



Nitchaya Vaneesorn

Partner

Thanathip & Partners

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Profile

Professional Membership: - Extraordinary Member of the Thai Bar Association
- Member of the Law Society of Thailand

Significant experiences in merger and acquisition, public takeover, corporate finance, capital markets transaction, securities related laws and general corporate law. Main area of practice includes domestic and cross border merger and acquisition, fund raising, securities offering and listing, SET and SEC related laws, shareholder restructuring, commercial contracts and general corporate law advice.

Expertise

M&A, Capital Markets and Corporate

Experience

Notable Transactions

- advising **Dentsu Group** in the internal restructuring of their entire group companies in Thailand by way of entire business transfer, amalgamation and share transfer
- advising **Central Pattana Public Company Limited** in the acquisition by its subsidiary of a majority interest of shares in Siam Futures Public Company Limited which result in a mandatory tender offer of all its total issued shares
- advising **Central Pattana Public Company Limited** in connection with the delisting of securities of **Siam Futures Public Company Limited**
- advising the founders of **Rabbit Digital Group** in connection with the disposition of their entire equity interest to Accenture
- advising **Principal Capital Public Company Limited** in the investment by RATCH Group Public Company Limited by way of an offering and issuance of new shares under the General Mandate Scheme on a private placement basis
- advising the founders of **Unison Group**, the leading pharmaceutical and healthcare products manufacturer, in the disposal of their equity interests in Unison, Medline, F.C.P. and All Research to B.Grimm Healthcare
- advising **Sanofi Group** in their internal restructuring and spin off its Consumer Healthcare Business to be under Opella Healthcare
- advising **L&H Property** and **LH Mall & Hotel** in the initial public offering of its two real estate investment trusts (REITs) and subsequent fund raisings through public offering, including relevant acquisitions and additional investments by LHSC in Terminal 21 Shopping Center and LHHOTEL in Grand Centre Point Terminal 21, Grand Centre Point Hotel Ratchadamri, Grand Centre Point Hotel Sukhumvit 55, Grande Centre Point Space Pattaya and Grande Centre Point Pattaya
- advising on the joint venture between **Humanica Public Company Limited** and **PharmCare Group**, the operator of the health tech platform called "PharmCare"
- advising **Istithmar Hotel**, a subsidiary of Dubai World group, in the disposition of its entire interest in the group companies operating W Hotel Koh Samui
- advising **Thai President Foods** in its voluntary tender offer for the entire securities of President Bakery with a total value of over Baht 9 billion

- advising **Principal Capital Public Company Limited** in a number of acquisitions of hospitals and aesthetic clinics nationwide, including Paknampho Hospital, Sahavej Hospital, Pitsanuvej Hospital, Princ Hospital Suvarnabhumi, Virajsilp Hospital and Pewdee Clinics, as well as the acquisition and subsequent disposition of its real estate development businesses
- advising **CS Loxinfo Public Company Limited** in its delisting of securities
- advising on the acquisition of 23.3% equity interest in **Noble Development Public Company Limited** by new strategic investors
- advising **Power Solution Technologies Public Company Limited** in its acquisition of 51% equity interest in Biggas Technology Co., Ltd. and the issuance and offering of its new shares by way of private placement for funding the acquisition
- advising **Pace Development Corporation Public Company Limited** in its equity injection and secured debt financing into its two subsidiaries in connection with the development and completion of the Mahanakorn Tower and an adjacent retail building by Apollo Sprint Holing Company Limited and Goldman Sachs Investments Holdings (Asia) Limited
- advising **Credit Suisse (Singapore) Limited** in its acquisition of approximately 4.5% equity interest in IRPC Public Company Limited held by the Government Pension Fund of Thailand through a block trade transaction
- advising **Bangkok Dusit Medical Services Public Company Limited (BDMS)** in its acquisitions of a several hospitals in Thailand (i.e. Phuket International Hospital, Sanamchan Hospital, Ratanavej Hospital and Ratanavej Hospital for Children) by way of an entire business transfer, as well as its acquisition of Save Drug, a renowned pharmacy chain with country-wide outlets
- advising **SGS Capital Pte. Ltd.** in its acquisition of the entire equity interest in Gifted IVF Udonthani Clinic Co., Ltd., a company engaging in In-Vitro Fertilisation (IVF) business in Thailand
- advising the founding shareholders of **Rabbit's Tale** in the disposition of their partial equity interest and joint venture with TYO – Asia Pte. Ltd.
- advising **Hydoo International Holding Limited**, a company listed on Hong Kong Stock Exchange, in its joint venture with its Thai partner to develop a modern commercial and trade logistic city in Thailand
- advising **Sentinel Capital Partners** in its global acquisition of RotoMetrics in respect of its subsidiary in Thailand

