

Thailand Free Zone Company Invoice

Client to provide

Company Reg. No.: 200311971N

Address to be provided

Date: Thursday, February 08, 2018

Invoice No: 2015 – 10 – 003p

Professional services for Thailand FZ company (no travel)	Notes	Year 1 US\$	Year 2 US\$
Thailand free zone company formation fees (without travel)	1.	7,475	0
Company legal registered office for 6 months	2.	2,500	0
Assistance to find free zone office premises in a Thailand	3.	1,100	0
Thailand corporate bank account opening fees (without travel)	4.	4,950	0
Estimated Thailand Government registration fees	5.	462	0
Thai nominee passive shareholders and director for 12 months	6.	10,600	0
Thailand VAT registration	7.	950	0
Project management fees for 4 months engagement	8.	4,840	0
Estimate of annual accounting and tax fees	9.	0	2,300
Total Healy Consultants Group fees payable this month	10.	32,877	0
Estimate of Healy Consultants fees payable after 12 months	11.		2,300

Note: this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients. I recommend you carefully read the notes below to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

Thailand Free Zone Company Invoice

Notes to invoice above

1. Healy Consultants fees to efficiently and effectively complete Thailand free zone company. Within [two months](#) my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a free zone business address **iv)** a tax number and **iv)** a proforma Thailand sales invoice template complying with Thailand company law;

Within eight weeks, our Client can legally conduct business in Thailand; including **i)** issue sales invoices to local customers **ii)** sign customer and supplier contracts **iii)** sign a lease agreement for long term physical office and warehouse premises **iv)** and hire local and expatriate employees including secure employment visa approval;

All [engagement fees](#) (click link) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees, surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a [detailed project plan](#), mapping out [deliverables](#) by week throughout the engagement term;



Every week during the engagement, Healy Consultants will email our Client a [detailed status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, Skype, live chat and email and will communicate in your preferred language;

2. In accordance with [Section 1148 of the Thailand Civil and Commercial Code](#), each Thailand company shall as from the date of its incorporation have a legal registered office in Thailand, to which all official government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants' Thailand office will be the registered office address for your company. Thereafter, this address will be used to receive government correspondence including **i)** tax letters **ii)** notice of the legal annual return; and **iii)** all government communications. Most of our Clients wish to place [Healy Consultants' office address](#) on invoices, contracts, websites and business cards;

3. Before free zone registration is complete, the Thailand Government must review and approve a lease agreement for [office premises](#). To ensure our Client locates office premises in a timely manner, Healy Consultants Group PLC will assist our Client with the same. Our one-time fee amounts to US\$1,100. The monthly rent thereafter will be paid independently and directly to the landlord by our Client. An estimate of such a rental for a space of 10 sq. m. for one employee is US\$700 per month;

Thailand Free Zone Company Invoice

4. Healy Consultants Group PLC will be pleased to open a Bangkok multi-currency corporate bank account, without our Client travel. Timely securing Thai corporate bank account approval is a challenging task; Healy Consultants Group PLC will shelter our Client from the associated administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company when shareholders, directors and bank signatories reside overseas.

At the beginning of the engagement, Healy Consultants Group PLC will secure corporate bank account approval using our professional, passive nominee shareholder, director and bank signatory. We will prepare a quality business plan for the bank; to optimize the probability of corporate bank account approval and minimize any delays. Following completion of Thailand business set up, our Client will appoint their preferred shareholders and directors and bank signatory;

Depending on our Client's business and nationality, there is a 75% probability the banks will request a bank signatory to travel to Thailand for a one hour bank interview. Healy Consultants will skillfully negotiate a travel exemption; but the final decision rest with the bank branch in-house Legal and Compliance Department. If our Client must travel to Thailand for corporate bank account opening, Healy Consultants will refund our Client US\$950. There is a 20% probability that the banks will request a Thai resident to be nominated as bank signatory together with our Client;



The banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record because of [our global banking relationships](#) and determination.

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;

Thailand Free Zone Company Invoice

5. This fee is an estimate of government costs payable during your Firm's engagement. For transparency purposes, all government fee payments will be supported by original receipts and invoices. Examples of government costs include **i)** company stamp/seal **ii)** capital registration fee **iii)** company M&AA registration fee **iv)** obtaining the certificate of incorporation with the [Department of Business Development](#) and **v)** affidavit fee. This estimate does not include Government fees for an application for a Foreign Business License (FBL), required by foreign-owned companies in most industries for operations outside of free zones. Following engagement completion, Healy Consultants will refund our Client any excess of funds received over actual Government costs paid;

6. In accordance with [Thailand Civil and Commercial Code Act](#), each local Thai free zone company must have a majority of Thai shareholders or apply for a Foreign Business License (FBL). To legally avoid the legal requirement to hold a FBL, Healy Consultants Group PLC will be pleased to provide a 51% passive professional [nominee shareholder](#) (click link). Our fee is US\$3,850 per nominee shareholder per annum;

