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| Areas of expertise  Corporate & Commercial | Mergers & Acquisitions | Environment | Real Estate  Languages  Thai  English |
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Practice description

Punwadee joined Baker & McKenzie in 2006. Prior to that, she was at the Office of Council of State, Office of the Prime Minister of Thailand, for almost three years. She is active in Corporate & Commercial, Mergers & Acquisitions as well as Environmental practice groups. She has extensive experience in mergers & acquisitions (both for private limited and public limited companies), corporate restructuring, negotiating and drafting contracts, corporate compliance, general commercial, takeover and environmental law.

Practice focus

Punwadee’s work experience includes:

* Leading the team in merger and acquisition transactions in Thailand, through both share purchases and asset acquisitions, preparing and negotiating all relevant agreements, as well conducting due diligence investigations;
* Advising state enterprises, and local and multinational companies regarding their investments in Thailand, joint ventures, tax planning, concessions, and general commercial agreements;
* Drafting, commenting on and analyzing various commercial contracts;
* Advising on takeovers, corporate structures and corporate restructuring, corporate management and control, including drafting and commenting on shareholders agreements and joint venture agreements; and
* Reviewing and advising on the legal implications of business licenses, operating licenses, and concessions, with regard to foreign shareholding restrictions and environmental compliance requirements.

Relevant experience

Significant transactions and projects in which Punwadee has been involved include the follows:

Mergers & Acquisitions

* Representing Pepsi Co. in relation to the sale and purchase of shares in Sermsuk Public Company Limited through Russian Roullette mechanism;
* Acting as legal counsel to POSCO, a South Korean’s company, in relation to the acquisition of all outstanding shares in Thainox Stainless Public Co. Ltd. through a conditional voluntary tender offer, including assisting in relation to merger filing;
* Acting as legal counsel to Sime Darby group in relation to the acquisition of shares in Industrial Enterprises Co., Ltd.;
* Representing Villeroy & Boch in the acquisition of Nahm Sanitaryware Co., Ltd., in Thailand;
* Representing Kasikornbank Public Company Limited in the acquisition of shares in Muang Thai Life Insurance and Muang Thai Holding;
* Representing ISS A/S, one of the world's leading facility services companies, in the acquisition of two outsourcing companies in Thailand, namely Golden Mind Services Co., Ltd. and Nortel-Bel Co., Ltd.;
* Conducting due diligence and advising Pepsi-Cola (Thai) Trading Co., Ltd. on asset acquisition matters;
* Acting for Brenntag Holding GmbH in its cross-border acquisition of Rhodia’s chemical distribution operations in Southeast Asia;
* Participating as a team leader in legal due diligence exercises for various mergers and acquisitions deals;
* Acting for various investors, both Thai and foreigner, with respect to their merger and acquisition projects in Thailand, through both share purchase and asset acquisitions, including seeing transactions through until completion; and
* Advising on corporate structures and corporate restructuring, corporate management and control, and mergers and acquisitions, including drafting and commenting on shareholders agreements and joint venture agreements.

Corporate & Commercial

* Representing Pepsi Co. in a potential shareholder dispute involving corporate structure and corporate compliance;
* Acting as legal counsel for ANA Holding Inc. to invest in a pilot training school in Thailand;
* Acting as one of the key team members in representing IRPC Public Company Limited in challenging the administrative order on the change of directors and in arranging and implementing an innovative corporate structure allowing the client to regain control in a company;
* Acting for The Interpublic Group in regard to business integration among IPG Mediabrands Limited, Lowe Limited and McCann Worldgroup (Thailand) Limited;
* Representing and advising multinational companies on foreign investment in Thailand, including advice on the Foreign Business Act, Board of Investment promotion, incentives provided via the Industrial Estate Authority of Thailand, and registration and licensing requirements;
* Drafting and negotiating various commercial contracts, including sale and purchase agreements, distributorship agreements, marketing and agency agreements, lease agreements, etc., as well as providing comments, analysis, and advice on such contracts;
* Assisting various private limited companies and public limited companies with regard to company secretarial roles and corporate and commercial matters;
* Providing legal advice and analysis regarding corporate structures and corporate restructuring, and corporate management and control;
* Advising on commercial law relating to the environment, logistics, transportation and other general commercial matters; and
* Advising on shareholding structures for multinational organizations and corporate restructurings of various types of businesses, including food and beverage, insurance, and manufacturing companies, as well as professional service firms.

Real Estate

* Acting for Hotel Properties and its subsidiary, Pebble Bay (Thailand) Limited, on various matters with respect to The Met Condominium; and
* Representing Univentures Public Company Limited and its subsidiary, Lertrattakarn Co., Ltd. in the development of “Park Venture Ecoplex”, a mixed-use building (hotel, office and retail).

Environment, Regulatory, & Climate Change

* Preparing the Legal Handbook for CDM Project Development in Thailand, for Thailand Greenhouse Gas Management Organization (a public organization);
* Advising Chumporn Palmoil Public Company Limited in regard to an Emission Reduction Sale and Purchase Agreement (ERPA) with GTZ;
* Advising on the establishment and structuring of CDM projects and related issues regarding the sale and purchase of Certified Emissions Reduction units (CERs).

Education and admission

* Queen Mary University of London (LLM, 2006)
* Chulalongkorn University (LLB, honors, 2001)
* Thai Barrister at Law, 2002
* The Thai Bar Association