



Business Laws :

Starting a Business in Thailand | Foreign Business Law in Thailand

Thailand restricts and prohibits economical areas and business categories for foreigners primarily in the Foreign Business Act (A.D.1999). Under the Foreign Business Act (FBA) foreigners are prohibited from engaging in most business categories in Thailand, unless an **alien business operation permit** has been obtained from the Director-General of the Department of Commercial Registration with the approval of the Foreign Business Committee. Separate laws control foreign ownership of land as well as such activities as banking, insurance, finance and shipping.

Foreigners operating a business in Thailand

Thai companies and the Foreign Business Act

When it comes to the intent to **operate a business as a foreigner** in Thailand the approval requirement under the Foreign Business Act B.E. 2542 must be complied with. Foreigners can be granted a foreign business license for certain business categories (or may be granted an exemption based on a treaty or specific act (investment promotion)).

The Foreign Business Act in Thailand divides businesses into three categories:

- List 1:** Generally those businesses listed in list 1 are absolutely prohibited to foreigners unless there is an exemption contained in a special law or treaty.
- List 2:** Refers to businesses owned by foreigners that were in existence and actually operating prior to the enactment of the Foreign Business law. These businesses were permitted to apply for a special Alien Business license and to continue operating. Foreigners, however, are not permitted to start new businesses listed in this category unless they obtain special permission from the Minister with the approval of the Cabinet.
- List 3:** These businesses are treated in a manner similar to those in list 2 except that the power to grant an Alien Business License to foreigners who wish to start a new business is vested with the Director General and a committee. Exemptions are possible under the Treaty of Amity and Economic Relations between the Kingdom of Thailand and the United States of America. Also, the Board of Investment may grant exceptions for businesses covered by Lists 2 and 3.

Operating a business under a Thai company

As it is very complicated and often impossible to obtain a foreign business license most **foreigners** operate a business **without a foreign business license or exemption** even though these business categories are restricted or prohibited for foreigners. These foreigners have a work permit issued under a **Thai company** and operate their business through a **Thai limited company**. Thai company

means under the current Foreign Business Act that half or more of the juristic person's shares are held by Thais. Foreigners are under the current FBA allowed to have **majority voting rights** and **control** in a Thai limited company through preference shares and weighted voting rights. The most popular form of business entity among foreign investors is therefore the private limited company.

A Thai company is not subject to the Alien Business Act and when a partly foreign owned Thai company is structured as majority Thai owned it is deemed that the business is operated by a Thai entity (not foreign/alien) and the company will in principle be regarded as a Thai company and therefore, as a Thai juristic person, the company will not be restricted by the **Foreign Business Act**.

Some foreigners invest in a Thai business or operate a Thai company with a Thai or foreign partner in the company, in such structures it is recommended to specify in the articles of association (the user's manual of the company) the procedures, duties and authority of directors, such as procedures for the making of decisions and (limited) individual authority to manage and sign on behalf of the company.

Restrictions on the use of Thai nominee shareholders

By using Thai nominee shareholders and preference share structures foreigners have been able to circumvent **foreign ownership** and **business restrictions** through Thai limited companies. The use of preference shares issued to foreigners is allowed under the current Foreign Business Act, however the use of nominees by foreigners is and always has been illegal (sections 36 & 37 FBA).

A nominee under the foreign business act is a Thai person or Thai company registered as shareholder in the company but who holds the shares on behalf of the foreigner.

The (previous) government announced plans to close this loophole by amending the Foreign Business Act. The amendments would mean that Thai companies (i.e. majority Thai owned) controlled by foreigners would be deemed foreign companies and would require a foreign business license or would need to restructure and limit foreign control in the Thai company. The new law would not work retrospective but would affect existing companies as under the Civil and Commercial Code company directors must rotate yearly and must be re-elected. Under the new law (if these plans would become law) the company **would make itself foreign** by re-electing a foreigner as managing director.

Main proposed amendments to the Foreigner Business Act definition under section 4:

1. including **foreign voting rights** and control as a criterion in defining a company foreign (*not passed*)
2. issue a clearer definition of **what constitutes a nominee** (*not issued*)
3. Foreign Business Act: amendment fact sheet

Current regulations restricting the use of nominees

The bar on the use of Thai nominee shareholder lies in the foreigner definition in section 4 of the Foreign Business Act, foreigner means:

- a juristic person registered in Thailand having half or more of its capital shares held by the person under (1), (2) or (3), or
- a juristic person having the persons under (1), (2) or (3) investing with the value of half or more of its total capital.

Source of the capital

New regulations, the land office guidelines and business registration rules, continue on this principle and require in certain situations from the Thai shareholders in a partly foreign owned company evidence which shows the source of their funding. According to new rules the Thai shareholders in a company with foreign participation (company promoters) will be requested to submit evidence of financing used to hold shares, including bank statements and other documents.

The business registration rules do not determine the status of the Thai shareholders (nominee or not) and there is no guarantee that the Thai company would be immune from investigation at a later date, it must prevent the use of Thai nationals as nominees. If Thai nominee shareholders are used (section 36 and 37 Foreign Business Act) will be determined by a criminal investigation, declarations of the suspects involved, evidence submitted and finally by judgment of a court.

Most of the accounting and law offices in the tourist areas like Samui, Pattaya and Phuket aiming their services at foreigners circumvent the new regulations and are now setting up companies as a 100% Thai owned or without foreign management and transfer the shares and company control to the foreigner after the formation and registration of the company. In practice this prevents only a first investigation when registering the company (anti-nominee regulations are circumvented). It does not protect the foreigner from any future checks and investigations, and if there is a breach with the Foreign Business Act or the company is set up as a 'land holding company' the foreigner is liable for severe penalties, criminal prosecution and removal of the company from the Registrar of Companies.

Land ownership

Separate regulations applied by the Land Department control registration of land (real estate) on the name of a partly foreign owned Thai company .

Thai Company Formation

Thai private limited company formation

Laws governing formation and incorporation of types of Thai business entity can be found in the Civil and Commercial Code of Thailand, title 12 'partnerships and companies'. **Limited companies in Thailand** have basic characteristics similar to those of Western corporations. A private limited company is formed through 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. A Thai Limited Company can be set up relatively quickly if the paperwork is in order. The **company incorporation process**, from the reservation of a business name till the certificate of incorporation of the company, can under the new company formation rules be completed in a few days (formation sheet).

