

MERGER, ACQUISITION AND AMALGAMATION (M&A)

Mergers, acquisitions, and amalgamations (collectively “M&A”) are strategic tools that enable businesses to achieve growth, access new markets, and realize operational efficiencies through horizontal, vertical, or conglomerate structures—each carrying distinct legal, regulatory, and commercial implications. Whether acquiring a controlling stake, merging two businesses, or pursuing a full amalgamation under Thai law, each transaction reshapes the legal, financial, and operational structure of a business and requires robust legal support throughout the deal lifecycle.

M&A activity arises in diverse contexts, including strategic expansion, market consolidation, succession planning, foreign investment structuring, corporate restructuring, and distressed asset transactions. Each deal type carries distinct legal implications that must be carefully managed from the earliest stages of structuring through to post-closing implementation.

Legal Risks in M&A Transactions

The risks inherent in M&A transactions are significant. Inadequate due diligence may result in the acquisition of undisclosed liabilities, legal constraints, regulatory violations, or encumbered assets. Poorly structured deals may attract regulatory challenges, trigger change-of-control provisions, or fail to achieve acquisition objectives. Definitive agreements that do not accurately reflect commercial intent or adequately protect buyer and seller rights can lead to costly post-signing disputes.

Why M&A Legal Support Matters for Management

M&A transactions represent some of the most consequential decisions a business will make. Boards and senior management must ensure that legal risks are fully assessed and that the transaction structure, documentation, and execution process meet the highest legal standards. Legal counsel embedded throughout the deal process—not engaged only at the signing stage—is essential to protecting shareholder value and achieving a successful outcome. Management bears responsibility for ensuring that all material legal risks are identified, addressed, and appropriately allocated before the transaction is completed.

Why One Asia Lawyers

One Asia Lawyers (“OAL”) provides end-to-end legal support across the full M&A transaction lifecycle. Our team has experience advising buyers, sellers, and target companies on domestic and cross-border transactions across multiple industries. We work closely with financial advisors, accountants, and tax advisors to deliver integrated, commercially focused legal services that support efficient deal execution.

Our Services

1. Deal Structure Advisory

We advise on the legal structuring of M&A transactions, including the choice between share acquisition, asset acquisition, business transfer, merger, and amalgamation. We work alongside financial advisors and management to outline structure options, analyze legal implications of each approach, and determine the most appropriate structure to achieve the client’s commercial, tax, and regulatory objectives.

2. Legal Due Diligence

We conduct comprehensive legal due diligence on target companies and businesses to examine the legal risks for acquisition and identify issues requiring resolution prior to the acquisition, covering corporate structure, key operating contracts, financial contract and insurance, intellectual property, employment and labor matters, regulatory licenses and compliance and litigation and dispute record.

3. Drafting of Definitive Agreements

We draft and negotiate all key transaction documents, e.g. letters of intent, share purchase agreements, business transfer agreements, shareholders’ agreements, joint venture agreement or any ancillary documentation to ensure that all agreements are precisely aligned with the agreed commercial terms, reflect all risks and provide appropriate legal protections for our client.

4. Closing and Post Closing Support

We provide comprehensive legal support through the closing process, including preparation and review of closing documentation, verification of conditions precedent and management of the signing and closing sequence to ensure a smooth and legally compliant transaction completion. Following the closing, we assist with post-closing legal implementation matters, including transfer of shareholding and business assets, updates to corporate records and regulatory registrations, filing with the Department of Business Development and other relevant authorities, and assistance with the integration of legal entities, contracts, employees, and licenses into the acquiring entity’s structure.

Contact Information

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