



Investire in Thailandia: opportunità e strategie per le imprese italiane. Analisi e prospettive con il supporto istituzionale del *Board of Investment*

BPER:

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ESTERO**

24 Settembre 2025

 **LEGAL**
STUDIO LEGALE | LAW FIRM
MILANO BANGKOK

fieldfisher
in partnership with

 **THAILAND
BOARD OF
INVESTMENT**

Consultant of Thailand Board of Investment (B.O.I.) in Italy for the year 2025

 **ITHAI**

 **CONSULTING**
BUSINESS | IP | PRIVACY

Introduction

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A bridge between Italy and Thailand

To better support our Clients in expanding their business in Thailand and Southeast Asia, we have built a network of excellence that combines legal, financial, and strategic expertise.

This is how ITHAI was born: an integrated platform for business internationalization, created through the synergy of **ALLegal** (*in partnership with Fieldfisher*), **EN Consulting**, and **Milan Bangkok Consulting**.

Through this alliance, we offer tailored financial and commercial consulting, hands-on support for European companies entering Asian markets (and vice versa), and concrete guidance throughout every stage of the process.

ITHAI is a gateway to Asian markets.



Legal advice



Strategic and business consulting



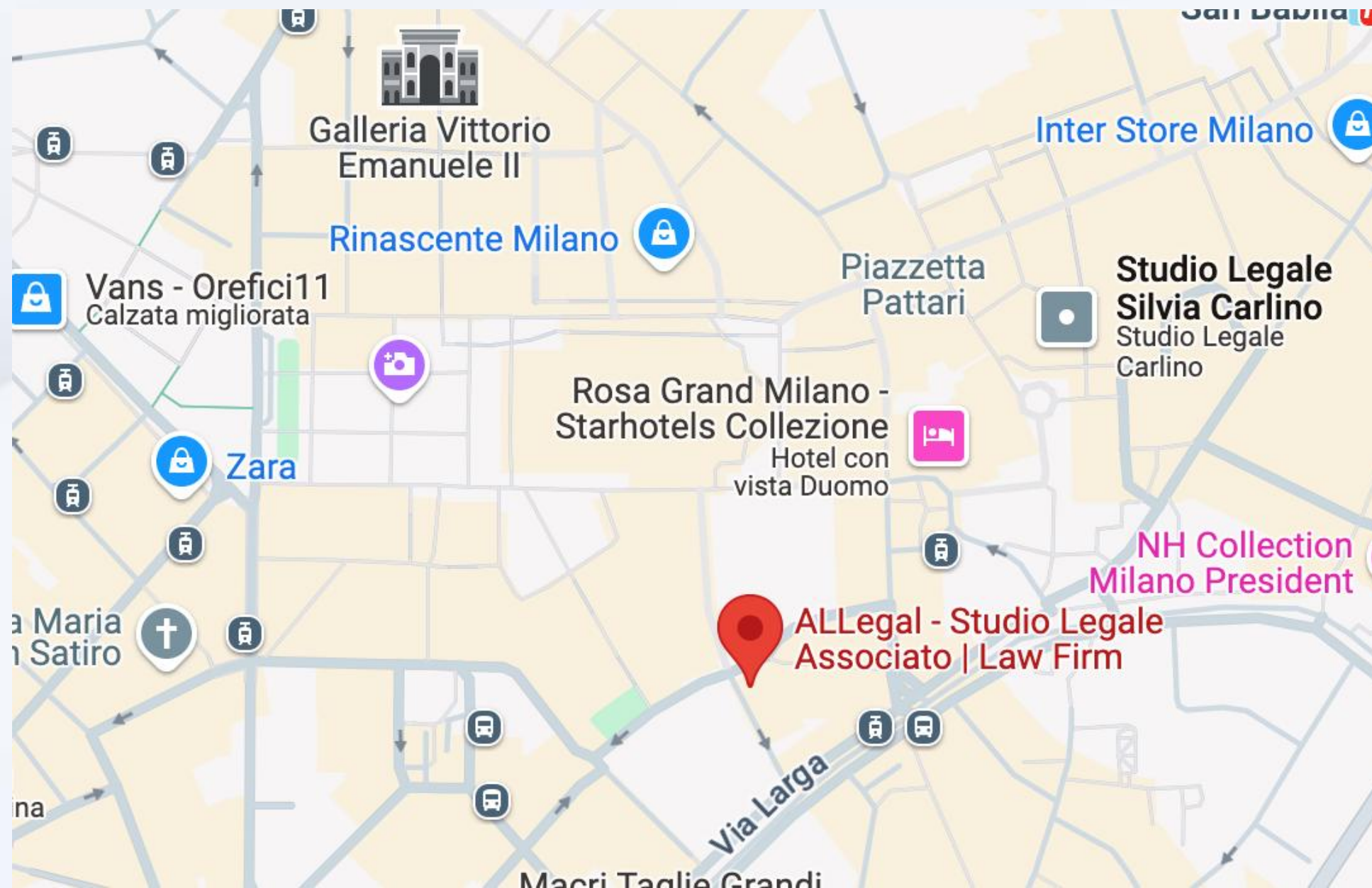
Operational support in Thailand



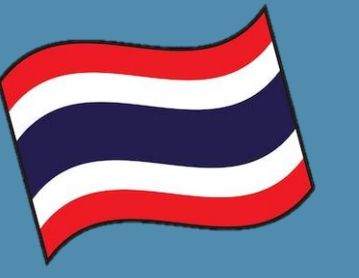
Milano

Largo I. Schuster ,1

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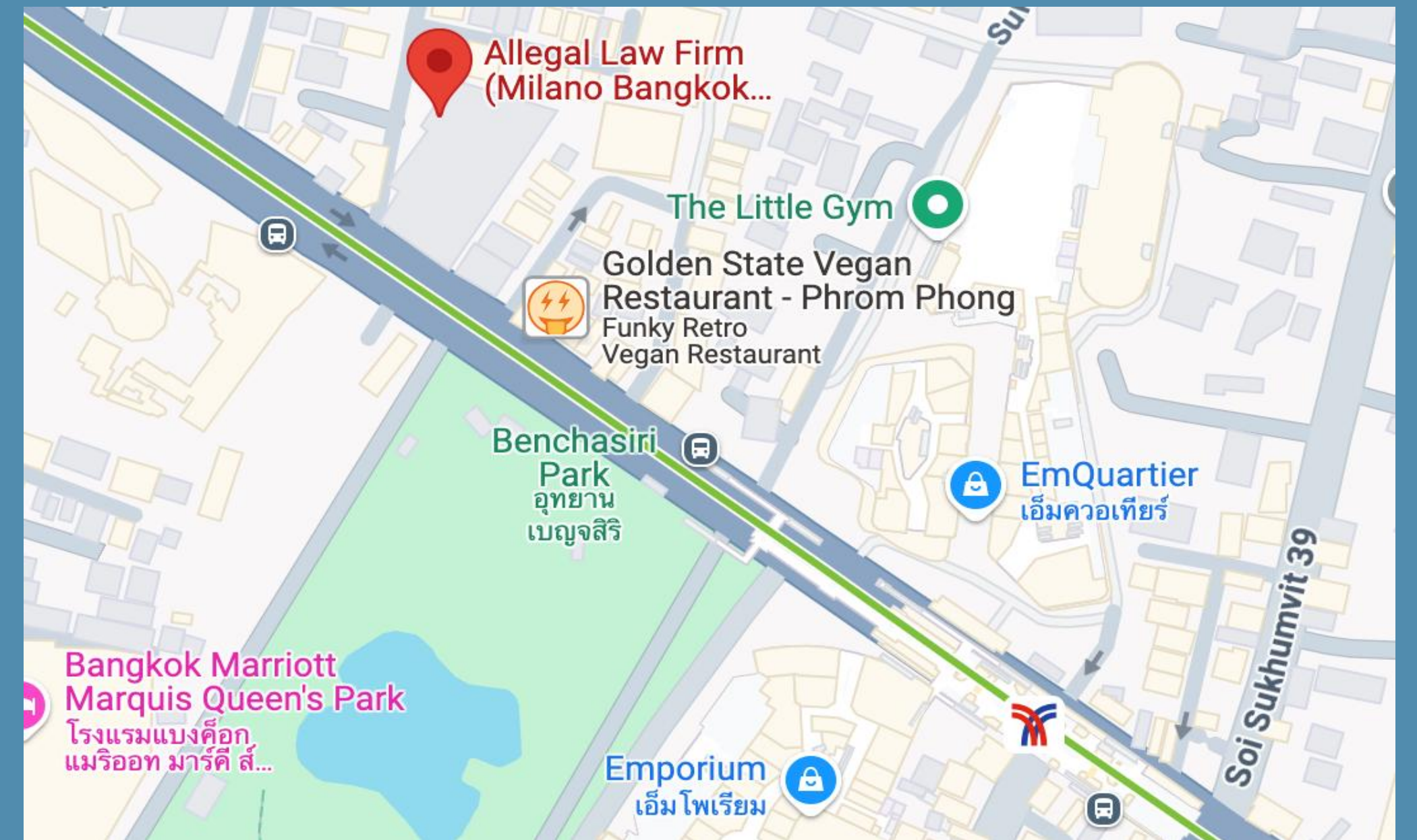
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The **Thailand Board of Investment (BOI)** is a government Agency under the Office of the Thai Prime Minister that acts as a focal point for the attraction of foreign investments in Thailand by offering attractive packages of tax and non-tax incentives and other support in various economic sectors.



