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# MASTERING COMMERCIAL CONTRACTS



20 - 21 November 2013  
Centara Grand at CentralWorld Bangkok

Drafting, Risk Management and Tax Aspects



Presentations will be in English

**EQUIP** yourself with  
**ESSENTIAL SKILLS** and **TECHNIQUES**  
to draft **WATERTIGHT** commercial contracts  
that meet today's **BUSINESS CHALLENGES**

*"Good seminar, enjoy it!"*  
AVL Sea & Australia

*"Good coverage of many topics..."*  
Draeger Safety (Thailand)

*"....can be applied to daily work."*  
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## Program Agenda

### DAY 1 Wednesday, 20 November 2013

- 0830 Registration & Morning Coffee
- 0900 Legal Framework of Commercial Contracts
- Introduction to Thai Contract Law
  - Types of Commercial Contracts
  - 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
- Case Law Updates on Unfair Contract Terms Act**
- 1030 Morning Refreshment
- 1045 Common Features of Commercial Contract – Boiler Plate – PART 1
- Witnesseth
  - Representations & Warranties
  - Obligations of Parties
  - Liquidated Damage (Penalty)
  - Indemnification
  - Limited Liability Provisions
  - Non-waiver
  - Assignment
- Examples and Case Studies**
- 1200 Lunch
- 1300 Common Features of Commercial Contract – Boiler Plate – PART 2
- Force Majeure
  - Entire Agreement
  - Confidentiality Clause
  - Termination
  - Choice of Law
  - Choice of Jurisdiction
  - Arbitration
  - Notice
  - Severability
- Examples and Case Studies**
- 1415 Afternoon Refreshment
- 1430 Mastering Drafting & Reviewing Skills
- Points to Consider when Drafting Contract
  - Practical Tips when Reviewing Contract
  - Beware of Common Contract Mistakes
  - Contract Terminology and Interpretation
  - Critical Aspects of Contract Signing
- 1545 Q&A and Course Round-Up

### DAY 2 Thursday, 21 November 2013

- 0830 Registration & Morning Coffee
- 0900 Key Considerations of Sales and Supply Contracts
- Sales Contract vs. Supply Contract (Hire of Work)
  - Identifying the Critical Provisions of Sales Contract
  - Transfer of Risk of Loss/Damage and Transfer of Title
  - Insourcing vs. Outsourcing
  - Understanding Different Types of Supply Contract (Hire of Work)
  - Designing Critical Provisions in Supply Contract
  - Practical Problems in Sales and Supply Contracts
- Practical Tips & Insights**
- 1030 Morning Refreshment
- 1045 Strategic Drafting, Negotiating and Managing Distribution Agreement **NEW TOPIC!**
- Types of Distribution Agreement (Sales Agency Agreement and Distribution/Dealer Agreement)
  - Exclusivity vs. Non-Exclusivity
  - Key Provisions of Distribution Agreement
  - Sales and Marketing Policies
  - Trade Name and Trademark Licensing
  - Legal Requirements on Licensing of Registered Trademark
  - Restrictions on Export of Products (Control over Distribution of Products)
- 1200 Lunch
- 1300 Risk Management in Commercial Contracts
- Identifying Business Objectives and Concerns of 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
- 1415 Afternoon Refreshment
- 1430 Tax Aspects of International Contracts
- Potential Tax and Civil Liabilities for Signing a Contract for the Offshore Party
  - Contract Split between Sales Contract and Services Agreement
  - Use of Double Taxation Agreement
  - Business Profit vs. Royalty
  - Tax Considerations in Worded the Cross Border Services Agreement
- Detailed Calculation**
- 1545 Q&A and Course Round-Up

**DON'T MISS THIS OPPORTUNITY!**

**REGISTER** today for  
**"MASTERING COMMERCIAL CONTRACTS"**  
 and grasp all key benefits from  
 this 2-day practical training seminar.



**Easy Ways to Book**

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# Key Benefits of This 2 Day Intensive Training



- Understand** the legal framework and crucial issues in contract formation
- Key** boilerplate terms to ensure agreements are precise and meeting your business objectives
- Harness** latest case law updates on the Unfair Contract Terms Act
- Get-to-Grips** with important legal clauses and how to effectively apply in your own contract
- Learn** cutting-edge strategies for managing different types of contracts
- Identify** early contractual risks and how to successfully avoid pitfalls
- Gain** valuable tax knowledge in dealing with the international contracts and double taxation treaty
- Absorb** insightful viewpoints from expert trainer's real world experience

## Dear Executive

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. None should underestimate the importance of a bulletproof commercial contract in protecting companies against damages, 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.

This course will also explore in detail the crucial terms and conditions of the distribution agreement, the sales contract and the supply contract (hire of work contract), which are ones of the most used commercial contracts.

Last but not least, the last session will cover tax aspects of international contracts. The contract split is used in a cross border transaction as a way to minimize Thai tax. The DTA exempts Thai tax on the business profit for an offshore company, but does not exempt Thai tax on the royalty. Obviously, the types of income are terribly important here. How do you word the cross border services agreement so that the tax authority is likely to recognize its income as the business profit, not the royalty?

## 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	Corporate Counsels
Chief Operating Officers	Legal & Compliance Managers
Managing Directors	Heads of Legal Departments
General Managers	Contract Managers/Specialists
Commercial Directors	Project Managers
Sales Directors	Business Development Managers
Finance Managers	Procurement Managers
Sales Managers	Sales Supervisors



## Date & Location

Wednesday - Thursday, 20 - 21 Nov 2013  
Centara Grand at CentralWorld Bangkok  
999/99 Rama 1 Road, Pathumwan,  
Bangkok 10330, Thailand  
Tel : +66 (0) 2769 1234  
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## Course Fees

ALL PAYMENT MUST BE RECEIVED  
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**EARLY BIRD (Book & Pay by Sep 30, 2013)**

**MULTIPLE BOOKING (Min 2 Bookings)**

Baht 18,000 - 3% Withholding Tax\*\* + 7% VAT = **18,720**

**FULL PRICE**

Baht 19,500 - 3% Withholding Tax\*\* + 7% VAT = **20,280**

**SAVE  
B 1,500**

\*\* 3% Withholding tax is applicable to corporates only, not individuals.



## About the Expert 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 acquisitions/sales 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 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 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 the author of "What Every Executive Needs to Know about Thailand Tax".

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## Cancellation & Substitute

### Up to 15 days before the course

Cancellation - Baht 1,500 admin fee  
Substitute delegate(s) - Free of charge

### Up to 5 days before the course

Cancellation - Fee is not refundable, but the materials will be mailed to the delegate.  
Substitute delegate(s) - Free of charge

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

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