







LAW GROUP

Corporate Finance Laws

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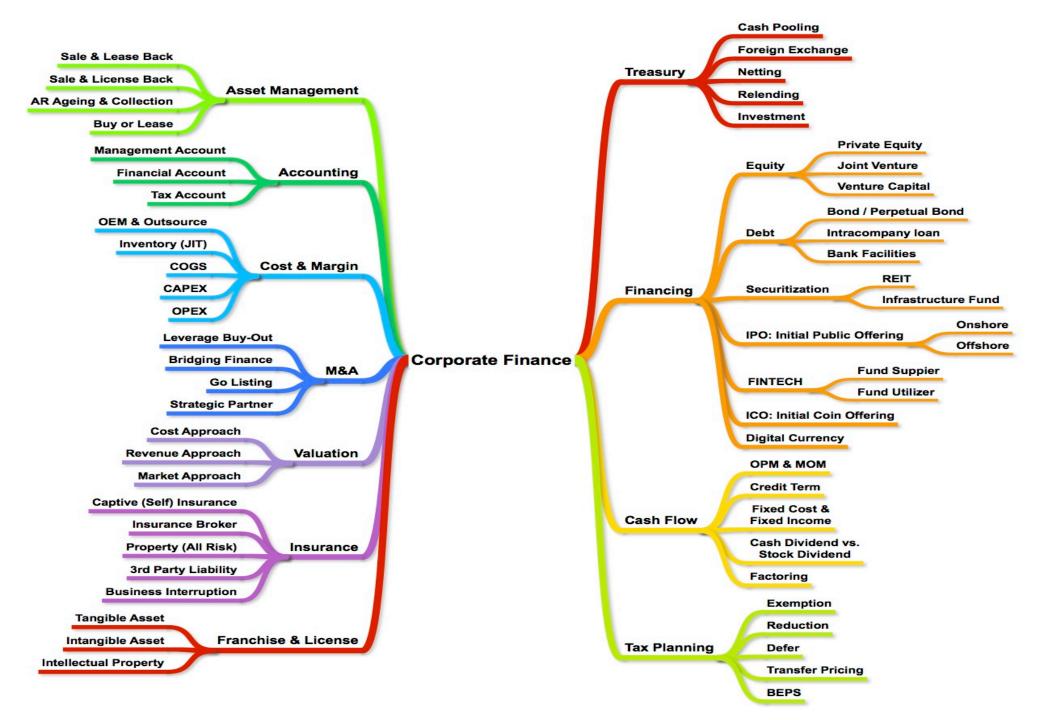


Outline

- Fund raising
 - —Equity & Debt Financing
 - —Alternative Corporate Finance
- Corporate Securitization
 - —IPO (Initial Public Offering)
 - —REIT (Real Estate Investment Trust)
 - —Infrastructure Fund

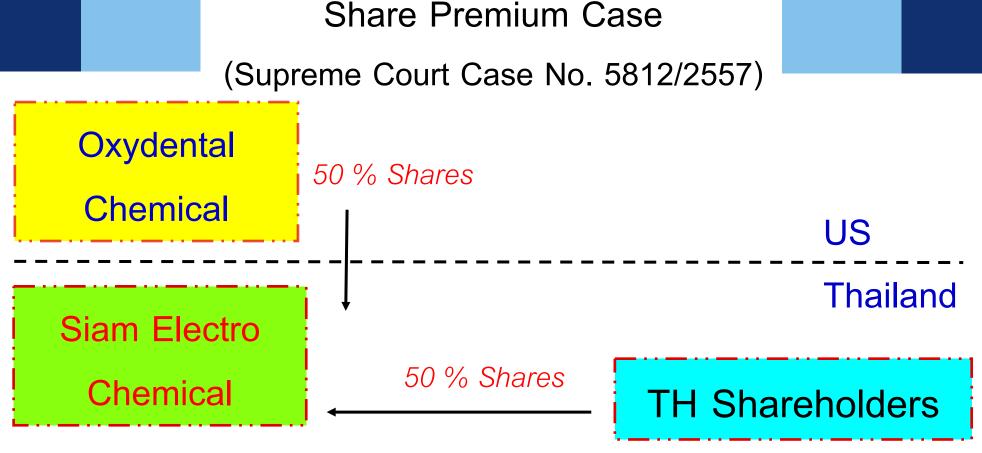


- Corporate M&A
 - -M&A Model
 - —M&A Financing
- Tax issues related to corporate finance
 - —Tax plan on long term lease
 - -M&A Tax Plan



