



Kom Vachiravarakarn
Partner

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Area of expertise

- Mergers & Acquisitions
- Capital Markets
- Corporate Law

Languages

- Thai
- English

Practice description

Kom's principal area of practice is capital markets including IPOs, debt offerings, and takeovers. He also has a wealth of experience in mergers and acquisitions including the acquisition and disposal of equity interest in listed companies. His prior background as a senior legal officer with The Stock Exchange of Thailand (SET) has been instrumental in giving him the edge when it relates to offering expert securities regulatory advice.

He has extensive experience in advising both domestic and international clients on offerings of shares (domestic and international), investment and trust units under Rule 144A and Regulation S, corporate restructuring, joint ventures and commercial transactions as well as real estate investment trusts and infrastructure funds. The primary industries Kom has served include manufacturing/industrials, renewable energy, real estate and property development, construction materials/management, and engineering and food and beverages.

Practice focus

Significant transactions and projects in which Kom has been involved include:

Corporate, Mergers and Acquisitions, and Joint Ventures

- Advising Eka Pak Company Limited, one of the world's largest producers of rigid-barrier plastic packaging products, in connection with the acquisition of packaging companies in the People's Republic of China from Printpack US
- Advising Thaifoods Group Public Company Limited, an integrated food production company, in connection with the acquisition of all shares in Food Blessing (1988) Co., Ltd., a producer of sauce and seasoning products, with a deal value of THB 280.5 million.
- Advising SME Trust, a private equity trust invested by the Stock Exchange of Thailand, Krung Thai Bank Public Company and National Science and Technology Development Agency, in connection with the acquisition of several SME companies.

- Advising NPPG (Thailand) Public Company Limited, a listed company engaging in flexible plastic packaging for various types of consumer products and food business, in connection with the acquisition of several restaurant chains in Thailand including the franchise right of Dean & DeLuca and joint venture with its business partners to expand its restaurant business.
- Advising Mercury Global International Company Limited, an investment holding company focusing on investing diversified environmental protection industry project, in connection with the joint venture with Triton Holding Public Company Limited to operate a waste-to-energy power plant.
- Advising Big Camera Corporation Public Company Limited in connection with the joint venture and expansion of its business in Vietnam to operate retail shops.
- Advising Prima Marine Public Company Limited, a full-service provider in the marine transport industry, in connection with the acquisition of up to 100% shares in Big Sea Company Limited which operates an oil shipping and maritime business in Thailand. This complex acquisition was divided into 2 phases involving an earn-out provision for the payment of the second phase acquisition. Acquisition size of approximately THB 2.9 billion.
- Advising AEC Securities Public Company Limited in connection with the sale of AECS's retail securities business to UOB Kay Hian Securities (Thailand) Public Company Limited.
- Advising Food Capitals Public Company Limited, a rapidly growing consumption business across Asia and listed on the Stock Exchange of Thailand, in connection with the sale and divestment of certain subsidiaries to the purchasers.
- Advising Thai Mui Corporation Public Company Limited with the acquisition of 70% shares in Trend Asia Corporation to expand its business into the water treatment sector.
- Advising Siamraj Public Company Limited, a Thai listed company engaging in construction, procurement, distribution, and installation of engineered Pump and systems, in connection with the acquisition of 25.1% shares from two solar power plant companies: C2C Solutions Co., Ltd. and Sole Tech Solutions Co., Ltd. Acquisition of all shares in Techtronic Company Limited with an acquisition size of approximately THB 313.5 million.
- Advising Ferrum Public Company Limited, a Thai listed company engaged in LPG distribution and operates LPG services station in Thailand, in connection with the acquisition of 100% shares in Star Gas Company Limited. from the existing shareholder of Star Gas Company Limited. Acquisition size of approximately THB 550 million.
- Advising Chartchewa Company Limited, a holding company with investments in various business sectors, in connection with the acquisition of 31.88% shares of one of the leading property developers in Thailand - Chewathai Public Company Limited from TEE Development Pte Ltd (a wholly-owned subsidiary of TEE Land Limited, list on the Singapore Stock Exchange). This transaction was a complex international cross border deal structured to comply with the tender offer regulations with a total value deal of THB 318 million.
- Advising TIME dotCom International Sdn Bhd, a subsidiary of a Malaysian listed company, in connection with the acquisition, through a partial voluntary tender offer of 38.75 percent of the

issued share capital of Symphony Communication Public Company Limited, with an approximate total value of THB 1,540 million.

