



Representative Legal Matters

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Capital Markets & Others

- Advised Betagro Public Company Limited, as the issuer's Thai law counsel on its initial public offering in Thailand and outside of Thailand under Regulation S and Rule 144A under the U.S. Securities Act. The IPO raised THB 20 billion (approximately, USD 530 million), including the over-allotment portion.
- Advised Capital Nomura Securities Public Company Limited, CGS-CIMB Securities (Thailand) Company Limited, Finansia Securities Limited, Kiatnakin Phatra Securities Public Company Limited Krungsri Securities Public Company Limited as well as Citigroup Global Markets Limited, Macquarie Capital Securities (Singapore) Pte. Limited and Merrill Lynch (Singapore) Pte. Ltd. as a Thai legal counsel in the initial public offering of 2,384,318,900 shares of Thai Life Insurance PCL under Regulation S and Rule 144A with the value of Baht 37 billion.
- Advised Bualuang Securities Public Company Limited, SCB Securities Company Limited as well as J.P. Morgan Securities plc and UBS AG, Singapore Branch as a Thai legal counsel in public offering of the new ordinary shares issued by Siam Makro and the sale of the existing shares by CPALL, Charoen Pokphand Holding and C.P. Merchandising to investors in the domestic and international markets under Rule 144A and Regulation S with the value of THB 47.850 billion. The public offering was launched after the acquisition of Lotus Group in Thailand and Malaysia by Siam Makro.
- Advised TICON Industrial Connection Public Company Limited, a leading real estate developer, on its capital increase, issuance and private placement of shares with the value of approximately USD 411 million, to an international real estate company listed on the SGX.
- Advised Bualuang Securities Public Company Limited, Kasikorn Securities Public Company Limited, SCB Securities Company Limited as well as Merrill Lynch (Singapore) Pte. Ltd. and UBS AG, Singapore Branch as a Thai legal counsel in the initial public offering of one of Thailand's leading energy producers, Gulf Energy Development Public Company Limited, in Thai and international market in accordance with Regulation S, with the value of approximately USD 625 million. The IPO marked Thailand's largest corporate listing in 2017. This deal also received Deal of the Year by SET Awards 2018 and Thailand Best IPO by The Assets Country Awards 2018, Best Deals – Southeast Asia and received Asian-Mena Counsels Honorable Mentions 2017.

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- Advised Comanche International Public Company Limited, a leading software developer, in its initial public offering of shares and listing on SET.
- Advised MOL Access Portal Sdn. Bhd., Malaysia's leading e-payment enabler for online goods and services, in connection with the initial public offering of American depositary shares for listing of MOL Global Inc.'s American depositary shares on the NASDAQ Global Market.
- Advised Star Petroleum Refining Public Company Limited, one of Thailand's top oil refiners, on its USD 365 million initial public offering (IPO) and listing on the SET in conjunction with its global offering in accordance with Regulation S & Rule 144A. This marks the largest IPO by market capitalization in the Thai energy sector in 2015. The deal was also named “Capital Markets Deal of the Year 2016, by Asian Lawyer Emerging Market Awards.
- 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 Esso Public Company Limited, a leading integrated petroleum refining and marketing company, on its initial public offer in conjunction with its global offering in accordance with Regulation S & Rule 144A and listing on the SET. Esso raised USD 291 million from its IPO. It was the biggest deal in Southeast Asia in 2008, and was also named “Best Thailand Deal by Finance Asia Achievement Awards 2008”.
- Advised Mermaid Maritime Public Company Limited, a leading international subsea and offshore drilling services company, in its USD 170 million global offering in accordance with Regulation S & Rule 144A and the listing of shares on the SGX.
- Advised 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, was a listing with all primary assets in Vietnam.
- Advised Thai Airways International Public Company Limited in relation to the public offering of new ordinary shares issued by THAI and the sale of existing shares by the Ministry of Finance (with the over-allotment shares granted by MOF) to investors in the domestic market (through underwriters) and the international market (through initial purchasers) under Rule 144A and Regulation S.
- Advised Glow Energy Public Company Limited, in the USD 205 million tender offer by Global Power Synergy Public Company Limited
- Advised Glow Energy Public Company Limited on the delisting tender offer, including other securities law matters for the delisting from the SET.

