



Siam Legal International Outlines How to Legally Register a Thai Limited Company in 2026

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Siam Legal International, a full-service law firm with more than 22 years of experience in Thailand, has released a step-by-step guide to registering a Thai limited company following changes introduced to the registration process in 2026. The Department of Business Development (DBD) has transitioned its electronic juristic person registration services to the DBD Biz Regist platform and removed the walk-in and paper submission options, making digital submission the only method available.

The 2026 changes also bring closer scrutiny of Thai shareholders. Thai nationals holding shares in a company must now provide financial proof, such as bank statements from the previous three months and evidence showing payment for the subscribed shares. The amount paid by each Thai shareholder must correspond to the value of the shares held by that shareholder.

According to the guide, the requirement reflects increased government scrutiny of Thai nominee shareholders, with the aim of verifying that Thai shareholders are genuine investors and are not merely holding shares on behalf of foreign investors. Thai shareholders must genuinely own and invest in their shares. Nominee arrangements, in which Thai nationals hold shares on behalf of foreign investors, are

prohibited under Thai law.

"Registration has moved online, but that has not made the process any less demanding," said Chiara Budelli, Partner at Siam Legal International. "Small mistakes in the paperwork or a single missed requirement can still cause delays or rejections, and choosing an inappropriate ownership or licensing structure may prevent a company from legally carrying out the activities it was set up to conduct."

The guide focuses on the Thai limited company, one of the more popular choices among foreign investors. A Thai limited company is incorporated under Thai law with its capital divided into shares, and the liability of its shareholders is generally limited to the unpaid amount, if any, on their shares. Foreign nationals may establish this type of company without holding Thai citizenship, provided certain conditions are met.

Ownership levels shape what the company may do. If 50 percent or more of the share capital is held by foreign nationals or foreign entities, the business will generally be treated as a foreign entity for the purposes of the Foreign Business Act. Whether the company then requires a Foreign Business License or other authorization depends on the activities it intends to conduct and whether those activities are restricted under the Foreign Business Act or other applicable laws.

Alternatives to a Foreign Business License may include applying for Board of Investment promotion or qualifying under the Treaty of Amity for eligible US investors. In every structure, Thai shareholders must be genuine investors using their own funds, a requirement covered in detail in Siam Legal's Thailand Limited Company Registration guide, which covers each stage of the process.

Registration itself follows several steps. The process begins with reserving a company name with the DBD, which will evaluate up to three proposed names in accordance with Thai naming regulations. The name must not be identical or confusingly similar to an existing registered name, or otherwise prohibited under the applicable regulations.

Essential documentation, such as the Memorandum of Association, is then filed, followed by other corporate approval procedures, including the appointment of directors and other matters required for incorporation. The company is registered by filing the required documents and paying the necessary fees, after which it receives registration documents confirming its incorporation as a Thai juristic person.

Obligations continue after registration with the DBD. The company must complete its applicable tax obligations and registrations, and a company with annual turnover exceeding THB 1.8 million will generally need to register for value added tax with the Revenue Department. A company bank account is also required to receive income from lawful business operations.

Depending on the nature of its activities, the company may need additional business licenses or regulatory approvals, as incorporation does not automatically authorize regulated activities. Foreign nationals who wish to work for the company require legal permission, obtained by applying for a Non-Immigrant B visa and then a work permit. Non-Thai employees must hold the required Thai visa and work permit before starting work, and working without authorization is illegal and may result in penalties for both the employee and the company.

Siam Legal International is a full-service law firm with more than 22 years of experience assisting foreign nationals in Thailand, with offices in Bangkok, Chiang Mai, Phuket, and Pattaya. The firm provides comprehensive legal support across immigration, property transactions, business law, family law, and litigation.

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American-managed Thailand law firm with 22+ years' experience. Experts in corporate setup, BOI, FBL, family & divorce, property, litigation, immigration, notary, wills, contracts & due diligence across Bangkok, Phuket, Pattaya & more.

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