



# The Simple Guide to Starting a Limited Company in Thailand

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# The Simple Guide to Starting a Limited Company in Thailand

## Introduction

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Starting a limited company in Thailand is a popular way for foreigners to establish a business presence in the country. This guide provides a step-by-step process to help you navigate the legal and administrative requirements while highlighting essential considerations to ensure compliance with Thai laws.

## Step 1: Choose a Company Name

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- The company name must be unique and comply with the **Department of Business Development (DBD)** regulations.
- Conduct a name search through the Department of Business Development's (DBD) online system to ensure no duplicates exist.
- Reserve the company name through the Department of Business Development's (DBD) system.

### Note:

- Avoid using prohibited terms or words that conflict with Thai cultural values or the law.

## Step 2: Draft the Memorandum of Association (MOA)

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- The MOA must include:
  - The company's name and address.
  - Objectives of the business (aligned with approved business categories).
  - Details of the registered capital.
  - Names and addresses of the founding shareholders. To establish a Thai limited company, at least two (2) promoters (natural persons) are required, and they must also be the founding shareholders.
  - The number of shares each shareholder subscribes to.
- File the MOA with the Department of Business Development (DBD). Ensure the objectives comply **with the Thai Foreign Business Act (FBA)** restrictions for foreign-owned companies.

### Tip:

- Clearly define the business objectives to avoid rejection or delays in the registration process.
- MOA can alternatively be filed on the same day as the company incorporation registration.

## Step 3: Register the Company

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- A limited company in Thailand requires a minimum of two shareholders, who can either be natural or juristic persons. However, there must be at least two natural persons as the initial founding shareholders.
- The company's Articles of Association, directors' details, and other corporate documentation must be prepared and submitted.
- A statutory meeting must be held to:
  - Approve the Articles of association

- Confirm shareholder subscriptions.
- Elect directors and auditors.
- The company must be registered with the Department of Business Development (DBD) within three months of the statutory meeting.

#### Step 4: Capital Requirements

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- The minimum registered capital for most business in Thailand is 2 million THB.
- If applying for a Foreign Business License (FBL) or work permits for foreign employees, a higher registered capital may be required (e.g. at least THB 3 million THB or 25% of the annual average of the estimated expenses over three years per business activity requiring a foreign business license. For work permits, 2 million THB per foreign employee, unless married to a Thai national).

##### Note:

- Certain industries may have specific capital requirements under the Foreign Business Act (FBA).
- The minimum legal requirement for registered capital is 10 THB.

#### Step 5: Tax Registration and Licensing

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- Register for a Tax Identification Number (TIN) with the Revenue Department.
- If your annual revenue is expected to exceed 1.8 million THB, register for Value Added Tax (VAT).
- Obtain other necessary licenses required for your business activities, such as:
  - Alcohol licenses (e.g., for bars or restaurants).
  - Food business licenses.
  - Special permits for regulated industries.

#### Step 6: Work Permits for Foreign Employees

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- Foreigners must obtain a valid work permit to work legally in Thailand.
- To secure work permits for foreign employees, the company must:
  - Maintain a registered capital of at least 2 million THB per foreign employee (1 million THB if married to a Thai national).
  - Employ at least four (4) Thai employees per foreign worker (exceptions may apply for Board of Investment (BOI)-promoted companies, or at least two (2) Thai employees if the foreign employee married to a Thai national).
  - Register to Social Security within 30 days of hiring the first employee.

#### Step 7: Comply with Accounting and Reporting Standards

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- Companies must maintain proper accounting records in compliance with Thai Financial Reporting Standards (TFRS), prepared by a Thai Chief Accountant.
- An independent auditor must be appointed to review the company's financial statements annually.
- Submit annual audited financial statements to both the Revenue Department (RD) and the Department of Business Development (DBD).
- File monthly Withholding Tax (WHT), Value Added Tax (VAT), and Social Security Fund (SSF) contributions

## Step 8: Understand Foreign Ownership Rules

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- Under the Foreign Business Act, certain sectors are restricted or require a Foreign Business License (FBL).
- Businesses eligible for BOI (Board of Investment) promotion may benefit from:
  - 100% foreign ownership
  - Reduced capital requirements
  - Tax incentives

## Step 9: Open a Corporate Bank Account

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- Once the company is registered, open a corporate bank account in the company's name.
- Required documents typically include:
  - Certificate of Incorporation
  - Memorandum of Association
  - Shareholder list
  - Tax ID
- Banks may have specific requirements for foreign directors, including a work permit.

## Step 10: Obtain Additional Permits (if applicable)

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- For businesses in regulated industries (e.g., construction, healthcare, or manufacturing), additional permits may be required.
- Consult relevant ministries or regulatory bodies for specific requirements.

## Updates Based on Current Thai Laws

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- As of 2025, ensure compliance with updated requirements under the Civil and Commercial Code, Foreign Business Act, and Labour Protection Act.
- Electronic filing systems and online services through the Department of Business Development (DBD) have streamlined many processes.
- New VAT thresholds and capital requirements may apply for certain industries.

## Conclusion

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Starting a limited company in Thailand involves navigating regulatory and administrative procedures. By understanding the legal requirements and leveraging local expertise, you can establish your business efficiently.



PKF Thailand  
98 Sathorn Square Office Tower  
Unit 2812, 28th Floor,  
North Sathorn Road, Kwaeng Silom,  
Khet Bangrak, Bangkok 10500

Tel: 02 108 1591  
thailand@pkf.com

[www.pkf.co.th](http://www.pkf.co.th)

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