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*** Kindly circulate this seminar brochure to interested parties in your organization. Thank you!

MASTERING COMMERCIAL CONTRACTS

28 - 29 August 2014
Centara Grand at Central Plaza Ladprao

Drafting, Risk Management and Tax Aspects



Presentations will be in English

NEW TOPIC ON M&A CONTRACTS

EQUIP yourself with
ESSENTIAL SKILLS and **TECHNIQUES**
to draft **WATERTIGHT** commercial contracts
that meet today's **BUSINESS CHALLENGES**

"Good seminar, enjoy it!"
AVL Sea & Australia

"Good coverage of many topics..."
Draeger Safety (Thailand)

"....can be applied to daily work."
Kaeser Kompressoren (Thailand)

Organized by:

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Read beyond

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Program Agenda

DAY 1 Thursday, 28 August 2014

- 0830 Registration & Morning Coffee
- 0900 Legal Framework of Commercial Contracts
- Introduction to Thai Contract Law
 - Types of Commercial Contracts
 - Crucial Issues in Contract Formation:
 - Offer
 - Acceptance
 - Formality
 - Enforceability
 - Court's Power to Scale Down Contractual Provisions
 - Legal Capacity
 - Consideration
 - Applicability of Statutory Arrangements/Implied Terms
 - Opting Out of Statutory Arrangements
- 1030 Morning Refreshment
- 1045 Common Features of Commercial Contract - Boiler Plate - PART 1
- Witnesseth
 - Representations & Warranties
 - Obligations of Parties
 - Liquidated Damage (Penalty)
 - Indemnification
 - Limited Liability Provisions
 - Non-waiver
 - Assignment
- 1200 Lunch
- 1300 Common Features of Commercial Contract - Boiler Plate - PART 2
- Force Majeure
 - Entire Agreement
 - Confidentiality Clause
 - Termination
 - Choice of Law
 - Choice of Jurisdiction
 - Arbitration
 - Notice
 - Severability
- 1415 Afternoon Refreshment
- 1430 Risk Management in Commercial Contracts
- Points to Consider when Drafting & Reviewing Contracts
 - Critical Aspects of Contract Signing
 - Assessing, Analyzing and Mitigating the Risks in Commercial Contracts
 - Strategies for Effective Contract Management to Avoid Dispute/Litigation and to Strengthen Your Position
 - Breach of Contract, Claim and Contract Remedy
- 1545 Q&A and Course Round-Up

DAY 2 Friday, 29 August 2014

- 0830 Registration & Morning Coffee
- 0900 Key Considerations of Sales and Supply Contracts
- Sales Contract vs. Supply Contract (Hire of Work)
 - Identifying the Critical Provisions of Sales Contract
 - Transfer of Risk of Loss/Damage and Transfer of Title
 - Insourcing vs. Outsourcing
 - Understanding Different Types of Supply Contract (Hire of Work)
 - Designing Critical Provisions in Supply Contract
 - Practical Problems in Sales and Supply Contracts
- 1030 Morning Refreshment
- 1045 Strategic Drafting, Negotiating and Managing Distribution Agreement
- Types of Distribution Agreement (Sales Agency Agreement and Distribution/Dealer Agreement)
 - Exclusivity vs. Non-Exclusivity
 - Key Provisions of Distribution Agreement
 - Sales and Marketing Policies
 - Trade Name and Trademark Licensing
 - Legal Requirements on Licensing of Registered Trademark
 - Restrictions on Export of Products (Control over Distribution of Products)
- 1200 Lunch
- 1300 Structuring M&A Contracts & Tax Planning
- Types of M&A Deals: Shares Acquisition, Assets Acquisition, and Merger (Amalgamation)
 - M&A Planning: MOU/Term Sheet, Due Diligence, Contract Signing, Closing and Post-Closing
 - Designing Crucial Provisions of Sale and Purchase Agreements
 - Critical Success Factors in M&A Deals to Maximize Benefits and Minimize Risks
 - Common Pitfalls on M&A Deals
 - How to Minimize Taxes on Shares or Assets Acquisition Deal?
- 1415 Afternoon Refreshment
- 1430 Tax Aspects of International Contracts
- Potential Tax and Civil Liabilities for Signing a Contract for the Offshore Party
 - Contract Split between Sales Contract and Services Agreement
 - Use of Double Taxation Agreement
 - Business Profit vs. Royalty
 - Tax Considerations in Wordings the Cross Border Services Agreement
- 1545 Q&A and Course Round-Up

DON'T MISS THIS OPPORTUNITY!

REGISTER today to **SECURE** your seat.

Easy Ways to Book

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☎ Fax: +66 2248 2873

@ Email: enquiry@naritlaw.com



Key Benefits of This 2 Day Intensive Training



Understand the legal framework and crucial issues in contract formation

Key boilerplate terms to ensure agreements are precise and meeting your business objectives

Harness latest case law updates on the Unfair Contract Terms Act

Get-to-Grips with important legal clauses and how to effectively apply in your own contracts

Learn cutting-edge strategies for managing different types of contracts

Identify early contractual risks and how to successfully avoid pitfalls

Gain valuable tax knowledge in dealing with M&A deals, international contracts and double taxation treaty

Absorb insightful viewpoints from expert trainer's real world experience

Dear Executive

Is everyone in your organization developing solid legal knowledge that is required to manage commercial contracts in today's highly competitive business environment? They should be. None should underestimate the importance of a bulletproof commercial contract in protecting companies against damages, claims and losses. A commercial contract is a crucial part of the business world, but largely ignored or puzzled by many business professionals in this part of the world.