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- Advised Srisawad Corporation Public Company Limited, a leading consumer finance company, on its mandatory tender offer for the shares in Srisawad Finance Public Public Company Limited, and subsequently on the voluntary tender offer for acquisition of additional shares, with the transaction value of USD 70 million.
- Advised CP All Public Company Limited, the local operator of 7-Eleven convenience stores in Thailand, in its USD 6.6 billion acquisition of a majority stake in Siam Makro Public Company Limited, and launch the tender offer for the remaining shareholders with the objective to remain as a listed company on the SET. The transaction is the biggest Thai M&A deal in 2013.
- Advised Thai Nippon Rubber Industry Public Company Limited, a Thai listed company on SET, to acquire license agreement of 'Playboy' from U.S. and negotiated the license agreement with the licensor in 188 countries.
- Advised Thoresen Thai Agencies, a leading shipping company listed on SET, in relation to the acquisition and mandatory tender offer of Unique Mining Services Public Company Limited, another Thai listed company on SET.

Mergers & Acquisitions

- Advised CPPC Public Company Limited, a subsidiary of Charoen Pokphand Group, Thailand's largest and most prominent consumer products and food manufacturing company, on the sale of majority newly issued shares in CNC International Co., Ltd., the spunbond non-wovens maker company, to a Brazilian company, Fitesa S.A., one of the largest non-woven manufacturers in the world.
- Advised a strategic client in transfer of its hotel chain as part of its strategic restructuring to maintain its competitiveness as an independent luxury hospitality management group in Europe, the Middle East, Africa and Asia. The deal involved deep collaboration between Bangkok, Dusseldorf, Frankfurt, Vienna, Milan and London offices.
- Advised Thai Union Group Public Company Limited, a SET-listed company, a leading seafood producer in Thailand, on the acquisition over TUMD Luxembourg S.a.r.l which owns DPR Group in Russia. DPR Group is a retail focused fish and seafood business, and it is Russia's number one canned tuna producer.
- Advised Charoen Pokphand Foods Public Company Limited, a major SET-listed company and subsidiary of Thailand's conglomerate, Charoen Pokphand Group, in its acquisition of the business operations in Germany through Peter Paulsen, who holds a number of EU import quotas.
- Advised Charoen Plantation Company Limited, the agricultural and seed production and distribution arm of Charoen Pokphand Group, in its acquisition of a Cambodian company, which holds over 8,000 hectares of economic land concession rights from the Government of Cambodia, and a joint venture with local prominent figure in Cambodia, to grow plantation and major crops for the Asia Pacific region.

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- Advised CPF Investment Limited, a subsidiary of Charoen Pokphand Group, in its acquisition in Norfolk Foods (Private) Limited, a major ready-to-eat food manufacturer in Sri Lanka.
- Advised Boon Rawd Brewery Company Limited, Thailand's oldest and largest leading brewery and beverage producer, in the acquisition of a USD 1.1 billion stake in Masan Group, a Vietnamese food, beverage and brewery conglomerate, through Masan Holdings, a listed company on the Vietnam stock exchange. The deal was named M&A Deal of the Year 2016 by Asian Lawyer Emerging Market Awards.
- Advised Charoen Pokphand Foods Public Company Limited, a major SET-listed company and subsidiary of Thailand's conglomerate, Charoen Pokphand Group, in the acquisition of Russia Baltic Pork Invest and its subsidiaries through convertible loan, minority tender offer and fund investment structure across Russia, Norway and Denmark.
- Advised PTT Public Company Limited, the biggest state enterprise oil company, in the USD 5.5 billion amalgamation of PTT Chemical Public Company Limited, and PTT Aromatics and Refining Public Company Limited, which formed PTT Global Chemical Public Company Limited, making it the largest company on the SET petrochemical sector by market capitalization.

