NARIT & ASSOCIATES

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*** Please circulate this brochure to anyone who might be interested in this in-house training.

A Practical and Insightful Corporate In-House Training

Commercial Contracts Management X

CATCH UP with LEGALTECH, **SMART CONTRACT, and** latest legal developments.

LEARN directly from CAMBRIDGE educated ATTORNEY with both TRANSACTIONAL & COURTROOM on how to draft or review a commercial contract with better understanding of contract terminologies and practical knowledge on how to use them properly to protect your company's interest

EMPOWER your people with essential skills to effectively manage commercial contracts

SAVE training cost and enjoy great benefits with our corporate in-house training



KEY HIGHLIGHT

Legal Framework of Commercial Contracts Case Law Update on Unfair Contract Terms Acts **Electronic Transactions**

Crucial Issues in Contract Formation **Boiler Plate Clauses**

Latest Trends in Commercial Disputes:

- International Commercial Courts
- Mediation and Singapore Convention

and More Selections from COMPREHENS



LIST OF OPTIONAL TOPICS

Training Program can be delivered in English/Thai.

Organized by:

NARIT & ASSOCIATES

Attorneys at Law

BUSINESS & LEGAL SEMINAR

Visit: www.naritlaw.com/corporateinhousetraining.htm





Dear Executives:

Is everyone in your organization developing solid legal knowledge that is required to manage commercial contracts in today's highly competitive business environment? They should be. The series of unexpected events happening in Thailand, whether a major natural disaster or a political turmoil, should not undermine the importance of a bulletproof commercial contract in protecting companies against damage, claims and losses.

A commercial contract is a crucial part of the business world, but largely ignored or puzzled by many business professionals in this part of the world.

Why a commercial contract is crucial?

This is because one clause in a commercial contract can make a whole lot difference between winning and losing when a dispute cannot be amicably settled. The thin line between winning and losing often translates into making or losing a lot of money. This is what counts.

As a matter of fact, **a properly drafted contract** can help you achieve a lot of purposes:

- √ it helps you advance your own agenda;
- ✓ it protects your interest; and
- √ it mitigates or even eliminates any potential risk on your side.

Understanding a legal framework of commercial contracts is important even for non-lawyers. You, a business professional, negotiate with customers, suppliers, business partners, business associates and colleagues everyday. You try to negotiate to the best of your ability and document whatever you agree with your counterparty. But how do you know whatever you put in a contract will be upheld in the court of law? It is not uncommon for a court to strike down any poorly or wrongly worded clause in a commercial contract.

To become a better negotiator in business in Thailand, you need to know what can be agreed and what cannot be agreed in a commercial contract under Thai law.

This course will walk you through commonly used techniques that mitigate or even eliminate any potential risk and highlight contractual provisions that are unlikely be upheld in court. The knowledge of commercial contracts will definitely make you a powerful negotiator.

About the Trainer



NARIT DIREKWATTANACHAI, the founder and principal of NARIT & Associates, is an attorney specializing in corporate & commercial, tax and commercial disputes. Narit regularly serves clients on sales/acquisitions of local companies, formation of JV companies, investment/divestment, international sales, distributorship, franchise, cross border tax planning, transfer pricing,

remittance of profit, shareholders/partners disputes and other commercial disputes. His client list includes publicly held companies (or their Thai subsidiaries) listed in NYSE, 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 an LLB (1st class honors) from Chulalongkorn University, an LLM from Wolfson College, the University of Cambridge, England, and an MBA in finance from the Georgia Institute of Technology, Atlanta, Georgia, 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 - Telecom, Media and Technology at DBS Bank, Singapore.

Narit is regularly invited to speak at various events including East Asia Business Forum in Mainland China, Data Consult's CEO Breakfast in Bangkok, EU Administrative Meeting at the Delegation of the EU in Thailand, Singapore-Malay Chamber of Commerce & Industry's Business Mission to Bangkok, Malaysia-based Truevenus's 5th Annual Modular & Precast Construction in Bangkok and Petroleum Institute of Thailand.

His legal/tax articles are published in the Property Report Magazine, Advance-the Australia-Thai Chamber of Commerce Magazine, and Swiss-Thai Chamber of Commerce E-newsletter. Narit is the author of **WHAT EVERY EXECUTIVE NEEDS TO KNOW ABOUT THAILAND TAX**, a strategic tax planning book.

