Capturing markets

„Companies think outside of the box by way of bold ideas, demonstrating their willingness to grow and develop. In doing so, risks are to be minimised and opportunities identified early. We know from our own experience what is important when entering new markets. Together with our clients, we put ambitious plans into action.“

Rödl & Partner

„Continuous development is also of utmost importance to us – new forms and heights present unprecedented opportunities. However, only if we stick together as a team will we be able to build new constellations and thus the human tower, but also continue to develop ourselves.“

Castellers de Barcelona
Investment Guide Thailand
Framework for investments
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About us

As an integrated professional services firm, Rödl & Partner is active at 108 wholly-owned locations in 50 countries. We owe our dynamic success in the service lines audit, legal, management and IT consulting, tax consulting as well as tax declaration and BPO to our 4,500 entrepreneurial minded partners and colleagues.

The history of Rödl & Partner goes back to its foundation as a solo practice in 1977 in Nuremberg. Our aspiration to be on hand wherever our internationally-active clients are led to the establishment of our first, own offices, commencing with Central and Eastern Europe in 1989. Alongside market entry in Asia in 1994, the opening of offices in further strategic locations followed, in Western and Northern Europe in 1998, USA in 2000, South America in 2005 and Africa in 2008.

Our success has always been based on the success of our German clients: Rödl & Partner is always there where its clients see the potential for their business engagement. Rather than create an artificial network of franchises or affiliates, we have chosen to set up our own offices and rely on close, multidisciplinary and cross-border collaboration among our colleagues. As a result, Rödl & Partner stands for international expertise from a single source.

Our conviction is driven by our entrepreneurial spirit that we share with many, but especially German family-owned companies. They appreciate personal service and value an advisor they see eye to eye with.

Our ‘one face to the client’ approach sets us apart from the rest. Our clients have a designated contact person who ensures that the complete range of Rödl & Partner services is optimally employed to the client’s benefit. The ‘caretaker’ is always close at hand; they identify the client’s needs and points to be resolved. The ‘caretaker’ is naturally also the main contact person in critical situations.
We also stand out through our corporate philosophy and client care, which is based on mutual trust and long-term orientation. We rely on renowned specialists who think in an interdisciplinary manner, since the needs and projects of our clients cannot be separated into individual professional disciplines. Our one-stop-shop concept is based on a balance of expertise across the individual service lines, combining them seamlessly in multidisciplinary teams.

**What sets us apart**

Rödl & Partner is not a collection of accountants, auditors, lawyers, management and tax consultants working in parallel. We work together, closely interlinked across all service lines. We think from a market perspective, from a client’s perspective, where a project team possesses all the capabilities to be successful and to realise the client’s goals.

Our interdisciplinary approach is not unique, nor is our global reach or our particularly strong presence among family businesses. It is the combination that cannot be found anywhere else – a firm that is devoted to comprehensively supporting German businesses, wherever in the world they might be.
Our services in Thailand

Legal Advisory

› Corporate legal advice concerning structure, establishment and operations of subsidiaries, Joint Ventures and Representative Offices
› Legal Due Diligence and support of share and asset transactions (M&A)
› Restructuring and optimising of distribution structures in Thailand
› Preparation of legal memorandums with regard to various aspects Thai business law
› Dispute Resolution, Litigation
› Advisory and preparation of employment contracts and management contracts, support with employment related dispute resolution
› Distribution and Licensing Agreements
› Intellectual Property Rights
› Advisory on Thai visa regulations and support with concerned administrative proceedings

Tax Advisory

› National and international planning of tax structures
› Tax Due Diligence
› Delegation of employees
› Advisory on tax aspects of permanent establishments in Thailand
› Support with regard to tax audits, representation in fiscal administrative or judicial proceedings
› Advisory concerning tax declarations
Audit

› Audit of financial statements, interim financial statements and reporting packages under Thai law, under HGB as well as IFRS and U.S. GAAP
› Financial Due Diligence
› Support with investment controlling
› Internal Audit
› Company Valuation

