

# ILCT

advocates & solicitors  
since 1966

ILCT Ltd.

บริษัท ไอแอลซีที จำกัด

## 1 THE FIRM IN GENERAL

**ILCT** was founded by a U.S. attorney, Mr. Charles Warren Kirkwood, as a Registered Ordinary Partnership, in Bangkok, on 4 July 1966 and went through various transformations. In 1998, our Asian offices of the firm comprising Bangkok, Vietnam and Taipei, start practicing in Asia under the name of Russin & Vecchi (R&V).

**ILCT** is the official name of the Bangkok Office. ILCT is the lead office of the multi-domestic law firm, Russin & Vecchi (R&V). ILCT is registered as a Grade “A” Thai Consultant with the Thai Consultant Database Centre, Ministry of Finance, entitling it to bid for government projects.

With over 56-year of history, **ILCT** was one of the pioneering international law offices engaging in the Thai business law practices. We have earned our reputation by consciously practicing in a group format and using personnel of diverse educational and technical backgrounds, most of whom are multilingual (Thai, English, Chinese, Japanese, French, Italian and Spanish), forming teams to deal with each matter by applying diversified expertise. With this method and through our inter-office matrix system, we have developed a unique internationalist approach and able to provide tailored services to a wide cross-section of corporate and individual clients.

**ILCT** is a member of Nextlaw network, by invitation from Dentons, a network with leading global law firms over 650 members in 200 countries with more than 30,000 lawyers connected.

## 2 ILCT PRACTICE AREAS

In Thailand, the firm is known as International Legal Counsellors Thailand, or “ILCT”. With 10 resident partners and nearly 100 in number of lawyers, para-legals, consultants, specialists and staff.

With our over 58-year history, ILCT was one of the pioneer law offices engaging in the business law practice in Thailand. We have earned our reputation by consciously practicing in a group format and using personnel of diverse educational backgrounds to form teams to deal with each matter by applying maximum diversified expertise. By this method and through our inter-office matrix system, we have developed an internationalist approach and, indeed, the overwhelming majority of our clients have an international connection, whether by their make-up or by the type of transactions in which they are engaged.

We are a full-service law firm. Among the types of matters handled by our lawyers in Bangkok are the following:

### 2.1 BANKING AND FINANCE

Work in this field includes advising banks, finance companies, insurance companies, etc. on finance institution laws and regulations, often in connection with structuring innovative financing products. We have helped structure new forms of loan, equity and quasi-equity transactions. Our expertise covers the drafting or reviewing of both local and international loan transactions, including loan syndications, structuring and implementing various forms of security for credit extended, as well as creating financing and securitization instruments. We have dealt with loan work out situations. We have worked with more than 75 foreign financial institutions with regard to their interests in Thailand, in one form or another. We have also served as lawyers for the borrowers from time to time.

Our opinion and assistance are also sought on the regulatory and compliance aspects. We review and revise operation manuals for clients.

We assisted with the Thai legal aspects of the global mergers of the Bank of Tokyo-Mitsubishi Bank and of the Chemical Bank-Chase Manhattan Bank, N.A.

### 2.2 COMPETITION/ ANTI-TRUST/ANTI-MONOPOLIES

Work in this field involves advising both domestic and international clients on the extent and impact of the provisions of the Trade Competition Law and associated regulations and rules. The areas covered are improper collaboration amongst competitors (cartels), price-fixing, market abuse by market dominant operators, competition law controls on mergers and acquisitions of companies in Thailand.

Clients that we have advised in relation to competition law include those involved in the retail and hypermarket, tobacco, food manufacturing and distribution, pharmaceutical, motor vehicle manufacturers and energy and mineral resources industries.



## **2.3 CONTRACT NEGOTIATIONS**

We assist clients in negotiating and drafting contracts of every type in Thai and English, including contracts with state parties and joint ventures.

