

ADVISER PROFILE



Name: Nipaporn Supha-Utchaichan
Position: Country Partner
Location: Bangkok, Thailand
Experience: 12 years
Nationality: Thai

CURRICULUM VITAE

Membership in Professional Societies:

Attorney-at-law license 2514/2547 issued by the Law Society of Thailand

Key Qualifications:

Nipaporn is Country Partner for DFDL Thailand. Her areas of expertise include corporate matters with an emphasis on foreign direct investment, corporate transactions, mergers and acquisitions and financings. She has led numerous merger and acquisition projects, involving full due diligence and the drafting and review of transactional documents. Nipaporn specializes in Thai and international tax law and is experienced in tax structuring for both inbound and outbound investments. She has provided advice on compliance of Financial Account Tax Compliance Act (FATCA) (i.e. US tax laws) and implementation of FATCA guidance, and has been a speaker at FATCA training sessions for Thai financial institution clients. Nipaporn holds a Master of Laws from Queen Mary University of London, UK, a Master of Laws from Chulalongkorn University, Thailand, and a Bachelor of Laws from Assumption University, Thailand.

Education:

- 2006 - Master of Laws (specialized in tax law), Queen Mary University of London, UK
- 2002 — Master of Laws (International Program), Chulalongkorn University, Thailand
- 2000 — Bachelor of Laws Assumption University, Bangkok, Thailand

Employment Record:

- **DFDL**, Bangkok, Thailand (January 2017 – Present)
Country Partner
- **DFDL**, Bangkok, Thailand (June 2014 – December 2016)
Senior Legal and Tax Adviser
Areas of practice include:
 - Advising on M&A deals, i.e. conducting due diligence, preparing M&A transactional documents through implementing the closing;
 - Advising on organizing the form of business enterprise most suited to clients' requirements in relation to inbound investment;

- Advising on Thai tax implications to multinational companies in respect of their international transactions, having regard to domestic tax laws, relevant double tax treaties and tax laws in other relevant jurisdictions; and
 - Advising on the transfer of petroleum concessions, both between the affiliated companies and non-related companies, including assisting the clients in preparing applications for the transfer of the concession until the approval is granted.
- **KPMG Phoomchai Tax Ltd.** (October 2012 – May 2014)
Tax Manager (International Tax team)
 - **DFDL, Bangkok, Thailand** (June 2007 – September 2012)
Senior Legal Adviser
 - **FBLP Legal Co., Ltd., Bangkok, Thailand** (February 2007 – May 2007)
Associate
 - **Frank International Ltd., Bangkok, Thailand** (December 2002 – August 2004)
Legal Consultant

Details of Major Projects Undertaken

Thailand

Focus on M&A and Inbound Investment Sectors

Acquisition of a Thai telecommunications company – Chinese company (2017)

Assisted the client in conducting legal due diligence on the Thai telecommunications company and the related property required for operating its business in Thailand.

Inbound Investment - Atharv Cleantech Limited (2017)

Advised an India-based developer in relation to the potential acquisition of development rights up to an aggregate of 50MW under the agricultural cooperative solar program for utility-scale solar operations.

Sale of Thai express food business – Clipper Holdings (2016 – 2017)

Advised on and implemented the capital and ownership restructuring of the client’s business in the region, which involved companies in Singapore, Thailand, Lao P.D.R., Cambodia, Myanmar, and Hong Kong, to restructure ownership under one Thai holding company. Acted as a seller’s counsel in relation to sale of a minority stake and issuance of new shares in a Thai holding company to a private equity fund.

Acquisition of biogas project in Thailand and Lao P.D.R. – Private equity firm (2016)

Represented a private equity firm in acquiring shares in a Thai company engaging in renewable power projects in Thailand and the Lao P.D.R.

Inbound Investment – French public transport operator (2016)

Advised a French public transport operator on a joint venture with Thai and foreign partners in bidding EPC works in relation to Bangkok’s Yellow line project and Pink line project underground railways.

Acquisition of Waste-to-Energy project – Hong Kong company (2016)

Assisted a Hong Kong company in acquiring a target waste-to-energy developer.

Acquisition of online ticket company – Singapore investment fund (2016)

Assisted a buyer in conducting legal due diligence of the target and reviewing the transactional documents.

Sale of a Thai lubricant trader company – BP Castrol (2015)

Represented a British company in the sale of its shares in a Thai lubricant trader company.

Sale of Thai and Philippine packaging companies – Belgian company (2014)

Represented a Belgian company in the sale of its entire shares in Thai and Philippine companies engaging in packaging business.

Inbound Investment – Chinese EPC company (Oil & Gas Business) (2014)

Advised a Chinese EPC on investment structure in relation to the construction of wellhead-platform in Thailand.

Inbound Investment – French EPC company (Railway EPC Business) (2014)

Advised a French company on investment structure in relation to undertaking a railway project in Thailand.

Acquisition – Thai petroleum company (2014)

Represented a Canadian listed company (as a parent company) in selling a petroleum concessionaire company and advised the client on restructuring for tax optimization purpose.

Acquisition – Thai five star resort (2014)

Represented a Thai seller in negotiations with the buyer in selling shares in a Thai five star hotel.

Acquisition – Medical assistance company (2012)

Represented a French company in the acquisition of a medical assistance company, including conducting due diligence through reviewed relevant transactional documents.

Acquisition – THB 1,500 M – Kah Motor Sdn Bhd (2011)

Acted as project counsel to Kah Motor in relation to acquisition of a grade A serviced apartment on Sathorn Road, Bangkok.