Business Process Outsourcing

› Bookkeeping and financial accounting
› Payroll Accounting
› Reporting, Controlling
› Preparation of financial statements
› Cash Management
› Preparation of tax returns
Bangkok
Introduction

The Kingdom of Thailand with its’ capital Bangkok is an interesting business destination at the crossroads of Asia, with easy access to the region’s dynamic markets, including its own domestic market of approx. 68 million people. Thailand is also attractive as a production base for international companies, which is underlined by various free trade agreements and its’ important role in the developing ASEAN Economic Community (AEC). Thailand was one of the founding members of Association of South East Asian Nations (ASEAN) and played a significant role in the formation and development of the ASEAN Free Trade Area (AFTA). Besides the ASEAN trade the country also offers convenient access to the markets of China and India.

The Thai economy is mostly unaffected by the constant political unrest since 2006 and the Kingdom presents itself with steady growth, strong exports and an increasing domestic consumer market. The area of Thailand is roughly comparable to France with about 511,000 square kilometers. Good infrastructure, a variety of natural resources and a skilled and cost-effective work force further help to suit foreign investors with their business development in Thailand.
**Investment Framework**

The key piece of legislation on foreign investment activities in Thailand is the Foreign Business Act 1999 (FBA). This law regulates the activities which companies designated as “foreigners” may engage in. The respective definition involves companies not registered in Thailand as well as registered companies with 50% or more of foreign shareholding. While some activities are completely prohibited, some may be conducted with prior approval from a designated government agency, and some do not require any special approval at all.

The FBA provides three lists of activities that restrict or prohibit foreign participation. Activities stated in List 1 are designated as “businesses not permitted for foreigners to operate due to special reasons”. Foreign companies are completely restricted from engaging in the activities contained in List 1. Activities stated in List 2 are designated as “businesses related to national safety or security, or affecting arts and culture, traditional and folk handicraft, or natural resources and environment”. For this, foreign companies may only engage in the activities with prior Cabinet approval. Finally activities stated in List 3 are designated as “businesses in which Thai nationals are not yet ready to compete with foreigners”. These activities require the foreign company to apply for and obtain a Foreign Business License or, in some cases, register a certain minimum capital prior to commencing the business with exemption from the FBA restrictions. US-Companies enjoy national treatment under the Treaty of Amity and Economic relations between Thailand and the USA.

**Investment and other Business vehicles**

There are different investment vehicles which appear of interest for foreigners planning their business in Thailand, e.g.:

› Incorporated Companies
› Partnerships
› Representative Offices
› International Headquarters / Trading Centers
› Branches
› Commercial agents
It is quite common to establish Joint Venture structures with Thai partners in the light of the restrictions which the FBA imposes to a vast range of majority foreign invested business activities.

**Incorporated Companies**

› **Private Company Limited**

The Private Company Limited which is governed by the Thai Civil and Commercial Code, being the corporate vehicle most commonly referred to by foreign investors in Thailand, has basic characteristics similar to the German GmbH. A Company Limited is established in a process which leads to the registration of a Memorandum of Association (Articles of Incorporation) and Articles of Association (By-laws), as its constitutive documents. The competent authority is the Department of Business Development under the Ministry of Commerce.

The organs of the Company Limited include the board of directors and the shareholders. The day-to-day business is managed by one or more directors who also represent the company externally. The shareholders enjoy limited liability in accordance with the par values of their shares. Directors generally have no special liability for the debts of the company in the case of bankruptcy or liquidation, unless they personally cause loss to the company or act out of the company’s objectives framework or against the law. The Company Limited is managed by a board of directors or a sole director according to the company’s charter and Articles of Association (By-laws).

The par value of a share may not be less than five Thai baht. All shares must be subscribed to, and at least 25% of the subscribed shares must be paid up. The shareholder with partial share payment of 25%, however, is still fully liable to the company’s creditor until the share has been fully paid up. The Company Limited is prohibited to own its subscribed shares or take them in pledge. A statutory reserve of at least 5% of annual net profit arising from the business must be appropriated by the company at each dividend distribution until such reserve reaches at least 10% of the company’s registered capital.
There are some differences to German law regarding the establishment of the company. The Company Limited has to be set up by at least three natural persons (the so-called promoters) who have to own at least one share each. It is mandatory that, at any time, at least three persons hold shares in the company. Once the company has been established a shareholder can also be a juristic person. Thus, a company with only one shareholder is, in contrast to German law, not permitted in Thailand.