Who Should Attend

This program is specifically designed for those who want to gain the working knowledge on contract law and also to enhance their practical drafting and reviewing skills, including:

Chief Executive Officers
Chief Operating Officers
Managing Directors
General Managers
Commercial Directors
Sales Directors
Finance Managers
Sales Managers
Arbitrators & Mediators

Regional/General/Corporate Counsels Legal & Compliance Managers Heads of Legal Departments Contract Managers/Specialists Project Managers Business Development Managers Procurement Managers Sales Supervisors Legal Technologists



SELECT 1 Day Training Program 2 Day Training Program

AT YOUR CHOICE!!

Our corporate in-house training offers a cost effective way to bring the high quality legal training to your organization. Corporate Clients can select 1 day or 2 day training program based on the need and budget. Day 1 program will cover 4 intensive sessions on the Principles of Commercial Contracts, while Day 2 program will give the opportunity to learn 4 additional topics customized to your business objectives. This way Corporate Client can maximize the development of their workforce at the fraction of the cost, while ensuring that they also stay on the top of their latest legal knowledge.

DAY 1 - PRINCIPLES OF COMMERCIAL CONTRACTS

SESSION 1 - Legal Framework of Commercial Contracts

- Introduction to Thai Contract Law
- Types of Commercial Contracts
- Case Law Update on Unfair Contract Terms Acts
- Electronic Transactions
- Automatic Data System and Digital Identification under Thai Law

Morning Break

SESSION 2 - Crucial Issues in Contract Formation

- Offer, Acceptance, Formality, Enforceability
- Court's Power to Scale Down Contractual Provisions
- Legal Capacity, Consideration
- Applicability of Statutory Arrangements/Implied Terms
- Opting Out of Statutory Arrangements
- Amending Existing Contracts
- Dealing with Days and Calendar Days
- Structure of Commercial Contract

Timetable

09:00 Session 1 Morning Break 10:30 Session 2 10:45 Lunch 12:15 Session 3 13:15 Afternoon Break 14:45 15:00 Session 4 Q&A and 16:30

Latest Trends in LegalTech and Smart Contract



Course Round-Up

Lunch

SESSION 3 - Common Features of Commercial Contracts - Boiler Plate (PART 1)

- Witnesseth
- Representations & Warranties
- Obligations of Parties
- Liquidated Damages (Penalty)
- Indemnification
- Limited Liability Provisions
- Non-waiver
- Assignment



Afternoon Break

SESSION 4 - Common Features of Commercial Contracts - Boiler Plate (PART 2)

- Force Maieure
- Entire Agreement
- Confidentiality Clause
- Termination
- · Choice of Law
- Choice of Jurisdiction

- Arbitration
- Mediation
- Notice
- Severability

This Session will update you on International Legal Developments: International Commercial Courts, Singapore Convention and New Mediation Act

DAY 2 - OPTIONAL

SESSION 1 - Optional Topic 1

SESSION 2 - Optional Topic 2

SESSION 3 - Optional Topic 3

SESSION 4 - Optional Topic 4





List of Optional Topics Comprehensive & Essential Subjects

- 1. Risk Management in Commercial Contracts
- 2. Key Considerations of Sale and Service Contracts
- 3. Legaltech: Catching Up with Smart Contract, Blockchain, and Cyptoassets (Cyptocurrencies and Cryptotokens) in Context of Thai Law & Thai Tax
- 4. Managing Contract and Subcontract Risks
- 5. Strategic Drafting, Negotiating and Managing Distribution Agreement
- 6. Techniques for Drafting & Structuring Shareholders Agreement
- 7. Creating Effective Joint Venture Agreements
- 8. Understanding Tax Implications in Joint Ventures
- 9. Structuring Successful M&A Deals: Structuring, Due Diligence, Acquisition/Merger (Amalgamation), Agreement & Closing
- 10. Strategic Tax Planning and Tax Due Diligence for M&A
- 11. Legal and Tax Challenges of Investment in Thai Startups
- 12. Crucial Legal Concerns in Making Property Sale/Purchase Contract
- 13. Tax Planning and Strategies for Real Estate Investment
- 14. Strategies for Drafting, Reviewing and Managing Construction Contracts
- 15. Managing the Talent: Employment Contract, Termination and Dispute Resolution
- 16. Employment Tax Issues: Planning Opportunities and Avoid Pitfalls
- 17. Expatriate Employment: Tax Minimization and Challenges
- 18. Essential Guide for Tax Planning when Drafting Commercial Contracts
- 19. Crucial Tax Planning for Business Setup and Restructure
- 20. Understanding the Crucial Issues of Thailand's VAT System
- 21. Tax Aspects of International Contracts
- 22. Taxation on Cross Border Transactions
- 23. Thailand Tax for Non-Tax Managers
- 24. Family Business Tax & Legal Issues: Challenges and Opportunities
- 25. Contractual Disputes Management