Legal Focus



SETTING UP A BUSINESS IN THAILAND



- The Civil and Commercial Code of Thailand (CCC)
- Foreign Business Act (1999)

In Thailand there are three types of business organisation:

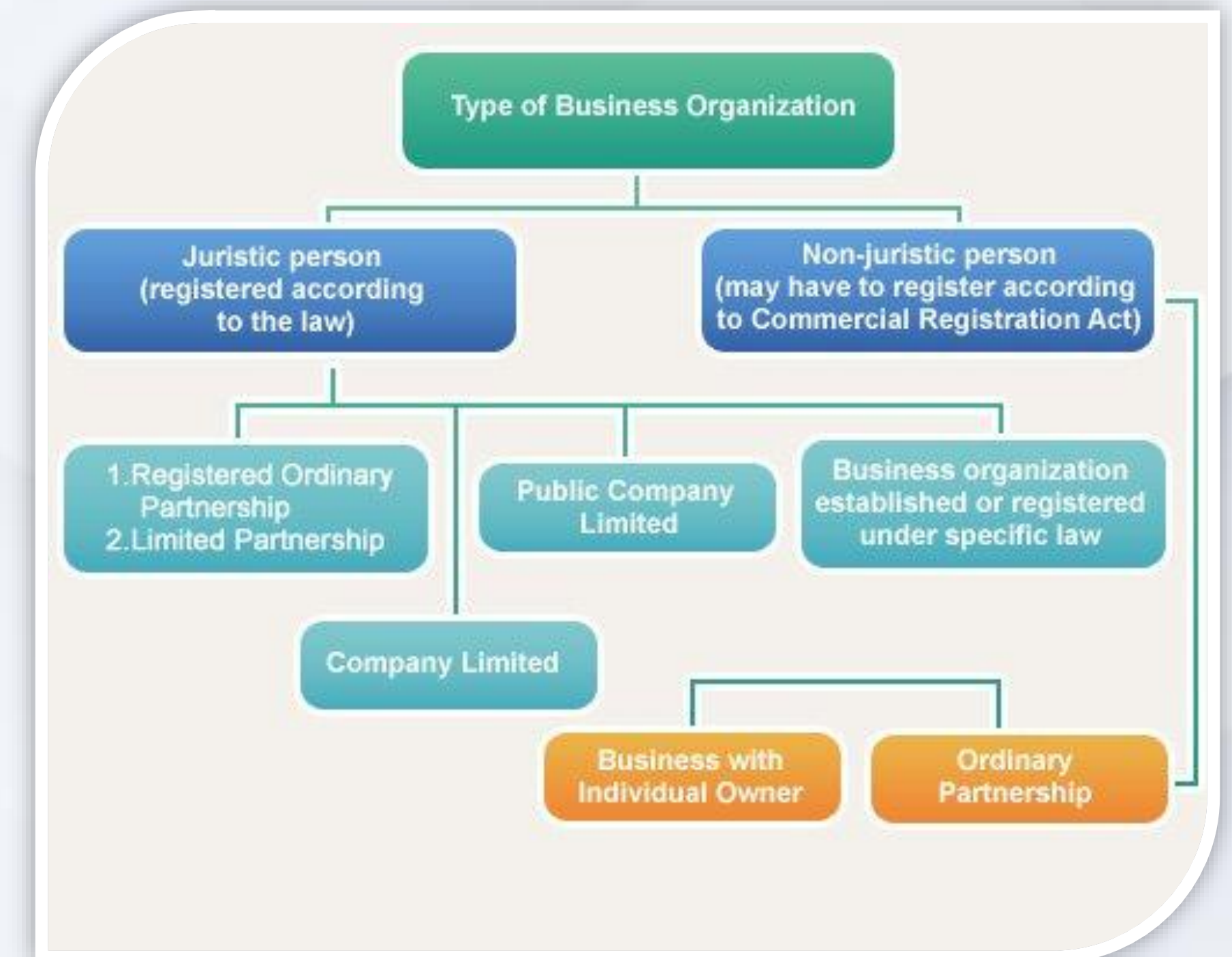
1) Partnerships

(unregistered ordinary partnerships, registered ordinary partnerships and, only if registered, limited partnerships)

2) Limited Companies

(private limited companies and public limited companies)

3) Other forms of business organisation *(follows)*



Source: DBD (Thailand Department of Business Development)

CHOICES OF BUSINESS ORGANISATION

- (sole proprietorship)
- Partnerships
- Limited Companies
- *Other forms of business organisation*
- Branch of foreign Company
- Representative Office e Regional Office
- International Business Centre (ICB)

Among these, the most common choice of business organisation is the

Private Limited Company



FOREIGN BUSINESS ACT 1999 (FBA)

The **Foreign Business Act** (FBA) is the legislation that regulates the operations and investments of foreign businesses in Thailand.

It regulates and restricts foreign ownership into the three **Business Lists** with the total of 43 specified business activities.

List 1:

Businesses absolutely **prohibited** to foreigners.

List 2:

Business permitted to foreigners **under certain conditions**, those being:

1. having Thai shareholder(s) holding the shares of not less than 40% of the capital of the foreign company.
2. no less than 2/5 of the directors must be of Thai nationality.

List 3:

Business which **Thai nationals are not yet ready to compete with foreigners.**

Foreign companies wishing to operate any business that falls within this list, shall be required to acquire a **foreign business license.**

FOCUS ON: BRANCH OF FOREIGN COMPANY

Key features

- No special registration requirement for foreign company branches in Thailand since it is the same entity as the parent company.
- Any income incurred shall be considered parent's income
