



Kom Vachiravarakarn

Partner

Co-head of Corporate and M&A

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Languages

- Thai
- English

Education

- LL.M in Securities and Financial Regulations, Georgetown University, USA
- LL.M, Monash University, Australia
- LL.B, Chulalongkorn University, Thailand

Professional Qualifications

- Barrister-at-Law, the Thai Bar under the Royal Patronage

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Profile

Kom is active in both corporate and M&A and capital markets practice. He has a wealth of experience in mergers and acquisitions including the acquisition and disposal of equity interest in listed companies, IPOs, debt offerings, and takeovers. His prior background as a senior legal officer with The Stock Exchange of Thailand (SET) provides him the edge when it relates to offering expert securities regulatory advice.

He is well known for 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 industries Kom regularly engaged in include industrial and manufacturing, energy, real estate, hotel and property development, construction materials, and food and beverage industry.

Areas of Expertise

- Corporate and M&A including capital markets
- Foreign direct investment
- Infrastructure funds, real estate and REITs

Professional Experience

- Senior Associate, Hunton & Williams (Thailand) Ltd.
- Senior Associate, Weerawong, Chinnavat & Partners
- Senior Legal Officer, The Stock Exchange of Thailand

Recent Awards and Rankings

- Rising star lawyer in Capital markets by Asialaw, 2021-2023
- Rising star lawyer in Corporate and M&A by Asialaw, 2021-2023
- Band 4 in Capital markets by Chambers Asia Pacific, 2023
- Recommended Lawyer in Corporate M&A (including capital markets) by The Legal 500 Asia Pacific, 2020-2021
- Recommended lawyer in Projects and Energy by The Legal 500 Asia Pacific, 2021

Practice Focus

A selection of matters in which Kom has been involved include:

Corporate and M&A

- Representing AssetWise Public Company Limited, a leading real estate developer in Thailand, with respect to a joint venture with Takara Leben, a Japanese real estate developer for Atmoz Bangna condominium, a THB 2.2 billion residential project, for a total value of THB 244.8 million.
- Represented AssetWise Public Company Limited in a joint venture by selling shares of its subsidiaries, Wise Estate 3 Company Limited to Takara Leben Co.,Ltd. (“Takara”), a company listed on the Tokyo Stock Exchange with deal value THB 50.4 million.
- Representing G Capital PCL (SET:GCAP) on its joint venture arrangements with three parties; (1) NIM Soft Co., Ltd., (2) Lion City Tech Company Limited and (3) 9F International Holdings Pte. Ltd. for joint investments and operations in Thailand-based joint venture companies, including Sabajjai Money Company Limited, for the expansion of a consumer-lending business nationwide.
- Representing Thai Coconut Public Company Limited on its joint venture arrangement with Creative Food Solutions Co., Ltd. (CFS) for their joint investment in and operation of Just Like and More Co., Ltd. (JLM).
- Representing Prima Marine Public Company Limited — a full-service provider in the marine transport industry and one of the largest fully integrated business operator in oil tanker and oil and petroleum storages in Thailand — on the acquisition from Thai Oil Public Company Limited — a subsidiary of PTT Group and the largest oil refinery in Thailand — of all equity interests in Thaioil Marine Co., Ltd. (including indirect acquisitions of TM's subsidiaries including TOP Maritime Services Co., Ltd.) of a total value of approximately THB 1.2 billion (USD 39.9 million).
- Representing Areeya Property Public Company Limited, a leading real estate developer listed on the Stock Exchange of Thailand (SET), on the divestiture of Mega 1 and Mega 2 Projects — an extremely rare transaction involving the "during-construction" residential condominium projects located in Bangkok's Bang Na area, a rapidly growing suburb near to the Suvarnabhumi International Airport — to Real Asset Development Co., Ltd. at the approximate value of THB 1.1 billion (USD 37 million).
- Representing Private Equity Trust for SME Growing Together 1 on an investment transaction for acquiring 18.37% of newly issued shares in Tellscore Company Limited at the total amount of THB 90 million.
- Representing One Asset Management Limited, trustee of Private Equity Trust for SME Growing Together 2, on an investment transaction for acquiring 9.68% shares in New Step Asia Company Limited, Southeast Asia's leading online distributor and turnkey e-commerce solutions provider amounting to USD 4.9 million.
- Representing One Asset Management Limited, trustee of Private Equity Trust for SME Growing Together 1 on an investment

transaction for acquiring 13.40% of issued shares in AppMan Company Limited, an InsurTech company with expertise in the life insurance industry amounting to USD 3.16 million.