Fund Raising

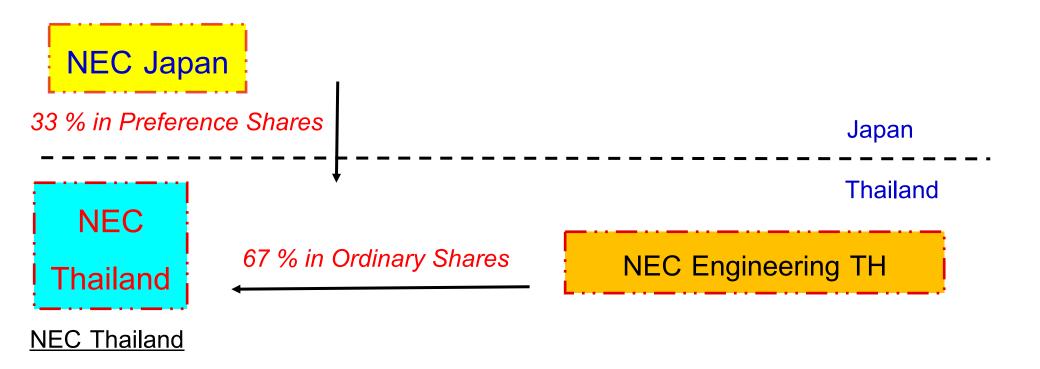
Alternative Corporate Finance



Siam Electro Chemical (EBT)

- Loss with negative book value of share
- Capital increase of THB 900 M
- 1,000 share (par @100) with share premium of THB 900,000,000 by US shareholder

NEC Case (Share Premium) (Supreme Court Case No. 2050/2559)



- Loss with negative book value of share
- Capital increase of THB 410 M
- 1 share (@1,000) with share premium of THB 409,999,000 by NEC JP



Financial Instrument and Transactions

Short term:

—Bill of Exchange (B/E) / Promissory Note (P/N)

—Bridging finance

—Back-to-back transaction

Long term:

—Debenture / Perpetual Bond (Auto Refinance) /

Guarantee

Bond / Perpetual Bond / Share

Difference Treatment	Bond	Perpetual Bond	Share
Legal Status	Debt	Debt	Equity
Accounting Status	Debt	Equity	Equity
Tax Status	Debt	Debt	Equity
Ownership / Control	No	No	Yes
Redemption Period	Limit	No	No
Return	Interest	Interest	Dividend
Asset Participation	No	No	Yes
Liquidation	Before	Before	After ₉

Case Study: Perpetual Bond

- 2542: K Bank − 19,956 M
- 2550: Thanachat Bank 14,260 M
- 2549: KTB − 13,866 M / 2549: TMB − 16,000 M
- 2555: PTTEP − 10,000 M
- 2557: IVL − 30,000 M / 2557: PTTEP − 65,280 M
- 2558: ANANDA 2,000 M
- 2559: Beyond Green 156 M / 2559: CP All 10,000 M
- 2560: Property Perfect − 1,000 M

Case Study: Perpetual Bond

CP All

- Perpetual Subordinated Bond / @1,000 บาท
- —One time repayment on Liquidation Date
- —No security / No conversion to equity
- -Early redeemable / Interest 5% ++ special basis
- —Public Offering / BBB / Not over THB 10,000 M

Case Study: Perpetual Bond

- Property Perfect
 - Perpetual Subordinated Bond / Postpone to pay interest / Accumulated Interest Payment
 - —One time repayment on Liquidation Date
 - —No security / No conversion to equity
 - —Early redeemable
 - -Private Placement / Not over THB 1,000 M

