

1 July 2022

**LEE PEY WOAN
PROFESSOR OF LAW
SINGAPORE MANAGEMENT UNIVERSITY
SCHOOL OF LAW**

CAPSULE BIOGRAPHY

Lee Pey Woan is Professor of Law at Singapore Management University. She graduated with an LL.B (First Class Honours) from King's College, University of London and subsequently obtained the BCL from Oxford University. Pey Woan is currently Dean of the Yong Pung How School of Law. Prior to this appointment, Pey Woan was Vice Provost (Faculty Matters) of the University. In that capacity, she assisted the Provost on the planning and development of faculty and advises on faculty personnel policies generally. Pey Woan teaches Corporate Law and the Law of Torts but her research interests encompass company, private and commercial law. She has published widely in local as well as leading international journals including the *Modern Law Review*, *Oxford Journal of Legal Studies*, *Law Quarterly Review*, *Lloyd's Maritime and Commercial Law Quarterly* as well as *Journal of Business Law*. She has also co-authored text books on Contract Law, Tort Law and Company Law. Her works have been cited by the Singapore Court of Appeal, the Singapore High Court and the Canadian Supreme Court. Apart from academic activities, Pey Woan also serves the legal profession by periodically speaking at legal conferences. In 2016, she was appointed amicus curiae to the Singapore Court of Appeal in *PH Hydraulics & Engineering Pte Ltd v Airtrust (Hong Kong) Ltd* [2017] SGCA 26; [2017] 2 SLR 129.

1 July 2022

I. PROFESSIONAL APPOINTMENTS

2022 – Present	Dean, Yong Pung How School of Law
2020 – 2022	Vice-Provost (Faculty Matters)
2019 – Present	Professor of Law
2017 – 2020	Associate Dean (Undergraduate Teaching & Curriculum)
2017 – 2020	Academic Director, Faculty Affairs
2010 – 2013	Associate Dean (Teaching & Curriculum)
2008 – 2019	Associate Professor of Law
2000 – 2007	Assistant Professor of Law
2000	Legal Manager, Keppel Corporation Ltd
2021 – Present	Member, Corporate Law Advisory Panel (Accounting and Corporate Regulatory Authority)

II. PUBLICATIONS

A. RESEARCH JOURNAL PUBLICATIONS

Journal Articles

1. “Remedying the Abuse of Organisational Forms: Trusts and Companies Considered” (2019) 13 *Journal of Equity* 211 – 236.
2. “Dual Class Shares in Singapore – Where Ideology Meets Pragmatism” 15 *Berkeley Business Law Journal* 440 – 467 (2019).
3. “Unravelling Civil Conspiracy” [2018] *Lloyd’s Maritime and Commercial Law Quarterly* 508 – 526.
4. “Civil Conspiracy in the Corporate Context” (2016) *Torts Law Journal* 257 – 274.

1 July 2022

5. "Modernising Company Law – The Singapore Experience", (2016) 34 *Company and Securities Law Journal* 157 – 165 (with Christopher Chen).
6. "Accessory Liability in Tort and Equity", (2015) 27 *Singapore Academy of Law Journal* 853 – 879.
7. "The Enigma of Veil-Piercing" (2015) 26 *International Company and Commercial Law Review* 28 – 34.
8. "Contract Modifications – Reflections on Two Commonwealth Cases" (2013) 12 *Oxford University Commonwealth Law Journal* 189 – 205.
9. "Causing Loss by Unlawful Means" [2011] *Singapore Journal of Legal Studies* 330 – 350.
10. "The Company and its Directors as Co-conspirators" (2009) 21 *Singapore Academy of Law Journal* 409 – 428.
11. "Inducing Breach of Contract, Conversion and Contract as Property" (2009) 29 *Oxford Journal of Legal Studies* 511 – 534.
12. "An Interested Director's Obligation to Disclose in the MBO Context" [2008] *Financial and Economic Review* 25 (月旦財經法雜誌).
13. "Contract Damages, Corrective Justice and Punishment" (2007) 70 *The Modern Law Review*, 887 – 907.
14. "A Director's Duty to Confess: A Matter of Good Faith?" (2007) 66 *Cambridge Law Journal* 348 – 364 (with Lusina Ho).
15. "Regulating Directors' Duties with Civil Penalties – Taking a Leaf from Australia's Book" (2006) 35 *Common Law World Review* 1 – 23.
16. "Reassessing the Crime of Non-Disclosure Under Section 317 of the Companies Act 1985" (2004) 5 *Journal of Corporate Law Studies* 139 – 165.
17. "Serving Two Masters - The Dual Loyalties of the Nominee Director in Corporate Groups" [2003] *Journal of Business Law* 449 – 469.
18. "Restitutionary and Exemplary Damages Revisited" (2003) 19 *Journal of Contract Law* 1 – 39 (with Andrew Phang).

