

Representative Legal Matters

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Capital Markets & Initial Public Offerings

- Advising Ticon Industrial Connection, one of Thailand's leaders in industrial property solutions, in its private placement of newly issued shares valuing at THB 13.33 billion allocated for its strategic investor in compliance with Thai listing rules.
- Acting for Star Petroleum Refining, one of the leading producers of petroleum products in Thailand, in its initial public offering of new shares and an offering in reliance on Rule 144A and Regulation S. Star Petroleum's IPO offered THB 1.4 billion shares valued at approximately THB 13 billion. The IPO was the largest IPO by market capitalization in the Thai energy sector over the past decade. This deal was also awarded the Capital Markets, Deal of the Year 2016: Equity by Asian Lawyer Emerging Market Awards.
- Advised Carabao Group and its major shareholders in its initial public offering and an offering in reliance on Regulation S. The IPO was structured as a holding company and offered 250 million shares valued at approximately THB 7 billion. This deal was named Deal of Southeast Asia 2014 by Alpha Southeast Asia in 2014.
- Acting for PM Thoresen Asia Holdings Public Company Limited and its major shareholders in its initial public offering of shares on the Stock Exchange of Thailand. The IPO of PM Thoresen Asia Holdings Public Company Limited, which was structured as a holding company, offered 8.1 million shares valued at approximately THB 146 million.
- Acting for Mermaid Maritime in connection with its initial public offering pursuant to Rule 144A and Regulation S, and listing on the Singapore Stock Exchange.
- Acting for Thai Airways in relation to the public offering of new ordinary shares issued by THAI and the sale of existing shares by the Ministry of Finance to investors under Rule 144A and Regulation S.
- Advising Esso on its international IPO and the listing of its shares on the SET, in tandem with a global offering to institutional investors. Esso raised THB 9.3 billion from its IPO. It was the biggest deal in Southeast Asia in 2008, and was also named "Best Thailand Deal" at the Finance Asia Achievement Awards in 2008.
- Acted in the private placement of shares in True Corporation as well as the rights issue of Mermaid Maritime under Singapore listing rules and of Thoresen Thai Agencies under Thai listing rules.

- Representing various issuers, major shareholders, financial advisors and underwriters in share offerings through international and domestic initial public offerings, public offerings, and private placements.
- Advising listed and non-listed companies, as well as local and foreign investors, in relation to amalgamation of companies, business transfers, share acquisition, delisting, corporate restructuring, and recapitalization.
- Advising Thai-listed companies in relation to regulatory and compliance matters under corporate law, securities law, corporate governance as well as disclosure requirements.
- Advising Thai-listed companies on issues relating to the securities offerings, mergers and acquisitions, securitization, and other capital market activities focusing on the Securities and Exchange Act, Securities and Exchange Commission notifications, and Stock Exchange of Thailand regulations.
- Advising local and foreign companies, including listed and non-listed companies, in connection with the issuance and offering of financial instruments in Thailand and abroad.
- Assisting Thai public companies in connection with their entire business transfer and various compliance matters under corporate law and securities law.

Mergers & Acquisitions

- Advising Charoen Pokphand Foods in its subscription and acquisition of shares in SuperDrob SA, Poland's leading poultry producer, and further setting up a new joint venture arrangement worth up to EUR 200 million.
- Advising Boon Rawd Group in the acquisition of a USD 1.1 billion stake in Masan Group, a Vietnamese food, beverage, and brewery conglomerate, and whereby Masan Holdings is listed on the Vietnam stock exchange, the deal is the largest M&A deal ever in Vietnam up to date. This deal was also awarded the M&A Deal of the Year 2016: Equity by Asian Lawyer Emerging Market Awards.
- Representing CP All in an acquisition financing related to its majority stake in Siam Makro, the operator of Makro cash-and-carry stores in Thailand, SHV Nederland, one of the world's largest trading groups. The USD 6.6 billion deal involved acquisition financing in the form of a bridge loan from multiple Thai and international financial institutions.
- Advising Charoen Pokphand Foods in their acquisition of a swine producer in Russia, Norway, and Denmark, involving various share purchase agreements and shareholders' agreements with major shareholders, private equity funds, tender offer process from minority shareholders and convertible loans. The deal value is approximately USD 96 million.
- Advised on the acquisition and tender offer process of Unique Mining Services Public Company Limited, a Thai-listed company, by Thoresen Thai Agencies.

- Advising PTT in the merger of PTT Chemical and PTT Aromatics and Refining to form PTT Global Chemical Plc, the largest company in the SET of Thailand petrochemical sector by market capitalization. The deal value was USD 5.5 billion.
- Advising listed and non-listed companies in their offshore joint venture projects globally, which include PTT Global Chemical, in their joint ventures with both private and state-owned enterprises for petrochemical refinery complex in Indonesia, Malaysia and France, and Charoen Pokphand Foods in their joint venture projects in Germany, Norway, Poland, Sri Lanka, Canada and the USA.
- Acting for international acquirers in due diligence investigation and acquisition of majority shares in listed and non-listed companies as well as their subsidiaries.
- Advising acquirer and target companies on due diligence investigation, corporate actions, tender offer requirements, relevant regulations, drafting and commenting on share purchase agreements, merger and acquisition documentation, and ancillary agreements.

Securities and Securities Businesses

- Advised on the acquisition of Sicco Securities by CIMB Bank, and the purchase of the securities brokerage business and asset transfer arrangements.
- Providing general and specific legal advice to listed and non-listed securities firms and local public companies to conform to Thai securities and other general law.

Corporate and Commercial

- Advising on corporate structures and joint ventures for Thai and foreign institutions.
- Advising on, negotiating, and drafting general commercial contracts, including conducting in-depth due diligence investigations.
- Assisting various public limited companies with regard to company secretarial roles as well as related corporate and securities issues.
- Assisting various private limited companies with corporate and commercial matters, including, conducting of annual general meetings and extra ordinary general meetings, capital increase, amendment of articles of association, board appointment, corporate governance, foreign business act and board of investment issues.

Family Business Governance

- Advising families in Thailand on offshore investments and cross-border acquisitions.
- Advising the Ratanarak family on their asset acquisition in the United Kingdom, and the Vinichbutr family on their corporate restructuring, acquisition in China, and investments in Myanmar.



- Acting as legal counsel to the Vinichbutr family in connection with the THB 1.7 billion acquisition of shares and outstanding debt in Bangkok Office Group companies.
- Advising the Karnasutra family and the Vinichbutr family in the Thailand-Myanmar joint undertaking to develop a mega project in Dawei under the Dawei Special Economic Zone, with a deal value of approximately USD 700 million.

Major Project Finance & Others

- Advising on major project finance.
- Commenting on general commercial contracts and business agreements.
- Advising on the laws and regulations pertaining to the Foreign Business Act and Board of Investment issues, as well on other related legal issues.
- Negotiating and drafting general commercial contracts and business agreements, including Supply Agreements, Manufacturing Agreements, Employment Contracts, Bidding Documents and Tender Documents.
- Advising on regulations pertaining to the Building Control Act, the Factory Act, and the Land Code, including advice on issues concerning real estate development projects.