Perpetual Bond

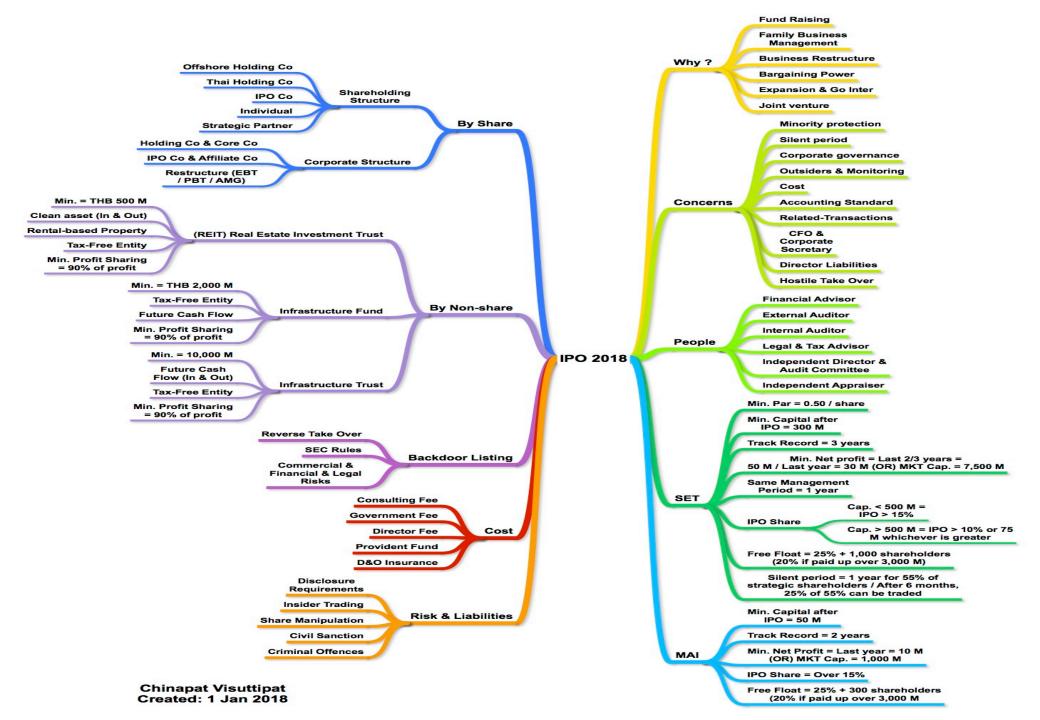


- Prolong and postpone interest payment
- Continuing bond holding unless early redemption
- Incomplete repayment if bankruptcy or liquidation
- Low liquidity in bond market and discount from face value
- Interest rate risk in the market against bond interest rate

Corporate Securitization

IPO

REIT / Infrastructure Fund



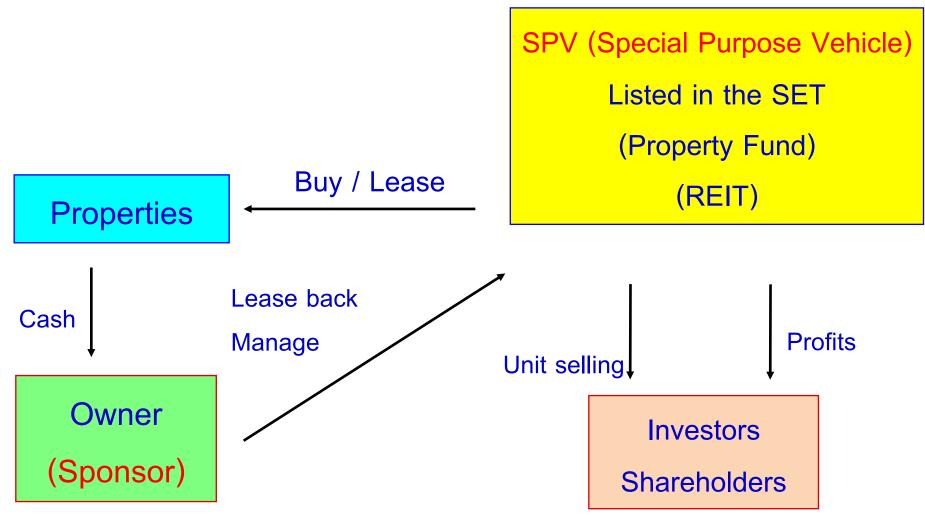
Alternative Asset Management

Property Fund

Real Estate Investment Trust (REIT)

Infrastructure Fund

Property Securitization



Samui Airport Property fund

Lease out with rental of THB 10,200 M

Bangkok Airway Plc.
(Owner)