- An FBL to be issued by the DBD and PP01 issued by the Revenue Office.

POTENTIAL ISSUES

- Parent companies in Thailand must be aware of **Permanent Establishment (PE) implications**, as all generated income is taxable.
- Only compliant expenses can be deducted for tax purposes.
- Direct client fund transfers may incur a 10% WHT.
- Absence of key Thai corporate documents for branch offices could **complicate** dealings with authorities and banks.

FOCUS ON: REPRESENTATIVE OFFICES

Key features

- Juristic person established under foreign law but having an office in Thailand.
- **Cannot generate income.**
- Funding from head office to cover all expenses.
- Cannot accept any order from customers or engage in business negotiation with customers.

Its activities are limited to the following

- Provide a business update for Thailand operations to headquarters.
- Offer recommendations on improving services/products for customers.
- Coordinate product procurement from Thailand.
- Ensure quality control for products sourced or produced in Thailand.
- Manage distribution of information on new services/products



FOCUS ON: REGIONAL OFFICES

Key features

- Must have an affiliate/ branch/ or group company located in **Asia Region**.
- Aims to provide services to affiliate/branch or group companies in Asia and provide one of the following activities on behalf of Head Office:
 - Coordination and supervision of office operations
 - Provision of consultation and management services
 - Personnel training and development
 - Financial management
 - Control of marketing and sales promotion planning
 - Product development and research and development services

FOCUS ON: *PRIVATE LIMITED COMPANY*

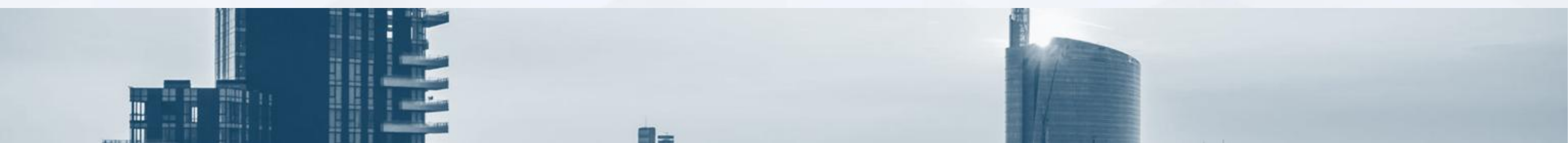


PRIVATE LIMITED COMPANY

Section 1096 CCC. *A limited company is that kind of which is formed with the Capital divided into shares, and the liability of the shareholders is limited to the amount, if any, unpaid on the shares respectively held by them.*