## **2.4 CORPORATE**

Services in this field include the incorporation, maintenance, restructuring, dissolution and liquidation of companies and partnerships. They also include corporate restructuring (increasing and reducing capital, etc.), converting private companies into public companies and getting them listed on the stock exchange, mergers and acquisitions, etc.

## **2.5 CORPORATE RECOVERY SERVICES**

We assist creditors and debtors in debt restructuring and court-supervised re-organization. We represented a group of petrochemical companies in a US\$ 5 billion debt re-organization under, the highest debt re-organization in Thailand.

## **2.6 ENTERTAINMENT INDUSTRY**

Drafting and reviewing contracts of entertainment, such as those involving modeling, presenter services, artists, managers, public relations and marketing, film industry, including the tax planning aspects.

## **2.7 EXPATRIATE SERVICES**

Services in this area include advice and assistance in obtaining/renewing visas and work permits for expatriates and their families, obtaining Tax Identity Cards, Customs Clearance Cards, Thai and International Drivers' Licenses, etc. and personal tax planning.

## **2.8 FACTORY AND ENVIRONMENTAL REGULATIONS**

Our services include the establishing of factories and assisting them in complying with factory, environment and other related regulations. The services include the acquisition of land for new factories and obtaining licenses and permits for their construction and operation.

## **2.9 FINANCIAL TECHNOLOGY (FINTECH)**

Due to the fast-growing technology in the financial industry over the last few years, we have been advising both local and international clients in regard to the current and upcoming regulations and laws relating to FINTECH, as well as, assisting them to obtain relevant licenses for the Digital Asset Businesses (Exchange, Broker and Dealer of Digital Assets), Initial Coin Offering Portal (ICO Portal), Initial Coin Offerings (ICOs). Our services also include advising on artificial intelligence, blockchain, crowdfunding, cryptocurrencies, cybersecurity, data privacy, financial services regulations, smart contracts, any new technology development etc.

## **2.10 FOOD & DRUGS**

We advise food and pharmaceutical companies to assist them in complying with FDA and related laws, as well as on the general laws affecting their day-to-day operations.

## **2.11 FOREIGN BUSINESS**

Services provided in this field consist of rendering advice and assistance in structuring foreign investments to comply with the Foreign Business Law, including obtaining licenses, permits and legal exemptions, etc.

## **2.12 HOTEL & HOSPITALITY BUSINESS**

Drafting and reviewing hotel and management contracts, obtaining licenses for the construction and operation of hotels, general counseling on hotel activities.



## 2.13

### INFORMATION TECHNOLOGY SERVICES

#### *Internet Banking and E-Commerce*

We have assisted banks to establish Internet Banking Systems, drafted and reviewed terms and conditions of internet banking services and advised on legal exposures in electronic financial transactions. In addition, we represent many well-known financial institutions and provide legal advice on commercial and business transactions through E-Commerce and the Internet.

#### *General Electronic Commerce Transactions*

Our attorneys regularly handle sophisticated legal matters related to E-Commerce. These include auction websites, financial websites, shopping on-line, mobile payment gateway/application, Electronic Data Interchange (EDI), , insurance on Internet, taxation on Internet, venture capital on dot com company, Merger & Acquisition on Internet, Internet Service Provider (ISP), Value Added Network (VAN), Y2K, etc. Among our major accomplishments was the drafting and finalizing of the SANOOK.COM Website Purchase Agreement which is regarded as the first merger & acquisition of a Thai website. Furthermore, we also represent the first national provider of Electronic Data Interchange (EDI) in Thailand to establish an infrastructure of EDI system in Thailand for Value Added Networks (VANs) and end users.

#### *Computer Crime and Domain Name Dispute*

Our litigation team has handled a number of computer crime cases, i.e., hacker, spamming, domain name disputes, gambling on Internet, etc. Cases of special interest handled by our litigation team were website hackings and domain name disputes.