In order to set up a Company Limited in Thailand the promoters initially need to reserve the company name. The name to be reserved must not be the same or close to that of other companies. Certain names are not allowed and therefore the name reservation guidelines of the Business Development Office in the Ministry of Commerce should be observed. The approved corporate name is valid for 30 days. A Memorandum of Association to be filed with the Department of Business Development must include the name of the company that has been successfully reserved, the province where the company will be located, its business objectives, the capital to be registered, and the names of the three promoters. The capital information must include the number of shares and the par value.

At the formation step, the authorized capital, although partly paid, must all be issued. Although there is only a theoretical minimum capital requirement of 15 Thai baht, the amount of the capital should be respectable enough and adequate for the intended business operation. The amount of registered capital, share and par valueneeds to be clearly declared in the Memorandum of Association. Any later increase or decrease of such registered capital amount must be done by the special resolution of shareholders. Regarding the method of increase of registered capital, it is mandated by law that such increase can be done only by way of issuing new shares. Therefore, other ways to increase registered capital such as increase of the amount of par value of each share could not be done.

Once the share structure has been defined, a statutory meeting is held subsequently to the convening letter to be sent to all shareholders not less than seven days. The articles of incorporation and By-laws are approved in such meeting, the Board of Directors is elected, auditors appointed and the type of share, i.e. ordinary share or preferential share, is defined. A minimum of 25% of the par
value of each subscribed share must be paid. Exceptions apply if higher paid-in capital is prescribed, e.g. for FBA exemption. Within three months of the date of the Statutory Meeting the directors must submit the application and supporting documents to establish the company.

› Public Limited Company (PLC)

Another incorporated company, the Public Limited Company (PLC), is designed to allow a public distribution of shares. It can be compared to the German “Aktiengesellschaft” and has its legal basis in the Thai Public Limited Companies Act. The PLC’s business is managed by the executive board, which consist of at least five natural persons. At least half of the members of the executive board need to permanently reside in Thailand. It is not relevant whether the executive board members are shareholders themselves. The board represents the PLC externally.

The PLC has to be set up by a minimum of 15 natural persons. At least half of these persons have to be a permanent residents in the kingdom of Thailand and they must subscribe a total of at least 5% of the capital. The company’s legal existence commences with the completion of the registration process. In the following period, the number of shareholders always needs to be 15 or more. If the PLC matches the requirements imposed made by law, it can go public on the stock market. In comparison to the Company Limited the PLC has increased obligations concerning accounting and financial statements.

Partnerships

› Ordinary Partnership

In an ordinary partnership at least two partners agree to conduct a certain business and contribute payments, benefits in kind or services to promote this cause. All contributions are to be considered equivalent, as long as the partnership agreement does not provide otherwise. All partners have to be natural persons. There are no register obligations. The partnership is based on an agreement of which the content is determined by the partners. Such agreement can be deemed concluded by mere business commencement, no particular formal requirements exist. From
In the tax perspective, the ordinary partnership is subject to specific Personal Income Tax of its partners, but not to Corporate Income Tax, unless it is registered with the competent authority as the registered ordinary partnership, which shall be subject to the Corporate Income Tax similar to the limited partnerships. The ordinary partnership can be compared to the German “Gesellschaft bürgerlichen Rechts” (GbR), and is considered as the basic form of partnerships; the partners are fully liable for all company’s debts and obligations.

› **Registered Ordinary Partnership**

The registered ordinary partnership differs from its partners and is a legally independent entity which can therefore be a contract partner or party in a legal dispute on its own. Basically, it corresponds to the German “Offene Handelsgesellschaft” (OHG). The registration has an effect on the liability for the company’s debts. Although the partners are still liable for all company’s debts with their private assets, this liability applies – in contrast to the ordinary partnership – only in case the company cannot serve the debts or obligations.

