SPI

NEWSLETTER

ISSUE 2
1 APRIL 2026

MOC Rules Update:

New Rules for Registration of a Newly Appointed Foreign Partner or Authorized Foreign Director

Authors:

Linda
Osathaworanan
Partner
linda@siampremier.com

Saithip
Mansri
Partner
saithip@siampremier.com

Duangpanomporn
Chupikulchai
Senior Associate
duangpanomporn@siampremier.com

Panjaree
Chumuang
Senior Associate
panjaree@siampremier.com

On 16 March 2026, the Central Partnerships and Companies Registration Office of the Department of Business Development, Ministry of Commerce, issued Order No. 1/2569 (A.D. 2026) ("**Order**"). The Order, **effective from 1 April 2026**, introduces new criteria and procedures for registrations involving the amendments that allow a foreigner to become a partner in a partnership or an authorized director of a limited company in Thailand. These measures aim to prevent Thai nationals from assisting, supporting, or participating in business with foreign nationals through nominee arrangements, which may constitute violations of applicable law.

Under the Order, the applicant managing partner or director must submit an additional official form, the "**Investment Confirmation Letter**", together with the application for registration of amendments concerning directors or authorized signatories of a limited company, or changes to the list of partners of a partnership, in the following circumstances:

FOR PARTNERSHIPS

Where a partnership:

- was originally composed entirely of Thai partners; **or**
- previously had foreign partners holding 50% or more of the total capital contribution,

and any amendment results in:

- foreign partners holding **less than 50%** of the total capital contribution; and
- no foreign partner remaining as the managing partner,

the managing partner who signs the application must submit a written **Investment Confirmation Letter** in the prescribed form.

FOR LIMITED COMPANIES

Where a limited company originally had only Thai authorized directors, any amendment that results in:

- a foreign national becoming an authorized director; or
- a foreign national becoming a co-signatory with authority to bind the company,

requires the director who signs the application to submit a written **Investment Confirmation Letter** in the prescribed form.

According to the Investment Confirmation Letter, the applicant managing partner or director certifies that:

- all partners or shareholders have actually paid their capital contributions and have genuinely invested in their respective shares/interests;
- no Thai national has assisted or participated in business with foreign nationals as a nominee; and
- they acknowledge that providing false information regarding investment or shareholding may constitute an offence under the Penal Code, and that assisting foreign nationals in conducting business unlawfully may constitute an offence under the Foreign Business Act.

Businesses planning changes to their partnership structure or board composition involving foreign nationals should take these new requirements into account to avoid delays in registration.

For further information or legal consultation regarding this issue, please contact:

- **Linda Osathaworanan**, Partner (linda@siampremier.com)
- **Saithip Mansri**, Partner (saithip@siampremier.com)
- **Duangpanomporn Chupikulchai**, Senior Associate (duangpanomporn@siampremier.com)
- **Panjaree Chumuang**, Senior Associate (panjaree@siampremier.com)