

Legal 500

Country Comparative Guides 2025

Thailand

Doing Business In

Contributor

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Limited



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This country-specific Q&A provides an overview of doing business in laws and regulations applicable in Thailand.

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Thailand: Doing Business In

1. Is the system of law in your jurisdiction based on civil law, common law or something else?

Thailand's legal system is based on civil law. The primary source of Thai laws is in the written form including codes, acts and decrees which are passed by the National Assembly. In addition, supreme court judgements carry significant persuasive authority to the interpretation and applicability of Thai laws.

2. What are the different types of vehicle / legal forms through which people carry on business in your jurisdiction?

The Civil and Commercial Code, as amended (the "CCC") and the Public Limited Company Act B.E. 2535 (1992), as amended (the "PLCA") allow several types of legal entities i.e. an ordinary (non-registered) partnership, a registered partnership and a limited company to be formed for business operations in Thailand.

Ordinary (non-registered) partnership: An ordinary (non-registered) partnership is formed when two or more individuals jointly conduct a business. All partners in an ordinary (non-registered) partnership shall be jointly responsible for all liabilities of such business.

Registered partnership: A registered partnership is a separate legal entity from its partners. It can be an ordinary partnership (where all ordinary partners shall be jointly responsible for all liabilities of such business), or a limited partnership. A limited partnership consists of ordinary partners and limited partners (where the limited partners shall only be responsible for their portion of investment).

Limited Company: There are two types of limited company i.e., a private limited company and a public limited company. The key characteristic is that the limited company is a separate legal entity from shareholders and liabilities of shareholders are limited to an unpaid value of the share capital that they hold.

3. Can non-domestic entities carry on business directly in your jurisdiction, i.e., without having to incorporate or register an entity?

Foreign corporations can operate their businesses directly in Thailand without establishing or registering a subsidiary company or any entity in Thailand. It is important to note that foreign corporations are unable to conduct certain businesses in Thailand or are required to obtain a foreign business license and/or certificate under the Foreign Business Act B.E. 2542 (1999), as amended (the "FBA") before commencing certain business activities in Thailand that are considered the restricted activities to foreigners under the FBA.

4. Are there are any capital requirements to consider when establishing different entity types?

In general, there is no minimum capital requirement for any type of legal entities, provided that certain other requirements, including applicable minimum number of shareholders and directors for a company, must be met.

It is important to note that if a company is considered a foreign company under the FBA, a minimum capital requirement (per business activity depending of type of business activity) will be required.

In addition, a legal entity operating specific businesses (e.g., financial institution insurance, or securities company) may be subject to specific capital requirements as required by the relevant laws.

5. How are the different types of vehicle established in your jurisdiction? And which is the most common entity / branch for investors to utilise?

An ordinary (non-registered) partnership, a registered partnership and a private limited company are governed by the CCC, while a public limited company is governed by the PLCA.

An ordinary (non-registered) partnership is formed through agreement between partners and does not require formal registration.

A registered partnership, a private limited company and a public limited company are established upon the registration at the Department of Business Development,

the Ministry of Commerce ("DBD"). Once registered, they will be a separate legal entity from its partners or shareholders.

The most common type of legal entities that is used for operating businesses in Thailand is a private limited company. This is because the liabilities of shareholders are limited to an unpaid value of the share capital. In addition, the incorporation process of a private limited company is straightforward and simple. A public limited company is normally used when there is a legal requirement for certain businesses to be operated by a public limited company (e.g., financial institution, insurance), or if a business operator has a plan to raise capital from public through the initial public offering (IPO).

6. How is the entity operated and managed, i.e., directors, officers or others? And how do they make decisions?

The board of directors is responsible for managing business affairs of a company under the control of the general meeting of shareholders and the Articles of Association of the company. The board of directors may delegate authority to the management to oversee day-to-day business of the company while certain significant matters such as increase and decrease of capital, declaration of annual dividends, amalgamation and dissolution of the company, etc., shall require shareholders' approval at the general meeting of shareholders.