Index Limited Companies (Civil and Commercial Code)

- 1096-1116 Nature and Formation of Limited Companies
- 1117-1143 Shares and Shareholders
- 1144-1207 Management of Limited Companies (*directors, meetings, dividend, accounts*)

- 1208-1214 Audit and Auditors
- 1215-1219 Inspection
- 1220-1228 Increase and Reductions of Capital
- 1229-1235 Debentures
- 1236-1237 Dissolution
- 1238-1243 Amalgamation of Limited Companies
- 1244-1245 Notices
- 1246-1246 Transformation of Partnership to Limited Company
- 1247-1273 Liquidation of Registered Partnership, Limited Partnership and Limited Companies
- 1273/1-1273/4 Removal Partnerships and Limited Companies from the Register

Note: foreigners operating a business in Thailand must comply with the Foreign Business Act and obtain a work permit from the Department of Labour

Starting (formation of) a business in Thailand

The first step is the **reservation of a company name**. This is done online with the Department of Business Registration. Usually 3 names are given, ranked by preference, and approval of the name will usually take up till 3 days. Certain names associated with the royal family, names of ministries and other governmental units, names with Thailand, names close to that of other companies, names against public moral, names that are misleading, are not allowed. The approved corporate name is valid for 30 days.

Memorandum

The **Memorandum of Association** of the company has to be filed with the **Commercial Registration Department** (Registrar of companies) and 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**. At least three individuals must sign the Memorandum of Association. The promoters can be foreigners and Thai nationals however, **each promoter must be a shareholder of the company**. The use of Thai nominee promoters/ shareholders by foreigners is prohibited under the Foreigner Business Act (and Land Code Act).

The **Memorandum of Association** of a Thai limited company contains the following

1. The approved name of the company limited
2. The registered office of the company (the company must have a real office and address)
3. The number of the company's objective as appear in the attached form (Wor)
4. The liabilities of the shareholders (limited to the amount unpaid on the shares in the capital of the company held by them)
5. The capital of the company, number of shares and par value
6. The names, addresses, occupation, signature and amount of shares and promoters of the company (the company must have a minimum of 3 promoters/ shareholders at all times)

Share capital

There minimum capital requirements for a limited company in Thailand is **1 million baht**. In general, the registered amount of the capital should be respectable enough and adequate for the

intended business operation. If a foreigner requires a **work permit** the company concerned must have a registered capital of not less than Baht **2 million**, fully paid-up for each 1 work permit., 4 million share capital for 2 and 6 million for 3 work permits (note registered share capital and company income tax rate).

Once the share structure has been defined, a **statutory meeting** is called during which the **Articles of Incorporation and Articles of Association (by-laws)** of the company are approved, the Board of Directors is elected and an auditor appointed.

Articles of association

The Articles of Association are the regulations of the company concerning its internal affairs such as weighted voting rights and matters requiring approval and protecting the foreign minority rights within the company through the issue of **preference shares**. In a later stage preferential rights may be attached to newly issued shares, in other words you have to buy the preference shares by increasing the register capital.

When operating a Thai company with a (Thai) partner (one or more persons who direct the same company), it is **advisable** to restrict or limit the signing power and independent authority of the directors in the by-laws by requiring **joint signatures** and **joint consent** of the directors in all matters of the company, other than maybe day to day management.

Share certificates

All shareholders must have a **share certificate** issued in their name by the limited company in Thailand and the company must have an updated registration book of shareholder kept at its registered (head) office of the company. Bearer shares are not allowed under Thai company laws - a share certificate is not the property of whoever happens to be in possession of the share, but who is registered and recorded as the owner with the Business Registration Department as the shareholder (also see last paragraph Foreign Business Act section 4).

The company's **fixed share capital** cannot be altered except by an alteration of the memorandum of association in one of the methods authorized by the Civil and Commercial Code. Types of shares, ordinary or preference cannot be altered .

Statutory meeting

Within three months of the date of the **Statutory Meeting** the director(s) must submit the application with the Registry to **establish the company**.

Tax, Company tax, Value Added Tax

A newly established company liable for **income tax** must obtain a **tax I.D. card** and number for the company from the Revenue Department within 60 days of incorporation or the start of operations. If it is expected that its gross income will exceed 1.8 million baht per annum it must register for VAT (Value Added Tax) within 30 days of the date they reach 1,8 million baht in sales.

A newly established company must keep books and follow accounting procedures specified in the Civil and Commercial Code, the Revenue Code and the Accounting Act. Documents may be prepared in any language, provided that a **Thai translation is attached**. All accounting entries

should be written in ink, typewritten, or printed. A newly-established company or partnership should close accounts within 12 months from the date of its registration.

The general **corporate tax rate** in Thailand is 30% for companies with a paid up share capital of more than **5 Million** Thai Baht. The government has reduced corporate tax rates to promote specific business sectors and small and medium enterprises. The tax rate for companies with a paid up share capital not more than 5 Million Thai Baht at the end of its tax year shall be taxed at rate of 15% over the first one million Thai Baht profit, 25% over the profit between one million and three million and 30% for profits over three million Thai Baht.

Management of a company limited in Thailand

A company is managed by at least one director under the control of the General Meeting of shareholders. The director(s) is responsible for among others:

- the existence and regular keeping of books and documents in accordance with the law (www.rd.go.th);
- actual payment of shares by the shareholders;
- the proper distribution of dividends of interest in accordance with the law;
- proper enforcement of the resolutions of the general meetings.
- the company's annual general meetings and for the invitation to the general meeting. A first failure to call a general meeting of shareholders in accordance with the provisions of the Civil and Commercial Code, a fine of 20,000 baht will be imposed.

Re-election of directors

In every year (as required by law section 1152 Civil and Commercial Code) one third or the number nearest to one-third of the directors must retire from office. There are currently no general restrictions on the nationality of directors who control a Thai limited company in Thailand (certain **business licenses** require a **majority of Thai directors**, e.g. TAT license). Future law and regulations (FBA amendments) could make the foreign retiring director ineligible for re-election.

Directors may be criminally liable for false statements in any official documents which they have signed on behalf of the company or failure to act, such as failure to file a required report or balance sheet will be dealt with by imposition of criminal liability. In some extreme cases, a director of the company will be required to appear in court, either in person or by legal counsel. Failure to appear when summoned will result in the issuance of an arrest warrant for the director.

Company Formation and Thai Nominee Shareholders

Thai shareholders in a partly foreign owned Thai limited company

Thai companies with foreign participation and control in Thailand are often set up as majority Thai owned companies to be classified as Thai companies and not to be restricted by foreign ownership or foreign business restrictions. By using Thai nominee shareholders or proxies in the company foreigners circumvent foreign ownership and business restrictions and operate for foreigners prohibited and restricted business in Thailand. Control and voting rights are under the current Foreign Business Act (FBA) not used as a criterion in defining a Thai incorporated company foreign (section 4 FBA).

