

## Japan fast nominee LLC business set up

*Client to provide*

*to be provided*

Date: Friday, May 25, 2018

Company Reg. No.: 921530 Address

Invoice No: 20xx – 01 – 053z

Professional services for Japan <a href="#">fast nominee LLC</a> (no travel)	Notes	Year 1 US\$	Year 2 US\$
Japan nominee fast <a href="#">company formation</a> fees (without travel)	1.	11,950	0
Assistance to locate office premises in Japan	2.	950	0
Tax registration with the <a href="#">Japanese Tax Bureau</a>	3.	950	0
Japan corporate <a href="#">bank account opening</a> fees (without travel)	4.	4,950	0
Estimate of <a href="#">Government registration</a> fees	5.	850	0
One <a href="#">Passive, professional nominee</a> for 6 months	6.	4,950	0
Corporate structure changes including new bank signatory	7.	9,950	0
Estimate of annual <a href="#">accounting and tax</a> fees	8.	0	2,300
<a href="#">Project-management</a> fees for 6-month engagement	9.	3,950	0
<b>Total</b> Healy Consultants Group PLC fees payable this month	10.	<b>38,500</b>	
Estimate of total Healy Consultants fees payable after 12 months	11.		<b>2,300</b>

**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;

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### Notes to invoice above:

1. Healy Consultants Group PLC's fees to legally register our Client's Japan LLC with our temporary professional, passive nominee [shareholders and directors](#) and bank signatory. Within [1 month](#), my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a city center business address **iv)** a tax number and **iv)** a proforma Japan sales invoice template complying with Japan company law;

Within 4 weeks, our Client can legally conduct business in Japan; 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 are agreed and paid up front and agree to the fees published on our country [web pages \(click link\)](#). Consequently, there are no hidden fees nor surprises nor 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 Group PLC emails our Client a detailed email engagement [status update](#). Our Client is immediately informed of engagement problems and solutions. In your preferred language, your dedicated Engagement Project Manager will communicate with you via phone, Skype, WhatsApp, Viber, sms, WeChat, Telegram, QQ, Facebook Messenger or Line Messenger;

2. Before company incorporation is complete, the Japanese Government must review and approve a lease agreement for office premises in Shanghai. If our Client requires this service from Healy Consultants, our one-time fee amounts to US\$950. 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 sqm for one employee is US\$1,700 per month;
3. In accordance with [Japan Companies Act](#) (click link), each Japanese entity must register for corporate tax at the [National Tax Bureau](#). Usually, it takes 2 weeks to secure tax numbers;
4. Healy Consultants Group PLC will be pleased to open a Japan corporate [bank account](#). It is a timeconsuming task; Healy Consultants will shelter our Client from the administrative hurdles. As you can appreciate, it is a challenging task to secure corporate bank account approval through a newly formed company;

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. Following completion of Japan business set up, our Client will appoint their preferred shareholders and directors and bank signatory;

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Depending on our Client's business and nationality, there is a 50% probability the banks will request beneficial owners and future bank signatories to travel to Japan for a one hour bank interview. Healy Consultants Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Japan for bank account signatory change, Healy Consultants Group PLC will refund our Client US\$950;



The banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC's control. What is inside our control is the preparation and submission of a high-quality bank application; maximizing the likelihood of approval. To date, we enjoy a 100% approval record because of [our 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 Client should expect the bank account approval period to take up to 2 months. There is also a 10% the bank may not accept the bank signatory change application and may close the bank account altogether. See also note below for further details on timelines for bank signatory changes. Furthermore, global banks now might also require evidence of proof of business, including sales contracts or lease agreement;

5. This fee is an estimate of government costs payable during your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include Examples of Government costs include **i)** reserving the company name with the [Legal Affairs Bureau](#) (click link); **ii)** registering the company with the [Legal Affairs Bureau](#) **iii)** applying for the corporate structure change with the [Legal Affairs Bureau](#); **vi)** issuing the updated business license and **vii)** updating the structure with the [Bank of Japan](#). Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual Government costs paid;
6. In accordance with [Japan Companies Act](#), Japanese companies must have at least one individual to be appointed as shareholder and director. The individual can be of any nationality and residency. Appointment of Healy Consultants Group PLC professional, passive [nominee shareholders](#), [directors](#) (click links), supervisors, and bank signatory enables our Client to **i)** sign sales invoice customers and **ii)** sign contracts and lease premises within 4 weeks;

If required, Healy Consultants Group PLC will be pleased to provide our Client with a full package of passive professional nominee services for 6 months until the corporate structure is successfully changed. Our fee is US\$4,800 for one individual nominee for 6 months. Our fee to only provide a country [resident director](#) (click link) is US\$9,800 per annum;

7. Following business set up completion, Healy Consultants Group PLC assists our Client appoint their preferred shareholders and directors and bank signatory. Depending on our Client's business and the efficiency of the Government and bank Departments, this process can take up to 6 months. This is the hardest part of the engagement;

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8. This fee covers Healy Consultants' professional fee to assist our Client secure the amended registration certificate. This includes our fee to draft and submit applications to the [Legal Affairs Bureau](#) to **i)** seek approval for share purchase and **ii)** change director and company shareholder. All of the changes made will be reflected on the amended Business License of Enterprise Legal Person. Appointing new and resigning old shareholders and directors is a complex, lengthy process, exacerbated by inefficient Government Departments;

Before the Japan bank approves our Client's preferred bank signatory, the bank in-house Legal and Compliance Department will request additional Know Your Customer documents. Change of corporate structure and of bank signatory is a time-consuming task, but Healy Consultants Group PLC will shelter our Client from this administrative burden;