Key features

- Requires at least **two promoters**.
- Each promoter must subscribe at least one share.
- At least **two shareholders**.
- **No restriction** on the number or nationality of directors



KEY PERSONS

- **Promoter** (*individual initiating the company formation process*)

Company formation requires at least 2 promoters, each one subscribing to at least 1 share.

Shares held by promoters can be transferred post-incorporation.

- **Shareholder**: (*individuals or legal entity holding shares in the company once established*)

Maintain a minimum of 2 shareholders, whether individuals or corporations, at all times.

- **Director**^{*}: **No set minimum of directors required.**

Shareholders fix the number and remuneration at the General Meeting.

- **Auditor**: Shareholders appoint an auditor annually at the General Meeting.

Directors or employees cannot serve as auditors while in office.

^{*} *A foreign director must obtain a work permit to legally engage in his duties within the country.*

PRIVATE LIMITED COMPANY **VS** S.R.L.

PRIVATE LIMITED COMPANY	S.R.L.
CAPITAL <ul style="list-style-type: none"> • Not less than 5 THB per share • Minimum of 25% of the share capital must be paid up (<i>with the exception of few specific cases</i>) • For foreign-owned companies, capital requirements vary: 2 million THB for non-restricted business under the FBA, 3 million THB for restricted; <i>potential variations under laws like BOI and in other specific cases</i> • Capital of the company can be increased or decreased 	CAPITAL <ul style="list-style-type: none"> • Minimum of 25% of the share capital must be paid up • No foreign-ownership restrictions • Capital of the company can be increased or decreased
OFFICE ADDRESS Must be registered with authority at the time of incorporation of a company	OFFICE ADDRESS Must be registered with authority at the time of incorporation of a company
CORPORATE PURPOSE The corporate purposes must be clearly stated and registered with the authority, complying with laws; some foreign-owned business objectives may require a relevant license under the FBA before commencing operations.	CORPORATE PURPOSE The corporate purposes must be clearly stated and registered with the authority, complying with laws.
ADMINISTRATIVE BODY Company management is entrusted to an administrative body which has overall management responsibility.	ORGANO AMMINISTRATIVO This management may be entrusted to one or more directors appointed by the shareholders' meeting.

PRIVATE LIMITED COMPANY **VS** S.R.L.

PRIVATE LIMITED COMPANY	S.R.L.
TAXATION Thai Private Limited Companies are subject to Corporate Income Tax (CIT) at a rate of 20 percent of net profit.	TAXATION SRLs are subject to corporate income tax (IRES) and regional business tax (IRAP).
FINANCIAL STATEMENTS Financial Statements, audited by a CPA , must be presented for approval to shareholders at the Annual General Meeting within 4 months of the fiscal year's end, before being submitted to relevant authorities.	FINANCIAL STATEMENTS Administrative body prepares financial statements consisting of a balance sheet, income statement, and notes to the financial statements. After the shareholders' decision to approve the financial statements, a copy of the approved financial statements must be filed with the business register office (Camera di Commercio).
MEETINGS The Company must conduct an Annual General Meeting within 6 months of incorporation and at least once every twelve months thereafter. Extraordinary General Meetings may be called for other matters. No minimum requirement for Board of Directors (BOD) Meetings annually, but the BOD arranges all general meetings.	MEETINGS “Ordinary Meetings” are convened to approve the financial statements, appoint directors and auditors (if any). It must be convened at least once a year, within 120 days after the end of the fiscal year (or 180 days if so, stated in the Bylaws). “Extraordinary Meetings” are on the other hand convened for major changes to the company, such as changes to the bylaws, increases or decreases in share capital, mergers, demergers, or liquidation of the company.

General Discipline Overview

To guide and facilitate foreign investment into Thailand, the **Thailand Board of Investment** often provides for specific policies and incentives as an **exception** to the general Thai legal framework we have analysed.