Foreigner definition of Thai companies

The use of Thai nominee shareholders by foreigners to circumvent the FBA is illegal (sections 36 & 37 FBA) and could lead to criminal charges. A minority foreign owned Thai company using Thai nominee shareholders is a foreign company, however there is currently no clear definition of what exactly a Thai nominee shareholders is and as long as the Thai government will not implement a stricter enforcement of existing anti-nominee laws or on other grounds scrutinize a company structure these foreign controlled Thai companies can continue operating for foreigners prohibited or restricted businesses in Thailand.

Note: certain **business licenses** (for example TAT tourist license) required for operating specific businesses could additionally restrict foreign participation in a Thai company. A business licenses could require a **majority Thai management** (directors) in the limited company and could lower the allowed percentage of foreign shareholdings to 39% (foreigner definition under the Thailand Vessel Act).

Under present law and regulations the indication for a nominee shareholder lies primarily in the source of the capital investment and the financial credibility of the Thai national shareholders when forming the Thai company or when transferring land to a company (often at the discretion of the officials involved). For new companies the government makes it more difficult to form a company for foreigners (business registration) and transfer land to a partly foreign owned company (ownership registration).

Section 4 **Foreign Business Act**: "Foreigner" means:

1. Natural person not of Thai nationality.
2. Juristic person not registered in Thailand .
3. Juristic person registered in Thailand having the following characteristics.a- Having half or more of the juristic person's capital shares held by persons under (1) or (2) or a juristic person having the persons under (1) or (2) investing with a value of half or more of the total capital of the juristic person.b- Limited partnership or registered ordinary partnership having the person under (1) as the managing partner or manager.
4. Juristic person registered in Thailand having half or more of its capital shares held by the person under (1), (2) or (3), or a juristic person having the persons under (1), (2) or (3) investing with the value of half or more of its total capital.

For the purpose of the definition, the shares of a limited company represented by share certificates that are issued to **bearers** shall be deemed as the shares of foreigners unless otherwise provided by ministerial regulations.

The extent and application of section 4 Foreign Business Act is further specified in regulations that must be applied by the **land offices** and **business registration departments**. The first anti-misuse regulations of companies by foreigners were issued in 2006 and aim to prevent the use of nominee shareholders by foreigners in a Thai company:

1. **First regulation**: under the May 2006 Land Office guidelines, before allowing a land transfer to a partly foreign owned company, every Thai shareholders in that company must; show evidence of sufficient income for his investment (e.g. work history, monthly salary), and if the capital investment is funded by a loan then evidence must be provided

2. **First regulation:** under the August 2006 Business Registration Rules (in case of a foreign shareholding or foreign management/ foreign managing director) the Thai shareholders must submit the evidences showing the source of the investment together with the application form of the business registration (copy of the bank statement of the most recent record of the last 6 months or; any document which issued by the Bank to certify the financial status of the shareholder or; copy of the evidence that shows the source of the investment that the Thai shareholder invested in the partnership or company limited).

Control and directors in a Thai company

There are currently no general restrictions on the nationality of directors who control a Thai limited company in Thailand (certain business licenses require a higher percentage of Thai shareholders in the company and majority of Thai directors and a managing Thai director, e.g. TAT license, boat license). Future law and regulations (e.g. planned but withdrawn revision of the FBA) could make the foreign retiring director ineligible for re-election as the sole managing director and could restrict majority foreign voting rights in a Thai company.

The current practice is still that most foreigners (small and medium-sized businesses SMB's) operate restricted or prohibited businesses in Thailand through majority Thai owned but foreign controlled limited companies, but articles in the press about a possible crack down on illegal foreign run Thai companies will keep coming back (sample article 2007/ sample 2012) and possible changes to the 1999 Foreign Business Act (sample amendments) is still point of discussion in the Thai government.

Foreign Work Permit Application Thailand

For foreigners a work permit is the key to working legally in Thailand.

Foreigners who intend to work in Thailand are subject to the Alien Employment Act. Under the provisions of this Act a foreigner cannot perform any work or service unless a work permit has been issued by the Alien Employment Division of the Labour Department and Social Welfare Ministry, UNLESS the individual or the work performed falls within an exception to the Act (e.g. volunteer work, movie extras).

Thai Employment and Work Permit application

To apply for a work permit the applicant must be in the possession of a valid "Non-Immigrant" visa at the time they process the work permit application, however you can start the work permit application for the purpose of obtaining a Non-Immigrant B visa (i.e. some embassies require a valid work permit or a work permit application form WP 2 as one of the conditions for issuing a Non-Immigrant B visa).

There are a number of grounds upon which a work permit can be granted (this is on a discretionary basis and will take into account usual considerations such as suitability and qualifications of the foreigner for the position):

- The company must have a fully paid-up registered capital of 2 million Baht to hire one foreigner, plus one person for every additional 2 million Baht (to a maximum of 10 people).

- If the registered capital of the company is less than 2 million the company can hire one foreigner if its total corporate income tax payment had been at least 5 million Baht for the past three years. The company can hire one foreigner for every 5 million Baht paid in tax.
- The employer has engaged in export which has brought into Thailand revenue of 3 million Baht in the previous fiscal year. The employer can hire one foreigner for every additional 3 million Baht up to a maximum of 3 people.
- The employer has at least 50 Thai employees per foreign employee up to a maximum of 5 foreign employees.
- A foreign employee must have paid personal income tax of at least 18,000 Baht in the previous personal tax year or if the foreign employee has not worked in Thailand previously, documents for potential employers confirming that, the foreign employee will obtain income in Thailand of at least 50,000 Baht per month for an employee who is single and 60,000 per month for a married person, must be presented.

The Labour Department may also issue or renew work permits regardless of the above criteria when the foreign individual falls into one of the following categories:

- employed as an international trade representative inspecting product quality, purchases or conducting market surveys
- employed as an investment or management technology adviser or internal auditor
- a tour representative bringing foreign tourists into Thailand
- employed in an international financial institute endorsed by the Bank of Thailand
- employed a non-profit organization on a temporary basis
- employed as a contractor on projects for state agencies or public enterprises
- employed in a business that mainly required the use of local raw materials
- employed in the Thai export sector
- employed in a business introducing and transferring technologies to Thailand
- employed in a sector where qualified Thai employees cannot be found
- married the cohabiting with a Thai national and has an honest employment.