- Advising a group of Thai individuals in connection with the partnership with Singapore International School of Bangkok Company Limited, a leading provider and manager of premium Singapore school in Thailand, to establish an international school in Chiang Mai Province.

Capital Markets

- Advising B.Grimm Power Public Company Limited, one of Thailand's largest private power producers, in connection with the international initial public offering of new shares under Regulation S, with an approximate total value of THB 11.5 billion.
- Advising Phelps Dodge International (Thailand) Limited (PDITL), Thailand's leader for wire and cable manufacturer in connection with reverse takeover of Siam Inter Multimedia Public Company Limited through the entire business transaction and the tender offer of all shares. Approximate total value of THB 12.9 billion.
- Advising Thai Solar Energy Public Company Limited, a leading renewable energy company, in connection with the issuance of Transferrable Subscription Rights (TSR) to its existing shareholders in proportion to their shareholding.
- Advising Mitsib Leasing Public Company Limited, a selling and leasing services for Taxis, in connection with the domestic initial public offering of new shares.
- Advising Ocean Commerce Public Company Limited and investors in connection with the restructuring of a business engaged in the manufacturing of faucet products to one engaged in the trading of palm oil through changing the major shareholders including support through the entire process including disposal of fixed assets, sales and purchase agreements, meeting and issuance of warrants to existing shareholders by way of a rights offering. Total value THB 434 million.
- Advising Seamico Securities Public Company Limited, a Thai listed company engaging in securities business that operate by KT Zmico Securities Company Limited, in connection with the issuance and offering of new shares via private placement basis and the issuance and offering of warrants to rights offerings, March 2019, with a total approximate value of THB 467.1 million.
- Advising Thai Enger Holding Public Company Limited, a company providing construction and civil engineering services of all types, including engineering and architectural design, in connection with the domestic initial public offering of new shares, with an approximate total value of THB 446.3 million.
- Advising NPPG (Thailand) Public Company Limited, a company providing construction and civil engineering services of all types, including engineering and architectural design, in connection with (i) the issuance and offering of new shares via private placement basis, with a total value of THB 400 million, (ii) the issuance and offering of new shares on a rights offering basis and (iii) the issuance and offering of warrants.

- Advising Focus Development and Construction Public Company Limited in connection with the issuance and offering of new shares and warrants on a right offering basis.
- Advising SiamEast Solutions Public Company Limited, a distributor of industrial products and provides related services, in connection with the domestic initial public offering of new shares, with an approximate total value of THB 147 million.
- Advising B.Grimm Power Public Company Limited, one of Thailand's largest private power producers, in connection with the international initial public offering of new shares under Regulation S in connection with debt offerings, with an approximate total value of THB 5.5 billion.
- Advising Amata VN Public Company Limited, a Thai holding company with an operating company in Vietnam, in connection with the domestic initial public offering of new shares, with an approximate total value of THB 1.25 billion.

Publications and presentations

- Legal 500's Comparative Legal Guide for Real Estate Thailand 2019
- IFLR1000's M&A Thailand Activity Report 2019

Awards and Recognitions

- "Strong knowledge on M&A transactions and capital markets. Very helpful and flexible." (Client Feedback, IFLR1000 2020)

Employment History

- Senior Associate, Hunton & Williams (Thailand)
- Associate, Weerawong, Chinnavat & Partners

Education and admission

- LL.B. degree, Chulalongkorn University
- LL.M. degree, Monash University, Australia
- LL.M. degree in Securities and Financial Regulations, Georgetown University, United States
- Barrister-at-Law, the Thai Bar under the Royal Patronage

