

Education

LL.M. New York University
School of Law, 2002

LL.M. Indiana University School
of Law, 2001

LL.B. Thammasat University,
1998

Languages

Thai, English

Paradorn Leosakul

Partner

Paradorn is a Partner of The Capital Law Office with over 15 years of experience in capital markets, mergers and acquisitions and corporate and commercial transactions.

In the capital markets area, he actively advises both issuers and underwriters on international and domestic offerings of equity and debt instruments under Rule 144A/Regulation S under the U.S. Securities Act and all legal aspects of securities.

For mergers and acquisitions, he has advised clients on local and cross-border transactions across a wide variety of sectors, as well as providing local corporate law advices on multi-jurisdictional deals.

Prior to joining The Capital Law Office in 2013, Paradorn was a partner of a leading law firm in Bangkok.

Selected Transactional Experience

Capital Markets

- Representing **Prima Marine Public Company Limited**, one of the largest maritime transportation operator in Thailand, in its THB 5.2 billion (approximately USD 157.6 million) initial public offering and listing of shares on the Stock Exchange of Thailand, with Kasikorn Securities Public Company Limited and SCB Securities Company Limited acting as the financial advisors and joint-lead underwriters
- Representing **Sahakol Equipment Public Company Limited** in its THB 380 million (approximately USD 11 million) initial public offering and listing of shares on the Stock Exchange of Thailand, with Maybank Kim Eng Securities (Thailand) Public Company Limited and SCB Securities Company Limited acting as the financial advisors and joint-lead underwriters.
- Representing **TPBI Public Company Limited**, a Thai leading packaging manufacturer and exporter of plastic products, in its THB 1.08 billion (approximately USD 31.3 million) initial public offering and listing of shares on the Stock Exchange of Thailand, with TISCO Securities Company Limited acting as the financial advisor and lead underwriter.
- Representing **Thaire Life Assurance Public Company Limited** in its THB 2.7 billion (approximately USD 78.2 million) initial public offering and listing of shares on the Stock Exchange of Thailand, with Bualuang Securities Public Company Limited acting as the financial advisor and lead underwriter.
- Representing **TMB Bank Public Company Limited**, in its THB 37.6 billion (approximately USD 1.09 billion) equity offering, being a THB 16.6 billion (USD 481.16 million) public offering to existing shareholders and to investors under Regulation S under the U.S. Securities Act and a THB 21 billion (USD 608.70 million) placement of shares to ING Bank N.V. and ING Support Holding B.V.
- Representing **Thai Beverage Public Company Limited** in its USD 866 million initial public offering, which included a retail offering in Singapore and an institutional offering under Rule 144A/Regulation S under the U.S. Securities Act and listing of the company's shares on the Singapore Exchange Securities Trading Limited.
- Representing **Phatra Securities Public Company Limited** in relation to its THB 1.5 billion (approximately USD 43.48 million) initial public offering of shares in Thailand and listing of shares on the Stock Exchange of Thailand and the international offering of shares under Regulation S under the U.S. Securities Act.
- Representing **Phatra Securities Company Limited and Merrill Lynch**, as the financial advisors and the underwriters in the corporatization and privatization of Mass Communication Organization of Thailand (MCOT Public Company Limited) involving THB 2.6 billion (approximately USD 75.36 million) initial public offering of

shares in Thailand, the international offering of shares under Regulation S under the U.S. Securities Act and the listing of shares on the Stock Exchange of Thailand.

- Representing **The Investment Banking Club** in drafting the standard underwriting agreement for an offering of shares and for an offering of debentures.
- Representing **BTS Group Holdings Public Company Limited** in the issuance and offering of the THB 10 billion (approximately USD 289.86 million) USD settled L/C backed convertible debentures under Regulation S under the U.S. Securities Act.
- Representing **Bank of Ayudhya Public Company Limited, Bank-Thai Public Company Limited, BT Securities Co., Ltd., TMB Bank Public Company Limited, Tisco Securities Co., Ltd. and Thanachat Securities Public Company Limited**, the lead arrangers, in the public offering of unsecured debentures in the principal amount of THB 7 billion (approximately USD 202.90 million) by Thai Airways International Public Company Limited.
- Representing **Charoen Pokphand Foods Public Company Limited** in the issuance of THB 6 billion (approximately USD 173.91 million) unsecured debentures, with The Siam Commercial Bank Public Company Limited and TMB Bank Public Company Limited acting as the lead arrangers.