7. Are there general requirements or restrictions relating to the appointment of (a) authorised representatives / directors or (b) shareholders, such as a requirement for a certain number, or local residency or nationality?

Authorised representatives / directors: There is neither specific requirement for a number of directors in the board of directors, residency nor nationality for a director in a private limited company. For a public limited company, the board of directors shall consist of not less than five directors and at least half of directors shall reside in Thailand. Nevertheless, there is no nationality requirement for a director in a public limited company.

Shareholders: A private limited company requires at least two shareholders and a public limited company requires at least 15 shareholders. There is no requirement on residency or nationality of the shareholders. However,

please note that a company with foreign shareholders exceeding relevant threshold may be subject to restrictions on operating certain businesses under the FBA or specific laws or owning land under the Land Code B.E. 2497 (1954), as amended (the "**Land Code**").

8. Apart from the creation of an entity or establishment, what other possibilities are there for expanding business operations in your jurisdiction? Can one work with trade /commercial agents, resellers and are there any specific rules to be observed?

In addition to carrying on businesses in Thailand directly, an individual or entity that is considered a foreigner under the FBA can operate or work with business operator operating certain business activities, among other things, trading, brokerage agent, reselling or service business in Thailand, subject to restrictions under the FBA and other specific laws depending on type of business activities to be conducted.

9. Are there any corporate governance codes or equivalent for privately owned companies or groups of companies? If so, please provide a summary of the main provisions and how they apply.

It is not legally required for a company in Thailand or groups of companies to adhere to any corporate governance codes or code of conducts.

However, a public limited company planning to do the IPO or whose shares are listed on the Stock Exchange of Thailand (the "**SET**") will need to follow the Corporate Governance Code B.E. 2560 (2017) as published by the Office of the Securities and Exchange Commission (the "**CG Code**"). In essence, the implementation of the CG Code is on an 'apply or explain' basis. The board of directors is encouraged to apply each principle stipulated under the CG Code by means that are suitable for the company's business. If any of the principles cannot be applied, the explanation shall be provided as appropriated.

10. What are the options available when looking to provide the entity with working capital? i.e., capital injection, loans etc.

In general, the source of funds for a company's working capital can be in the form of (i) equity injection through

capital increase or (ii) debt financing through credit facilities from financial institutions, shareholders' loan or the issuance of debt instruments.

Pursuant to the CCC, a private limited company can raise equity only from its shareholders. However, a private limited company which is a startup or a small and medium-sized enterprise (SME) registered under the capital markets fund raising project for SMEs of the Office of Small and Medium Enterprise Promotion or a company larger than an SME as specified in the relevant regulations, can raise capital via shares and debentures from specific persons through a private placement or a crowdfunding portal. On the other hand, a public limited company can raise funds through various types of securities and have them listed on relevant exchanges.

11. What are the processes for returning proceeds from entities? i.e., dividends, returns of capital, loans etc.

In general, equity proceeds of a company may be returned to shareholders as (i) dividends; (ii) capital reduction; (iii) returns of capital upon a company's dissolution; and (iv) share buyback.

Dividends

A private limited company shall appropriate at least 5% of the profit for a reserved fund until such appropriation reaches 10% of its registered capital of such company at each time of dividend distribution, while a public limited company shall appropriate at least 5% of the profits (after deducted accumulative losses (if any)) for a reserved fund until such appropriation reaches 10% of its registered capital.

In addition, a public limited company can distribute stock dividend in addition to cash.

Capital Reduction

A capital reduction in a company can be accomplished through two methods, by reducing a par value of the shares or reducing the number of shares. The capital reduction process shall require shareholder's approval (with 75% affirmative vote), absence of creditor's opposition and registration at the DBD.

Dissolution

In the event of a company's dissolution, a liquidator will be appointed to liquidate assets of the company. Shareholders will be entitled to receive returns of capital in proportion to their shareholding only the portion that is

not to be used for, or allocated for payment of debts or obligations of the company.

Share Buyback

A private limited company is prohibited from buying back the shares from its shareholders.

