



## Rujisaya Bubpaprohm

Senior 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

[www.kudunandpartners.com](http://www.kudunandpartners.com)

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Lumpini, Pathumwan, Bangkok  
10330, Thailand

### Profile

Rujisaya is a senior associate at Kudun and Partners. She provides a wide range of legal and commercial advice to international and local businesses on corporate and M&A matters, foreign direct investment including investment promotion and banking and finance. She is well versed in partial and entire business transfer M&A projects and is experienced in advising clients on pre- and post-merger issues. Apart from M&A, she has assisted foreign companies in license and permit applications, as well as protection under the Thai-US Treaty of Amity and identifying applicable tax exemptions. Her experience covers an extensive range of industries including automotive, financial institutions, non-life insurance, energy, logistics and manufacturing.

### Areas of expertise

- Capital Markets
- Corporate and M&A
- Foreign Direct Investment

### Professional Experience

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

### Practice Focus

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

#### General Corporate & Commercial

- Providing legal advice to multi-national clients covering available options and suitable shareholding structures for setting up both majority foreign and Thai owned legal entities in Thailand.
- Raising points of concern on the business operation such as the requirement of shareholding structure, directors, registered office, capital, profit repatriation, labour and cessation of the entity including necessary permits and license requirements.
- Assisting clients with 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 legal plan required for the completion of both partial and entire business transfer (EBT) and acquisition including providing legal implementation service according to legal plan.
- Providing legal advice and alternatives including legally required steps for corporate restructuring to mitigate nominee shareholding arrangement issues.

#### **Banking and finance**

- Providing legal advice and legal plan required for the merger and acquisition of two reputable commercial banks in Thailand covering legal restrictions and requirements under the laws of the Public Limited Companies Act and the regulations of the Bank of Thailand (BOT).
- Assisting a foreign asset management company (AMC) in establishing its legal entity in Thailand and applying for the AMC license with the BOT including providing legal services for the BOT's post-legal compliance.
- Advising various Thai and foreign companies in relation to BOT laws and regulations such as foreign exchange control, payment service, P-2-P lending, etc.

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

- Providing a legal compliance audit report, which includes legal analysis, to verify the legal compliance of clients' existing business operations with the Foreign Business Act (FBA) and regulatory requirements, as well as lawful solutions or other alternatives for dealing with any legal risks under the FBA.
- Providing legal alternatives for foreign enterprises seeking to expand into Thailand, including assistance in getting a foreign company license and a foreign business certificate, as well as protection under the Thai-US Treaty of Amity.
- Conducting a BOI legal audit to examine the BOI's exposure to tax exemptions provided under the BOI Act and suggesting legal remedies that might save a significant amount of corporate income tax (CIT), retroactive taxes, and surcharges, as well as limiting future taxation concerns.
- Assisting clients in applying for BOI promotion in a variety of activities such as TISO, ITC, IHQ, IBC, e-commerce, and manufacturing, including assisting and advising on application and document preparation for BOI project amendment, full operation start



up license, clearing import duty with Customs, and cancellation of BOI certificates.