› **Limited Partnership**

Eventually, the limited partnership is an independent legal entity which gains its legal status by registration. The partners’ personal liability is limited to their amount of capital; however, at least one partner needs to assume unlimited liability. This means, there are two groups of partners, having (i) personal and unlimited liability and (ii) limited liability. This structure is comparable to the concept of the German “Kommanditgesellschaft” (KG). The company’s management is conducted by the partners with unlimited liability. In case a partner with limited liability is involved in management tasks, he loses his status of limited liability and becomes a partner with unlimited liability.

**Representative Office**

In Thailand, a foreign entity is permitted to set up a Representative Office (RO) which may conduct limited non-revenue earning activities, i.e. no profits shall be generated. The RO is not deemed as registered legal entity under Thai laws, the
legal status of RO is not separated from its head office and it is executed using the same name as its head office. Thus, the RO’s income may only be subsidies remitted from its head office. The activity of RO is considered as “other service business” in List 3 (21) annexed to the Foreign Business Act, thus granting of a Foreign Business License is required before commencement of business operation.

The RO has the following significant characteristics. It may engage only in limited non-revenue earning activities and is considered as non-profit seeking entity. Furthermore the RO may only receive subsidies from its head office for its expenditure incurred in Thailand. It may not accept any purchase order or make offers for sale or negotiate for carrying out business with any person. Due to these restrictions to generate revenues the RO is not subject to corporate income tax under Thai Revenue Code.

Besides serving its head office, the RO may further serve its affiliated or group company. No service to any third parties, i.e. customers, is permitted. The RO is restricted to render service for only five activities whereas each activity has its distinctive criteria and requires specific information and documents to support the application. Likewise, the respective details of applied activities must be clearly explained in the application to the licensing authority as well. The following five activities are permitted for RO operation in Thailand.

- Procurement of supply source for goods or services in Thailand for the Head Office or affiliated/group companies.
- Inspection and control of the quality and volume of goods purchased or hired to manufacture in Thailand by the Head Office or affiliated/group companies.
- Consultation on various aspects pertaining to the goods of Head Office or affiliated/group companies distributed to distributing agent or end-users.
- Dissemination of various information pertaining to new goods or new services of the Head Office or affiliated/group companies.
- Reporting of business movements in Thailand to the Head Office or affiliated/group companies.

For other activities beside the five activities mentioned above, the licensing authority will not grant a license. The RO is subject to the Regulation of Minimum
Capital, accordingly the amount of at least 3 million Thai baht needs to be remitted within the legal timeframe of three years from the head office to RO for its expenses of commencement of business operation in Thailand. Furthermore, the above-mentioned five activities are not allowed to be served to any clients in foreign countries but must be done in Thailand only. Specific cross-border activities may be conducted with a comparable vehicle called Regional Office.

**International headquarters (IHQ) and International trading centers (ITC)**

The Thai Board of Investment (BOI) has recently revised some promotional schemes and now provides new promotion for international headquartering and trading activities which will be available to companies incorporated under Thai law.

Conditions to obtain such incentives and further details concerning the benefits will be governed by a Royal Decree under the Revenue Code yet to be issued by the Revenue Department, as well as items 7.5 and 7.6 of the list of activities eligible for investment promotion attached to the new BOI Announcement No. 2/2557. The conditions and benefits largely follow the respective former promotion for the so-called Regional Operating Headquarter and International Procurement Office but there have been a few improvements over the old schemes. Non-tax incentives granted to promoted IHQ as well as ITC projects include – among others – 100% foreign ownership, permission for companies to bring in foreign technicians and experts to work on promoted projects and permission for companies to own land for promoted activities.