## 2.14

### INFRASTRUCTURE AND PRIVATIZATION PROJECTS

We assist contractors, developers, technical experts and financiers participating in Thailand's expanding program of privatization of infrastructure projects. We handled the privatization of the Rayong Power Plants which was the first privatization project of its kind. We represented the State Railway of Thailand in the Hopewell Project. We also represented a Thai concessionaire in its project to install and operate the 1 million telephone lines outside Bangkok.

We are constantly involved in advising clients on the sky train systems.

## 2.15

### INSURANCE

Work involves advising insurance clients in connection with compliance with insurance laws and regulations, interpretation of policies, litigating claims.





## 2.16

### INTELLECTUAL PROPERTY

Work in this field includes registration of trademarks (and associated marks) and patents, protecting copyrights, anti-counterfeiting work and contesting infringements before administrative agencies and the courts. Our work in this area also involved advising and drafting franchise and license agreements.

#### *History and Profile*

ILCT Intellectual Property Practice Group was established in 1966 and ranked by ASIA IP and Managing IP as one of Thailand's leading law firms specializing in Intellectual Property Laws and Practice. Over 5 decades in providing a complete range of legal services relating to Intellectual Property matters in Thailand, we currently extend our services to Cambodia, Laos, Myanmar, Vietnam and worldwide. At present, our IP Practice Group consists of 24 IP practitioners. Among of them are Patent Specialists with specific technical background in various fields who can assist the clients to draft, review and translate the patent specification across wide sectors of business. Our IP attorneys and Patent Specialists have gained considerable experience that enables them to efficiently counsel the clients in connection with intellectual property issues.

We also keep abreast of the global legal business arena through our membership of various international and well-recognizable organizations. Major gathering of IP practitioners around the world including INTA, AIPPI, APAA and ASEAN IPA are always well attended by our representatives.

# IP SERVICES

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Our IP practice includes prosecution, contracts, strategy, portfolio management, litigation/enforcement, due diligence and IP related matters which enables our clients to benefit from a full range of IP services in Thailand and internationally.

The IP services we offer are as follows:-

## ***Trademarks:***

Our services range from pre-registration to post-registration processes. This includes but not limited to trademark clearance searches/market survey, advice on registrability, registration, cancellations, oppositions, renewals, customs surveillance records as well as licensing and franchising.

Our trademark team regularly provides assistance to domestic and overseas brand owners in obtaining the optimum advantages on trademarks in Thailand and internationally. In addition, we have been entrusted to manage and maintain trademark portfolios of many reputable brand owners for many consecutive years.

## ***Patents:***

We are teamed up with skilled patent attorneys and patent specialists who have technical backgrounds including chemistry, biochemistry, biotechnology, engineering and pharmaceutical with in-depth knowledge and understanding of innovative and complex technologies to serve the particular needs of clients.

We assist the clients in Thailand and worldwide in filing and prosecuting of their patents for invention (national and PCT applications), petty patents and design patents. This includes but not limited to patent search, advice on patentability, patent or petty patent drafting, design drawing, cancellations, oppositions, renewals, licensing, portfolio management and patent translation works.

## ***Copyright:***

We offer a full range of copyright services, covering the recordation, enforcement, licensing. We assist the clients in maximizing the protection of their copyrightable works portfolio. Our attorneys also have in-depth knowledge and experience in dealing with the copyright infringement cases, mediation and negotiation.

## ***IP Contracts:***

Our services in this field cover drafting, reviewing and negotiating all kinds of IP related contracts including but not limited to confidentiality/non-disclosure agreements, IP assignment agreements, co-existence agreements, employment agreement, technology licensing agreements and IP related agreements.

## ***IP Litigation and Enforcement:***

We provide comprehensive advices and act on clients' behalf to protect and enforce their IP rights against infringers. We have extensive experience in dealing with the Polices, Customs, Department of Intellectual Property, Public Prosecutor, IP&IT Court, Supreme Court on the cases against Department of Intellectual property as well as trademark, copyright and patent infringement cases. We also have significant experiences in defending our clients out of court through conciliation and mediation proceedings.