A public limited company is allowed to buy back its own shares under the following circumstances i.e. (i) from a shareholder who votes against the resolution of the meeting of shareholders to amend the Articles of Association relating to the voting right/dividend right which is unfair in view of such shareholder; and (ii) for the purpose of financial management, when it has accumulated profits and surplus liquidity and such buyback shall not cause a financial problem to the company.

The buyback shares shall not be counted as the quorum of a meeting of shareholders, shall have no voting right/dividend right and shall be disposed within the period prescribed by laws.

12. Are specific voting requirements / percentages required for specific decisions?

There are two types of shareholders' resolutions, which are (i) ordinary resolution – requiring a majority vote to pass a resolution such as declaration of dividends, appointment of a director or approval of annual financial statements; and (ii) special resolution – requiring not less than 75% of vote to pass a resolution such as amendment of the Memorandum of Association or Articles of Association, increase or decrease of capital, amalgamation or dissolution of the company.

In addition, a public limited company whose shares are listed on the SET is subject to the regulations of the Securities and Exchange Commission (the "SEC") and the SET which set out specific requirements / percentages of voting for specific decision. For example, a listed company entering into the material transaction (i.e. acquisition or disposal of assets), related party transaction or delisting of shares from the stock exchange in Thailand, requires a special resolution from shareholders.

13. Are shareholders authorised to issue binding instructions to the management? Are these rules the same for all entities? What are the consequences and limitations?

No. All business affairs of the company are managed by the board of directors. The board of directors may delegate its responsibilities to management as it deems necessary. Nevertheless, the board of directors is obligated to manage the company in accordance with shareholders' resolutions and the Articles of Association of the company.

14. What are the core employment law protection rules in your country (e.g., discrimination, minimum wage, dismissal etc.)?

The Labor Protection Act B.E. 2541 (1998), as amended (the "LPA") is the core employment law protection framework in Thailand. The key areas of protection include:

Rights/Protections	Details
Minimum Wage	The minimum wage rate is prescribed in the Notification regarding the Minimum Wage Rate by the National Wage Committee. The applicable minimum wage rates may vary depending on the geographical location.
Working Hours and Overtime	- Standard working hours must not exceed 8 hours per day and 48 hours per week (or 7 hours per day, 42 hours per week for hazardous work). - Overtime compensation is required for work exceeding these limits.
Leave Entitlements	Annual Leave: Employees who have worked for at least one year are entitled to a minimum of 6 days' annual leave per year. Sick Leave: Employees are entitled to sick leave, with up to 30 days paid per year (a medical certificate may be required if absent for more than 3 consecutive days). Maternity Leave: Female employees are entitled to 98 days of maternity leave, with up to 45 days paid by the employer. Other Leave: Employees are entitled to personal leave and military service leave.
Public Holidays	Employees are entitled to at least 13 public holidays per year, as determined by the employer in accordance with government regulations.
Social Security and Pension Rights	- Employers shall register their employees with the Social Security Office (SSO). - Employers and employees shall make equal contributions to the social security fund. - Employees who have contributed for at least 180 months are entitled to old-age benefits, including a monthly pension or a lump sum gratuity after reaching the age of 55.
Discrimination	The LPA does not comprehensively address all forms of discrimination, but explicitly prohibits gender-based discrimination, including dismissals based on pregnancy.
Statutory Notice Period	Employment may be terminated by either party with advance written notice given at or before the wage payment date, to take effect on the next wage payment date, without the need for advance notice of more than three months.
Statutory Severance Pay	An employee who is terminated by an employer without cause is entitled to severance pay depending on the length of services unless the termination is for grounds of misconduct under the LPA.

15. On what basis can an employee be dismissed in your country, what process must be followed and what are the associated costs? Does this differ for collective dismissals and if so, how?

Termination of employment

Under Thai laws, the termination of employment is classified into two categories as follows:

1. Termination with statutory cause

An employer may terminate an employee without severance pay if the termination is based on any of the grounds of misconduct under the LPA. However, the employee remains entitled to wages up to the last working day. The grounds of misconduct include, but not limited to, dishonest performance of duties, intentionally

committing criminal offence against the employer and intentionally causing damage to the employer.