In order to apply for one standard foreign employee's work permit in a limited company the employer/ foreigner is required to submit the documents as listed below:

1. Application form signed by the employee;
2. Letter of engagement/ employment from your company signed by the authorized Director of the company;
3. Company Affidavit/ Certificate of Incorporation (copy signed by authorized Director);
4. Audit report, balance sheet for 3 preceding years. If you do not have this, we have to provide an explanation letter stating that the company is less than 12 months old. The authorized Director is required to sign this letter;
5. Employee's personal income tax declaration form or withholding tax form. A failure to show that tax has been paid correctly will seriously prejudice the employee's work permit application;
6. A written report stating the employee's activities and declaration that the activities comply with the conditions stipulated in the work permit booklet. The authorized Director is required to sign this report;
7. Map of the location of the company signed by the authorized Director;
8. Copy of the foreign employee's passport (every page) plus the page showing a valid Non-immigrant visa stamp. The employee is required to sign each page in blue ink.
9. Health certificate from a certified Thai doctor and syphilis test.
10. 3 color photographs of the employee (5cm x 6cm)

11. Certified copies of the employee's educational certificates (Degree or Diploma) and qualifications for the job.

Documents numbered 1 – 7 must be signed by the authorized Director of the company and the company's seal must be affixed. Document number 8 must be signed by the employee (every page) to certify that it is a true copy. Document number 9 must be an original health certificate and test result as issued by qualified and certified Thai doctor within Thailand. Most general hospitals issue these a document.

Law Text Foreign Business Act

Foreign Business Act

B.E. 2542 (1999)



Bhumibol Adulyadej, Rex.

Given on this 24 th day of November B.E. 2542 (1999)

Being the 54 th year if the present reign.

His Majesty King Bhumibol Adulyadej has been pleasantly pleased to proclaim that it was expedient to improve the law governing the business operation of foreigners.

This Act has some provisions relating to the restriction of the rights and liberty of individuals but by implication of Section 29 in conjunction with Section 35 and Section 50 of the Constitution of the Kingdom of Thailand , the restriction can be implemented by virtue of the law.

By and with the advice and concurrence of the Parliament, His Majesty the King graciously ordered the enactment of this Act as follows:

Section 1. This Act shall be called the "Foreign Business Act 1999".

Section 2. This Act shall come into force immediately after the lapse of the 90-day period that commences on the date of its publication in the Government Gazette.

Section 3. The following shall be repealed:

- (1) Announcement No. 281 of the National Executive Council dated November 24, 1972 .
- (2) The Act of 1978 amending Announcement No. 281, of the National Executive Council dated November 24, 1972 .

(3) Act No. 2 of 1992 amending Announcement No. 281 of the National Executive Council dated November 24, 1972 .

Section 4. In this Act:

"Foreigner" means:

- (1) Natural person not of Thai nationality.
- (2) Juristic person not registered in Thailand .
- (3) Juristic person registered in Thailand having the following characteristics:
 - Having half or more of the juristic person's capital shares held by persons under (1) or (2) or a juristic person having the persons under (1) or (2) investing with a value of half or more of the total capital of the juristic parson.
 - Limited partnership or registered ordinary partnership having the person under (1) as the managing partner or manager.
- (4) Juristic person registered in Thailand having half or more of its capital shares held by the person under (1), (2) or (3), or a juristic person having the persons under (1), (2) or (3) investing with the value of half or more of its total capital.

For the purpose of the definition, the shares of a limited company represented by share certificates that are issued to bearers shall be deemed as the shares of foreigners unless otherwise provided by ministerial regulations.

"Capital"	means the registered capital of a limited company or paid-up capital of a public limited company or the money invested in a partnership or juristic person by its partners or its members.
"Minimum Capital"	means the capital of the foreigners in the case where the foreigners are juristic persons registered in Thailand and, in the case where the foreigners are juristic persons not registered in Thailand or natural persons, it shall mean the foreign currencies that the foreigners bring in and use at the commencement of the business operation in Thailand.
"Business"	means the business operation in agriculture, industry, handicraft, commerce, service or other dealings for business purpose.
"Licensee"	means a foreigner who has obtained the License.
"Certificate"	means a business operation certificate.
"Certificate Grantee"	means a foreigner who has obtained the Certificate.
"Committee"	means the Foreign Business Committee.
"Competent Official"	means a person appointed by the Minister to undertake actions in compliance with this Act.
"Registrar"	means a person appointed by the Minister as a foreign business registrar.
"Director-General"	means the Director-General of Commercial Registration Department.
"Minister"	means the Minister in charge of this Act.

Section 5. In permitting the foreigners to operate the businesses under this Act, the advantages and disadvantages to the nation's safety and security, economic and social development, public order or

good moral, art, culture and tradition of the country, natural resource conservation, energy and environment, consumer protection, size of the enterprises, employment, technology transfer, and research and development shall be taken into account.

Section 6. The following foreigners shall be prohibited from operating any business in Thailand :

- (1) Foreigners deported or pending deportation.
- (2) Foreigners staying in Thailand without permission under the law governing immigrants or other laws.

Section 7. The following foreigners may operate a businesses upon obtaining a License from the Director-General and may operate only certain businesses and in the locality announced with the approval of the Cabinet by the Minister in the Government Gazette. The Minister may prescribe any conditions deemed expedient in the notification.

- (1) Foreigners born in Thailand but not granted Thai nationality under the law governing nationality or other laws.
- (2) A person who becomes a foreigner as a consequence of his nationality being revoked under the law governing nationality or other laws.

The application for a License, the issuance of the license and the period of permission shall be in accordance with the rules and procedures prescribed in the ministerial regulations.

In the case where the Director-General does not permit a foreigner under paragraph one to operate the business, the foreigner shall be entitled to lodge an appeal with the Minister and the provisions of paragraphs one and three of Section 20 shall be applicable mutatis mutandis.

Section 8. Subject to Section 6, Section7, Section 10 and Section 12

- (1) Foreigners shall be prohibited from operating the business not permitted to them with special reasons as described in List One.
- (2) Foreigners shall be prohibited from operating any business concerning national safety and security, business affecting art and culture, tradition and folk handicraft or the business affecting natural resources or environment as prescribed in List Two unless permitted by the Minister with the approval of the Cabinet.
- (3) Foreigners shall be prohibited from operating the businesses prescribed in List Three in which Thai nationals are not ready to compete unless permitted by the Director-General with the approval of the Committee.