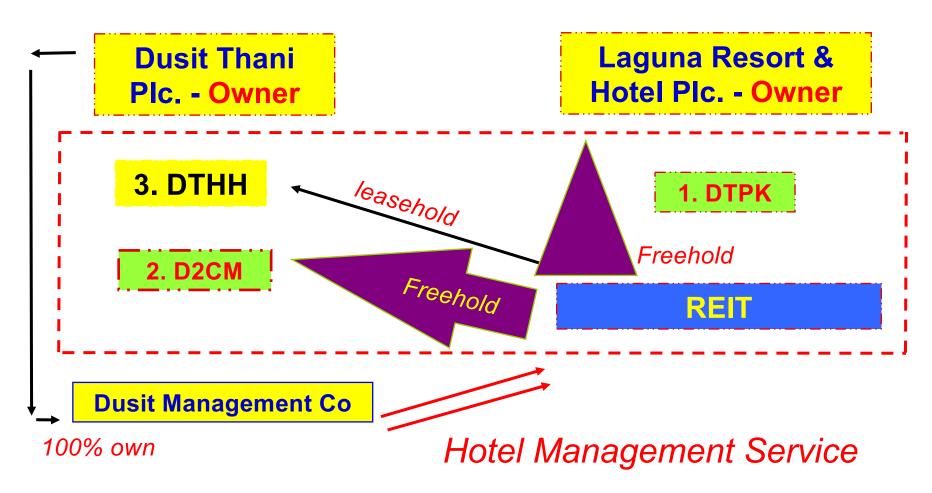


Samui Airport

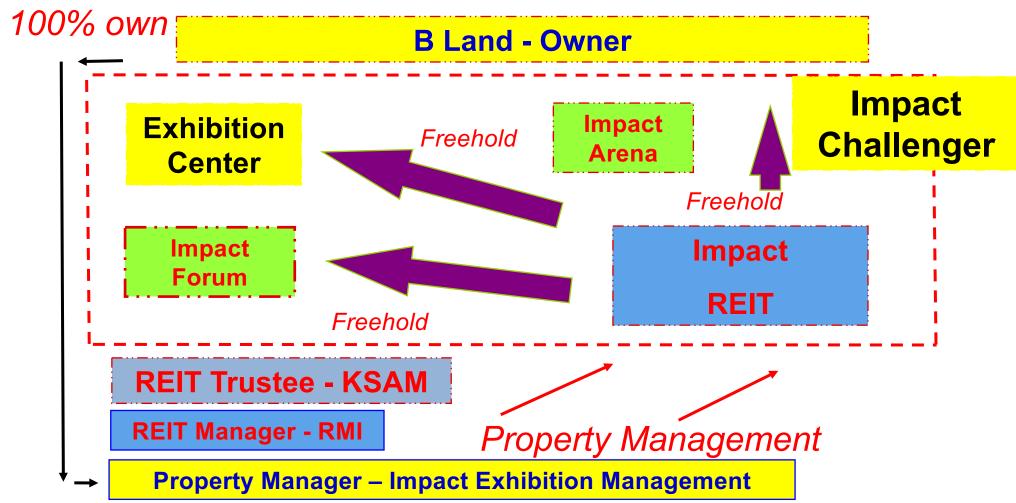
Property Fund (SPF)

- Lease-out and lease back not sale and lease back
- Registration fee on lease of THB 10,200 M and lease back
- Land & House Tax concerns on value of rental (lease-out & lease back)