Inbound Investment – LifeBrandz Group (2011)

Advised LifeBrandz (Singapore listed company) on restructuring of the operating companies and on investment in and operating of sports bar restaurants in Thailand.

Acquisition – Thai adhesive chemical production company (2011)

Represented a Thai venture capital in the acquisition of 20% of shares in a Thai chemical production company and prepared a shareholders agreement.

Acquisition – USD 175 M – China CAMC Engineering (2009)

Acted as a project counsel for China CAMC Engineering in relation to a USD 175 M 120 MW co-generation power project in Pathumthani, Thailand.

Acquisition – Thai palm oil extract and biomass power plant (2009)

Represented a Thai listed company in the acquisition of assets from a biomass power plant company.

Inbound Investment – Guangdong Midea Electric (2009)

Represented Guangdong Midea Electric (known as Midea) in negotiations and entering into a JV Agreement with Thai partners in respect of operating a trading business in Thailand.

Acquisition – THB 670 M – Pacific Assets Pcl (2008)

Assisted with due diligence and acquisition of a grade A hotel and serviced apartment on Sathorn Road, Bangkok.

Banking & Finance Sector

Asset Financing – Deutsche Bank (2014 – 2016)

Assisted a lender's local counsel in relation to a global asset financing project and the subsequent amendments thereto; coordinated with the lead counsel and borrower's local counsel in reviewing the financing documents (Thai law perspective); prepared the Thai security documents and the Thai closing documents.

M&A Financing – Bank of America Merrill Lynch (2015 – 2016)

Acted as a borrower's local counsel in relation to an M&A financing project; coordinated with the lead counsel and lender's local counsel in reviewing the financing documents (Thai law perspective); reviewed the Thai security documents and the Thai closing documents.

Real Estate Financing – ASM (Hong Kong Private Fund) (Bridging Finance) (2014)

Acted as a lender’s counsel in relation to a real estate financing project; coordinated with the foreign counsel in preparing the foreign security documents; prepared financing documents, Thai security documents and Thai closing documents.

Banking Regulations - Swiss bank (2014)

Advised a client on licenses or permits required for operating as a bank, securities broker, or other business similar to banks in Thailand.

Real Estate Financing – Argentinian company (2014)

Acted as a lender’s counsel in relation to a real estate financing project; advised on the structure of financing and security; prepared financing documents and security documents.

Real Estate Financing – OCBC (2009)

Acted as a lender’s counsel in relation to real estate financing project; prepared financing documents; Thai security documents; restructuring the facilities under the financing documents.

Tax

Tax Structuring Advice – Chinese EPC company (Oil and Gas Business) (2014)

Advised on tax structuring for undertaking a wellhead platform project in Thailand.

Tax Structuring Advice – French retail company (2014)

Advised on tax structuring for a French retail company in engaging in providing energy efficient solutions in Thailand.

Tax Structuring Advice – Chinese EPC company (Pipeline project) (2013)

Advised on tax structuring for undertaking an EPC pipeline project in Thailand.

Tax Structuring Advice –Group of hospitality companies (2013)

Advised on the tax implications for a Real Estate Investment Trust (REIT) structure, both pre and post REIT structure.

Tax Structuring Advice – Petrochemical company (2013)

Advised on tax structuring for a petrochemical company’s investment from France into Thailand and China.

Tax Advice – Commercial aircraft leasing company (2012)

Advised on the tax implications of leasing aircraft by an Irish company to a Thai company under Thai laws and DTA.

Tax Advice – Kah Motor Company Sdn Bhd (2012)

Advised on tax structuring of an acquisition of a grade A serviced apartment on Sathorn Road, Bangkok.

Tax Advice – International SOS (Thailand) (2011)

Advised on annual tax compliance of International SOS (Thailand) in the form of a Tax Review Report and on tax optimization in respect of operating payments and income.

Tax Advice – Ducati Motor (Thailand) (2011)

Advised on the tax implications of operating arrangements/agreements of Ducati Motor (Thailand) under the Thai Revenue Code and relevant Double Tax Agreements. Further advised on tax optimization in respect of operating payments and income.

Tax Advice – Siam Cement Group Chemical

(2010)

Advised SCG on the tax implications of a new holding structure of SCG subsidiary located in Vietnam under Thai laws and the Double Tax Agreement between Thailand and Vietnam.

Focus on Foreign Account Tax Compliance Act Sector

FATCA Compliance – Association of Investment Management Company

(2013)

Acted as a project counsel for FATCA compliance, including providing guidance and training for clients.

FATCA Compliance – Association of Thai Securities Companies

(2013)

Acted as a project counsel for FATCA compliance, including providing guidance and training for clients.

FATCA Compliance – Thai Life Assurance Association

(2013)

Acted as a project counsel for FATCA compliance, including providing guidance and training for clients.

FATCA Compliance – Thai Life Insurance PLC

(2013)

Acted as a project counsel for FATCA compliance and advised on the implementation of FATCA, in terms of client on-boarding through reporting to the IRS.

FATCA Compliance – Krungthai Credit Card (KTC)

(2013)

Acted as a project counsel for FATCA compliance and advised on the implementation of FATCA, in terms of client on-boarding through reporting to the IRS.

FATCA Compliance – Confidential client

(2013)

Acted as a project counsel for FATCA compliance and advised on the implementation of FATCA, in terms of client on-boarding through reporting to the IRS.

Languages:

	Speaking	Reading	Writing
Thai	Excellent	Excellent	Excellent
English	Good	Good	Good

BANGLADESH

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