While not legally required by the [Thailand Foreign Business Act](#), Healy Consultants recommends every Thai entity maintains a Thai resident director to liaise with the Thai Government. Unfortunately, many administrative operations with the Thai Government still require a Thai resident to visit and sign documentation in person. For example, when our Client sets up a telephone line or activates water and electricity for office premises. Therefore, for simplicity purposes, Healy Consultants Group PLC will provide a professional passive nominee director until that time our Client appoints its own local director. If required, Healy Consultants can provide a [nominee professional passive resident director](#). Our fee for the same amounts to US\$6,750 per annum;

If required, Healy Consultants can provide both, nominee resident director and shareholder. Our fee for the same amounts to US\$10,600 per annum. Being the majority shareholder and sole director of a Client's company exposes Healy Consultants Group PLC to reputation, litigation and financial risk;

7. In accordance with Thailand regulations, each entity must register for corporate tax with the [Thailand Revenue Department](#), unless otherwise stated by BOI. Our Clients will also be required to register for VAT if **i)** they intend to hire foreign employees and/or **ii)** their annual revenue exceeds US\$55,000 (THB1.8 million). Healy Consultants Group PLC fees for VAT registration will be US\$950;

Thailand Free Zone Company Invoice

The VAT registration process takes around 4 weeks, depending on the efficiency of the [Revenue Department](#). Before VAT registration, it is necessary for the company to secure physical office premises and submit to the government photographs of the Bangkok office. Approximately two months following VAT registration, a Revenue Department employee will do a one-time inspection/verification visit of our Client's office premises;

8. ealy Consultants Group PLC project management fees relate to time and resources dedicated to:
- a. thoroughly research and plan Thailand FZ business set up for our Client;
 - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client's representatives travelling **iii)** avoid the need for a Thailand [national shareholder](#) and **iv)** avoid the need for a specific regulatory license;
 - c. agreeing the optimum corporate structure with our Client;
 - d. submitting a high-quality company incorporation application to the [Department of Business Development](#) (click link);
 - e. choosing the optimum regulatory license for our Client business activities (if required);
 - f. injecting the paid up share capital on our Client's behalf;
 - g. collating and supervising the legalisation and attestation and translation of Client documents;
 - h. weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
 - i. payment of retainer fees to multiple local lawyers and accountants;
 - j. ensuring our Client complies with local regulations and legally owns and controls the new entity;
 - k. ascertain the specific accounting, tax, legal and compliance considerations;
 - l. finding solutions to [challenges that occur](#) throughout the engagement;
 - m. determining the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.

Thailand Free Zone Company Invoice

For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants fees to efficiently and effectively discharge your annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants will more accurately advise accounting and tax fees. For a dormant company, Healy Consultants fees are only US\$950;



- 10.** All fees quoted in this invoice correspond to fees quoted [on Healy Consultants' website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
- 11.** Assuming our Clients re-engage Healy Consultants in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;
- 12.** The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy Consultants completes the engagement faster and more easily than expected, Healy Consultants is happy to refund some fees to our Client;
- 13.** Engage Healy Consultants to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;
- 14.** In accordance with [Thailand Civil and Commercial Code Act](#) Title XXII Chapter IV (1096), there is no minimum issued share capital to form a Thailand private limited company when at least 51% of the shares are held by Thailand citizens. At least 25% of the issued capital must be deposited to the company bank account before company incorporation. To optimize engagement efficiency and minimize delays, Healy Consultants is happy to deposit these funds on behalf of our Clients. If the Client wishes to also apply for work permit for expatriates, the issued share capital must be increased to U\$56,500 for every foreign employee that the company wishes to hire. This rule applies to companies with a foreign business license;
- 15.** If our Client wants to enjoy 100% foreign ownership, Healy Consultants will be happy to apply for a Foreign Business License (FBL). Before the authorities approve the same, they will

Thailand Free Zone Company Invoice

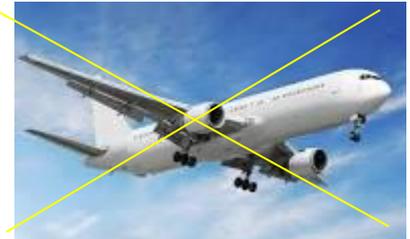
request to sight **i)** a business plan and **ii)** financial projections for at least 3 years proving that the project brings value to the Thailand economy and that the business has the resources sufficient to finance these expenses by itself. The application is a complicated process and can take 6 months for approval. However, Healy Consultants Group PLC has found a way to reduce Government approval time to 3 months. Our fee to apply for a FBL is US\$15,600;

In accordance with the [Foreign Business Act of 1999](#), the minimum share capital of a majority foreign-owned private limited company involved in restricted activities, without Amity or BOI approval is US\$100,000. To optimize engagement efficiency and minimize delays, Healy Consultants is happy to deposit these funds on behalf of our Clients;

16. According to article 36 of the [Thailand Foreign Business Act](#), Thailand prohibits the use of Thai nominee shareholders and directors. However, the majority of small and medium sized foreign businesses in Thailand continue to use professional, passive nominee directors and shareholders;