- Representing a group of high-net-worth individuals/ buyers on the 69.18% share acquisition transaction including preparing Tender Offer for all shares of One to One Contacts Public Company Limited ("OTO") from Samart Engineering Company Limited and Samart Corporation Public Company Limited in the total amount of THB 464,880,000 (USD 15.5 million). Part of the transaction include providing escrow services for the buyer and the seller.
- Representing Nathalin Group in setting up a joint venture company and further represented CNNC Joint Venture — consisting of three entities, NTL Marine, Nathalin and Zhonggang Construction Group from China — in connection with the submission of the successful bidding proposal to the Port Authority of Thailand for the Construction Work for Laem Chabang Port Development Project Phase 3 (Part 1) Off-Shore Construction worth over THB 21 billion (USD 709 million).
- Representing Nex Point Public Company Limited (NEX) — a Thailand-based manufacturer of high precision parts or accessories for electronic products with factories in Ayutthaya and Singburi provinces — in connection with its investment to penetrate the electric bus-related business through the acquisitions of partial equity interest from the existing shareholders in two target companies; Beli Service Company Limited, with a deal value of THB 260 million (approximately USD 8.34 million), and Absolute Assembly Company Limited, with a deal value of THB 218.2 million (approximately USD 7 million).
- Representing Altitude Creed Talat Phlu Company Limited, a Thai joint venture company engaging in the real estate development sector, in connection with an offering of 15.26 percent of its issued shares capital to Thai investor on an investment in Altitude Unicorn Sathorn-Tha Phra, a high-rise condominium in Bangkok's Talat Phlu area, with a deal value of THB 62.9 million (USD 2 million).
- Representing a leading Thai food producer in its proposed cross-border investment in swine breeding farms and feed mill factories in China.
- 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 valued at THB 10 million (USD 323,625).
- Representing 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 Thaifoods Group Public Company Limited, a major Thai manufacturer of food & beverages company, as legal counsel 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 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.
- Representing 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.
- Representing Global Consumer PLC., 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.
- Representing 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).
- Representing 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.

- Representing Thai Mui Corporation Public Company Limited as legal counsel on the acquisition of 70% shares in Trend Asia Corporation to expand its business into the water treatment sector.
- Representing 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).
- Representing Chartchewa Company Limited, a holding company with investments in various business sectors, as legal counsel 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).
- Representing 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).
- Representing 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 Assetwise, a holding real estate company owning 15 subsidiaries on the offering of 206,000,000 ordinary shares, representing 27.07% of the issued and called shares, through an initial public offering (IPO) on the Stock Exchange of Thailand (SET) in the total amount of THB 206 million (USD 6.85 million).
- Representing Nex Point Public Company Limited (NEX), in connection with the issuance and offering of newly issued shares by way of private placement to specific investors, including Energy

Absolute Public Company Limited for the purpose to expand its business operations relating to repairing and maintenance of buses in Thailand with a deal value of THB 2,354 million (USD 74.5 million).

- Representing Prosper Engineering Public Company Limited, a provider of engineering systems, design services, contractors, engineering consulting, and system maintenance services in connection with its domestic initial public offering on the Market for Alternative Investment (mai) with an approximate total value of THB 270 Million.
- Representing a leading residential real estate and property developer, in connection with the domestic initial public offering on the Stock Exchange of Thailand (SET).
- 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 the 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).
- Representing Siamrajathanee Public Company Limited, a leading Thai company active in the outsourcing and car/property rental sectors, as legal counsel 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) — a subsidiary of Better World Green Public Company Limited, operating three power plants using waste fuel with a commercial electricity distribution of a total installed capacity of 20.4 megawatts — in connection with the spin-off, IPO, and listing of shares of ETC in the Market for Alternative Investment (mai) in Thailand with a total value of THB 600,000,000 (USD 19 million).
- Representing 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.

- Representing 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.
- Representing 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).
- Representing 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).
- Representing 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.
- Representing Focus Development and Construction Public Company Limited in connection with the issuance and offering of new shares and warrants on a right offering basis.
- Representing 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).
- Representing 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).

- Representing 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