



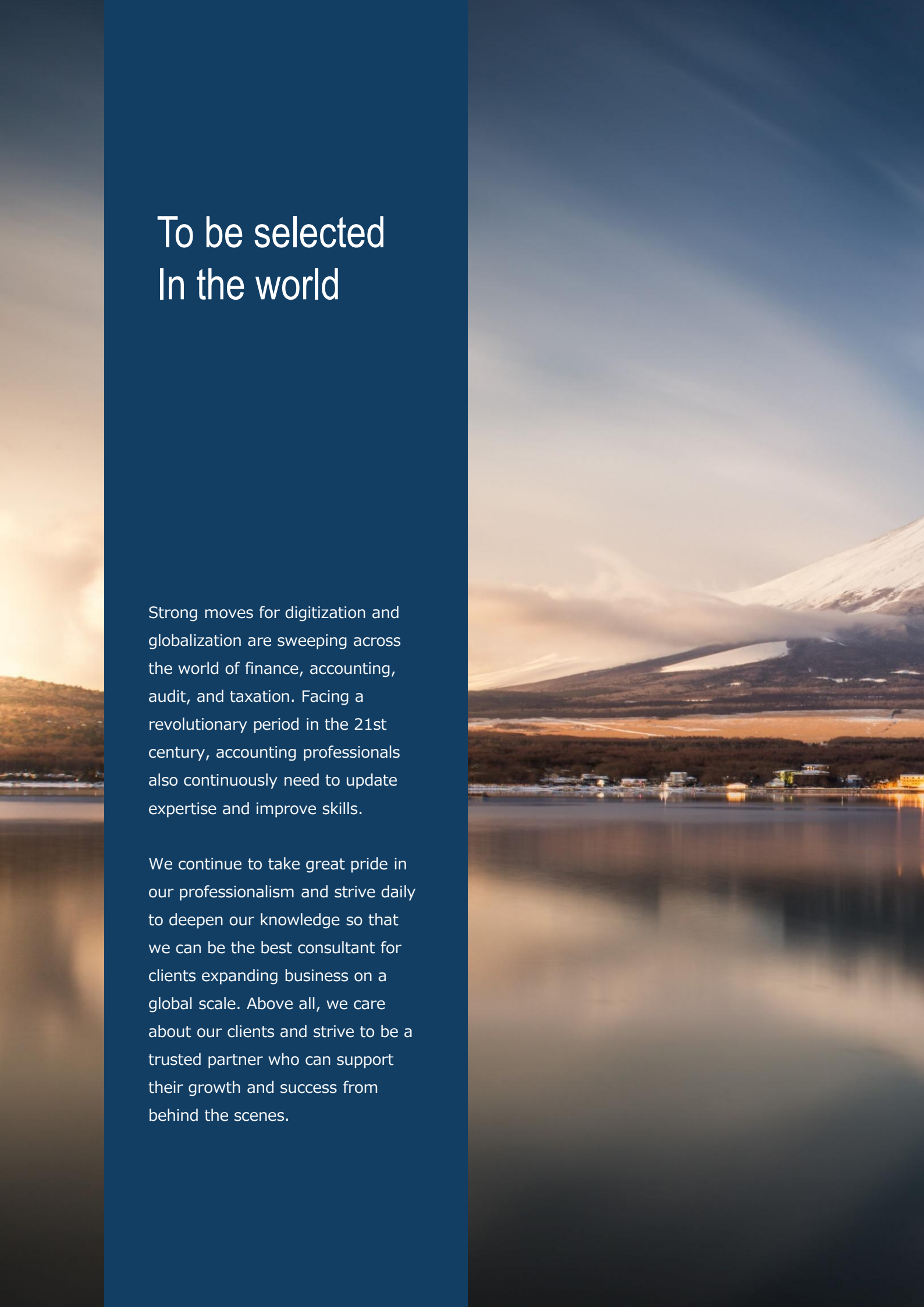
Nihon-bashi International Accounting Firm

日本橋国際会計事務所

To be selected In the world

Strong moves for digitization and globalization are sweeping across the world of finance, accounting, audit, and taxation. Facing a revolutionary period in the 21st century, accounting professionals also continuously need to update expertise and improve skills.

We continue to take great pride in our professionalism and strive daily to deepen our knowledge so that we can be the best consultant for clients expanding business on a global scale. Above all, we care about our clients and strive to be a trusted partner who can support their growth and success from behind the scenes.







Our Purpose

Just for client's value and
do the best as Professional.

