

NOT  
TO-BE-MISSED  
EVENT

A practical program  
Friday, 11 March 2011  
Royal Orchid Sheraton Hotel & Towers, Bangkok

# COMMERCIAL CONTRACTS: DRAFTING, NEGOTIATION & RISK MANAGEMENT

Presentation will be in English

Narit Direkwattanachai, LL.M (Cambridge)  
Founder/Principal at **NARIT & Associates**

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10%**

for early bird rate or  
booking for 2 or  
more delegates

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**EASY WAYS TO BOOK**

Tel: +66 2248 2874 Fax: +66 2248 2873 Email: [enquiry@naritlaw.com](mailto:enquiry@naritlaw.com)

*Master practical skills to draft clear and concise commercial agreements*

*Get-to-grips with all key clauses and how to effectively use them*

*Learn cutting-edge strategies for managing different types of contracts*

*Identify early contractual risks and avoid costly pitfalls*

**A practical program focusing on:**

- Legal framework of commercial contracts
- Risk assessment and mitigation
- Understanding and drafting the legal clauses
- Structuring shareholders agreement
- Managing contract and subcontract risks

*Who should attend?*

CEO, COO, MD, GM, corporate counsel, commercial director, sales director, financial manager, legal & compliance manager, head of legal department, contract manager, project managers, business development manager, procurement managers

**Learn from Private Practitioner's  
Real World Experience!**

# COMMERCIAL CONTRACTS: DRAFTING, NEGOTIATION & RISK MANAGEMENT

Friday, 11 March 2011 Royal Orchid Sheraton Hotel & Towers, Bangkok

RESERVE YOUR PLACE TODAY  
TO GUARANTEE YOUR SEAT!

## 0900 REGISTRATION & MORNING COFFEE

### 0930 SESSION 1: COMMERCIAL CONTRACT DRAFTING & NEGOTIATION

- Legal Framework of Thai Law Governing Commercial Contract
- Crucial Issues in Contract Formation for Non-Lawyers: Formality, Enforceability, Court's Power to Scale Down Contractual Provisions, Legal Capacity, Consideration, Applicability of Statutory Arrangements and Opting out of Statutory Arrangements
- Common Features of Commercial Contract- Boiler Plate: Witnesseth, Representations & Warranties, Liquidated Damage (Penalty), Indemnification, Limited Liability Provisions, Non-Waiver, Entire Agreement, Confidentiality Clause, Termination, Choice of Law, Choice of Jurisdiction, Arbitration, Notice, and Severability

## 1045 MORNING REFRESHMENT

### 1100 SESSION 2: COMMERCIAL CONTRACT RISK MANAGEMENT

- Identifying Business Objectives and Concerns of the Parties
- Assessing, Analyzing and Mitigating the Risks in Commercial Contracts
- Strategies for Effective Contract Management to Avoid Dispute/Litigation and to Strengthen Your Position
- Breach of Contract, Claim and Remedy
- Negotiation Strategies
- Should I Use the Term "Shall"?

## 1215 LUNCH (International Buffet)

### 1315 SESSION 3: TECHNIQUES FOR DRAFTING & STRUCTURING SHAREHOLDERS AGREEMENT

- Understanding the Relevant Provisions of Company Law
- Statutory Arrangement versus Contract Clause
- Majority Rule
- Concerns of Majority Shareholders and Minority Shareholders
- Key Provisions of Shareholders Agreement
- Importance of Articles of Association and Corporate Formalities
- Contractual Mechanisms to Deal with Shareholders Dispute

## 1430 AFTERNOON REFRESHMENT

### 1445 SESSION 4: MANAGING CONTRACT & SUBCONTRACT RISKS

- Key Considerations for Insourcing and Outsourcing
- Understanding Different Types of Contracts
- Designing Critical Provisions in Contracts and Subcontracts
- Identifying Contract and Subcontract Risks and How to Mitigate Such Risks
- Dealing with Multiple Contractors
- Practical Problems in Contract Management

## 1600 COURSE ROUND-UP

### COURSE FEES

EARLY BIRD (PAYMENT BY FEB 15, 2011)

MULTIPLE BOOKING (MIN 2)

Baht ~~8,000~~ 7,200

FULL PRICE

Baht 8,000

ALL PAYMENT MUST BE RECEIVED IN ADVANCE OF THE EVENT

SAVE  
10%

for early bird rate or  
booking for 2 or  
more delegates

\*\* We reserve the right to change the content of the program, date and venue if warranted by reasons beyond its control.



## THE SPEAKER

NARIT DIREKWATTANACHAI is the founder and principal of NARIT & Associates, a law firm based in Bangkok, Thailand. He specializes in corporate & commercial, tax and commercial disputes. Narit regularly serves clients from different industries on acquisitions/sales of local companies, formation of joint venture companies, investment/divestment, international sales, distributorship, franchise, cross border tax planning, transfer pricing, remittance of profit, shareholder/partner disputes and other commercial disputes. His client list includes publicly held companies (or their Thai subsidiaries) listed in

New York Stock Exchange, Frankfurt Stock Exchange, Tokyo Stock Exchange, Singapore Exchange, and Stock Exchange of Thailand, Thai subsidiaries of multinational corporations, Thai owned companies and foreign investors.

Narit holds earned an LLB (1st class honors) from Chulalongkorn University, an LL.M (British Chevening Cambridge Scholar) from the University of Cambridge, England and an MBA in Finance (GRSP Scholar) from the Georgia Institute of Technology, Atlanta, USA. Narit commenced his legal career at Baker & McKenzie, Bangkok office. He also worked at Baker & McKenzie, Sydney office, Australia and the Investment Banking Group at DBS Bank, Singapore. Narit is the author of *What Every Executives Need to Know about Thailand Tax*, a practical guideline in plain English on tax planning strategy for those operating business in Thailand.

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