



Legal Alert 法务快讯

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Setting out Credit Terms when doing Businesses with SMEs Suppliers 与中小企业供应商交易的信用天数条件

The Trade Competition Commission has announced the Notification of the Trade Competition Commission on Guidelines for Determining Fair Trade Practices regarding Credit Terms for Sellers of Goods and Services that are Small and Medium Enterprises (SMEs) (“**Notification**”), aiming to promote fair trade practice when doing businesses with SMEs suppliers. This Notification has been published on the Government Gazette on 18 June 2021 and will be effective from 16 December 2021. 交易竞争委员会已公布《以给予中小企业商家的信用条件判断公平交易惯例的指引》的通知（以下简称委员会通知），旨在推行与中小企业商家交易的公平交易惯例。此委员会通知被刊登在 2021 年 6 月 18 日的政府公报中，将于 2021 年 12 月 16 日生效。

Key considerations when purchasing goods or services from sellers who are SMEs 向中小企业商家采购商品或服务时应留意的重点

Setting Credit Term: When purchasing from SMEs, business operators cannot set credit terms longer than 45 days for general trading, manufacturing, and services, and 30 days specifically for agricultural products or processed agricultural products with simple production process, unless there is a justifiable reason regarding the businesses, marketing, or economic perspectives. **订定信用天数：**除了合理的商业理由或明确的市场与经济环境的因素以外，企业向一般买卖业、制造业、服务业的中小企业商家采购时，约定的信

用天数不能长于 45 天 ;若是采购农产品或经过简易生产加工流程的农产加工品 , 约定的信用天数不能长于 30 天 。

Under this Notification, credit terms shall start upon completion of the delivery of goods or services as agreed upon by the parties. In consignment business, the credit terms shall be upon completion of sale by the consignee at the agreed amount and in accordance with normal trade practices. 根据委员会通知 , 信用天数的计算应自完成商品或服务交付的时间点起算 。 若是寄售的交易 , 则应以受托方实际完成约定销售量的时间点起算 , 并且按照正常的行业交易惯例进行 。

Payment Process: The business operators must clearly show the payment process which is in accordance with normal trade practice. SMEs seller or service provider that would like to obtain benefits on limitation of credit terms under this Notification must declare its status of being an SMEs by providing evidence regarding the numbers of employees being hired or annual income to the business operators who are purchasing goods or services from the SMEs. **付款流程 :** 企业必须清楚显示付款流程符合正常交易惯例 。 中小企业商家若想依照委员会通知获得较短的收款天数 , 必须向交易对方提出可以证明自身属于中小企业的声明或相关文件 , 如员工人数和年收入 。

Other Acts that could Constitute an Unfair Trade Practices: Under the Notification, unreasonably delay in payment by the business operators or changes of credit terms or terms and conditions of contracts unreasonably or without giving prior notice to the SMEs for a period of not less than 60 days, or any other acts that unfairly force the SMEs to bear unnecessary burdens are also considered as an unfair trade practice. **其他可能构成不公平交易的行为 :** 依照委员会通知 , 企业不合理的延迟付款 , 或未提早至少 60 天通知中小企业商家就擅自更改信用天数或交易条件 , 或有其他增加中小企业商家不必要经营负担的行为 , 都会被视为不公平交易行为 。

Who is Affected by the Notification? 谁会受到影响 ?

Business operators who engaged in trading, manufacturing, services, or consignments businesses with the Thai SMEs are subject the credit terms guidelines set out under the Notification. Failing to comply with the guidelines could potentially be seen as conducting unfair trade practice, and could be subject to administrative fine as applicable under the Trade Competition Act. 有和中小企业交易往来的企业皆须遵守委员会通知中订定的信用天数指引 。 未遵守指引的企业可能会被视为有不公平交易行为而因此被依照交易竞争法处以行政罚款 。

Pre-existing credit terms with the Thai SMEs are not exempted from the Notification when it comes into force. Once this Notification is effective, on 16 December 2021, if the SMEs request for a shorter credit terms according to this Notification and could satisfy the self-declaration process of being an SMEs, the business operators must change the agreed credit terms to be in accordance with a period under this Notification. 此委员会通知生效之后 , 企业目前与中小企业商家约定的信用条件并未被豁免适用信用天数指引 , 2021 年 12 月 16 日起 , 若中小企业商家要求依照委员会通知缩短信用天数 , 且可以提出自身属于中小企业的声明与证明文件 , 企业必须依照此委员会通知更改先前约定的信用天数 。

Deloitte's Observation 德勤的观察

Prior to the enforcement of the Notification in December 2021, business operators engaging in the sales and service transactions with suppliers who are Thai SMEs should prepare to comply with the credit terms guidelines in order to minimize the risks of conducting an unfair trade practice which might lead to penalties under the Trade Competition Act. 在 2021 年 12 月委员会通知生效之前，有和中小企业交易往来的企业应该按照新的规定做好准备，降低因不公平交易行为而受罚的风险。

Any business operators that have active, pending or prospect sales or service agreements with the SMEs should also consider reassessing and rearranging the agreements to ensure they comply with the new guidelines. Though the SMEs are required to declare and prove its status upon requesting to apply the credit terms under this Notification, the business operators should be ready when requests are coming in. Business process could be prepared in advance by initial assessing whether current suppliers could potentially be SMEs or not. This could help the business operators in managing the cash flow when many SMEs suppliers request for credit terms shorter than the previously agreed ones. 企业若有已生效的、或商议中的、或预期中的与中小企业订定的合约，应该重新检视或评估交易条件是否符合委员会通知的规定。虽然中小企业也必须提出自身符合中小企业资格的声明与证明文件才能向企业要求遵守新的信用天数规定，企业还是应该预做准备。建议企业可以建立一套辨认目前的供应商是否属于中小企业的流程并预先判断，藉此帮助企业管理现金流量，以因应短时间内有多个供应商提出缩短信用天数的要求。

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