Section 9. Amendments or changes of the business categories under the Lists attached hereto shall be made by a royal decree except for the businesses under List Two, Group 1, in which case the amendments or changes shall be made by an act of parliament.

The Committee shall review the business categories under the Lists attached hereto at least once every one-year period from the date this Act comes into force and shall submit its opinion to the Cabinet. The foreigners who has operated the business not prescribed in List Two or List Three prior to the amendments or changes of business category under paragraph one and later on that business requires a permission under this Act and the foreigners wish to continue operating that business shall notify the Director-General in order to obtain a Certificate in accordance with the rules and procedure described in Section 11.

During the period prescribed in paragraph three and while the Certificate has not been obtained, the foreigners shall not be deemed as non-licensed business operators under this Act.

Section 10. The provisions of Section 5, Section 8, Section 15, Section 17, and Section 18 shall not be applicable to the foreigners operating the business that are classified in the Lists attached hereto with a temporary permission from the Government of the Kingdom of Thailand.

The foreigners operating the business classified in the attached Lists under a treaty to which Thailand is a party or is obligated to abide by it shall be exempt from the application of the Sections stated in paragraph one and shall comply with the provisions of the treaty which may in return include the entitlement of the Thai nationals and Thai enterprises to operate the businesses in the country of the foreigners.

Section 11. The foreigners qualified under Section 10 wishing to operate the business under the attached Lists shall notify the Director-General under the rules and procedures prescribed in the ministerial regulations in order to obtain a Certificate. The Director-General shall issue the Certificates to the foreigners rapidly but shall not exceed 30 days from the date on which the written notification is filed, unless the Director-General is of the opinion that the notification does not comply with the rules and procedures prescribed in the ministerial regulations or is not in accordance with Section 10. The Director-General shall in that case promptly notify the foreigners within 30 days of the date on which the written notification is filed.

The Certificates shall also specify the conditions prescribed by the Government or the treaty.

Section 12. In the case where the business of a foreigner that is promoted under the investment promotion law or permitted in writing to operate the industry or trade for export under the law governing the Industrial Estate Authority of Thailand or other laws are classified in List Two or List Three attached hereto, the foreigner shall notify the Director-General in order to obtain a Certificate. After the Director-General or his assigned Competent Official has examined the validity of the investment promotion certificate or the permit, the Director-General shall issue the Certificate rapidly but shall not exceed 30 days from the date on which he is notified of the acquisition of the investment promotion certificate or the permit as the case may be. In such case, the foreigner shall be exempted from the implication of this Act, except for Section 21, Section 22, Section 39, Section 40, and Section 42, throughout the period that the business is investment promoted or permitted for the export industry or trade operation as the case may be.

The issuance of the Certificate under paragraph one shall be in accordance with the rules and procedures prescribed by the Director-General.

Section 13. In the case where the provisions of other laws regulate shareholding, foreigners' partnership or investment, permission or prohibition for the foreigners in operating certain businesses or prescribe rules on the foreigner's business operation, the laws shall prevail and the provisions of this Act shall not be applicable to the areas that the other laws specifically govern.

Section 14. The minimum capital used at the commencement of the business operation shall not be less than that prescribed by ministerial regulations and shall in no case be less than two million Baht.

In the case where the businesses in the preceding paragraph require the licenses under the Lists attached hereto, the minimum capital to be prescribed in the ministerial regulations for each of the businesses shall in no case be less than three million Baht.

Ministerial regulations issued by virtue of this Section may also prescribe the time for the minimum capital to be brought or remitted into Thailand .

The provisions of this Section shall not apply in the events where the foreigners make the invest with the money or property derived from the business operation that has previously been in operation in Thailand in another business or use them as a share or an investment in other enterprises or juristic persons.

Section 15. The foreigners may operate the business under List Two only if Thai nationals or juristic persons that are not foreigners under this Act hold the shares of not less than 40% of the capital of that foreign juristic persons. Unless there is a reasonable cause, the Minister with the approval of the Cabinet may reduce the proportion requirement but it shall not be less than 25 percent and the number of Thai directors shall not be less than two-fifths of the total number of directors.

Section 16. Foreigners applying for a license shall have the following qualification and shall not have the prohibited characteristics below:

- (1) Being not younger than 20 years old.
- (2) Having residency or being permitted to temporarily enter into Thailand under the immigration law.
- (3) Being neither incompetent nor quasi-incompetent.
- (4) Not being a bankrupt.
- (5) Never having been punished by a court judgement or fined for an offense under this Act or Announcement No. 281 of the National Executive Council No dated November 24, 1972 unless they have been released at least five years prior to the date of the license application.
- (6) Never having been imprisoned for fraudulent acts, debtor cheating, embezzlement, offenses connected with trade under the Criminal Code or for offenses relating to fraudulent loans to the public or for offenses under the immigration law unless they have been released at least five years prior to the date of application.
- (7) Never having a license issued under this Act or under Notification No. 281 of the National Executive Council dated November 24, 1972 revoked during the five-year period prior to the date of the license application.

In case of the juristic person being the license applicant, the Foreign directors, managers or the persons responsible for the operation of the juristic person shall also have the qualifications and shall not have the prohibited characteristics referred to in paragraph one.

Section 17. In applying for the permission to operate the business, the foreigners shall submit the applications to the Minister or Director-General in accordance with the rules and procedures prescribed in the ministerial regulations. The Cabinet, in case of the business under List Two, or the Director-General, in case of the business under List Three, shall approve or give permission, as the case may be, within 60 days of the date of the application. In the case where there is a cause for the Cabinet to be unable to give the approval within the period, it shall be extended as necessary but shall not exceed 60 days from the lapse of the period.

When the Cabinet has given the approval or when the Director-General has given the permission under paragraph one, the Minister or the Director-General shall issue the license within 15 days of the date of the Cabinet's approval or the date of the Director-General's permission.

In giving the approval, the Minister may prescribe the conditions as stipulated by the Cabinet or

described in the ministerial regulations issued under Section 18 for case of businesses under List Two or the Director-General may prescribe the conditions as stipulated in the ministerial regulations issued under Section 18 for the case of businesses under List Three.

If the Cabinet does not permit the foreigners to operate the businesses under List Two, the Minister shall notify the foreigners of the decision in writing within 30 days and the reasons for the disapproval shall be clearly indicated.

If the Director-General does not permit the foreigners to operate the businesses under List Three, the Director-General shall notify the foreigners of the decision in writing within 15 days and of the reasons for the disapproval shall be expressly indicated. The foreigners are entitled to lodge an appeal with the Minister and the provisions of Section 20 shall apply *mutatis mutandis*.

