. FURTHER ASSURANCE	39
44. ASSIGNMENT AND OTHER DEALINGS	39

45. CHANGE IN LAW	39
46. WAIVER	39
47. ENTIRE AGREEMENT	39
48. VARIATION	40
49. GOOD FAITH	40
50. AUTHORISED REPRESENTATIVES	40
51. COSTS	40
52. NO PARTNERSHIP OR AGENCY	40
53. NOTICES	40
54. [AGENT FOR SERVICE OF PROCESS]	41
55. SEVERABILITY	42
56. LIABILITY	42
57. THIRD PARTY RIGHTS	43
58. COUNTERPARTS	43
59. RIGHTS AND REMEDIES	43
60. SPECIFIC PERFORMANCE	43
61. DISPUTE RESOLUTION	43
62. LANGUAGE	44
63. GOVERNING LAW AND JURISDICTION	44
SCHEDULE 1 (ARTICLES)	47
1. [•]	47
ANNEX SAMPLE: SECONDARY TABLE / AGREEMENT	48
1. [•]	48