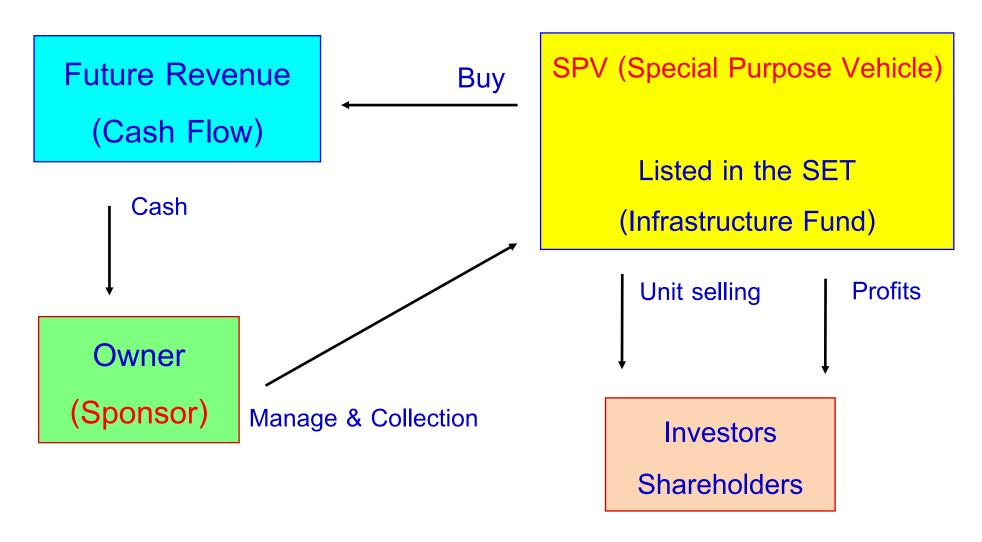
Dusit Thani REIT



Impact Growth REIT



Future Revenue: Securitization



Property Co vs. REIT Infrastructure Fund

Tax Implications	Property Co	REIT	Infrastructure Fund
Net Profit	100	100	100
Corporate Tax (20%)	20	0	0
Dividend / Profit Sharing	80	100	100
Dividend Tax (10%)	8	10	10 *(ยกเว้น 10 ปี)
Balance	72	90	90