1 July 2022

19. "Of Driftnets and Submarines – The Insider Trading Laws of Singapore" (2002) 30 *Australian Business Law Review* 298 – 308 (with Pearlie Koh).
20. "Rationalising Restitutionary Damages in Contract Law - An Elusive or Illusory Quest?" (2001) 17 *Journal of Contract Law* 240 – 273 (with Andrew Phang).

Case Comments

1. "Varying Contracts: Consideration, Form and Reality", *forthcoming in the Modern Law Review*.
2. "Shareholders' Reserve Powers: Implied Terms and Public Policy" [2016] *Journal of Business Law* 128 – 138.
3. "The Unlawful Means Tort in Canada" (2014) 130 *Law Quarterly Review* 559 – 563.
4. "The Apparent Authority of the Unauthorised Agent" (2014) 26 *Singapore Academy of Law Journal* 258 – 268.
5. "Financial Disincentives and Restraints on Trade" [2013] *Journal of Business Law* 642 – 651.
6. "Compromise and Coercion" [2012] *Lloyd's Maritime and Commercial Law Quarterly* 478 – 481.
7. "Creditors' Claims for Reflective Loss" [2008] *Journal of Business Law* 479 – 487.
8. "The Minority Shareholder's Statutory Exits" (2007) *Singapore Journal of Legal Studies* 184 – 196.
9. "The Director's Liberty to Compete" [2007] *Journal of Business Law* 98 – 103 (with Lusina Ho).
10. "A New Model of Contract Compensation" [2006] *Lloyd's Maritime and Commercial Law Quarterly* 452 – 457.
10. "Unilateral Mistake in Law and Equity – *Solle v Butcher* Reinstated" (2006) 22 *Journal of Contract Law* 81 – 88.

1 July 2022

11. "Mistaken Identity in the House of Lords" (2004) 63 *Cambridge Law Journal* 24 – 27 (with Andrew Phang and Pearlie Koh).
12. "Responses to a Breach of Contract" [2003] *Lloyd's Maritime & Commercial Law Quarterly* 301.
13. "Exemplary Damages – Two Commonwealth Cases" (2003) 62 *Cambridge Law Journal* 32 – 36 (with Andrew Phang).
14. "Letters of Comfort Revisited" [2002] *Lloyd's Maritime & Commercial Law Quarterly* 169 – 176.

B. BOOKS AND EDITED VOLUMES

1. *Technology and Corporate Law: How Innovation Shapes Corporate Activity* (Edward Elgar, 2021) *forthcoming* (with Andrew Godwin and Rosemary Teele Langford)

C. BOOK CHAPTERS

1. "Law and Technology: Company Law" in Andrew Phang, Simon Chesterman, Goh Yihan (eds), *Law and Technology in Singapore* (Academy Publishing, 2021), *forthcoming* (with Hans Tjio and Pearlie Koh)
2. "Introduction" in Andrew Godwin, Pey-Woan Lee & Rosemary Teele Langford (eds), *Technology and Corporate Law: How Innovation Shapes Corporate Activity* (Edward Elgar, 2021) (with Andrew Godwin and Rosemary Teele Langford)
3. "Recalibrating Directors' Liabilities Amidst Technological Flux" in Andrew Godwin, Pey-Woan Lee & Rosemary Teele Langford (eds), *Technology and Corporate Law: How Innovation Shapes Corporate Activity* (Edward Elgar, 2021) (with Susanna Leong)
4. "Personal Data as a Proprietary Resource" in Gary Chan & Yip Man (eds), "AI, Data and Private Law: Translating Theory into Practice" (Hart Publishing, 2021).
5. "Form, Substance and Recharacterisation" in Andrew Robertson and James Goudkemp (eds), *Form and Substance in the Law of Obligations* (Hart Publishing, 2019).

