



TMI Eyes No. 35: Enhanced Scrutiny for Partnership and Limited Company Registration and Corporate Registration

In this article, TMI highlights the enhanced scrutiny measures applicable to (1) the registration of partnerships and limited companies involving foreign investors or foreign authorized directors; and (2) identity verification and registration of individuals authorized to certify signatures. These measures take effect from 1 January 2026.

1. Enhanced Scrutiny for Partnership and Limited Company Registration

The Department of Business Development (DBD) issued Central Registration Office Order No. 2/2568, dated 1 December 2025, prescribing additional rules and supporting documents for applications to register partnerships and limited companies where foreign nationals invest in or have signing authority.

The Order aims to prevent the use of nominee shareholder arrangements, whereby Thai nationals hold shares on behalf of foreign investors in order to circumvent the Foreign Business Act B.E. 2542 (1999).

The Order has been effective since 1 January 2026.

Enhanced Scrutiny Measures

Under the Order, enhanced scrutiny applies where:

- 1) a partnership or limited company has foreign partners or shareholders holding less than 50% of the total investment or registered capital; or
- 2) a limited company has no foreign shareholding, but appoints a foreign national as an authorized director with individual or joint signing authority.

In these circumstances, the applicant must submit:

- 1) supporting documents evidencing the source of funds of each Thai-national partner or shareholder as part of the registration application; and
- 2) bank statements issued by a commercial bank for each partner or shareholder, covering a period of at least three months prior to the date of share payment. The statements must clearly show the withdrawal or transfer of funds corresponding to the share payment, including the relevant amounts and dates.

2. Identity Verification and Registration of Individuals Authorized to Certify Signatures

The DBD also issued the Announcement of the Central Partnership and Company Registration Office – Criteria and Procedures for Identity Verification and Registration of Individuals Authorized to Certify Signatures, 2025, dated 15 December 2025, which takes effect from 1 January 2026.

This Announcement enhances annual verification requirements to prevent nominee structures, mule accounts (used to receive, transfer, or conceal funds on behalf of others often to obscure the true source or beneficiary of the funds), and the misuse of corporate vehicles for unlawful activities.

Key Conditions and Requirements

All individuals authorized to certify signatures (“Signature Certifiers”) must register and verify their identity through the Digital Juristic Person Registration System (DBD Biz Regist).

The Announcement applies to relevant Signature Certifiers, including members of the Thai Bar Association and accounting professionals (e.g., CPAs, registered accountants, and heads of certified audit firms).

A certifier’s registration is valid for one year from the date of approval. Re-registration and identity re-verification are required upon expiry, or earlier if the supporting verification documents expire before the end of such period.

TMI’s Notes

The DBD has clearly strengthened its regulatory framework to prevent the misuse, abuse, or exploitation of partnerships and limited companies for nominee arrangements, sham registrations, and mule account structures.

At the same time, these enhanced scrutiny measures are likely to result in increased documentation requirements and a more burdensome and time-consuming registration and verification process. Companies and investors should factor this into their planning, ensure that relevant documents are well prepared in advance, and allow for longer lead times when establishing or registering corporate structures in Thailand.

*Monchai Varatthan, Partner
TMI Associates (Thailand) Co., Ltd.*

** This Article is for general informational purposes only and does not constitute legal or tax professional advice. Readers are urged to thoroughly review the information before acting upon it. TMI accepts no responsibility whatsoever with respect to the use of this information.*



bangkok@tmi.gr.jp

Tokyo | Nagoya | Osaka | Kyoto | Kobe | Fukuoka | Shanghai | Beijing | Yangon | Singapore | Ho Chi Minh City | Hanoi | Phnom Penh | Bangkok | Jakarta* | Kuala Lumpur* | Silicon Valley | London | Paris | Brussels
* Affiliated office

Sathorn Square Office Tower, 22nd Floor, unit 2212, North Sathorn Rd., Silom, Bangrak, Bangkok 10500

Facebook: TMI Associates – Thailand
Instagram: tmi_bkk
LinkedIn: TMI Associates (Thailand)