Mergers & Acquisitions

- Representing **VGI Global Media Public Company Limited** in the acquisition of 90% of the shares in BSS Holdings Co., Ltd. and Bangkok Smartcard System Co., Ltd., an e-payment service provider, from BTS Group Holdings Public Company Limited and Bangkok Mass Transit System Public Company Limited, with a transaction value of THB 1.9 billion (approximately USD 55.9 million).
- Representing **Mayo Polyclinic Company Limited**, an operator of private general hospital, in its entire business transfer to Paolo Medic Co., Ltd., a wholly owned subsidiary of Bangkok Dusit Medical Services Public Company Limited, with a transaction value of THB 1.39 billion (approximately USD 40.9 million).
- Representing **VGI Global Media Public Company Limited** in the acquisition of 40% of the shares in Demo Power (Thailand) Company Limited, a product sampling and demonstration service provider, with a transaction value of THB 412 million (approximately USD 21.1 million).
- Representing **Master Ad Public Company Limited** in the acquisition of 70% of the shares in Multi Signs Company Limited, a company engaging in the billboard media business, with a transaction value of THB 439 million (approximately USD 12.7 million).
- Representing **Phatra Capital Public Company Limited** in its disposition of 99.99% equity stake in KKTrade Securities Company Limited to Yuanta Securities Asia Financial Services Limited, with a transaction value of THB 686.9 million (approximately USD 20 million).
- Representing **VGI Global Media Public Company Limited** in the acquisition of additional 12.46% of the shares, as well as making a mandatory tender offer for all securities in Master Ad Public Company Limited, one of the leading out-of-home media operator in Thailand, with a transaction value of THB 661 million (approximately USD 19.1 million).
- Representing **RabbitPay System Company Limited** in the acquisition of 50% of the shares in Line Biz Plus Ltd., a Thai company engaging in the e-payment and e-money services call "Line Pay" via "Line" application platform, with a transaction value of THB 750 million (approximately USD 21.7 million).
- Representing **Kiatnakin Bank Public Company Limited** in its banc assurance business partnership arrangement with Generali Life Assurance (Thailand) Public Company Limited, an affiliate of Assicurazioni Generali S.p.A., a leading European life insurer.
- Representing **Charoen Pokphand Foods Public Company Limited** in the amalgamation of its 10 subsidiaries into CPF (Thailand) Public Company Limited and the

	<p>partial business transfer of livestock feed, arrival breeding and farming and meat processing, etc.to CPF (Thailand) Public Company Limited.</p> <ul style="list-style-type: none"> • Representing Kiatnakin Bank Public Company Limited in the acquisition of shares in Phatra Capital Public Company Limited, a parent company of Phatra Securities Public Company Limited, via a share swap transaction, followed by a tender offer. • Representing Health Network Public Company Limited, the major shareholder of Phyathai Hospital Group and Paolo Hospital Group, in its merger with Bangkok Dusit Medical Services Public Company Limited through the entire business transfer (EBT) with a transaction value of THB 9.83 billion (approximately USD 284.93 million). • Representing BTS Group Holding Public Company Limited (BTSG) (formerly, Tanayong Public Company Limited) in the acquisition of 94 percent of shares in Bangkok Mass Transit System Public Company Limited (BTS), the Bangkok elevated train operator, worth THB 40 billion (approximately USD 1.16 billion) (involving cash and BTSG's shares) (the reversed takeover, or backdoor listing) as well as the financing of THB 22 billion (USD 637.68 million) by Bangkok Bank Public Company Limited to BTSG. • Representing TISCO Securities Co., Ltd. and UBS Securities, the financial advisors to The Financial Institutions Development Fund (FIDF) in FIDF's sales of 47.5 percent shares in Siam City Bank Public Company Limited via bidding process, where Thanachart Bank Public Company Limited was announced as a winning bidder, with the transaction value of THB 32.67 billion (approximately USD 946.96 million). • Representing General Electric Capital Corp (GECC) and GE Capital International Holdings Corporation (GECIH) in the sales of GE Money's businesses in Thailand, by way of the sale of shares of (i) GE Capital (Thailand) Limited, a wholly-owned subsidiary of GECC, (ii) General Card Service Limited, a wholly-owned subsidiary of GECC, and (iii) Total Services Solutions Public Company Limited, wholly owned by GECIH, to Bank of Ayudhya Public Company Limited, with a transaction value of THB 13.8 billion (approximately USD 400 million).
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