



Representative Legal Matters

Apichart Kasemsri Na Ayudhya

Mergers & Acquisitions

Apichart is specialized in domestic and cross-border merger & acquisitions, amalgamations, joint ventures, business collaboration, corporate restructure, and business transformation. His industry-specific practice group covers financial institutions (FI), non-banks and consumer finance, asset management (AMC) businesses, and securities businesses.

Selected experience:

- Advised The Bank of Nova Scotia, which is one of the major shareholders of Thanachart Bank Public Company Limited ("TBANK"), with respect to the merger between TBANK and TMB Bank Public Company Limited. This deal was awarded Best Deal of the Year, by SET Awards 2020.
- Advised The Bank of Nova Scotia in connection with the sale of shares in TMB Bank Public Company Limited through block trade sale.
- Advised The Bank of Nova Scotia Group on the sale of shares in Thanachart Insurance Public Company Limited and Thanachart Securities Public Company Limited, to Thanachart Capital Public Company Limited and TMBThanachart Bank Public Company Limited.
- Advised Manila Water Company, Inc., a subsidiary of Ayala Corporation, in relation to the acquisition of shares in Eastern Water Resources Development and Management Public Company Limited from Electricity Generating Public Company Limited.
- Advised Citibank, N.A. Bangkok Branch on the THB 6.9 billion acquisition of unsecured personal loan and credit card portfolios from TISCO Bank Public Company Limited and its sister company, All-Ways Company Limited. This landmark deal is Citibank Bangkok's first inorganic growth since establishment.
- Advised TISCO Bank Public Company Limited in connection with the THB 5.5 billion acquisition of retail client businesses from Standard Chartered Bank (Thai) Public Company Limited. This landmark deal is part of the major sale of the retail business of Standard Chartered in various countries.
- Advised Islamic Bank of Thailand in relation to the sale of its non-performing financing to an asset management company established by the Ministry of Finance.
- Advised SSG Capital Management (HK) Ltd. in connection with the acquisition of all stakes in Alpha Capital Asset Management Co., Ltd.

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- Advised Bain Capital in relation to its acquisition of shares in Standard Chartered (Thai) Asset Management Company Limited from Standard Chartered Bank (Thai) Public Company Limited.
- Advised the Abraaj Group in its share acquisition of KPN Music Co., Ltd. one of the largest providers of music education in Thailand.
- Advised Boon Rawd Brewery Co., Ltd. on their reverse takeover transaction in Rasa Property Development Public Company Limited to bring their property business to list on the SET.
- Advised Srisawad Corporation Public Company Limited in relation to its sale of shares in Fast Money Co., Ltd. to Government Savings Bank and the joint investment and business collaboration between SAWAD and GSB in connection with FM's auto title loan business.
- Advised Srisawad Corporation Public Company Limited in relation to its sale of shares in SWP Asset Management Co., Ltd. to Noble Development Public Company Limited and the joint investment and business collaboration between SAWAD and Noble in connection with SWP's asset management business.
- Advised Srisawad Corporation Public Company Limited, one of the largest retail loan business operators listed on the Stock Exchange of Thailand, and Srisawad Capital 1969 Public Company Limited (formerly known as Srisawad Finance Public Company Limited) (BFIT), one of the leading finance business operators listed on the Stock Exchange of Thailand, on a business restructure of SAWAD Group, by way of share swap, private placement, and an entire business transfer of Srisawad Capital Company Limited (SCAP), a subsidiary of SAWAD, to BFIT, with a transaction value of THB 1.8 billion.
- Advised TD Venture Company Limited, a company within Carabao Group in relation to a joint venture arrangement with KASIKORNBANK Public Company Limited for the purpose of operating personal lending services.
- Advised TD Tawandang Company Limited, a company within Carabao Group in relation to an investment in and financing to TD by KASIKORNBANK Public Company Limited.
- Advised Nomura Asia Investment (Singapore) Pte. Ltd. on the sale of shares in Capital Nomura Securities Public Company Limited, a securities company incorporated in Thailand that provides financial services including a securities brokerage business and asset management advisory services for retail and corporate clients, via a bidding process, to Bank of Ayudhya Public Company Limited.
- Advised The Siam Commercial Bank Public Company Limited in relation to a joint venture arrangement with Abakus Ltd., a global leading technology-driven company, for the purpose of operating personal lending services using digital (online) platform

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- Advised Bank of Ayudhya Public Company Limited in connection with the business collaboration with Grab for the purpose of operating lending and other financial services via online platforms.
- Advised KASIKORNBANK Public Company Limited in relation to the acquisition of shares in PT Bank Maspion, a financial institution in Indonesia.
- Advised KASIKORNBANK Public Company Limited in connection with the collaboration in relation to hire purchase business with S11 Group Public Company Limited
- Advised a Thai investor with respect to the acquisition of Mirihi Island Resort located in the Republic of Maldives.
- Advised AEON Thana Sinsap Public Company Limited in connection with their sales of assets (Non-Performing Loan) to a purchaser selected through a competitive private auction.
- Advised TMB Bank Public Company Limited in relation to restructure of its financial group through establishment of a new asset management company, Phahonyothin Asset Management Company Limited, and entire business transfer (EBT) from Phayathai Asset Management Company (PAMC) to Phahonyothin Asset Management Company Limited.

Capital Markets & Securitization

Apichart provided legal advice and assistance to various major clients on securities offering, securitization and compliance with rules and regulations of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and the Thailand Securities Depository.

Selected experience:

- Advised Carabao Group Public Company Limited, Thailand's leading beverage and energy drink producer, and its major shareholders in the restructuring and initial public offering in conjunction with its global offering in accordance with Regulation S. The deal was structured as a holding company, offering 250 million shares valued at approximately USD 300 million. This deal was awarded by Alpha Southeast Asia as "Deal of Southeast Asia."
- Advised LHFG and its major shareholders (i.e., Land and Houses Public Company Limited and Quality Houses Public Company Limited) in relation to the private placement of LHFG's newly issued shares to CTBC Bank Co., Ltd.
- Advised AEON Thana Sinsap Public Company Limited in connection with the business cooperation with BTS Group Holdings Public Company Limited in relation to the securitization scheme.

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- Advised StashAway (Thailand) with respect to applying for a securities business license from the Thai Securities and Exchange Commission and the Ministry of Finance.
- Advised Thoresen Thai Agencies Public Company Limited in its capital increase.

Others:

- Advised ANZ Banking Group Limited in connection with the establishment of ANZ Bank (Thai) Public Company Limited, a subsidiary of a foreign commercial bank, in Thailand.
- Advised ANZ Banking Group Limited and ANZ Bank (Thai) Public Company Limited in relation to the cessation of banking business of ANZ Thai and establishment of a representative office in Thailand of ANZ Group.
- Advised Easy Buy Public Company Limited in relation to regulatory and compliance matters, particularly the Bank of Thailand's notification requirements.
- Advised AEON Thana Sinsap Public Company Limited in relation to laws and regulations on anti-money laundering and counter terrorism financing (AML/CTF).
- Advised Krung Thai Bank Public Company Limited with respect to Welfare Card Project.
- Advised Krung Thai Bank Public Company Limited with respect to the Digital Student Loan Project with the Student Loan Fund.
- Advised Bank of China (Thai) Public Company Limited with respect to regulatory and compliance matters, particularly the appointment of new chairman of the board of directors and segregation of the role and responsibilities between the chairman and CEO.
- Advised National Digital ID in preparing membership agreement and relevant compliance matters.
- Advised Bank of Ayudhya Public Company Limited in connection with the cross border fund transfer via API with foreign banks.