- 1. Convenient
- 2. Flexible
- 3. Praetical
- 4. Customizable
- 5. Big Cost Saving
- 6. Confidential
- 7. Meximize
- **8. Update**

The seminar can be held at the Corporate Client's choice of date and venue to minimize any disruption to your business time and less time out of the office.

We can accommodate a small or large group of participants (subject to maximum class size).

The Expert Trainer is a private practitioner with years of experience in both transactions & litigation, so the participants can learn practical insight and knowledge from the real world practices.

The Corporate Client can select which legal topics to be presented based on the Corporate Client's business objective and needs. While the materials are already prepared in English, presentation can be conducted in Thai or English.

Corporate in-house training offers the same high quality materials and knowledge at a fraction of the cost. As it is charged by the day, regardless of the number of participants, the savings can be huge as compared to public training.

As the training will be conducted exclusively for your organization, the Corporate Client can discuss any issues specific to your business in a completely safe and confidential environment, which may not be possible in a public training.

Maximize the learning experience of your workforce to successfully increase the productivity of your company.

Gain latest updates from the fast moving legal developments as well as familiarize your workforce with latest trends in legaltech and smart contract.

Training Fees		ALL PAYMENT MUST BE RECEIVED IN ADVANCE OF THE EVENT	
1 DAY Program	Course Fee	Baht 120,000 + VAT	SAVE
2 DAY Program	Course Fee	220,000 Baht 240,000 + VAT	for Booking of 2 Day Program



Let our Expert Trainer Come to You

Exclusively for your organization

On the date best fits to your schedule

At the venue most convenient to you

"...can be applied to daily work."
Kaeser Kompressoren (Thailand)

"Good seminar, enjoy it!"

AVL Sea & Australia

"Good coverage of many topics..."

Draeger Safety (Thailand)

"...very good and informative seminar."

Wallenius Wilhelmsen Logistics
(Thailand)

Corporate In-House Training Package

commercial Contracts Management

TERMS & CONDITIONS

BOOKING & PAYMENT

To allow sufficient time, the Corporate Client shall book the training at least 1 month in advance. The training is only confirmed upon receiving the payment.

TRAINING FEE

The training fee only covers the Trainer's speaking engagement fee. Withholding tax and VAT shall be applied accordingly for the Corporate

MAXIMUM CLASS SIZE

The maximum class size is up to 20 persons per session, otherwise subject to additional charge.

*** The Trainer reserves the right to change the content of the program, speaker, date and venue if warranted by reasons beyond its control.

The Corporate Client shall arrange for the venue, room, training facilities, including audio visual equipment. While the Trainer will prepare the materials, the Corporate Client will make copies according to the number of participants. If the venue is outside Bangkok or overseas, additional charge is applied to cover the transporation, accomodation, and other out-of-pocket expenses.

CANCELLATION

VENUE

Up to 1 month before the course, cancellation is allowed. Less than 3 weeks, there will be admin fee of Baht 10,000. Less then 1 week, there will be cancellation fee of 50% of the course fee. We recommend the Corporate Client to reschedule the training date, instead of cancellation, which will be free of charge (subject to the Trainer's schedule).

Easy Ways to Book

🗺 Call: +66 2248 2874

Ր≣ Fax: +66 2248 2873

@ Email: enquiry@naritlaw.com

Visit: www.naritlaw.com/corporateinhousetraining.htm

RTICIPANTS

































PTT Public Company Limited

















































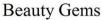






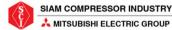


























































บริษัท มิตซุยแอนต์คัมปนิ (ไทยแลนต์) จำกัด







