



## Rujisaya Bubpaprohm

**Associate**

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### Languages

- Thai
- English

### Education

- LL.B., Thammasat University, Thailand

### Professional Qualifications

- Notarial Services Attorney, the Lawyer Council of Thailand
- Member, the Lawyer Council of Thailand

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### Profile

Rujisaya Bubpaprohm is an associate at Kudun and Partners. She provides a wide range of legal and commercial advice to international and local investors on mergers and acquisitions (M&As), corporate and commercial matters, foreign business issues, investment promotion, and banking and finance.

### Areas of expertise

- Corporate and Commercial
- Merger & Acquisition
- Foreign Direct Investment

### Professional Experience

- Tilleke & Gibbins International Ltd.
- PricewaterhouseCoopers Legal & Tax Consultants Ltd.

### Practice Focus

A selection of matters which Rujisaya has been involved include:

#### General Corporate & Commercial

- Providing legal advice to multi-national clients covering available options and suitable shareholding structure for setting up both majority foreign and Thai owned legal entity in Thailand.
- Raising points to be concerned on the business operation such as requirement of shareholding structure, directors, registered office, capital, profit repatriation, labour and cessation of entity including necessary permits and license requirement.
- Assisting clients on legal entity establishment, corporate maintenance, restructuring, and dissolution.

#### Merger & Acquisitions and Corporate Restructuring

- Conducting legal due diligence (LDD) on companies in various industries e.g., non-life insurance, power plant, automotive products manufacturer, chemical product manufacturer, trading etc.
- Providing legal advice covering available business integration methods, legal concerns and requirements for transferring and acquiring specific

target business, e.g., commercial bank, insurance, manufacturing and logistics etc.

- Advising and preparing of legal steps plan required for the completion of both partial and entire business transfer and acquisition including providing legal implementation service according to legal steps plan.
- Providing legal advice and alternatives including legal required steps for corporate restructuring to mitigate nominee shareholding arrangement issues.

#### **Banking and finance**

- Providing legal advice and legal steps plan required for the M&A of the two reputed commercial banks in Thailand covering legal restriction and requirement under Public Limited Company Act and the Bank of Thailand's (BOT) law and regulations.
- Assisting the foreign asset management company (AMC) on the establishment its legal entity and applying for the AMC license from the BOT including providing legal services for the BOT's post-legal compliance.
- Advising both Thai and foreign companies regarding the BOT laws and regulations e.g. the foreign exchange control, payment service, P-2-P lending etc.

#### **Foreign Direct Investment (FDI) and Investment Promotion (BOI)**

- Providing legal compliance audit report including legal analysis as to verify legal compliance of clients' existing business operation with the Foreign Business Act (FBA) and regulatory requirements together with lawful solutions or any other alternatives for dealing with any legal risks under the FBA.
- Providing legal alternatives for foreign companies for their business expansion to Thailand, assisting in obtaining foreign business license, foreign business certificate including the Protection under Thai-US Treaty of Amity.
- Conducting BOI legal audit addressing the BOI exposure on tax exemptions granted under the BOI Act and offering legal solutions which could save huge amount of corporate income tax (CIT), retroactive taxes and surcharge and minimizing of the exposure to potential taxation risks in the future.
- Assisting clients on applying for the BOI promotion in several activities such as TISO, ITC, IHQ, IBC, e-commerce and manufacturing including assisting and advising on preparation of application and documents for BOI project amendment, full operation start up license, clearing import duty with the Customs and cancellation of BOI certificates.