



Integrated Due Diligence

Financial / Tax / Legal

KPMG in Thailand

Due diligence in today's deal landscape

In today's everchanging and uncertain environment, acquiring, making an investment in or merging with a business presents new challenges and opportunities. This means that businesses need to carefully consider their rationale for doing a deal and the information required to diligence this rationale, and wider deal strategy.

Why do businesses enter into M&A, and do they have a clearly defined deal strategy?

There are various reasons a business might seek to invest, acquire or merge with another business. It is therefore important to clearly define your investment rationale, and deal strategy before entering into any discussions.

Key reasons typically include:

- Creating additional value through synergies
- Supporting the EBITDA growth of the business through additional financial investment, knowledge or resources
- Generating a target IRR for investors
- To achieve inorganic growth through strategic diversification or investment in new markets or business segments
- Obtaining access to valuable resources, such as technology, intellectual property or tangible assets
- Regulatory development driving organizations to reconsider their current operating model
- Opportunity to restructure a business to create value

What do you need to know in order to make an informed investment decision?

Once you are clear on your investment rationale and deal strategy, due diligence is a critical stage in ensuring you have all the facts and figures you need to assess the achievability of your strategy.

Key questions you will likely need to answer include:

- How much should I pay for the business?
- Is the financial information on which I am basing my decisions reasonable?
- What tax exposures and tax attributes does the business have?
- Does the business run the risk of paying additional taxes?
- What is the most efficient structure for the transaction from a financial, tax and legal perspective?
- Are there any legal or reputational issues I need to be aware of?
- Are there any environmental, social and governance (ESG) issues?
- What is the capability of the existing management team to support my vision for the future of the business?
- How much value can I create post deal?

At KPMG, we work closely with our clients to ensure we understand both your deal strategy and areas of focus during our due diligence to support you in making the right decisions about your investment

KPMG's core Integrated Due Diligence service

For any transaction, our clients will typically seek to undertake Financial, Tax and Legal Due Diligence which covers key questions required across risk and price. At KPMG, we can offer an integrated team to provide a one-stop, coordinated service across the core due diligence pillars of finance, tax and legal.

Financial due diligence

Examine the fundamentals of the potential transaction, test the investment thesis, and provide a deep analysis of the critical areas that will enhance value. Identify adjustments to earnings, historical performance, benchmarking, forecast assumptions, the rights, and obligations that will be inherited through the balance sheet.

Tax due diligence

Review, identify, and assess non-compliance historical tax exposures and tax attributes of the business. Our highly experienced M&A tax team can also help our clients take advantage of transaction opportunities, creating tax efficiencies including advising on tax efficient investment structures, corporate restructuring and post-deal support.

Legal due diligence

Identify legal risks, including regulatory and compliance gaps, which may create obligations and liabilities and impact the proposed transaction. In conjunction with the financial and tax findings we provide practical recommendations and solutions to protect our clients. This may include the structuring of the transaction itself, along with contractual arrangements via the SPA and other transaction documents.



KPMG's Integrated Due Diligence

KPMG's Integrated Due Diligence team offers you a seamless team of multidisciplinary professionals that covers all your Due Diligence needs, including financial, tax and legal due diligence.

In addition to our core offering across financial, tax and legal due diligence, we can also provide a comprehensive suite of deal services with both a risk and price focus, underpinned by an understanding of the need to create value.



Why KPMG in Thailand?

Economic change, technology advancement and industry disruption are forcing companies to rethink where and how they will operate and compete in the future. KPMG has the depth of expertise, global reach, clarity of insight and strength of purpose to work shoulder-to-shoulder with our clients to help them anticipate and prepare for the challenges and opportunities their business will face in the future.

In Thailand, KPMG has a long tradition of professionalism and integrity. Combined with our dynamic approach to serving clients in a digitally driven world, our expertise in Audit & Assurance, Tax, Legal and Advisory services has seen us work with renowned companies to help them solve complex challenges, steer changes, disrupt sectors and grow. Collaboration and innovation are ingrained in our approach, with our people aiming to provide genuine, sustainable value for our clients.

Contact the Integrated Due Diligence team



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