### International Headquarters

The privileges granted to the IHQ further include reduced or eliminated taxation of corporate and personal income, specific business and withholding taxes. Under the new incentives, the IHQ is entitled to an exemption of corporate income tax on income derived from overseas branch offices. Furthermore capital gains from the transfer of shares of affiliated foreign companies are tax exempted and there will be no withholding tax applied on dividends paid to the IHQ’s foreign shareholders for the part of the IHQ’s income that falls under the CIT exemption. Both measures shall boost the attractiveness of the IHQ to serve as a group holding company.
There are also exemptions from the specific business tax and withholding tax on intercompany loans.

Similar to the previous scheme there is an corporate income tax exemption on net profits derived from services provided to affiliated companies abroad as well as a reduced income tax rate of 10% on net profits derived from services provided to associated companies in Thailand. Personal income tax of expatriate employees working for the IHQ are cut to 15% – both in Thailand and abroad. Import duty on machinery for R&D and training purposes is exempted.

While the paid-up registered capital – like under the former ROH scheme – may not be less than THB 10 Mio, the requirement concerning the number of countries in which services need to be rendered to group companies has been relaxed. Hence, the IHQ must supervise or provide services to associated enterprises in foreign countries or its foreign branches in at least one country (previously three). This will likely make it easier for a lot of companies to fulfill the requirements of the scheme. Annual expenses related to its activities in Thailand need to amount to at least THB 15 Mio as before.

International Trading Centers

Under the BOI regulations, the permitted ITC’s activities include, among others, wholesale of products (Out-In Sale Transaction/In-In Sale Transaction/Out-Out Transaction) and export as well as certain service business relating to such wholesale or export transaction, e.g. procurement of products, warehousing and inventory services prior to delivery, packaging services or advisory, technical and training services concerning the products. After-sales-services are not permitted and require specific licensing.

ITCs will enjoy exemption from corporate income tax from sales made available through purchasing and selling goods abroad (so called out-out transactions) and an income tax rate of 10% on sales from raw materials or intermediate goods purchased in Thailand, for sale to foreign affiliates or branches for production purposes (in-out transactions, previously taxed at 15% under the old scheme). There is also an exemption from withholding tax on dividends paid by the ITC to
non-resident entities and a reduced income tax rate of 15 % on the income of expatriate employees of the ITC. Import duty exemption covers machinery, raw materials and parts for manufacturing.

The ITC must have registered capital of not less than 10 Mio THB.

**Branch Office**

A Branch Office is not deemed as juristic person registered by virtue of Thai laws. The Branch Office’s legal status is not separated from the head office and it is executed using the same name as its parent company/head office. As it has the same legal status as its head office, the requirements to apply for the Branch Office establishment permission in Thailand are mostly information/corporate documentation of the head office which have to be provided to the officer in charge.

Besides, the Branch Office is considered as “Foreigner” under Section 4(2) of the FBA. If the business of Branch Office is restricted under the FBA, the application of a Foreign Business License is required prior to the commencement of business. It is also subsequently subject to the respective Minimum Capital Regulation and remittance thereof.

Regarding the tax perspective, the Thai Revenue Code deems that the Branch Office has its independent tax entity status apart from its head office owing to the governmental advantage to levy tax of Branch Office business operated in Thailand. The Branch Office, therefore, is subject to the sole tax burden in line with the Thai Revenue Code.

**Sales Agent**

A sales agent or distribution partner can be an alternative to the establishment of a subsidiary in Thailand. The main advantage is, that establishment and operating costs of a subsidiary do not occur in this case. This might be of interest at an early stage, when orientation and market research have to be done and the future of the business activities is still uncertain. But opposite to the cost-advantage some
disadvantages should be noticed. The use of a sales agent requires a significant amount of trust. Many agents are working for more than one company; it needs to be secured that the sales agent is active with the necessary motivation for the client and that he does not distribute products of the client’s competitors which could result in conflicting interests. Foreigners are – with a few exceptions – restricted in list 3 of the FBA from conducting agency business in Thailand.
The Board of Investment (BOI) affords investment assistance in form of an admission for land acquisition, tax incentives, reduction or exemption from import duties for raw materials or machinery required for production or simplification of application proceedings for a work permit if the local company contributes to Thailand’s progress, in particular if the company will provide new jobs and stimulate the local economy. Eligible activities for BOI tax and non-tax incentives are manufacturing and services which are outlined in a comprehensive catalogue. Besides the eligible activities the investment privileges may depend on the location in which the enterprise will start its business. Further investment promotion is possible if the company is established in an area administered by the Industrial Estate Authority of Thailand (IEAT).
Tax System

The Kingdom of Thailand has concluded Double Taxation Agreements (DTA) with currently 56 countries from around the world including the Federal Republic of Germany. The following part outlines the most important types of Thai tax.