1 July 2022

6. "Market Misconduct" in Lan Luh Luh, Dora Neo and Hans Tjio (eds), *Financial Law and Regulation in Singapore* (Academy Publishing, 2019) (with Pearlie Koh).
7. "Form, Substance and Context in Company Law" in Andrew Phang & Goh Yihan (eds), *A Judge for the Ages: Essays in Honour of Justice Chao Hick Tin* (Academy Publishing, 2017) (with Pearlie Koh and Hans Tjio).
8. "Company Formation" in Chapter 4 of *Corporate Law* (Law & Practice Series, Academy Publishing, 2015).
9. "Corporate Constitution and Membership" in Chapter 5 of *Corporate Law* (Law & Practice Series, Academy Publishing, 2015).
10. "Corporate Personality and Attributes" in Chapter 6 of *Corporate Law* (Law & Practice Series, Academy Publishing, 2015).
11. "Corporate Acts and Liabilities" in Chapter 7 of *Corporate Law* (Law & Practice Series, Academy Publishing, 2015).
12. "Interference with Goods" in Chapter 11 of *The Law of Torts in Singapore*, Gary Chan (Law & Practice Series, Academy Publishing, 2nd ed, 2016).
13. "Representations" in Chapter 14 of *The Law of Torts in Singapore*, Gary Chan (Law & Practice Series, Academy Publishing, 2nd ed, 2016) with Gary Chan.
14. "Economic Torts" in Chapter 15 of *The Law of Torts in Singapore*, Gary Chan (Law & Practice Series, Academy Publishing, 2nd ed, 2016).
15. "Parties, Joint Torts and Personal Liability for Torts" in Chapter 18 of *The Law of Torts in Singapore*, Gary Chan (Law & Practice Series, Academy Publishing, 2nd ed, 2016) (with Gary Chan).
16. "Consideration" in Chapter 4 of *The Law of Contract in Singapore*, Andrew Phang (Gen. Ed.) (Law & Practice Series, Academy Publishing, 2012).
17. "Intention to Create Legal Relations" in Chapter 5 of *The Law of Contract in Singapore*, Andrew Phang (Gen. Ed.) (Law & Practice Series, Academy Publishing, 2012).
18. "Capacity" in Chapter 9 of *The Law of Contract in Singapore*, Andrew Phang (Gen. Ed.) (Law & Practice Series, Academy Publishing, 2012).

1 July 2022

19. "Economic Torts – The Torts That Lacked Their Atkin" in *SAL Conference 2011: Developments in Singapore Law Between 2006 and 2010: Trends & Perspectives*, TM Yeo, H Tjio and HW Tang (Gen. Eds.) (Academy Publishing, 2011).
20. "Business Torts" in Chapter 5 of *Principles of Singapore Business Law*, 2nd ed, Loo Wee Ling and George Shenoy (Gen. Eds.) (Cengage Learning, 2013).
21. "Mistake" in Chapter 12 of *Principles of Singapore Business Law*, 2nd ed, Loo Wee Ling and George Shenoy (Gen. Eds.) (Cengage Learning, 2013).
22. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2020* (Singapore Academy of Law, 2020); with Goh Yihan and Tham Chee Ho.
23. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2019* (Singapore Academy of Law, 2020); with Goh Yihan and Tham Chee Ho.
24. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2018* (Singapore Academy of Law, 2019); with Tham Chee Ho and Goh Yihan.
25. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2017* (Singapore Academy of Law, 2018); with Tham Chee Ho and Goh Yihan.
26. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2016* (Singapore Academy of Law, 2017); with Tham Chee Ho and Goh Yihan.
27. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2015* (Singapore Academy of Law, 2016); with Tham Chee Ho and Goh Yihan.
28. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2014* (Singapore Academy of Law, 2015); with Tham Chee Ho and Goh Yihan.
29. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2013* (Singapore Academy of Law, 2014); with Tham Chee Ho and Goh Yihan.
30. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2012* (Singapore Academy of Law, 2013)(with Tham Chee Ho and Goh Yihan).
31. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2011* (Singapore Academy of Law, 2012) (with Tham Chee Ho and Goh Yihan).

1 July 2022

32. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2010* (Singapore Academy of Law, 2011)(with Tham Chee Ho).
33. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2009* (Singapore Academy of Law, 2010)(with Tham Chee Ho).
34. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2008* (Singapore Academy of Law, 2009)(with Tham Chee Ho).
35. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2007* (Singapore Academy of Law, 2008)(with Pearlie Koh and Tham Chee Ho).
36. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2006* (Singapore Academy of Law, 2007)(with Pearlie Koh and Tham Chee Ho).
37. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2005* (Singapore Academy of Law, 2006)(with Pearlie Koh and Tham Chee Ho).
38. "Contract Law" in *Singapore Academy of Law Annual Review of Singapore Cases 2004* (Singapore Academy of Law, 2005)(with Pearlie Koh and Tham Chee Ho).
39. "Consideration" in Chapter 3 of *Basic Principles of Singapore Business Law*, Andrew Phang (Gen. Ed.) (Singapore: Revised Edition, Thomson Learning, 2004).
40. "Intention to Create Legal Relations" in Chapter 4 of *Basic Principles of Singapore Business Law*, Andrew Phang (Gen. Ed.) (Singapore: Revised Edition, Thomson Learning, 2004).
41. "Economic Torts" in Chapter 20 of *Basic Principles of Singapore Business Law*, Andrew Phang (Gen. Ed.) (Singapore: Revised Edition, Thomson Learning, 2004).

