

Japan Turnkey Solution LLC business set up

Client to provide

Address to be provided

Date: Friday, May 25, 2018

Company Reg. No.: 921530

Invoice No: 2018 – 01 – 053z

Professional services for Japan turnkey solution LLC (no travel)	Notes	Year 1 US\$	Year 2 US\$
Japan shelf company fees (without travel)	1.	16,400	0
Assistance to locate office premises in Japan	2.	950	0
Already approved dormant corporate bank account (with travel)	3.	4,950	0
Estimate Japan Government registration fees	4.	550	550
Corporate structure changes including new bank signatory	5.	9,950	0
Estimate of annual accounting, audit and tax fees	6.	0	4,950
Project management fees for a 6-month engagement	7.	3,950	0
Total Healy Consultants fees payable this month	8.	36,750	0
Estimate of total Healy Consultants fees payable after 12 months	9.		5,500

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;

Japan Turnkey Solution LLC business set up

Notes to invoice above:

1. Healy Consultants Group PLC's fees to supply our Client a dormant clean shelf company; together with all Government fees paid up to date. Historic annual accounting and tax and legal and audit obligations complete. Within 3 weeks after fee settlement, 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, with the understanding our Client will only operate an administrative support office in Japan and will not indulge in any income generating activities;

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. If your Firm 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\$1,500 per month;
3. Our Client will be appointed as the new sole bank signatory to the already approved dormant clean [corporate bank account](#). It is a time-consuming task, Healy Consultants will shelter our Client from the administrative hurdles. As you can appreciate, it is a challenging task to secure change of bank signatory for a newly purchased company;



At the beginning of the engagement, Healy Consultants Group PLC will negotiate with the bank to add our Client as bank signatory approval while keeping our professional, passive nominee shareholder, director and bank signatory. We will prepare a quality business plan for the bank to optimize the probability of change of signatory approval. Following completion of Japan change of corporate structure, Healy Consultants Group PLC will complete removal of the nominee as bank signatory;

Depending on our Client's business and nationality, there is a 60% 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 will refund our Client US\$950;

Japan Turnkey Solution LLC business set up

The banks enjoy ultimate power of approval of change of bank signatory 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 change of bank signatory 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 bank signatory changes 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;

4. 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 **i)** reserving the new company name with the [Legal Affairs Bureau](#) (click link); **ii)** applying for the corporate structure change with the [Legal Affairs Bureau](#); **iii)** issuance of updated business license and **iv)** updating the updated structure with the [Bank of Japan](#). Following engagement completion, Healy Consultants will refund our Client any excess of funds received over actual Government costs paid;
5. Healy Consultants Group PLC assists our Client appoint their preferred shareholders and directors and bank signatory. Depending on our Client business and the efficiency of the Government and bank Departments, this process can take up to 3 months. This is the hardest part of the engagement; This fee covers Healy Consultants professional fee to assist our Client secure the amended articles of association. This includes our fee to draft and submit applications to the [Legal Affairs Bureau](#) to **i)** seek approval for share purchase **ii)** change company name **iii)** change business activity **iv)** change director and company shareholder. All of the changes made will be reflected on the amended articles of association. Appointing new and resigning old shareholders and directors is a complex, lengthy process;

Immediately thereafter the change of corporate structure, 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. Healy Consultants Group PLC will inform our Client if some business activities require additional Government approvals and licenses;

Before the Japan bank approves our Clients' 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 1 month from the time Healy Consultants Group PLC completes corporate structure change, as outlined on [this web page](#);

Japan Turnkey Solution LLC business set up

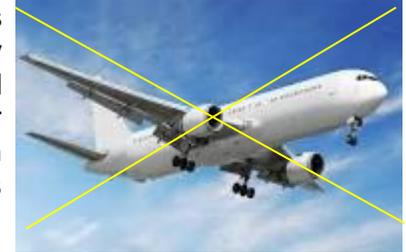
6. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge our Client's annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants Group PLC will more accurately advise accounting and tax fees;
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7. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- thoroughly research and plan Japan shelf company purchase 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;
 - agreeing the optimum corporate structure with our Client;
 - submitting a high-quality company change of corporate structure application to the [Legal Affairs Bureau](#);
 - choosing the optimum regulatory license for our Client's business activities (if required);
 - injecting the paid up share capital on our Client's behalf (if required);
 - collating and supervising the legalisation and attestation and translation of Client documents;
 - weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
 - payment of retainer fees to multiple local lawyers and accountants;
 - ensuring our Client complies with local regulations and legally owns and controls the new entity;
 - ascertain the specific accounting, tax, legal and compliance considerations;
 - finding solutions to [challenges that occur](#) throughout the engagement;
 - determining the local and international tax obligations of the business entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.
8. 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 our Client. 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;
9. 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 shelf company purchase;

Japan Turnkey Solution LLC business set up

11. 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;
12. 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 Clients;
13. 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;
14. 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;
15. 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 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;
16. If our Client requires non-resident nominee shareholder and director [services \(click link\)](#), Healy Consultants will be pleased to assist. Our fee for professional, passive nominee non-resident corporate shareholder amounts to US\$2,100 per annum. Our fee to be both non-resident 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;
17. Depending on our Client business and nationality, the Government may require a special regulatory license to carry on your business in the country. 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;

Japan Turnkey Solution LLC business set up

18. 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 changes of corporate structure and bank signatory 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 Group PLC office;



19. 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;

20. 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;

21. Healy Consultants Group PLC will only change the corporate structure of your company after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC will only appoint a new bank signatory after 100% of the Client's original due diligence documentation is received by courier;

22. During the engagement, shareholders and directors documents may need to be translated into Mandarin 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 attestation 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. 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;

24. To assist our Clients to minimize foreign exchange costs, our Client can settle Healy Consultants Group PLC fees in US\$ € £ A\$ and CNY. Kindly let me know in which currency and I will send an updated invoice, thank you;

25. 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](#);

Japan Turnkey Solution LLC business set up

26. Engage Healy Consultants Group PLC to [project manage \(click link\)](#) the set up of our Client's 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 our Client over the coming months as we [project manage \(click link\)](#) Japan business set up;

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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