Corporate Income Tax

Corporations are liable to Corporate Income Tax if they are either incorporated under Thai law or are conducting business in Thailand.

The Corporate Income Tax for Thai companies is imposed on their worldwide net profits. Permanent Establishments (PE) of foreign corporations are only taxed on their income generated in Thailand through such establishment. The standard rate has been reduced to 20% for several years already. Small and medium sized enterprises are eligible to further reduced rates under some conditions.

Current and depreciations expenses are generally deductible from gross profits for Tax purposes although some limitations apply. Net losses can be carried forward for up to five subsequent years; a carry back of losses is not possible.

Corporate Income Tax declarations have to be filed and paid biannually. Profit after tax has to be retained in a capital reserve by at least 5% of such profits at each time of profit distribution until such reserve amounts to 10% of registered capital. Only the remaining profits can be distributed as dividend payments. The Corporate Income Tax rate is not affected by profit distribution. In case of distribution of profits, a withholding tax at a rate of 10% is applied on dividend payments. A remittance tax of 10% is imposed on the distribution of profits from a Thai branch to its foreign mother company.

Personal Income Tax

Personal Income Tax is imposed on all natural persons residing in Thailand for 180 days or more per calendar year irrespective of their nationality. The Tax liability is
calculated by a progressive rate with a current maximum rate of 35% based on the world income. Income derived abroad which is not related to work or business carried out in Thailand is however only taxed in Thailand upon bringing such income into Thailand in the same tax year.

Employers are required by law to withhold Tax from an employee’s salary and transmit directly to the Thai Tax authorities each month. The calculation of an employee’s tax liability allows for the deduction of several fixed allowances from the gross income depending on the type of income earned and the personal circumstances.

**Withholding Tax**

Withholding Tax is in itself not an additional type of Tax but rather a special form of Tax collection for Personal or Corporate Income Tax. The payer of income is required to withhold the appropriate tax amount from the salary or invoiced amount and remit to the Thai Revenue Department within seven days from the end of the month. The taxpayer receives a Withholding Tax Certificate that can be used as credit against his tax liability when filing the year-end tax return.

The Withholding Tax rates generally are 10% on dividends and 15% on interest and licensing payments from Thailand to Germany. Payments on services are taxed with rates of between 2% and 15%, whereas the highest rate for example is applied for technical services by non-residents. Local taxation laws pertaining to Withholding Tax are often in line with the Double Taxation Agreement; however some differences exist such as for licensing fees for usage or right of use of intellectual property rights which are taxed at a maximum rate of 5% under the DTA.

**Value Added Tax**

The Value Added Tax system in Thailand is comparable to the system imposed in most developed nations such as the German “Mehrwertsteuer”. The Tax is added on top of the sales price of goods or services to the customers and remitted by the seller to the Revenue Department. In case that the seller has itself purchased goods or
services in the course of his business, such tax paid is deductible as input tax when filing the VAT declaration, so that effectively only the end consumer carries the tax burden.

The general rate of Value Added Tax in Thailand is 10% but has been reduced to 7% for many years now in order to stimulate economic growth. A raise or elimination of the reduced rate is being discussed politically on a regular basis but so far has not been officially decided on. Certain types of goods and services are exempt from VAT due to their significance to the public welfare. Enterprises with revenue below 1.8 million Thai Baht are also exempt from compulsory VAT registration.