D. BOOK REVIEWS

1. "The World of Maritime and Commercial Law: Essays in Honour of Francis Rose", Charles Mitchell & Stephen Watterson (Gen Eds), (2022) *Journal of Business Law* 252.
2. "Accessory Liability", Paul Davies, (2016) 132 *Law Quarterly Review* 338.
3. "Contract Damages: Domestic and International Perspectives", Djakhongir Saidov

1 July 2022

and Ralph Cunnington (Gen Eds), [2009] *Journal of Business Law* 516.

E. PROFESSIONAL AND OTHER PUBLICATIONS

1. "A Rare Case of Conspiracy by Lawful Means", Singapore Law Blog (25 December 2014) (<http://www.singaporelawblog.sg/blog/article/72>).
2. "Contract Law" – online summary of Singapore contract law prepared for the Singapore Academy of Law; accessible at <http://www.singaporelaw.org.sg> since 12 January 2006 (with Pearlie Koh and Tham Chee Ho).
3. "Economic Torts" – online summary of Singapore law on intentional torts and defamation prepared for the Singapore Academy of Law; accessible at <http://www.singaporelaw.org.sg> since 12 January 2006 (with Gary Chan).
4. "Amendments to the Companies Act – Audit Exemption for Small Companies", Singapore Law Blog (13 August 2015) (<http://www.singaporelawblog.sg/blog/article/129>) (with Rachel Chin).

IV. CONFERENCE PRESENTATIONS / PROFESSIONAL LECTURES

1. "Property in Personal Data" presented at "AI and Commercial Law: Reimagining Trust, Governance and Private Law Rules", a conference organised by SMU Centre for AI & Data Governance on 7 – 8 December 2019.
2. "Directors' Liabilities for Corporate Infringement of Intellectual Property Rights" (with Susanna Leong) presented at "Trends and Challenges in Corporate Law – A Comparative Perspective", a corporate law workshop jointly organized by School of Law, Singapore Management University and Melbourne Law School, Melbourne University on 23 and 24 May 2019.
3. "Remedying the Abuse of Organisational Forms: Trusts and Companies Considered" presented at the Second Asian Private Law Workshop jointly organized by the Faculty of Law, Hong Kong University and School of Law, Singapore Management University on 16 and 17 May 2019.
4. "Remedying the Abuse of Organisational Forms: Trusts and Companies Considered" presented at the Journal of Equity Conference, co-organised with the Centre for Cross-Border Commercial Law in Asia (Singapore Management University) on 14 February 2019.

1 July 2022

5. “Form, Substance and Recharacterisation” presented at Obligations IX Conference – Form and Substance in the Law of Obligations, jointly organised by the University of Melbourne and University of Oxford on 18 – 21 July 2018.
6. “Form, Substance and Recharacterisation” presented at “Pre-Obligations IX Workshop”, organised by the School of Law, City University of Hong Kong on 12 – 13 July 2018.
7. “Civil Conspiracies – Issues Specific to Companies” presented at “Protecting Business and Economic Interests: Contemporary Issues in Tort Law”, jointly organised by the Singapore Academy of Law, Singapore Management University and Bond University on 18 – 19 August 2016.
8. “Understanding Civil Conspiracy” presented at the Obligations VIII Conference jointly organised by the University of Cambridge and University of Melbourne on 19 – 22 July 2016.
9. Singapore Academy of Law Annual Review Conference: “Contract Law” (26 July 2016, Supreme Court Auditorium) (with Goh Yihan).
10. “Illegality & Public Policy” presented at the HKU-NUS-SMU Symposium on 22 – 23 February 2016, Hong Kong University.
11. “Modernising Company Law – The Singapore Experience” presented at *Innovation and Prospect: East Asia’s Legal Systems* organized by the National Taipei University on 29th September 2015.
12. “Wrotham Park Damages” presented at Equitable Remedies in Commercial Litigation, jointly organised by the Chancery Bar and Singapore Academy of Law on 5&6 March 2015 at the Supreme Court of Singapore.
13. “Economic Torts – The Torts That Lacked Their Atkin” presented at the *SAL Conference 2011: Developments in Singapore Law Between 2006 and 2010: Trends & Perspectives* on 24 – 25 February 2011, Singapore Academy of Law.
14. “Dishonest Assistance and Accessory Torts” presented at the HKU-NUS-SMU Symposium on 15 – 16 November 2010, Hong Kong University.
15. “Causing Loss by Unlawful Means” presented at the Obligations V Conference jointly organized by the University of Melbourne and the University of Oxford on 14 – 16 July 2010, University of Oxford.