17. Monthly, quarterly and mid-year Government tax obligations include **i)** monthly payroll reporting and **ii)** quarterly VAT and corporation tax returns. If you need our help, Healy Consultants can complete monthly Government reporting for a monthly fee of US\$1,600. Healy Consultants' monthly support will include **i)** receive in Dropbox the monthly invoices from our client; **ii)** label monthly bank statement transactions; and **iii)** monitor monthly profit levels to minimize annual tax **iv)** submission of monthly employee payroll reporting;

18. If our Client and Healy Consultants properly plan this engagement, our Clients' will **not** have to travel during this engagement. Healy Consultants will efficiently complete company registration and corporate bank account opening in a timely manner without our Client presence. Instead, our Client will need to **i)** sign and get documents legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants office;



19. While not legally required by the [Thailand Foreign Business Act](#), Healy Consultants recommends every Thai entity maintain a Thai resident director to liaise with the Thai Government. Unfortunately, many administrative operations with the Thai Government still require a Thai resident to visit and sign documentation in person. For example, when our Client sets up a telephone line or activates water and electricity for office premises. Therefore, for simplicity purposes, Healy Consultants Group PLC will provide a professional passive nominee director until that time our Client appoints its own local director. If required, Healy Consultants can provide a [nominee professional passive resident director](#). Our fee for the same amounts to US\$6,750 per annum;

Thailand Free Zone Company Invoice

20. Depending on the nature of the business of our Client, there is a 75% probability that the relevant Thailand free trade zone authority will require our Client to provide **i)** a feasibility study and **ii)** an environmental impact study (EIS) investment project. If needed, Healy Consultants Group PLC can **i)** prepare a quality business plan to secure confirmation of interest from multiple FTZ and thereafter **ii)** prepare and submit a quality feasibility study and EIS to our Client's preferred zone. Additional fees will apply for these services. After review of the documents, the FTZ authority will also confirm business setup capital including **i)** exact type of foreign investment certificate required **ii)** paid-up capital required to secure the same **iii)** manufacturing permits and licenses to be secured;

21. Depending on the specific nature of the business of our Client, the FTZ authority and the Thai Government can require our Client to obtain a manufacturing license before our Client is legally allowed to commence manufacturing operations. If needed, Healy Consultants Group PLC will be happy to assist our Client to **i)** prepare and collate all the required due diligence documents, **ii)** obtain and prepare all the required application forms and **iii)** submit a quality manufacturing license application with the relevant authority. Additional fees will apply for these services;

22. During the engagement, shareholders and directors' documents may need to be translated into the local language; before the Government and Bank approves company registration and corporate bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy attestation fees. Either our Client or Healy Consultants can complete this administrative task;

As always, Healy Consultants will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

23. Depending on our Client's business and nationality, the Thailand Government may require a special regulatory license to carry on your business in the country. Healy Consultants will assist our Client secure license approval; there may be additional engagement fees. However, the Government enjoys ultimate power of approval of company business licenses;

24. If our Client requires nominee shareholder and director [services](#), Healy Consultants will be pleased to assist. Our fee for professional, passive nominee corporate shareholder amounts to US\$2,100 per annum. Our fee to be both nominee director and shareholder amounts to US\$6,600 per annum. Being the sole shareholders and sole director of a Client's company exposes Healy Consultants to reputation, litigation and financial risk;

Thailand Free Zone Company Invoice

25. Healy Consultants Group PLC recommends we apply for a [residence visa](#) for our Client's preferred shareholder and director. This person can then legally act as the local legal representative of the Thai LLC in front of the Thai Government and ensure our Clients' control over the Thai LLC and multi-currency corporate bank account;

Our fee is US\$2,950 for the first employee, US\$1,950 for the second employee, US\$950 per employee thereafter. Our employee visa fees include preparation of a quality visa application and submitting to the Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of our Client's employee visa approval. In the unfortunate event the visa application is rejected, Healy Consultants will be happy to submit an appeal to secure visa approval. Healy Consultants fees for each appeal amounts to US\$950;

26. It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants help to clarify your local and international annual tax reporting obligations;

27. Some of our Clients require an [immediate country solution](#). With this strategy, within a day Healy Consultants can supply our Client **i)** an existing dormant Thailand company number and **ii)** an already approved Thailand corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;



28. As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;

29. Healy Consultants will only incorporate your company after 75% of [due diligence documentation](#) is received by email. Healy Consultants will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;

30.

During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants may revert to our Client to ask for more up to date [due diligence documentation](#);

Thailand Free Zone Company Invoice

31. To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;

32. Some of our Clients engage Healy Consultants to [recruit](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients';

33. To efficiently and effectively complete your engagement in a timely manner, we recommend your Firm transfers these funds to Healy Consultants corporate bank account. Thereafter, our Incorporation and Banking Team will aggressively advance your engagement, providing your Firm daily feedback as to engagement status. I would be grateful if you email us the bank transfer advice slip to enable my Accounting Department to accurately and timely identify bank receipts:

Thank you for your business and we look forward to working closely with you over the coming months as we [project manage](#) your Thailand business set up.

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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