Joint Ventures

- Advised PTT Global Chemical Public Company Limited, PTT Group's petrochemical flagship, in the joint venture between PTTGC and Alpla Recycling Holding GMBH, for creating a new innovation of plastic recycling and waste management business in Thailand.
- Advised Team Precision Public Company Limited, a listed company on SET and a main player of electronics equipment in Thailand, on its joint venture arrangement with a US based high technology electronics hardware producer, to formally establish a joint venture and set foothold in the US and commence production to serve the North American market.
- Advised Carabao Group Public Company Limited, Thailand's leading beverage and energy drink producer, in the joint venture arrangement with a Chinese partner for the business operations under the Carabao trademark in the Greater China region, including Hong Kong, Macau, Taiwan, the People's Republic of China and East Asia.
- Advised Carabao Group Public Company Limited in connection with its joint venture with Intercarabao Private Limited, which will set the stage for the investments and expansion plan in the United Kingdom and Greater European market for beverage and energy drink.
- Advised Siamgas and Petrochemicals Public Company Limited, a listed company on the SET and a main player in petrochemicals and petroleum gas, in its joint venture, in a 230 Megawatt (MW) combined cycle power plant in Myanmar through Siam Gas Power Pte. Ltd., a wholly owned subsidiary of SGP incorporated in Singapore.

- Advised PTT Global Chemical Public Company Limited, PTT Group's petrochemical flagship, in relation to its USD 5 billion joint venture with PT Pertamina (Persero), a state-owned oil and natural gas corporation in Indonesia, to set up a refinery complex and trading arm for Asia.
- Advised Charoen Pokphand Foods Public Company Limited, a major SET-listed company and subsidiary of Thailand's conglomerate, Charoen Pokphand Group, in its acquisition in SuperDrob and setting up a joint venture to further invest in the agro-industrial and poultry businesses in Poland.

Private Equity

- Advised Denham Capital, a leading global energy-focused private equity firm and Nexif Energy Thailand B.V., a Singapore based power generating company with extensive experience in developing, and acquiring renewable power generation assets across Southeast Asia, in its acquisition of major plant project from Mperial Power Ltd., including further development and construction of power projects in Thailand.
- Advised Nexif Energy in its joint venture with Ratch Group Public Company Limited, a SET-listed company, leader in energy and infrastructure, in connection with a major power plant project development in Thailand and wind farm project in Vietnam.
- Advised Morgan Stanley through North Haven Thai Private Equity Fund in its acquisition of shares in Do Day Dream Public Company Limited, a reputable cosmetic company, before its listing on the SET.
- Advised UOB Venture Management Pte. Ltd., a venture capital firm with diversified portfolio in Southeast Asia, in its investment in Thai Hua Rubber Public Company Limited, a major rubber plantation owner, by way of convertible loans, and preparation for IPO of Thai Hua on the SET.
- Advised SCB 10X, a wholly owned subsidiary of Siam Commercial Bank Public Company Limited, on the investment platform and private equity investment and relevant requirements for its equity investment projects, including offshore structures and offshore investments.

Family Business Governance

- Advised the family of leading beverage producer, on its family and corporate structuring, including off-shore structuring and family governance documents.
- Advised the owners of Thailand's major department store and restaurant chain on family restructuring relating to setting up holding company, on-shore and offshore entities, inheritance, wealth management and trust including family governance documents.

- Advised the family of leading energy drink market in Thailand, Myanmar and Laos, in setting up family trust structure, business restructuring of group companies, shareholding restructuring, and management and coordination of the family's offshore entities.
- Advised the owner of a leading property development group on family business restructuring, family documentation and tax planning, including succession planning.
- Advised the owners of Thailand's leading food producer, in the corporate restructuring and tax planning for the purposes of family wealth management, aligning business lines and potential initial public offering (spin-off) of the group companies.
- Advised the owners of Thailand's leading producer and retailer of electronics appliances on tax planning, trust set up, and corporate restructuring, as well as drafting family charter and shareholders agreement.
- Advised the owners of Thailand's major construction company and infrastructure developer on its family business restructuring, corporate matters relating to the restructuring process, including preparation of legal documents pertaining to family business governance such as family constitution, family's shareholders agreement, and articles of association of family's holding companies.
- Advised the families of various major Thai conglomerates, in family business matters, such as family governance documents and family restructuring including setting up various onshore and offshore entities and trust.