Section 18. The Minister with the advice of the Committee is empowered to issue the ministerial regulations prescribing any of the following conditions for the foreign licensees to comply with;

- (1) The ratio of the capital and loans to be used in the permitted business.
- (2) Number of foreign directors who must have domicile in the Kingdom.
- (3) Number and period for keeping the minimum capital in the country.
- (4) Technology or assets.
- (5) Other necessary conditions.

Section 19. If it turns out that any licensee or certificate grantee:

- (1) violated the conditions prescribed by the Minister under paragraph one of Section 7;
- (2) does not comply with the conditions prescribed in paragraph two of Section 11 or paragraph three of Section 17;
- (3) violates Section 15;
- (4) lacks the qualifications or has the prohibited characteristics under Section 16; or
- (5) commits the offenses under Section 35.

Then in the cases under (1), (2), and (3), the Director-General shall give a written notification to the licensee or the certificate grantee instructing them to comply with the conditions under paragraph one of Section 7, paragraph two of Section 11 or paragraph three of Section 17 or correctly comply with Section 15, as the case may be, within the period that he deems appropriate. If the licensee or certificate grantee does not comply with the instruction as notified by the Director-General in writing without any appropriate reason, the Director-General shall be empowered to temporarily suspend the license or business operation for a suitable period but it must not exceed 60 days from the date of instruction. At the expiry of the period, if the foreigner has not yet made a complete correction, the Director-General shall consider revoking the license or certificate or make a recommendation to the Minister to consider revoking the license as the case may be.

In the case of (4) and (5), the Director-General shall consider revoking the license or make a recommendation to the Minister to consider revoking the license as the case may be.

Section 20. If the Director-General temporarily suspends the license or the business operation or revokes the license or certificate under paragraph two of Section 19, the licensee or the certificate grantee shall be entitled to lodge an appeal in writing with the Minister within 30 days of the date on which it receives the instruction.

The appeal will not stay the enforcement of the Director-General's instruction unless otherwise

order by the Minister with the advice of the Committee.

The Minister shall make a decision on the appeal within 30 days of the date on which the appeal is submitted. The decision of the Minister shall be final.

Section 21. Subject to Section 7, Section 19, and Sections 20, the license shall be indefinitely valid until the licensee stops doing the permitted business. The certificate shall be valid for a period permitted by the Thai Government or as prescribed by the treaty for such business operation or throughout the period for which such business is investment promoted or the export industry or trade is allowed to be operated as the case may be except where the certificate grantee stops the permitted business operation prior to the expiry of the period, the certificate shall be valid until then.

The licensee or certificate grantee shall display the license or certificate at an overt place in his business premises.

If the license or the certificate is damaged or lost, an application for a substitute shall be made to the registrar within 15 days of the date on which the defect or loss is known.

The application and issuance of the substitute license or certificate shall be in accordance with the forms and procedures prescribed by the Minister but the period for issuing the substitute shall not exceed 30 days from the date on which the application is received. The substitute shall be deemed the document substituting the license or certificate until a new license or certificate is obtained.

Section 22. If the license or the certificate grantee stops the business operations or relocates the office or place of business, a notification on the stoppage shall be filed with the registrar within 15 days of the stoppage date or relocation date in accordance with the forms and procedures prescribed in the ministerial regulations.

Section 23. There shall be a Foreign Business Committee consisting of the Permanent Secretary of the Ministry of Commerce as the Chairperson, Representative of the Office of the National Economic and Social Development Board, Representative of the Office of the Board of Investment, Representative of the Ministry of Defence, Representative of the Ministry of Finance, Representative of the Ministry of Foreign Affairs, Representative of the Ministry of Agriculture and Cooperative, Representative of the Ministry of Transport and Communications, Representative of the Ministry of Interior, Representative of the Ministry of Labour and Social Welfare, Representative of the Ministry of Science, Technology and Environment, Representative of the Ministry of Industry, Representative of the Ministry of Education, Representative of the Ministry of Public Health, Representative of the Office of the Consumer Protection Board, Representative of the Royal Thai Police, Representative of the Thai Chamber of Commerce, Representative of the Federation of Thai Industries, Representative of the Thai Bankers Association and no more than 5 learned persons as appointed by the Minister as the Committee Members and the Director-General of the Commercial Registration Department shall be the Committee Member and Secretary.

The learned persons shall have the knowledge and expertise in economics, law, commerce, science, technology, environment, trade, investment, business administration, or industry and shall not be advisors to political parties or have any political position.

In the case where the representatives in Paragraph one are the representatives of government units, they shall have the positions that, in ranking, are not lower than Director-General position or equivalent thereof. And, in the case where they are the representatives of the Thai Chamber of

Commerce, the Federation of Thai Industries, the Thai Bankers Association, they shall have the position ranking of not lower than a director of the Chamber, Federation or Association.

Section 24. The learned committee members shall have the tenure of two years.

In the case where a committee member vacates the office prior to the expiry of his term or in the case where the Minister appoints additional committee members while the appointed committee members still have the tenure, the substitute committee members or the additional committee members shall retain their office during such time only as the appointed committee members are entitled to retain the office.

The learned committee members leaving the office shall be eligible for reappointment but they may not retain the office for two successive terms.

Section 25. Apart from leaving the office under Section 24, the learned committee members shall leave the office upon;

- (1) Death;
- (2) Resignation;
- (3) Being removed by the Minister due to disgraceful conduct, malfeasance, breaching his duty or being deficient in abilities;
- (4) Being declared bankrupt;
- (5) Being incompetent or quasi-incompetent;
- (6) Being imprisoned by a final judgment except for offenses negligently committed or for misdemeanor offenses; or
- (7) Lacking the qualification under paragraph two of Section 23 .

Section 26. The Committee has the authority as prescribed in this Act and shall have the following duties:

- (1) Advising, recommending or giving opinions to the Minister on the enactment of royal decrees and issuance of ministerial regulations under this Act or the prescription of business category and business operation locality of the foreigners under Section 7 or the application for the Cabinet's approval under Section 8 (2).
- (2) Studying compiling, and preparing reports on the foreign business operation in Thailand including the impacts and appropriateness thereof, for presentations to the Minister from time to time but it shall not be less than once a year.
- (3) Advising, recommending or giving opinions to the Minister on other matters as he may assign.

Section 27. In holding the meetings of the Committee, at least one half of the total number of Committee members shall be present in order to constitute a quorum. If the Chairperson is not present or is unable to perform the duty, the Committee members attending the meeting shall elect one Committee member to preside over the meeting.