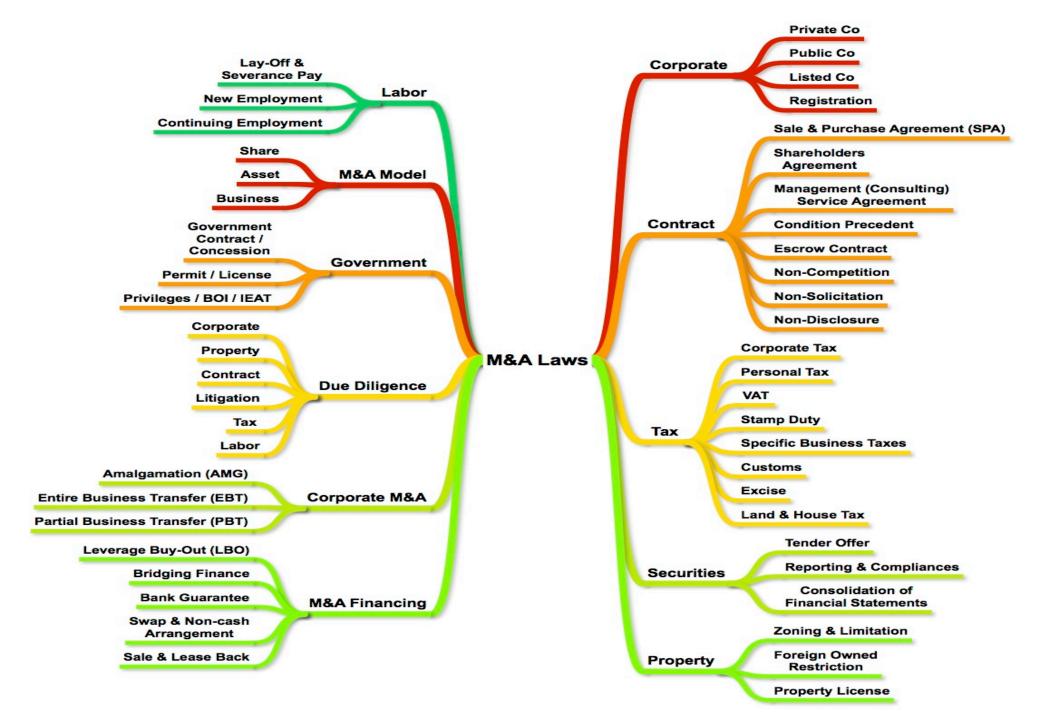
Corporate Finance: M&A

M&A model: Share / Asset / Business

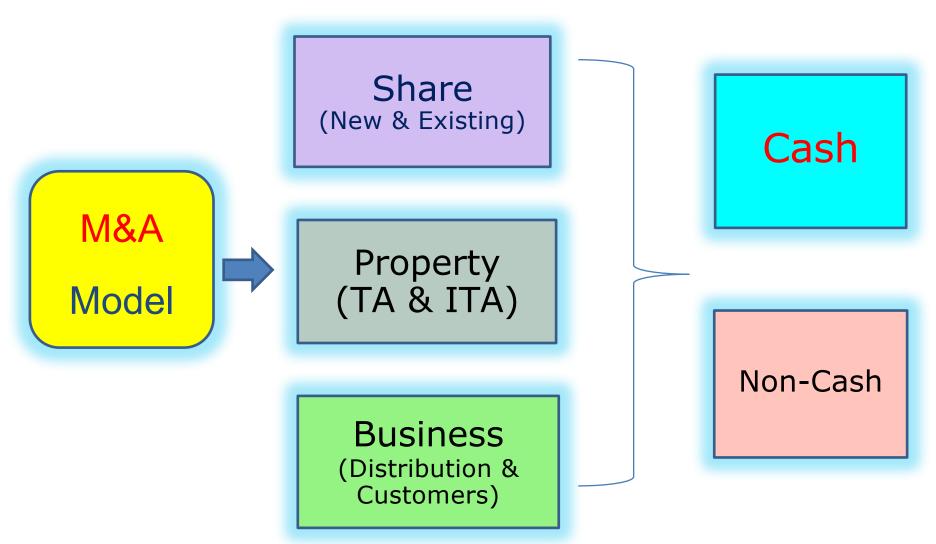
M&A financing: Leverage Buy-out (LBO)