A Message from the Principal

I have gained 25 years of experience as a certified public accountant and 18 years as a certified tax accountant. Along the way, I was involved in various projects. Also, I was blessed with an opportunity to be a CFO of a listed entity in Singapore. With continuous dedication and strong commitment, I was able to have precious experiences and achieve many significant accomplishments in those various projects.

After I came back to Japan after working abroad in Singapore, I worked for the finance and accounting department of a certain listed company. At that time, I was surprised that many Japanese companies paid a tremendous amount of service fees for international accounting services. Also, I noticed that foreign-capital companies were facing difficulties in dealing with even simple application procedures at the tax office and were paying a lot of service fees. In addition, I realized that, in Japan, there were far fewer accounting professionals who could speak English.

Although globalization is rapidly progressing, I came to question whether many Japanese companies hesitate to expand their businesses overseas or raise funds from foreign investors due to a shortage of accounting professionals with global knowledge and experience.

Also, I suspected that foreign-owned companies are facing difficulties in dealing with their operations in Japan due to the peculiarity of Japanese language and the complexity of the Japanese tax system. These ideas led me to the establishment of this accounting firm providing international support.

We have a philosophy that "We resolve tax, finance and management issues for various clients, from SMEs to big companies, based on international accounting competency". Guided by this philosophy, we will propose appropriate services with reasonable fees based on each client's situation. We promise to respond to your request with responsibility as a professional and with advanced knowledge and experience.

We look forward to contributing to your business and providing you with our professional services.

CPA of Japan
US CPA (Washington State)
Certified Tax Accountant (Japan)



"Nihon-bashi International Accounting Firm" provides tax, accounting, audit and other services for foreign-owned companies operating a business in Japan and for Japanese companies expanding business overseas. Our members have extensive experience providing services for foreign-owned companies and sufficient knowledge regarding international accounting standards and cross-border tax issues. In addition, some members also have a practical background in finance and accounting in the course of working as a CFO or financial controller for listed entities.

We are committed to clients' needs and to support our clients through professional communication with our extensive knowledge and experience.

Committed to Client Value

Our services are so-called behind-the-scenes works. Therefore, what we provide to clients may not create new value for them. However, we believe that it is possible to promote sustainable development by considering the success of clients' business and providing appropriate services at reasonable fees. In addition, we can contribute to quick decision-making for our clients by providing the appropriate services in a timely manner. Our goal is to create additional value by giving reasonable and speedy services in a severe business environment, and to become an indispensable presence for our clients.

Do the best as Professional

Our advantage lies in international experience and professional expertise of our members, as well as strong commitment to overcome difficulties and complete tasks in complex cross-cultural environments. We always communicate with clients with sincerity and make efforts to deal with various issues, even when facing a difficult problem that seems impossible to solve. We are proud of our professionalism cultivated from diverse experiences, which distinguishes us from other firms.

We pledge to do our best every day as professionals who can provide high-quality services supported by our deep understanding of international business.

Targeting the Global Business

The Japanese economy is facing various problems such as a declining birthrate and an aging population. Under these circumstances, many Japanese companies are looking overseas as the next stage of business and struggling to expand their international business networks. However, we would have to say that there are too few accounting professionals with international experience and expertise in Japan to be able to deal with difficult challenges in this rapidly changing 21st century.

We would like to be a good partner and work closely with our clients so that overseas companies seeking latent possibilities in the Japanese market do not have difficulty with administrative work and Japanese companies targeting overseas markets do not hesitate to take the next step toward globalization.