The decision of the meeting shall be taken by majority vote. One Committee member shall have one vote. In case of equality of the votes, the Chairperson of the meeting shall be entitled to a casting vote.

Section 28. The Committee shall be entitled to appoint subcommittees to consider or undertake any task assigned by the Committee and Section 27 shall apply to the meetings of the subcommittees mutatis mutandis.

Section 29. The Commercial Registration Department, Ministry of Commerce, shall act as the Secretary Office of the Committee and shall have the following authority:

- (1) Performing work in accordance with the resolutions of the Committee or as assigned by the Committee;
- (2) Presenting opinions to the Committee regarding the foreign business operation in Thailand for the benefit of the study, information compilation, and preparation of reports to the Minister; and
- (3) Performing general administrative work of the Committee.

Section 30. The Registrars and the Competent Officers shall have the authority:

- (1) To inquire in writing or summon any person for explanation of any facts, including submissions of documents or evidence necessary for verification of the facts;
- (2) To enter the place where the foreigners operate the business during business hours to inspect and ensure the compliance with this Act provided an approval in writing must first be obtained from the Director-General except in case of utmost emergency. In performing the duty, they shall have the authority to inquire the facts or demand any documents or evidence necessary for the examination of the facts from the persons staying in the said place.

In performing the duty under (2), the proprietor or the possessor of the place shall reasonably assist the registrars and the competent officials. In this regard, the registrars and the competent officials shall not act in a threatening manner or in a searching manner under the Criminal Procedure Code and shall give a notice in writing to the proprietor or the possessor of the place not less than three days in advance, except in case of utmost emergency and, upon the completion of the duty, a written report of the result shall promptly be made to the Minister.

Section 31. If any person requests an examination or copy of the documents or requests the registrars to make copies or photocopies together with a certification thereof or requests the registrars to certify the statements kept by the registrar, the registrar shall rapidly grant a permission, except where the documents by its nature are prohibited by law governing official information or other laws from being disclosed. The applicant shall pay the fees as prescribed in the ministerial regulations.

Sections 32. The competent officials must have identity cards in accordance with the form prescribed in the ministerial regulations. In carrying out the duty, the competent officials must present the identity cards to the persons concerned.

Section 33. In carrying out the duty under this Act, the Committee members, the Director-General, the registrars, the competent officials, and the persons carrying out the duty jointly with the competent officials shall be the competent officials under the Criminal Code.

Section 34. Any foreigner granted with the license or certificate whose license being suspended or revoked or being ordered to stop the licensed business operation and having lost the right to appeal or being ordered by the Minister with a final decision to suspend or revoke the license or to stop the business operation still carries on the business operation shall be punishable with an imprisonment of not exceeding three years or a fine from 100,000 Baht to 1,000,000 Baht or both, and also a fine of 10,000 Baht per day throughout the period of violation.

Section 35. Any foreigner, being granted the license to operate any business under this Act, takes part in a business owned by other foreigners not permitted to operate the business under this Act or

operates the business jointly owned by such other foreigners by showing that he is the sole owner of the business in order for such other foreigners to avoid or violate the provisions of this Act, shall be punished with an imprisonment of not exceeding three years or a fine from 100,000 Baht to 1,000,000 Baht or both and the Court shall order the dissolution of such joint business or business operation. Any violation of the Court's order, it is punishable with a fine of 10,000 Baht to 50,000 Baht per day throughout the period of violation.

Section 36. Any Thai national or juristic person that is not a foreigner under this Act, aiding or abetting or taking part in the business operation of the foreigners whose business falls under the Lists attached hereto and the foreigners are not permitted to operate the business or taking part in the business operation of the foreigner by showing that he or it is the sole owner of the business or holding shares on behalf of the foreigners in any partnership or limited company or juristic person in order for the foreigners to operate the business in avoidance of or violation to the provisions of this Act, including the foreigners allowing Thai nationals or juristic persons that are not foreigners under this Act to do so, shall be punished with an imprisonment of not exceeding three years or a fine from 100,000 Baht to 1,000,000 Baht or both, and the Court shall order a stoppage of the aiding or abetting or order a stoppage of the joint business operation or order a stoppage of share holding or a cessation of the partnership as the case may be. Violators of the Court's order shall be subject to a punishment with a fine of 10,000 Baht to 50,000 Baht per day throughout the period of violation.

Section 37. Any foreigner who operates a business in violation of Sections 6, Sections 7, and Sections 8 shall be punishable with an imprisonment of not exceeding three years or a fine from 100,000 Baht to 1,000,000 Baht or both and the Court shall order a stoppage of the business operation or the dissolution of the business or order a cessation of the shareholding or partnership as the case may be. Violator of the Court's order shall be subject to punishment with a fine of 10,000 Baht to 50,000 Baht per day throughout the period of violation.

Section 38. Any foreigner who operates the business in violation of Section 14 or in violation of the conditions under Section 18 (3) shall be subject to a punishment with a fine from 100,000 Baht to 1,000,000 Baht and a fine of 10,000 Baht to 50,000 Baht per day throughout the period of violation.

Section 39. Any licensee or certificate grantee not complying with paragraph two or paragraph three of Section 21 or violating Section 22 shall be subject to a punishment with a fine of not exceeding 5,000 Baht.

Section 40. Any person, not complying with the inquiry letters or summons of the registrars or competent officials or not giving facts or not submitting documents or evidence upon being inquired or summoned for examination by the registrars or competent officials or not assisting the registrars or competent officials under Section 30 without due reasons shall be subject to a punishment with a fine of not exceeding 5,000 Baht.

Section 41. In the case where the juristic person commits the offense under Section 35, Section 36, and Section 37, the directors, partners or persons authorized to act on behalf of juristic person collaborate with such offense or do not reasonably manage to prevent such offense shall be subject to an imprisonment of not exceeding three years or a fine from 100,000 Baht to 1,000,000 Baht or both.

Section 42. In case of the offenses under Section 39 and Section 40, the Director-General or the persons assigned by the Director-General shall be empowered to settle the case by fining. Upon the accused having paid the fine in accordance with the amount settled by the Director-General or his

assignees within 30 days of the date of settlement, such case shall be settled.

Section 43. All royal decrees, ministerial regulations, notifications, and orders being in force on the date this Act becomes effective shall still be in effect to the extent that they are not conflicting with or are contradictory to the provisions of this Act until the royal decrees, ministerial regulations, notifications, and orders issued under this Act are in effect.