**Stamp Duty**

Certain types of documents are subject to Stamp Duty for which respective stamps are attached to the document or a payment at the local Revenue Office has to be made. If required in the special case, only such documents that have the proper stamps attached employ full authenticity, especially when dealing with authorities and courts. The tax is imposed on 28 different types of documents but not on documents that are addressed to foreign recipients or which shall only be effective abroad.

**Excise Tax**

Excise Tax is imposed on certain luxury products and commodity items. The tax liability incurs at the time when the product leaves the factory or warehouse within Thailand or upon import of such goods. Applicable rates range from 2 to 50% of customs value.
Employment

The Thai employment legislation affects labour relations for each business type. The Labor Protection Act (LPA) and other related legislation apply to any entity with at least one employee. Employers not in compliance with the law may face fines or, in exceptional cases, imprisonment of up to one year.

Work rules

An entity with ten or more employees needs to provide written work rules which cover work performance and other items such as working days, holidays and disciplinary action. The work rules must be in Thai and publicly displayed for all employees at the workplace. A copy of the work rules has to be filed with the competent labour authorities.

Minimum Wage

Since beginning of 2017, the Thai minimum wage is set between 300 and 310 Baht per day, depending on the province.

Work hours and holidays

The maximum time for non-hazardous work is eight hours per day or 48 hours per week, while times of hazardous work may not exceed seven hours per day or 42 hours per week. Employees are entitled to a minimum of six days of annual vacation after working consecutively for one full year as well as 13 national holidays per year. A female employee is entitled to maternity leave for a period of 90 days including holidays, but her respective paid leave shall not exceed 45 days. After having worked five consecutive hours all employees are entitled to a daily rest period of at least one hour. A weekly holiday of at least one day per week must be provided for the employee.

For work performed in excess of the maximum number or working hours fixed either by law or by specific agreement (if the latter is lower), employees must be paid overtime compensation. The rates for overtime vary and range from 1 - 1/2
times to three times the normal hourly wage rate for the actual overtime worked. The maximum number of overtime working hours is limited to not more than 36 hours a week. Overtime on normal working days is compensated with factor 1.5 of the employee’s salary, work on holidays is compensated with the factor 2 and overtime work on holidays with the factor 3.

**Termination of employment**

Conditions for termination of employment are stipulated in the LPA; further regulations govern unfair practices and unfair dismissals, which can often be the result of incorrect legal procedures. A specific Labor Court settles employment disputes. If an employment contract does not specify the duration, either party may terminate the contract by giving at least one month notice at any time of salary payment with effect to the next payment.

The severance payment is calculated in accordance with the following table.

<table>
<thead>
<tr>
<th>Duration of Employment</th>
<th>Severance Payment</th>
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<tr>
<td>at least 120 days</td>
<td>30 days of latest salary amount</td>
</tr>
<tr>
<td>at least one year</td>
<td>90 days of latest salary amount</td>
</tr>
<tr>
<td>at least three years</td>
<td>180 days of latest salary amount</td>
</tr>
<tr>
<td>at least six years</td>
<td>240 days of latest salary amount</td>
</tr>
<tr>
<td>at least ten years</td>
<td>300 days of latest salary amount</td>
</tr>
</tbody>
</table>

In some cases the employee may be dismissed without notice period and severance pay requirement, e.g. if a crime is committed against the employer or intentionally or negligently causes damage.
**Social Security**

The Social Security Act obliges employers to withhold social security contributions from each employee’s monthly wage. The rate is currently 5% for the first 15,000 Thai baht of the salary. The employer is required to match the contribution from the employee and remit them the concerned Social Security Office. The contribution is capped at an amount of 750 Thai baht. Employees with social security registration may file claims for compensation in case of e.g. injury, illness or disability being not due to the performance of their work as well as for child delivery, child welfare, old age pension and unemployment. Furthermore the employer is required to establish a Workmen’s Compensation Fund (pay in between 0.2 and 1% of the employee’s annual income).

**Foreign Employees**

Foreigners who intend to work in the Kingdom of Thailand have to deal with the Thai Visa regulations and applicable work permit requirements. The relevant visa which needs to be presented when entering the country for work purpose in the so-called Non-Immigrant-B visa. Other visa categories apply for the employee’s family members. Some visa exceptions apply for specific groups, e.g. members of the diplomatic corps.