Why a commercial contract is crucial?

This is because one clause in a commercial contract can make a whole lot difference between winning and losing when a dispute cannot be amicably settled. The thin line between winning and losing often translates into making or losing a lot of money. This is what counts.

As a matter of fact, **a properly drafted contract** can help you achieve a lot of purposes:

- ✓ it helps you advance your own agenda;
- ✓ it protects your interest; and
- ✓ it mitigates or even eliminates any potential risk on your side.

Understanding a legal framework of commercial contracts is important even for non-lawyers. As a business professional, almost everyday you negotiate with customers, suppliers, business partners, business associates and colleagues. Of course you would try to negotiate to the best of your ability and document whatever you agree with your counterparty. But how do you know whatever you put in a contract will be upheld in the court of law? It is not uncommon for a court to strike down any poorly or wrongly worded clause in a commercial contract.

To become a better negotiator in business in Thailand, you need to know what can be agreed and what cannot be agreed in a commercial contract under Thai law.

This course will walk you through commonly used techniques that mitigate or even eliminate any potential risk and highlight contractual provisions that are unlikely be upheld in court. The knowledge of commercial contracts will definitely make you a powerful negotiator.

This course will also explore in detail crucial terms and conditions of the distribution agreement, the sales contract, the supply contract (hire of work contract), which are ones of the most used commercial contracts. Also, one new session is added to discuss technical issues of the M&A deals, contracts and tax planning strategies.

Last but not least, the last session will cover tax aspects of international contracts. The contract split is used in a cross border transaction as a way to minimize Thai tax. The DTA exempts Thai tax on the business profit for an offshore company, but does not exempt Thai tax on the royalty. Obviously, the types of income are terribly important here. How do you word the cross border services agreement so that the tax authority is likely to recognize its income as the business profit, not the royalty?

Who Should Attend

This program is specifically designed for those who want to gain the working knowledge on contract law and also to enhance their practical drafting and reviewing skills, including:

Chief Executive Officers	Corporate Counsels
Chief Operating Officers	Legal & Compliance Managers
Managing Directors	Heads of Legal Departments
General Managers	Contract Managers/Specialists
Commercial Directors	Project Managers
Sales Directors	Business Development Managers
Finance Managers	Procurement Managers
Sales Managers	Sales Supervisors



Date & Location

Thursday - Friday, 28 - 29 August 2014
Centara Grand at Central Plaza Ladprao
1695 Phaholyothin Road, Chatuchak,
Bangkok 10900, Thailand
Tel : +66 (0) 2541 1234
Fax: +66 (0) 2541 1087
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Course Fees

ALL PAYMENT MUST BE RECEIVED
IN ADVANCE OF THE EVENT

EARLY BIRD (Book & Pay by June 30, 2014)

MULTIPLE BOOKING (Min 2 Bookings)

Baht 18,000 - 3% Withholding Tax** + 7% VAT = **18,720**

FULL PRICE

Baht 19,500 - 3% Withholding Tax** + 7% VAT = **20,280**

**SAVE
B 1,500**

** 3% Withholding tax is applicable to corporates only, not individuals.

About the Expert Trainer



NARIT DIREKWATTANACHAI, the founder and principal of NARIT & Associates, is an attorney specializing in corporate & commercial, tax and commercial disputes. Narit regularly serves clients on acquisitions/sales of local companies, formation of JV companies, investment/divestment, international sales, distributorship, franchise, cross border tax planning, transfer pricing, remittance of profit,

shareholders/partners disputes and other commercial disputes. His client list includes publicly held companies (or their Thai subsidiaries) listed in New York Stock Exchange, Frankfurt Stock Exchange, Tokyo Stock Exchange, Singapore Exchange, and Stock Exchange of Thailand, Thai subsidiaries of multinational corporations, Thai owned companies and foreign investors.

Narit holds an LLB (1st class honors) from Chulalongkorn University, an LLM from Wolfson College, the University of Cambridge, England, and an MBA in finance from the Georgia Institute of Technology, Atlanta, Georgia, USA. Narit commenced his legal career at Baker & McKenzie, Bangkok office. He also worked at Baker & McKenzie, Sydney office, Australia and the Investment Banking Group - Telecom, Media and Technology at DBS Bank, Singapore.

Narit is the author of "What Every Executive Needs to Know about Thailand Tax".

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Walk-in delegates with payment will be admitted subject to space availability. We reserve the right to refuse admission if the payment has not been received.

Cancellation & Substitute

Up to 15 days before the course

Cancellation - Baht 1,500 admin fee
Substitute delegate(s) - Free of charge

Up to 5 days before the course

Cancellation - Fee is not refundable, but the materials will be mailed to the delegate.
Substitute delegate(s) - Free of charge

** The organizer reserves the right to change the content of the program, speaker, date and venue if warranted by reasons beyond its control.

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