Section 44. The foreigners, being granted with the rights or permitted to operate the businesses under Announcement No. 281 of the National Executive Council dated November 24, 1972 prior to this Act coming into force, shall be entitled or permitted to continue the operation of the business in accordance with the conditions and periods stated in the granted rights or permits.

Section 45. Foreigners who have been operating the businesses prescribed in the Lists attached hereto on the date on which this Act comes into force and the businesses did not fall within any of lists attached to Notification No. 281 of the National Executive Council dated November 24, 1972 and wish to continue operating the businesses shall notify the Director-General in order to obtain a certificate in accordance with the rules and procedures described in Section 11 within one year of the date on which this Act comes into force. While the foreigners have not obtained the certificates, they shall not be treated as foreigners who operate the businesses without permission under this Act.

Section 46. The Minister of Commerce shall be in charge and control of this Act and shall be empowered to appoint the registrars and competent officials and to issue the ministerial regulations prescribing the fees within the limits of the rates attached hereto as well as to give fee exemption and to designate other business to implement this Act.

The ministerial regulations shall come into force following publication in the Government Gazette.

Fees

1. License application

- (a) License application under Section 7 = 1,000 Baht
- (b) License application under Section 17 = 2,000 Baht
- (c) Certificate application under Section 11 or Section 12 = 2,000 Baht

2. License

- (a) License under Section 7 = 5,000 Baht
- (b) License for List Two Businesses

(1) Natural persons = 40,000 Baht

(2) Juristic persons = 10 Baht for each registered capital of 1,000 Baht with the minimum of 40,000 Baht and the maximum of 500,000 Baht; fraction of 1,000 Baht is treated as 1,000 Baht.

(c) License for List Three Businesses

(1) Natural persons = 20,000 Baht

(2) Juristic persons = 5 Baht for each registered capital of 1,000 Baht with the minimum of 20,000 Baht and the maximum of 250,000 Baht; fraction of capital of 1,000 Baht is treated as 1,000 Baht.

3. Certificate = 20,000 Baht

4. Replacement of License or Certificate = 5,000 Baht

5. Appeal

(a) Appeal against disapproval order under Section 7 = 1,000 Baht

(b) Appeal against disapproval order under Section 17 = 2,000 Baht

(c) Appeal against suspension or revocation of License or Certificate under Section 20 = 2,000 Baht

6. Notification on closure or relocation of office or business premises 1,000 Baht

7. Application for amendment to the particulars in the registration or License or Certificate 1,000 Baht

8. Searching or copying of documents 200 Baht for each item

9. Certified copies or certified photocopies 100 Baht a page

10. Certificate for registered statements 100 Baht for each item

Lists Attached to the Foreign Business Act B.E. 2542 (1999)

LIST ONE

The businesses not permitted for foreigners to operate due to special reasons:

- (1) Newspaper business, radio broadcasting or television station business.
- (2) Rice farming, farming or gardening.
- (3) Animal farming.
- (4) Forestry and wood fabrication from natural forest.
- (5) Fishery for marine animals in Thai waters and within Thailand specific economic zones.
- (6) Extraction of Thai herbs.

- (7) Trading and auctioning Thai antiques or national historical objects.
- (8) Making or casting Buddha images and monk alms bowls.
- (9) Land trading.

LIST TWO

The businesses related to the national safety or security or affecting arts and culture, tradition, folk handicraft or natural resource and environment.

Group 1: The businesses related to the national safety or security

- (1) Production, selling, repairing and maintenance of:
 - (a) firearms, ammunition, gun powder, explosives.
 - (b) Accessories of firearms, ammunition, and explosives.
 - (c) Armaments, ships, air-craft or military vehicles.
 - (d) Equipment or components, all categories of war materials.
- (2) Domestic land, waterway or air transportation, including domestic airline business.

Group 2: The businesses affecting arts and culture traditional and folk handicraft:

- (1) Trading antiques or art objects being Thai arts and handicraft.
- (2) Production of carved wood.
- (3) Silkworm farming, production of Thai silk yarn, weaving Thai silk or Thai silk pattern printing.
- (4) Production of Thai musical instruments.
- (5) Production of goldware, silverware, nielloware, bronzeware or lacquerware.
- (6) Production of crockery of Thai arts and culture.

Group 3: The businesses affecting natural resources or environment:

- (1) Manufacturing sugar from sugarcane;
- (2) Salt farming, including underground salt;
- (3) Rock salt mining;
- (4) Mining, including rock blasting or crushing;

(5) Wood fabrication for furniture and utensil production.

LIST THREE

The business which Thai nationals are not yet ready to compete with foreigners:

(1) Rice milling and flour production from rice and farm produce.

(2) Fishery, specifically marine animal cultures.

(3) Forestry from forestation.

(4) Production of plywood, veneer board, chipboard or hardboard.

(5) Production of lime.

(6) Accounting service business.

(7) Legal service business.

(8) Architecture service business.

(9) Engineering service business.

(10) Construction, except for:

(a) Construction rendering basic services to the public in public utilities or transport requiring special tools, machinery, technology or construction expertise having the foreigners' minimum capital of 500 million Baht or more.

(b) Other categories of construction as prescribed by the ministerial regulations.

(11) Broker or agent business, except:

(a) Being broker or agent for underwriting securities or services connected with future trading of commodities or financing instruments or securities.

(b) Being broker or agent for trading or procuring goods or services necessary for production or rendering services amongst affiliated enterprises.

(c) Being broker or agent for trading, purchasing or distributing or seeking both domestic and foreign markets for selling domestically manufactured or imported goods in the manner of international business operations having the foreigners' minimum capital 100 million Baht or more.

(d) Being broker or agent of other category as prescribed by the ministerial regulations.

(12) Auction, except:

(a) Auction in the manner of international bidding not being the auction of antiques, historical artifacts or art objects which are Thai works of arts, handicraft or antiques or having the historical value.

(b) Other categories of auction as prescribed by the ministerial regulations.

(13) Internal trade connected with native products or produce not yet prohibited by law.

(14) Retailing all categories of goods having the total minimum capital less than 100 million Baht or having the minimum capital of each shop less than 20 million Baht.

(15) Wholesaling all categories of goods having minimum capital of each shop less than 100 million Baht.

(16) Advertising business.

(17) Hotel business, except for hotel management service.

(18) Guided tour.

(19) Selling food or beverages.

(20) Plant cultivation and propagation business.

(21) Other categories of service business except that prescribed in the ministerial regulation

Note: English translations of the original Thai law texts are prepared for reference purposes only. Only the Thai script versions, as published in the royal Thai government gazette shall have legal force in Thailand.