2. Termination without statutory cause

If the employee is terminated without cause, the employer is required to pay severance pay depending on the length of service and wages until the last working days and other payments e.g. unpaid benefits (if applicable). For the procedures of dismissal of an employee, the employer who would like to terminate the employee must give a notice of termination (or payment in lieu of the notice) to the employee at or before the due date of wage payment (at least one payment period but shall not exceed three months).

Collective dismissal

In case of collective dismissal due to work unit reorganization, changes in production processes, distribution, or services resulting from the adoption of machinery, changes in machinery, or technological advancements, necessitating a reduction in the workforce, the employer is obligated to give an advance written notice of termination of at least 60 days to the employee. In addition, if a terminated employee has worked continuously for more than six years, the employer is obligated to pay special severance pay (in addition to the applicable severance pay) as specified by law.

16. Does your jurisdiction have a system of employee representation / participation (e.g., works councils, co-determined supervisory boards, trade unions etc.)? Are there entities which are exempt from the corresponding regulations?

Welfare committee

If an employer has fifty or more employees, it is legally required to establish a welfare committee which shall comprise at least five employee representatives, selected in accordance with the procedures prescribed by law. The welfare committee serves as a formal mechanism to consult with the employer on matters relating to employee welfare, make recommendations, and ensure proper implementation of welfare benefits, in accordance with the LPA.

In addition to the welfare committee, Thai law also recognizes the right of employees through the setting up of (1) employees' committees and (2) labor unions under the Labor Relations Act B.E. 2518 (1975), as amended

(the "LRA").

Employees' committee

In a workplace with fifty or more employees, the employees may establish the employees' committee, with the number of committee members determined in accordance with the thresholds set forth under the LRA. The employees' committee functions as a formal platform for employees to communicate, consult and negotiate with the employer on matters relating to conditions of employment, work rules and workplace relations. Under the LRA, employers are strictly prohibited from engaging in unfair labor practices, including, but not limited to, discrimination against members of the employees' committee or interference with the committee's activities.

Labor Union

A minimum of ten employees working for the same employer or in the same type of business (regardless of whether they work for the same employer) may establish a labor union for the purpose of safeguarding their rights and interests. The labor union shall be registered with competent authority in order to attain juristic person status. Upon registration, the labor union is vested with the authority to, among others, negotiate employment conditions and participate in dispute resolution processes.

17. Is there a system governing anti-bribery or anti-corruption or similar? Does this system extend to nondomestic constellations, i.e., have extraterritorial reach?

Thailand has a comprehensive anti-bribery and anti-corruption framework, primarily governed by the Organic Act on Anti-Corruption B.E. 2561 (2018), as amended (the "OACC") which applies to both the public and private sectors and criminalizes corrupt practices within Thailand. The National Anti-Corruption Commission is the competent authority to take actions empowered by the OACC. This commission also provide international cooperation, with powers to assist foreign countries in investigating cross-border offenses involving Thai nationals or officials, and refer cases involving foreign nationals or officials to their respective authorities, in accordance with international agreements and Thai law.

In addition to the OACC, Thailand's anti-bribery and anti-corruption framework is supported by other key legislation, including the Criminal Code establishing general bribery and corruption offenses, and the Anti-

Money Laundering Act B.E. 2542 (1999), as amended (the "Anti-Money Laundering Act") regulating financial transactions related to corruption and illegal activities.

18. What, if any, are the laws relating to economic crime? If such laws exist, is there an obligation to report economic crimes to the relevant authorities?

Thailand has a comprehensive legal framework addressing economic crimes under various laws, including the Criminal Code, Anti-Money Laundering Act, OACC and Securities and Exchange Act B.E. 2535 (1992), as amended (the "SEC Act") and Computer Crime Act B.E. 2550 (2007), as amended which collectively address offences such as fraud, corruption, money laundering, insider trading, and other financial misconduct.