M&A due diligence: Finance / Legal / Tax

M&A techniques: Debt push-down

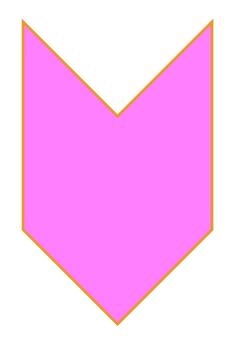


M&A Model

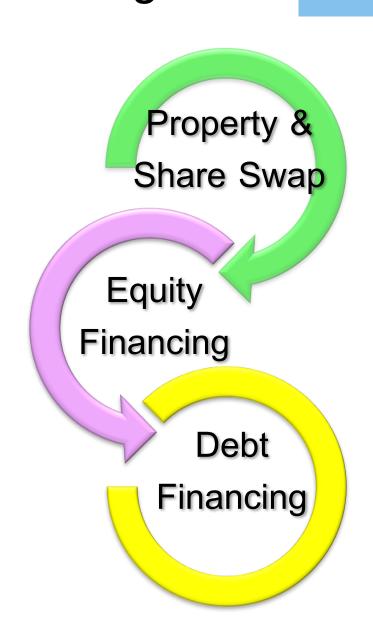


M&A Financing

Source & Cost of Fund



Leverage Buy-Out



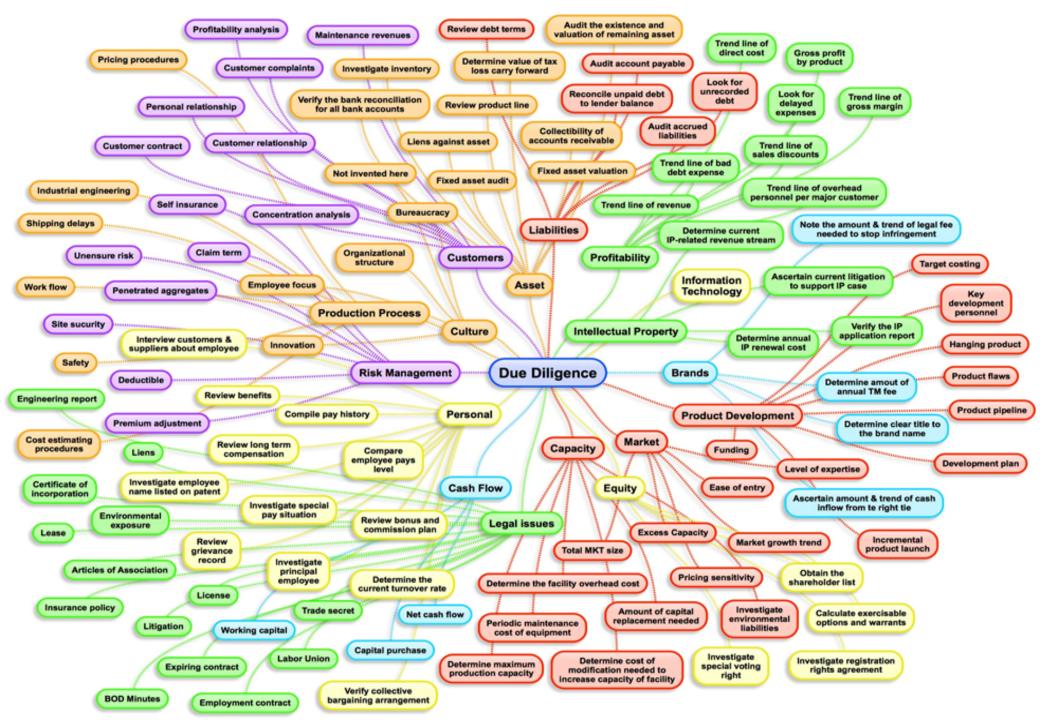
Identify

Quantify

Due Diligence

Rectify

Negotiation





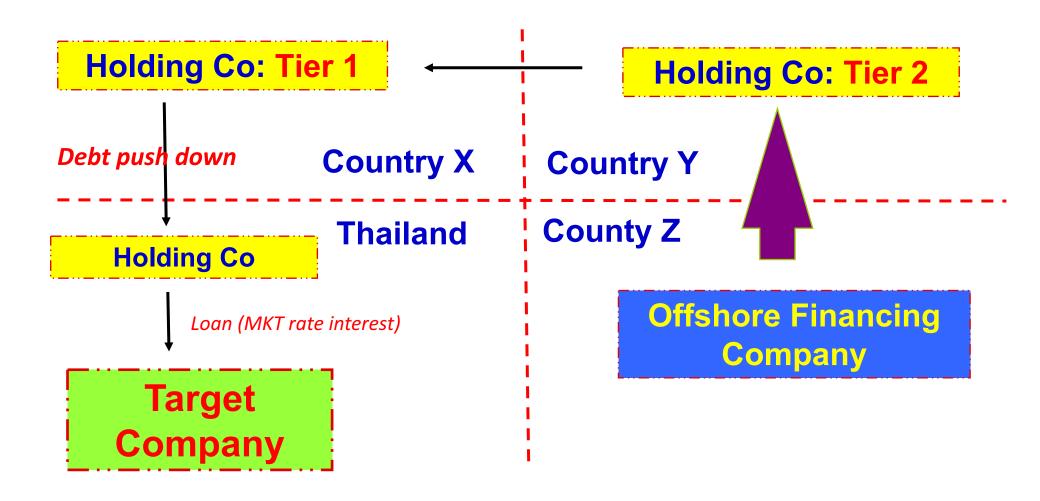
LBOs: Leveraged buyout: the purchase of a company or a business unit of a company by an outside investor using mostly borrowed capital

MBOs: Management Buyout: a leveraged buyout controlled by the members of the management team of a company or a division

Bridge Financing: temporary funding that will eventually be replaced by permanent capital from equity investors or debt lenders

Debt Push Down: financial term, referring to an accepted accounting method which shifts debt from a parent company's accounts to those of a subsidiary company. It is normally used when one company acquires another