These measures include:

- **100% foreign ownership** • No local content requirements • No export requirements
- Corporate income tax exemption / reduction • Exemption of import duties on machinery • Exemption of import duties on raw or essential materials imported for exports • Exemption of import duties on goods imported for R&D
- Land ownership • **Work permit & VISA facilitation**



BOI's Role: To Drive the Investment to the New Economy

Office of Thailand Board of Investment : BOI

BOI is a government agency under the Office of the Prime Minister



Promoter

drives and promotes investment in private sector in alignment with the country's development strategy & the changing world context



Integrator

integrates Government support tools such as tax, finance, and non-tax incentives in a whole package



Facilitator

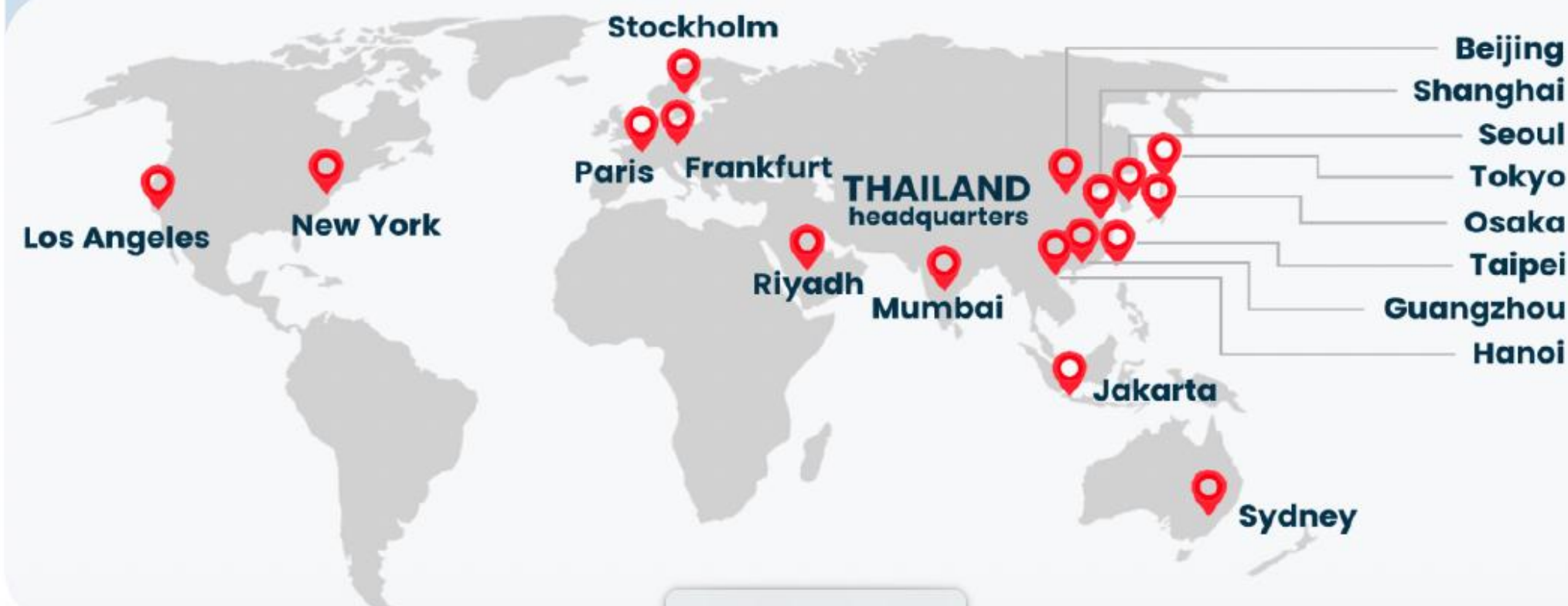
coordinates with agencies to develop the ecosystem & facilitate ease of investment & eliminates problems/ obstacles



Connector

links large-scale with small-scale enterprises, Thais with foreigners, across industries & locations to expand business opportunities

Overseas Offices



Policy & Incentives

Tax Incentives

- Corporate income tax exemption up to 15 years
- Exemption of import duties & VAT on machinery
- Exemption of import duties & VAT on raw or essential materials for the export products
- Exemption of import duties on goods imported for R&D



Non-Tax Incentives

- 100% foreign ownership
- Land ownership
- Visa & Work permit facilitation

Financial Incentives

- Grants for R&D, Advanced Training, Investment in advanced technology industries
- Startup Matching Fund



Thank you !

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