A mandatory obligation to report economic crimes is mainly set out in the Anti-Money Laundering Act. Pursuant to the Anti-Money Laundering Act, a number of public and private bodies, such as Land Office, Customs Department, commercial banks, insurance companies, and securities companies, as well as business operators under specific laws are required to report suspicious activities that may be linked to economic crimes to the Anti-Money Laundering Office ("AMLO"). These economic crimes encompass a variety of illegal activities, including money laundering, corruption, public fraud, smuggling, drug and human trafficking, and terrorism-related activities.

19. How is money laundering and terrorist financing regulated in your jurisdiction?

Money Laundering and terrorist financing in Thailand is regulated under the Anti-Money Laundering Act and the Counter Terrorism and Proliferation of Weapon of Mass Destruction Financing Act B.E. 2559 (2016), as amended (the "CTF Act"). These laws operate under the supervision of AMLO, which is responsible for monitoring, preventing, and suppressing financial crimes. The Anti-Money Laundering Act establishes legal obligations to implement anti-money laundering measures including reporting suspicious transactions and customer due diligence to prevent illicit financial activities, and also identifies the underlying offenses linked to money laundering, including drug trafficking, fraud, corruption, and organized crime.

In addition, the CTF Act criminalizes terrorism financing, including the movement of funds or resources to terrorist groups or individuals, imposes sanctions and asset-

freezing measures against persons or entities designated as involved in terrorist activities or proliferation of weapons of mass destruction, and requires financial institutions and designated businesses to monitor and prevent financial transactions related to terrorism.

20. Are there rules regulating compliance in the supply chain (for example comparable to the UK Modern Slavery Act, the Dutch wet kinderarbeid, the French loi de vigilance)?

There are no laws or regulations in Thailand regulating supply chains in particular.

21. Please describe the requirements to prepare, audit, approve and disclose annual accounts / annual financial statements in your jurisdiction.

A company is required to prepare its audited annual financial statements which shall include a summary of the assets and liabilities of the company, as well as a profit and loss account in accordance with the applicable financial standards. Such financial statements shall be audited by the auditor. The board of directors shall present the audited annual financial statements to the general meeting of shareholders of the company for approval within four months after the end of the fiscal year. Following approval by the shareholders, the company shall file a copy of the audited annual financial statements with the DBD as the registrar, within one month from the date of such approval.

22. Please detail any corporate / company secretarial annual compliance requirements?

A private limited company is required to file a copy of its audited annual financial statements, as approved by the annual general meeting of the shareholders, with the DBD within one month from the date of such approval and also to submit an updated list of shareholders to the DBD within fourteen days from the date of the annual general meeting of shareholders.

In the case of a public limited company, in addition to the audited annual financial statements and an updated list of shareholders within one month from the date of the annual general meeting of the shareholders, an annual report containing corporate information as prescribed under the applicable laws and being approved by the general meeting of the shareholders shall be filed with the DBD within one month of approval.

Moreover, for a public listed company, it shall submit reviewed quarterly and audited annual financial statements and Form 56-1 One Report (including corporate information as prescribed under SEC regulations). These must be filed with the SEC and the SET through the SET's online filing system within the timeframe prescribed by the SEC and the SET.

23. Is there a requirement for annual meetings of shareholders, or other stakeholders, to be held? If so, what matters need to be considered and approved at the annual shareholder meeting?

There is a requirement for annual meetings of shareholders for a private limited company and a public limited company with the required agenda as follows:

Private Limited Company

A private limited company is required to convene an annual general meeting of shareholders within four months from the end of the fiscal year to consider and adopt, at a minimum, the following matters:

- i. approval of the annual financial statements audited by the auditors;
- ii. appointment or reappointment of directors replacing those whose terms have expired; and
- iii. appointment of auditors and determination of their remuneration.

Public Limited Company

For a public limited company, the annual general meeting of shareholders shall be convened within four months from the end of the fiscal year to consider and adopt, at a minimum, the following matters:

- i. approval of the annual financial statement;
- ii. appointment or reappointment of directors replacing those whose terms have expired;
- iii. consider and determination of directors' remuneration; and
- iv. appointment of auditors and determination of their remuneration.

