

Deregistered but Not Deregulated: Thailand's Commerce and E-Commerce Registration Exemption Two Years On



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Introduction

In June 2024, Thailand's Ministry of Commerce (the “MOC”) removed a requirement that had applied to businesses for more than a decade. Under a new notification, companies and registered partnerships operating commercial or e-commerce activities no longer had to register those activities separately with the relevant local district office. At the time, the change was widely welcomed as a sensible piece of deregulation — a reduction in paperwork that reflected how far Thailand's digital economy had outgrown the old rules.

Two years on, it is worth revisiting what the exemption actually did — and, just as importantly, what it did not do. The most common misreading of the 2024 change is that online businesses in Thailand became, in some broad sense, less regulated. What changed was a single registration formality; the substantive obligations that govern how commerce and e-commerce are conducted remain firmly in place, and in several respects have grown. For operators, the practical question is no longer whether they must register with the local district office, but whether they have correctly identified the regimes that still apply to them.

What the Exemption Changed

The relevant regulation is the Notification Re: Business Regulations that Commercial Operators Must Register and Businesses that Are Not Subject to the Commercial Registration Act B.E. 2499 (1956), B.E. 2567 (2024), effective from 5 June 2024. It replaced a notification that had governed commercial registration for almost 13 years and had fallen well behind the realities of digital trade. Its effect was to exempt four categories of registered legal entities: the registered ordinary partnership; the limited partnership; the private limited company; and the public limited company from the separate commerce and e-commerce registration requirement under the Commercial Registration Act.

For those entities, the logic is one of consolidation rather than removal. They are already recorded with the MOC through their incorporation and therefore requiring a second, activity-specific registration added administrative cost without adding meaningful oversight. The notification recognises that duplication and dispenses it — with the consequence, noted in the notification itself, that registration certificates issued under the former regime no longer carry legal effect. The change aligns the registration framework with the government's broader ease-of-doing-business agenda and reduces the government's monitoring burden.

Who Still Needs to Register

The exemption is narrower than it is often taken to be, because it turns on the operator's legal form rather than its activity. Businesses that are not among the four exempt entity types remain subject to the Commercial Registration Act as before. In practice, this means that natural persons — sole proprietors and individual online sellers — and ordinary partnerships that have not been registered must still obtain commerce and e-commerce registration, and remain subject to the Act's penalties, including a continuing daily fine, for failing to do so. In a market where a great deal of online selling is carried on by individuals, this is not a marginal carve-out; it is a significant population of operators for whom nothing has changed.

Relief from the commercial registration requirement does not, in itself, remove the applicable foreign ownership restrictions. Foreign operators therefore face a separate and prior question. The registration exemption does not affect the Foreign Business Act B.E. 2542 (1999) (as amended) (the “FBA”), under which certain activities relevant to e-commerce, including retail, wholesale and other service activities, may be subject to restrictions on foreign participation. A foreign-majority business intending to sell online in Thailand must therefore assess whether its activities fall within the FBA and, if so, whether it requires a foreign business licence or qualifies for an applicable exemption.

The Rules That Did Not Go Away

When it was issued, the 2024 notification left an open question: if the MOC was stepping back from registering online commerce, what would ensure consumer trust and protection in its place? Two years on, the answer is clear — the oversight did not disappear, it simply sits in purpose-built regimes rather than in a general registration formality.

The most directly relevant is the Direct Sales and Direct Marketing Act B.E. 2545 (2002) (as amended). A business that markets and sells goods or services to consumers at a distance may, depending on the manner in which the sales are conducted, be regarded as engaging in direct marketing and, where the relevant requirements are met, must register with the Office of the Consumer Protection Board (the “OCPB”) before commencing the relevant activities independently of its position with the MOC. That registration carries continuing obligations, including annual reporting, and the OCPB has been active in enforcing them. For e-commerce operators whose activities fall within the scope of direct marketing, this is a separate regulatory requirement that the 2024 exemption did nothing to remove.

Platform operators face a further layer. The Royal Decree on the Operation of Digital Platform Service Businesses that are Subject to Prior Notification B.E. 2565 (2022), which took effect in August 2023, requires digital platform operators within its scope to notify the Electronic Transactions Development Agency (the “ETDA”) before commencing operations and to comply with ongoing reporting requirements, with additional obligations applying to larger platforms based on factors such as revenue or the number of users. More recently, the Trade Competition Commission's 2026 guidelines on unfair trade practices have introduced further competition-law considerations for e-commerce platform operators, including in their dealings with sellers and other platform participants. Across the board, the handling of customer data remains governed remain subject to the Personal Data Protection Act B.E. 2562 (2019) (the “PDPA”), and marketing and sales practices by the Consumer Protection Act B.E. 2522 (1979) (as amended) and the Electronic Transactions Act B.E. 2544 (2001) (as amended).

Taken together, these regimes mean that the regulatory picture for online commerce is, if anything, denser than it was in 2024 — the difference is that oversight now attaches to what a business does and how it treats its customers, rather than to a one-off entry in a register.

What This Means in Practice

For operators, the lesson of the past two years is that the exemption is best understood as the simplification of one formality, not as a signal that online business in Thailand has become lightly regulated. A registered company that concluded in 2024 that it had no commerce or e-commerce registration to worry about may well be right as to the MOC and wrong as to the OCPB, the ETDA, or the PDPA. The safer approach is to map obligations by activity: identify what the business actually does — whether it sells directly, operates a platform, processes personal data or markets at a distance — and confirm the specific regime that governs each.

For advisers, the exemption is a useful reminder that a single deregulatory step rarely tells the whole regulatory story. Thailand's direction of travel is not toward a lighter touch on digital commerce but toward a more targeted one, with consumer protection, platform supervision and data protection each handled by a dedicated regime. Businesses that keep pace with that shift and treat the 2024 exemption as one piece of a larger picture rather than the whole of it will be the ones that stay compliant as the framework continues to mature.

This update is intended solely to provide general information on recent regulatory and enforcement developments in Thailand and does not constitute legal advice or a legal opinion. Specific legal advice should be sought in relation to individual circumstances.