



Kom Vachiravarakarn

Partner

Co-head of Corporate and M&A

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Languages

- Thai
- English

Education and Admission

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

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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 & property development, construction materials/management, engineering and food & beverages.

Professional Experience

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

Recent Awards and Rankings

- "Recommended Lawyer" in Corporate M&A (including capital markets) by The Legal 500 Asia Pacific 2020
- "Strong knowledge on M&A transactions and capital markets. Very helpful and flexible." (Client Feedback, IFLR1000 2020)

Practice Focus

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

Corporate, Mergers and Acquisitions, and Joint Ventures

- Representing a leading Thai food producer in its proposed cross-border investment in swine breeding farms and feed mill factories in China.
- Representing a major Thai property developer on its divestiture of two ongoing residential condominium projects in downtown Bangkok Metropolitan to a potential buyer who is required to further develop and finish the project.
- Representing CAT Telecom, one of the largest Thai telecommunications firms on its business expansion into the satellite industry by way of a joint venture with a satellite operator, Thaicom operating a satellite management business under the concessionaire with the Ministry of Transport.
- 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.
- Representing a major Thai manufacturer of food & beverages listed company and one of the largest swine producer in Thailand in connection with the acquisition of all shares in a company that produces sauce and seasoning products, with a deal value of THB 280.5 million (USD 9 million).
- Representing YUM and Kuvera Capital in connection with the sale of KFC's call center business under YUM to True Touch Co., Ltd., a joint venture between True Corporation Public Company Limited and Bellsystem24 Holdings that provides comprehensive Business Process Outsourcing and Outsource Call Center solutions.
- Representing the selling shareholders of AA.Nuctech Co., Ltd., an exclusive representative for China's NUCTECH Company Limited (NUCTECH) and a leading distributor of x-ray devices in Thailand in connection with a cross-border transaction for the sale of 49% shares of the same company to a Hong Kong purchaser for a joint venture partnership.
- 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.
- Acting as legal counsel to 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 in diversified environmental protection industry projects through a joint venture with Triton Holding Public Company Limited to operate a waste-to-energy power plant.
- Representing Big Camera Corporation Public Company Limited in connection with the joint venture and expansion of its business in Vietnam to operate retail shops.
- Representing 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 (USD 93.3 million).

- 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.
- Representing Food Capitals Public Company Limited, a rapidly growing food 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.
- Acting as legal counsel to Thai Mui Corporation Public Company Limited on 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 (USD 10.1 million).
- Representing Ferrum Public Company Limited, a Thai listed company engaged in LPG distribution and the operation of LPG services station in Thailand, in connection with the acquisition of 100% shares in Star Gas Company Limited. from the existing shareholders of Star Gas Company Limited. Acquisition size of approximately THB 550 million (USD 17.7 million).
- Acting as legal counsel to 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, listed 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 (USD 10.2 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 1.54 billion (USD 49.6 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

- Representing Khonburi Sugar Public Company Limited (KBS) — an integrated business of sugar manufacturing and distribution — to establish an infrastructure fund, Khonburi Sugar Power Plant Infrastructure Fund (KBSPIF), which will invest in the revenue generated from sale of electricity totaling 25.5MW under the power purchase agreement with the Electricity Authority of Thailand (EGAT) with an aggregated transaction value of THB 2.8 billion (approximately USD 93 million).
- Acting as legal counsel for Siamrajathanee Public Company Limited, a leading Thai company active in the outsourcing and car/property rental sectors in connection with its domestic initial public offering on the Stock Exchange of Thailand (SET) with an approximate total value of THB 310 million (USD 9.95 million)
- Representing Earth Tech Environment Company Limited (ETC) and Better World Green Public Company Limited (BWG) in the business of renewable energy power plant through waste fuel and industrial waste management services in connection with the spin-off, IPO and listing of shares of ETC on the Stock Exchange of Thailand (SET) valued at THB 319,750,000 (USD 10 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, with an approximate total value of THB 11.5 billion (USD 370 million).
- Representing Phelps Dodge International (Thailand) Limited (PDITL), Thailand's leading wire and cable manufacturer on its group's restructuring exercise by way of reverse takeover (backdoor listing) of Siam Inter Multimedia Public Company Limited (SMM) through the entire business transfer transaction by Team A Holding 2 Co., Ltd. (TAH2), a shareholder of PDITL, with the total value of THB 12.9 billion (USD 415.3 million). Based on the success of the reverse takeover, SMM successfully submitted its re-listing application and is currently renamed as Stark Corporation Public Company Limited, a holding company that invests in electrical cable manufacturing and distribution business.
- 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.
- Representing Mitsib Leasing Public Company Limited, a selling and leasing services for Taxis, in connection with its 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 (USD 14 million).
- Acting as legal counsel to 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 (USD 15 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 (USD 14.4 million).
- Representing 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 (USD 12.9 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.
- Acting as legal counsel to 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 (USD 4.7 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 (USD 177 million).

- 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 (USD 40.2 million).

Publications and Presentations

- Legal 500's Comparative Legal Guide for Real Estate Thailand 2018 (2nd Edition) and 2019 (3rd Edition)
- IFLR1000's M&A Thailand Activity Report - 2018 and 2019

Awards and Recognitions

- "Recommended Lawyer" in Corporate M&A (including capital markets) by The Legal 500 Asia Pacific 2020
- "Strong knowledge on M&A transactions and capital markets. Very helpful and flexible." (Client Feedback, IFLR1000 2020)