## **2.17 LABOUR**

Work in this field includes advising and assisting clients in labor matters involving compliance with labor protection and labor relations law, preparation of work rules and litigating cases in the Labor Courts, etc.

## **2.18 LITIGATION & ARBITRATION**

### *Litigation*

Our team of litigators is regularly engaged to handle the more sophisticated disputes, these include general commercial disputes, claims arising from major casualty incidents. We have defended numerous claims arising out of aircraft incidents occurring in or related to Thailand.

### *Arbitration*

The firm has extensive experience in handling domestic and international arbitrations for the claimants as well as respondents, including enforcement and challenge of arbitral awards. Our lawyers also serve as expert witnesses on Thai law in international arbitrations.

## **2.19 MEDICAL SERVICES**

Our services in this area include advising hospitals on their day-to-day operations, as well as assisting importers of medical equipment to comply with the applicable laws.

## **2.20 MERGERS & ACQUISITIONS, TAKE-OVERS AND JOINT VENTURE**

The firm has extensive experience in mergers, take-overs and acquisitions of both private and public-listed companies, mostly on the acquirers' side. The work involved the performance of due diligence investigations, handling tender offers and other formalities with the Securities Exchange Commission and the Securities Exchange of Thailand, as well as preparing the necessary documentation to effect the change in ownership and the taking of necessary corporate actions, etc.

## **2.21 MINERAL RESOURCES AND ENERGY**

Our work in the mineral resources side involves advising clients on the acquisition, sale and operation of mines and compliance with the Minerals Act, environmental, forestry and other relevant laws and regulations.

On the petroleum side, we advise oil and gas companies on their upstream as well as downstream operations. We also assist clients in reviewing concession applications and assist petroleum service companies in their legal requirements. We are experienced in advising Independent Power Producers (IPPs), as well as Small Power Producers (SPPs), etc.

## **2.22 PROMOTION OF INVESTMENT**

The firm advises foreign investors in connection with the obtaining of rights and privileges under the Investment Promotion Act and compliance with the latter. The firm produces the Thailand Business Legal Handbook for the Board of Investment.

## 2.23 REAL ESTATE

Work in this field includes advising and assisting clients in the acquisition, construction, selling and leasing of land and buildings, including condominiums and industrial estates. Work includes performing due diligence on the title of land, zoning and construction restrictions, etc.

We also help clients establish Real Estate Investment Trusts (REITS).

## 2.24 SECURITIES

The firm has acted on behalf of fund managers, advisors, custodians and underwriters in connection with various Thai equity related matters in addition to assisting foreign investors take positions in Thai companies on a joint venture basis. The firm assisted with public offerings of Thai companies in Thailand and the stock and warrant issues of Thai companies placed on various international stock exchanges, the establishment and operation of mutual funds and unit trusts with Thai interests that have been placed on the New York, International (London), Singapore and Hong Kong Stock Exchanges as well as in the establishment and operation of closely held investment structures prior to public offering.

The firm has also worked with various foreign international equity houses in establishing equity and management positions in Thai securities houses. The Firm has participated in creating novel swap and derivative structures.

The firm assisted in setting up property funds and also participated in the first conversion of property fund to Real Estate Investment Trusts (REIT).

## 2.25 TAXATION

This includes tax planning for individuals as well as companies, interpretation of tax laws, regulations and double tax treaties, defending tax assessments and litigating tax claims. Taxes in this connection encompass all taxes relating to business and industry, e.g., income tax, VAT, Special Business Tax, local development and land taxes, stamp duties, customs duties, excise tax, inheritance tax, the new property tax and other new tax laws in the pipeline etc.



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บริษัท ไอแอลซีที จำกัด

18th Floor, Sathorn City Tower  
175 South Sathorn Road Bangkok 10120, Thailand

+66 2 679 6005

+66 2 679 6041

www.ilct.co.th

law@ilct.co.th

ipgroup@ilct.co.th