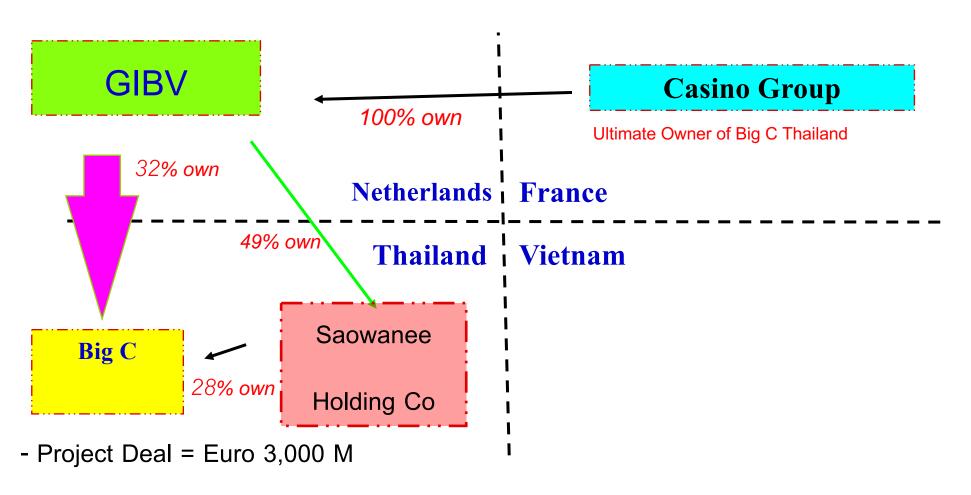
M&A: Debt push down



Tax Planning For

Exit strategy

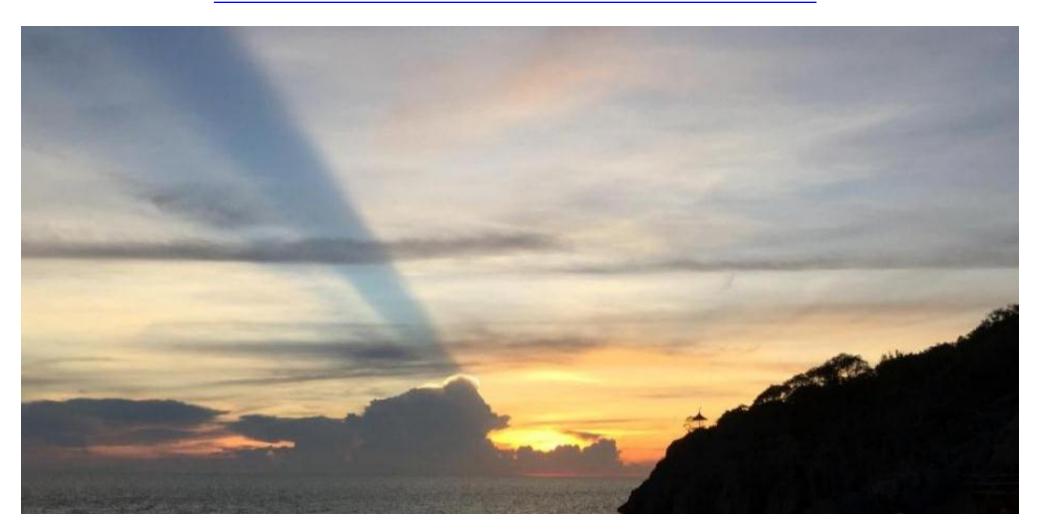
Big C (Thailand)



- No capital gain tax payable to Thailand under DTA (Thailand & Netherlands)
- Tax payable only stamp duty on share transfer of Thai Holding Co

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Presenter Profile



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- 1. ประสบการณ์มากกว่า 25 ปีในงานให้คำปรึกษากฎหมาย ด้านภาษีอากร / IPO / M&A ตลอดจนสัญญาทางธุรกิจ รวมถึง Offshore Incorporation / Family Business
- 2. ให้คำปรึกษาแก่ลูกค้าทั้งในไทยและต่างประเทศร่วมกับ Partner อีก 13 คนและที่ปรึกษา กฎหมายอีกกว่า 120 คนผ่านสำนักงานของ SCL ในไทย เมียนม่าร์ / สปป. ลาว / กัมพูชา
- 3. วิทยากรบรรยายเรื่องสัญญาธุรกิจและภาษีในงานสัมมนาและฝึกอบรมตลอดเวลากว่า 15 ปี เป็น "อาจารย์พิเศษด้านภาษีอากร" และ กฎหมายธุรกิจในหลักสูตรปริญญาตรี/โท ม. รามฯ / ม. ธรรมศาสตร์ / ม. แม่ฟ้าหลวง / ม. ศรีปทุม / ม. หอการค้าไทย / วิทยาลัยดุสิต ธานี / จุฬาลงกรณมหาวิทยาลัย / ม. กรุงเทพ
- 4. วิทยากรประจำให้แก่ สถาบันกรรมการไทย (IOD) สมาคมบริษัทจัดการลงทุน (AIMC) ตลาดหลักทรัพย์แห่งประเทศไทย ธนาคารฯ และ สมาคมธุรกิจต่าง ๆ
- 5. "คณะกรรมการภาษี" ของสภาหอการค้าแห่งประเทศไทย และ "ผู้ไกล่เกลี่ยคดีภาษี" ประจำศาลภาษีอากรกลาง
- 6. "กรรมการตรวจสอบ" (Audit Committee) บริษัทจดทะเบียนในตลาดหลักทรัพย์ฯ

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