Generally a foreigner working in Thailand must obtain a work permit before commencing work. Again, exceptions apply for some professional groups or for foreigners performing work of any urgent and essential nature for a period not exceeding 15 days. With regard to work permits, which have been approved by the labor offices, it can be issued and extended over the period stipulated in the applicant’s Non-Immigrant visa as a one year work permit, subject to subsequent renewal. The Labor Department will in principle grant an initial duration of one year for the work permit which is subject to subsequent renewal. Some types of work permits could be approved for the duration of two years such as a work permit for Representative offices, companies with registered capital exceeding 30 million Thai baht, as well as work permits for BOI-promoted companies.
The work permit regulations for foreign employees stipulate various issues to be considered for the work permit application. The registered capital is one important factor. A company having fully paid up a registered capital of 2 million Thai baht can apply for a work permit for one foreign employee. Each additional foreign employee requires respective capital increase for every 2 million Thai baht but no number exceeding ten foreign employees is permitted. Furthermore it is generally required that the ratio of foreign to Thai employees must be 1:4.
Real Estate Acquisition

Land ownership in Thailand is governed by the Land Code according to which foreigners are not permitted to own land. Foreigners may be registered as holder of certain rights such as lease, habitation, usufruct, mortgage or superficies. It should be noted that foreign land ownership restrictions in Thai laws refer to the land only, but not to the building on the land or a condominium registered under the Condominium Act. Therefore, the land and the structure erected on the land may be owned by separate persons. Foreigners buying a building in Thailand can do this through a land lease agreement with the house being owned as a separate personal property. Many foreigners who want to purchase a home opt to purchase a condominium in order to avoid conflicts with the Thai land regulations.

Land purchase is exceptionally possible for foreign companies with substantial investments that are beneficial to the Thai economy. Such companies may have special privileges and exemptions for land ownership granted under section 27 of the Investment Promotion Act. Accordingly, a promoted person may be permitted to own land in order to carry on the promoted activity to such an extent as the Board of Investment deems appropriate. It should be noted that in case a foreigner dissolves his promoted activity or transfers it to another person, he needs to dispose of the land that he has been permitted to own within one year of the date of dissolution or transfer. Otherwise the Director General of the competent Land Department has the power to dispose of it under the Land Code. No ownership of land is possible beyond the term of promoted activities.
Dispute Resolution

Thai laws do not specifically provide for the direct enforcement or recognition of a foreign judgment in Thailand. Moreover, Thailand is not a party to any treaty or agreement by which a foreign court judgment may be entitled to recognition and enforcement in Thailand. Consequently, a new trial based on the merits must be initiated in Thailand. However, foreign judgments and documentary evidence generated during a foreign litigation procedure, including settlement negotiations, may be admissible as evidence in Thailand, provided they are not offensive to Thai public policy and translated into the Thai language. In the light of these enforcement restrictions many commercial disputes are referred to the Thai Central Intellectual Property and International Trade Court in practice.

Alternatively, arbitration proceedings are chosen for dispute resolution in many commercial contracts. As Thailand is a party to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958, arbitral awards conducted outside Thailand and involving any party which is not a Thai national may be enforced by the Thai court pursuant to those Conventions. In practice many parties opt for the Singapore International Arbitration Center (SIAC) as dispute resolution body.
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Human towers symbolise in a unique way the Rödl & Partner corporate culture. They personify our philosophy of solidarity, balance, courage and team spirit. They stand for the growth that is based on own resources, the growth which has made Rödl & Partner the company we are today.

„Força, Equilibri, Valor i Seny“ (strength, equilibrium, valour and common sense) is the Catalan motto of all Castellers, describing their fundamental values very accurately. It is to our liking and also reflects our mentality. Therefore Rödl & Partner embarked on a collaborative journey with the representatives of this long-standing tradition of human towers – Castellers de Barcelona – in May 2011. The association from Barcelona stands, among many other things, for this intangible cultural heritage.