24. Are there any reporting / notification / disclosure requirements on beneficial ownership / ultimate beneficial owners (UBO) of entities? If yes, please briefly describe these requirements.

A private limited company and a public limited company are required to submit an updated list of shareholders to

the DBD within fourteen days and one month, respectively, from the date of the annual general meeting of shareholders. However, there is no statutory requirement to disclose the ultimate beneficial owners of shareholders in the updated list of shareholders submitted to the DBD.

For a publicly listed company, in addition to the submission of the updated list of shareholders to the DBD, a listed company shall file the 56-1 One Report to the SEC and the SET, which includes information on major shareholders who materially influence management policy and operations. Additionally, if the identified shareholders are not the ultimate shareholders, the company must provide details of the ultimate shareholders and the core businesses of such shareholders.

25. What main taxes are businesses subject to in your jurisdiction, and on what are they levied (usually profits), and at what rate?

In Thailand, businesses are mainly subject to the following taxes.

Corporate Income Tax ("CIT")

CIT is levied on net profits. The tax rate is normally 20%, however some tax incentive schemes provide a reduced CIT rate.

Value Added Tax ("VAT")

VAT is levied on sale of goods, provision of services and importation. The standard VAT rate is 10%, however, currently the VAT rate is reduced to 7%.

Exportation is subject to 0% VAT, while VAT exemption is also provided for certain goods and services e.g. education, healthcare, agricultural related products, employment, transportation, rental of real estate.

Specific Business Tax ("SBT")

SBT is levied on certain businesses e.g. commercial banking, life insurance and sale of real estate, etc. SBT rate varies for each type of business.

26. Are there any particular incentive regimes that make your jurisdiction attractive to businesses from a tax perspective (e.g. tax holidays, incentive regimes, employee schemes,

or other?)

Thailand provides various schemes of tax incentives including the following key tax incentive schemes.

Board of Investment ("BOI") tax incentives

Tax incentives are provided for certain activities approved by the BOI under the following categories.

- Agricultural, Food, Biotechnology and Medical Industries
- Machinery, Automotive, Electrical Appliances and Electronics Industries
- Metal, Material, Chemical and Petrochemical Industries and Public Utilities
- Digital, Creative Industries and High Value Services

International Business Centre (IBC)

Tax incentives are provided to an approved Thai incorporated company (i) providing management, technical support or treasury management services to the related entities or (ii) operating international trade business.

Economic Corridor

Tax incentives are provided to businesses located in promoted zones operating target industries.

Free Trade Zone

Tax incentives are provided to businesses located in Free Trade Zone.

27. Are there any impediments / tax charges that typically apply to the inflow or outflow of capital to and from your jurisdiction (e.g., withholding taxes, exchange controls, capital controls, etc.)?

The Bank of Thailand governs the inflow and outflow of capital to and from Thailand under the Foreign Exchange Control Act B.E. 2485, as amended.

Certain payments made from Thailand to overseas are subject to withholding taxes e.g. dividend, interest, royalties, capital gains, service fees. Withholding tax rate varies depending on the type of payment and the Double Tax Agreement might provide a reduced withholding tax rate or an exemption.

28. Are there any significant transfer taxes,

stamp duties, etc. to be taken into consideration?

Stamp duties are levied on certain documents executed in or brought into Thailand e.g. share transfer document, loan agreement, rental agreement, hire of work agreement and its rate varies depending on the documents.

29. Are there any public takeover rules?

Public takeovers in Thailand are regulated primarily under the Securities and Exchange Act B.E. 2535 (1992), as amended (the “**SEC Act**”) and takeover rules issued pursuant to the SEC Act. They apply to a public company listed on the SET.

30. Is there a merger control regime and is it mandatory / how does it broadly work?

Thailand has a mandatory merger control regime governed by the Trade Competition Act B.E. 2560 (2017), as amended and regulations issued by the Trade Competition Commission of Thailand. The regime applies to mergers, acquisitions, and other business combinations that may substantially reduce competition in the Thai market. Depending on the market impact, transactions may require either mandatory pre-merger approval or post-merger notification.