Realistically and so you can plan your business, our Client will be able to log into e-banking within 2 months from the time Healy Consultants Group PLC completes corporate structure change, as outlined on [this web page \(click link\)](#);

9. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC 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 Group PLC will more accurately advise accounting and tax fees;



10. While appointment of a resident director is not required by Law, Japanese banks will require the entity to have at least one resident director in Japan. Consequently, . To efficiently and effectively secure corporate bank account approval in a timely manner, we recommend our Clients to appoint a professional passive nominee as resident director, who will also visit the branch of our Client's preferred Japanese bank. Healy Consultants Group PLC will **i)** assist our Client to find a professional passive nominee resident director and **ii)** complete KYC review on the nominee and **iii)** supply a qualify draft nominee agreement to make sure the interests of our Clients are well protect and **iv)** aggressively and skillfully negotiate with the bank to ensure only our Client's staff are appointed as bank signatories of the account. Our one time fee for this service is US\$4,950. If the banks do not require to appoint a resident director before confirming interest to board our Client's business, Healy Consultants will be happy to refund this fee. Otherwise, our Client should also budget an additional US\$3,950 per month in nominee fees, payable directly to the nominee, independently of Healy Consultants Group PLC;
11. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- thoroughly research and plan Japan business set up for our Client;
  - devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client travelling **iii)** avoid the need for a Japan [national shareholder](#) and **iv)** avoid the need for a specific regulatory license;

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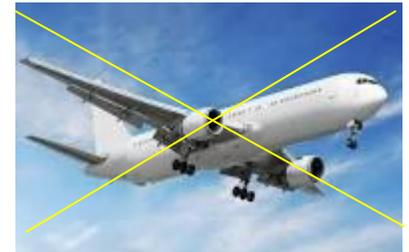
- c. agreeing the optimum corporate structure with our Client;
  - d. submitting a high-quality company incorporation application to the [Legal Affairs Bureau](#);
  - e. choosing the optimum regulatory license for our Client's business activities (if required);
  - f. injecting the paid up share capital 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.
- 12.** All fees quoted in this invoice correspond to fees quoted on Healy Consultant Group PLC's [business website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible 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;
- 13.** Assuming our Client re-engage Healy Consultants Group PLC in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;
- 14.** Some of our Clients engage Healy Consultants Group PLC to [recruit](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Client;
- 15.** The fees quoted in this sales invoice today, are a prediction of the fees required to efficiently and timely complete this engagement. If during the engagement Healy Consultants Group PLC 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 than expected and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client;
- 16.** In accordance with [Japan Companies Act](#), the minimum share capital of a Japanese LLC company is US\$1. However, in order to employ foreigners and smooth the incorporation process, it is recommended to have a minimum capital of US\$50,000. To optimize engagement efficiency and minimize delays, Healy Consultants is happy to deposit these funds on behalf of our clients;
- 17.** In accordance with a notice issued by the Director of the Commercial Affairs Division of the [Ministry of Justice of Japan](#) (the "MOJ") on March 16, 2015, Japanese companies would no longer need to have at least one representative director that is a resident in Japan. If required, Healy Consultants will be pleased to provide

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your firm with a professional nominee director in Japan. Our fee amounts to [US\\$9,600](#) per annum; Additional fees depending on our Clients business activity and company requirements;

19. Depending on our Client's business and nationality, the Government may require a special regulatory license to carry on your business in Japan. Healy Consultants Group PLC will assist our Client secure license approval. There may be additional fees for this service. However, the Government enjoys ultimate power of approval of company corporate structure changes and business licenses;

20. If our Client and Healy Consultants Group PLC properly plan this engagement, our Client will **not** have to travel during this engagement. Healy Consultants will efficiently complete company registration, corporate bank account opening and change of corporate structure and bank signatory in a timely manner without our Client's 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 Group PLC office;



21. If required, Healy Consultants will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is US\$5,950 for the first employee, US\$4,950 for the second employee, US\$3,950 per employee thereafter. Our employee visa fees include preparation of a quality visa application and submitting to the correct 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 visa approval;

22. During the engagement, shareholders and directors documents may need to be translated into Japanese, before the Government and Bank approves corporate structure changes and bank account signatory change respectively. Consequently, our Client should budget for possible additional translation and embassy atestation fees. Either our Client or Healy Consultants can complete this administrative task;

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

24. Monthly, quarterly and mid-year Government tax obligations include monthly and quarterly payroll reporting, VAT and corporation tax return filing. If you need our help, Healy Consultants can complete monthly Government reporting for a monthly fee of US\$860. Healy Consultants monthly support will include **i)** receive in dropbox the monthly invoices from our client **ii)** label monthly bank statement transactions **iii)** preparation and submission of VAT returns and **iv)** submission of monthly employee payroll reporting;

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25. To assist our Clients to minimize foreign exchange costs, we offer the payment in US\$ € £ A\$ S\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
26. Healy Consultants Group PLC will only incorporate your fast nominee company after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;
27. 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 Group PLC may revert to our Client to ask for more up to date [due diligence documentation](#);
28. Engage Healy Consultants Group PLC to [project manage \(click link\)](#) the set up of business in every country on the planet. We are the best in the [world \(click link\)](#) at what we do and we are a one-stop-shop for [the A to Z \(click link\)](#) of every country engagement;

Thank you for your business and we look forward to working closely with you over the coming months as we [project manage \(click link\)](#) our Client's Japan business set up;

Best regards,

*Aidan Healy*

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Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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