

TABLE OF CONTENTS

A NOTE FROM THE AUTHOR	ix
INTRODUCTION	xv
SECTION 1: THAILAND'S LEGAL SYSTEM	
1. A Brief of Thai Judicial System	3
2. Characteristics of Thailand's Legal System	9
3. Legal Surprises in Thailand	15
SECTION 2: FORMS OF BUSINESS ENTITIES IN THAILAND	
1. Sole Proprietorship	27
2. Partnership	47
3. Branch Office	59
4. Joint Venture	69
5. Limited Company and Public Limited Company	77
SECTION 3: SETTING UP LIMITED COMPANY	
1. Company Law Requirements	101
2. Incorporation of Limited Company	117
SECTION 4: FORMALITIES AFTER INCORPORATION	
1. General Meeting of Shareholders	151
2. Filing Formalities	177
SECTION 5: FOREIGN BUSINESS LAW & ITS RESTRICTIONS	
1. Definition of "Foreigner" under the FBA	209
2. Restricted Activities under the FBA	215
3. Minimum Capital	235
4. Options for Foreign Investors	239

SECTION 6: LABOR LAW

1. Recruiting Talents	289
2. Hiring Foreign Workers	307
3. Secondment	341
4. Withholding Tax on Employment Income	353
5. Employment Related Funds	363
6. Mandatory Leave of Absence & Overtime Payment	373
7. Welfare in Operating Premises	383
8. Hiring Disabled Employee	389
9. Issues with Employee Loan	393
10. Employment Termination	399
11. Termination due to Office Relocation	419
12. Termination due to Advanced Technology	425
13. Organizational Restructure	429

SECTION 7: PROPERTY LAW

1. Restriction on Foreign Ownership	435
2. Property Purchase Due Diligence	451
3. Steps for Property Purchase	457
4. Taxes and Transfer Fee	461
5. Tax Free Exchange	469
6. Lease	475
7. Construction Disputes	487

SECTION 8: COMMERCIAL DISPUTES

1. How to Collect Unpaid Bill	503
2. Filing Lawsuit for Unpaid Bill	509
3. Debt Settlement & Tax Consequence	517
4. Appeal	525
5. Class Action	529

SECTION 9: LEGAL & TAX GUIDE FOR M&A

- 1. Types of M&A 539
- 2. M&A's Step by Step 545
- 3. Seller's Guide for Business Sale 555
- 4. Buyer's Guide for Business Purchase 565

SECTION 10: PRACTICAL ASPECTS OF COMMERCIAL CONTRACT

- 1. Contract Signing 573
- 2. Frequently Asked Questions on Contract Law 583

SECTION 11: TAX

- 1. Thailand Taxes 593

INDEX 617

THE AUTHOR 639