31. Is there an obligation to negotiate in good faith?

Under Thai law, there is no law imposed an obligation to negotiate in good faith.

However, the CCC establishes the fundamental principle that a party must exercise its rights and perform its obligations in good faith, and that contracts shall be interpreted in good faith.

32. What protections do employees benefit from when their employer is being acquired, for example, are there employee and / or employee representatives' information and consultation or co-determination obligations, and what process must be followed? Do these obligations differ depending on whether an asset or share deal is undertaken?

In shares sale or acquisition, since there is no change on legal entity of the employer, there is no requirement by law to consult with or obtain consent from the employee

before implementing the transaction. However, please note that if there are any changes to employment terms of employees due to shares sale or shares acquisition, the employees' consent is required.

In assets sale or acquisition, if the employees are transferred as part of assets sale or assets acquisition, their consent is required. Notably, unless otherwise agreed, generally terms and conditions of employment of the transferred employees shall remain at least the same, and their length of service shall continue uninterrupted.

33. Please detail any foreign direct investment restrictions, controls or requirements? For example, please detail any limitations, notifications and / or approvals required for corporate acquisitions.

The foreign direct investment in Thailand is primarily regulated under the FBA, which imposes restrictions on foreign participation in certain business activities. Under the FBA, a foreigner is defined as (i) a non-Thai individual, (ii) a company incorporated outside Thailand, (iii) (a) a Thai-incorporated company of which 50% or more of the shares capital is held by person in (i) or (ii); or (b) limited partnership or a registered ordinary partnership whose managing partner or manager is a non-Thai individual, or (iv) a Thai-incorporated company of which 50% or more of the shares capital is held by person falling under (i) or (ii) or (iii). The foreigner is prohibited from engaging in certain business and is required to obtain a foreign business license and/or certificate issued under the FBA in order to operate restricted businesses, such as retail, construction and services business.

Additionally, under the Land Code, a foreigner is defined as a non-Thai individual, a company incorporated outside Thailand, or a Thai-incorporated company with more than 49% foreign ownership or more than half of total number of shareholders. The foreigner is prohibited from owning land in Thailand, except in specific circumstances, such as when being granted approval under the Board of Investment (BOI) scheme for business purposes.

34. Does your jurisdiction have any exchange control requirements?

Thailand's exchange control requirements are governed by the Exchange Control Act B.E. 2485 (1942), as amended and administered by the Bank of Thailand and require all foreign exchange transactions to be conducted through authorized agent which is mainly a commercial bank in Thailand.

35. What are the most common ways to wind up / liquidate / dissolve an entity in your jurisdiction? Please provide a brief explanation of the process.

The most common method to dissolve an entity is a voluntary dissolution and liquidation. A company may be voluntarily dissolved through a shareholders' resolution, subject to the following legal procedures:

1. Shareholders' resolution – A special resolution is required, with at least 75% of the shareholders who attend the meeting and are entitled to vote to approve the dissolution and appoint a liquidator to oversee the winding-up process.
2. Filing of dissolution with the DBD – The company must submit a notice of dissolution to the DBD to formally commence the liquidation process.
3. Public notification and creditor notice – The company must publish the notice of dissolution in a local newspapers and send formal notifications to creditors, informing them of the company's dissolution.

4. Liquidation process – The appointed liquidator is responsible for settling all outstanding debts and liabilities, distributing remaining assets to shareholders in accordance with legal priorities and ensuring full compliance with regulatory and tax obligations.
5. Shareholders' meeting and liquidation approval – Once all assets have been liquidated and liabilities settled, a final shareholders' meeting must be convened to approve the liquidation process and liquidation report.
6. Completion of liquidation – The liquidator shall submit a liquidation application to the DBD to formally complete the dissolution process. Upon approval, the company is officially deregistered and ceases to exist as a legal entity.

In addition, in the case of a public listed company, when the shareholders' meeting resolves to dissolve the company, the SET will announce that the company is subject to delisting. The delisting will occur after the registrar has officially registered the dissolution of the company.

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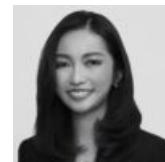
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