1 July 2022

16. “Inducing breach of Contract, Conversion and Contracts as Property” presented at the Obligations IV Conference jointly organized by the University of Melbourne and National University of Singapore, 23 – 25 July 2008, National University of Singapore.
17. “A Director’s Duty to Confess: A Matter of Good Faith?” presented at the Corporate Law Teachers’ Association Conference 2006, 5 – 7 February 2006, University of Queensland.
18. “Of Driftnets and Submarines – The Insider Trading Laws of Singapore” presented at the Corporate Law teachers’ Association Conference 2002, 10 – 12 February 2002, Monash University.

V. PUBLIC LECTURES, SEMINARS AND WORKSHOPS

1. Annual Review of 2019 Cases on Contract Law (Singapore Academy of Law, 3 November 2020)
2. TechLaw Fest 2020: Frontier Issues in Intellectual Property Law (Singapore Academy of Law, 29 September 2020)
3. Covid-19: Challenges for Individuals, Families and Businesses (SMU Pro Bono Centre, 2 September 2020)
4. Recent Trends in Corporate Litigation (Singapore Judicial College Professional Series, 28 March 2017).
5. Corporate Attribution – Order Amidst Uncertainty (SMU Continuing Legal Education, 7 November 2014).
6. NTU-KPMG Company Secretary Conference (National Taiwan University, 3 September 2014).
7. Annual CPD Day 2014 – Recent Developments in Nutshells for Busy Practitioners (Law Society of Singapore, 20 November 2014) (Company Law segment).

1 July 2022

8. Annual Review Seminar Series – Contract Law (Singapore Academy of Law, 14 August 2014) with Goh Yihan.
9. Law Week 2013 – Contract Law (Singapore Academy of Law, 23 July 2013) with Tham Chee Ho and Goh Yihan.
10. Annual Review Seminar Series – Contract Law (Singapore Academy of Law, 16 August 2012) with Tham Chee Ho and Goh Yihan.

VI. AWARDS

1. 2021 National Day Award – Silver Medal
2. 2018 Lee Kong Chian Fellowship for Research Excellence
3. 2010 National Day Award – Commendation Medal
4. 2009 SMU School of Law Research Excellence Award

VII. RESEARCH GRANTS

1. Singapore Management University Office of Research, research grant in support of project entitled “Serving Two Masters - The Dual Loyalties of the Nominee Director in Corporate Groups” (2003)

VIII. SERVICE (SMU)

1. SMU Education Research Fellowship Selection Committee (2020 – Present, member)
2. Promotion, Tenure and Appointments Committee (2020 – Present, member)
3. Blue Ribbon Commission on Undergraduate Recommendation (2017 – 2018, member)
- Constituted by the Provost to review and make recommendations on enhancing the SMU student’s academic experience and holistic development. The Commission’s

1 July 2022

recommendations have led to the broad reform of the SMU undergraduate curriculum to be implemented in phases commencing from 2018.

4. Faculty Senate (2007 – 2009, member)
- Was responsible for the drafting of a proposal for fair and transparent processes for appointments, renewal and tenure and other promotions.
5. Governance Implementation Workgroup (2008 – 2009)
- Responsible for the review and implementation of changes to policies on university governance.
6. Quality Assurance Framework for Universities (2011)
- Section head for chapters on (1) Governance & Leadership and (2) Management and Strategic Planning
7. Quality Assurance Framework for Universities (2016) - *Drafting of chapter on Governance and Leadership*

IX. PUBLIC SERVICE

1. Assessor appointed under Covid (Temporary Measures) Member, SILE Working Group to Implement CPTL Recommendations (2019 – present)
2. Member, Editorial Board of the Singapore Law Reports (Reissue) (2007 – 8)
3. Member of School Advisory Committee, Marsiling Primary School (December 2010 – 2014)