- advising **Sumitomo Corporation** in its investment in Kaset Thai International Sugar Corporation Public Company Limited
- advising **Nation Multimedia Group (NMG)** and **Nation Broadcasting Corporation (NBC)** in the acquisition of their respective license to use allocated frequencies for national commercial digital television services which fall under Class 4 Transaction
- advising the founding shareholders of **Prepack (Thailand) Company Limited** in the disposition of their majority equity interest in Prepack to TC Flexible Packing Co. Ltd., a subsidiary of Siam Cement Group
- advising **Central Group** and **OfficeMate Public Company Limited** in the backdoor listing of OfficeMate as a result of the merger amongst OfficeMate, Office Depot and B2S
- advising on a joint venture between the founding shareholders of **Villa Market JP** and We Retail, a subsidiary of Property Perfect Public Company Limited
- advising **NMG, NBC** and **Nation International Edutainment** in their respective rights and warrant offerings
- advising **TOA Corporation** on its acquisition of the business of Thaimart Store Company Limited
- advising **TPV Technology** of its acquisition of a majority interest in television business of Philips Electronics

Others

- assisting **Analistas Financieros Internacionales (Afi)** in conducting legal studies and analysis on Shaping the Landscape of Thai Securities Business After Covid-19 and Under Digital Disruption, the project mandated by the World Bank Group for the Office of the Securities and Exchange Commission, including in respect of securities and derivatives licensing regime
- advising **offshore funds** in respect of the marketing of products under Thai securities laws
- advising **multinational corporations** including **Air Asia** in relation to its Employee Stock Option Plan in Thailand
- advising **foreign commercial banks** including **Bank of New York Mellon and Commonwealth Bank of Australia** in connection with their securities, trading and advisory services under Thai securities and banking laws
- advising **Garmin** on its commercial contracts and regulatory advice concerning its business operation in Thailand

Education

- 2010 - 2011 Columbia University, LL.M.
2004 - 2008 Chulalongkorn University, LL.B. (First Class Honours)

Career to Date

- 2023 to date Partner, Thanathip & Partners
2018 - 2022 Senior Associate, Thanathip & Partners
2012 - 2017 Associate, Thanathip & Partners

Publications

- **Public Mergers and Acquisitions Global Guide 2015/16:** Thailand Chapter
- **Public Mergers and Acquisitions Multi-jurisdictional Guide 2014/15:** Thailand
- **Corporate Governance and Directors' Duties in Thailand:** Overview, Practical Law Corporate Governance Multi-jurisdictional Guide 2012/13

Others

Lecturer

- **Chulalongkorn University**, Faculty of Law, Essential Skills for Legal Practice Course, 2023 and 2024
- **Thammasart University**, Faculty of Law, Skill Development for Future Lawyer Course, 2023 and 2024
- **Thammasart University**, Faculty of Law, Securities Law Course, 2022 and 2023

Public Presentations

- **GC Summit Thailand 2022: Digital Assets – Thailand Regulatory Challenge**, organised by The Legal 500, November 2022
- **Due Diligence in Action, Top Secret for M&A – JV – IPO**, organised by OMEGAWORLDCLASS, 2021 - 2024
- **M&A in Action, Legal Strategies for Successful M&A**, organised by OMEGAWORLDCLASS, September 2021