Contribution to Client's Value

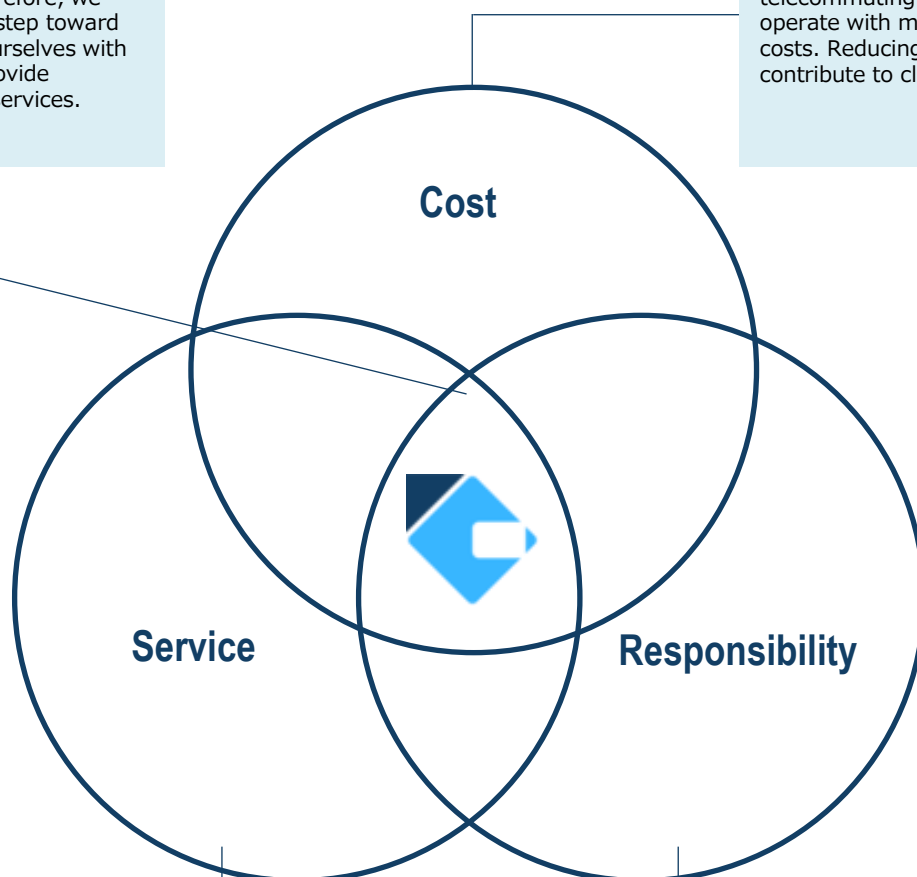
Our business strength lies in making agile decisions that align with customer needs while maintaining high quality service and fulfilling accountability. We believe that consistent efforts contribute to the value we provide to our clients.

Fair Pricing Service

Services provided by accounting professionals may not always create new value in themselves. However, we believe that we can contribute to our clients by providing appropriate services at reasonable fees. Therefore, we believe that the first step toward the goal is to align ourselves with clients' needs and provide accurate and timely services.

Reduce Indirect Costs

Our work involves documentation tasks in the office. However, our remote working environment enables us to work smoothly without a large office space. Our firm has actively adopted telecommuting and aims to operate with minimal indirect costs. Reducing our own costs will contribute to clients' benefits.



Expertise and Experience

We ensure that CPAs with over 10 years of experience in finance and accounting, auditing and M&A services are involved in client services. In our firm, staff members who require on-the-job training are not involved in responsible positions. Our strength lies in the direct involvement by professionals with extensive field experience.

Clarify Responsibility

In Big4 audit firms or major consulting firms where multiple partners are involved in critical work, it is sometimes difficult to see where the responsibility lies. By contrast, we aim for flexible management, and the responsible partner directly takes responsibility and actively tries to participate in on-site work. We also place great importance on maintaining our accountability to enhance trust from our clients.

Project Team Organization

We aim for flexible management structure where the responsible manager is actively involved in on-site work.



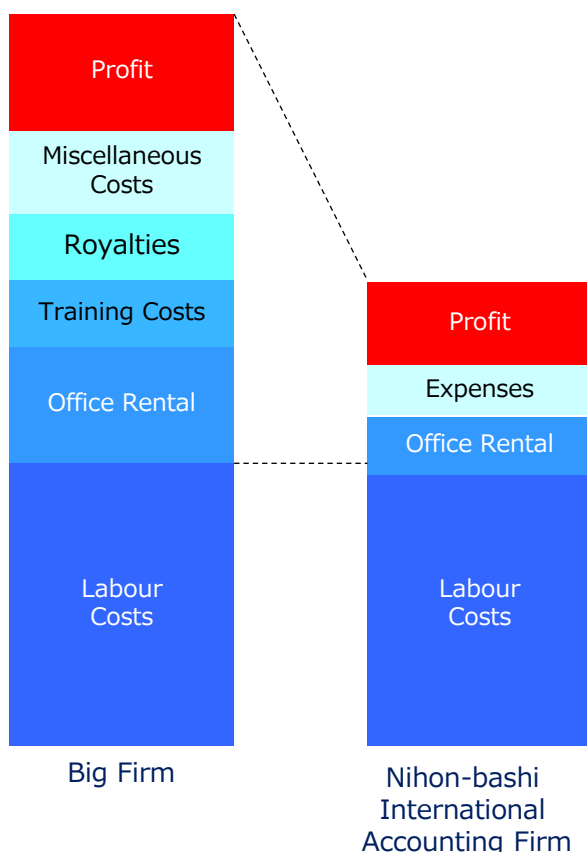
Since some managers share responsibility for a project and supervise on-site work, it could limit the project's flexibility.



Since the project manager takes direct responsibility and serves as on-site supervisor, clients benefit from smooth communication.

Cost Structure

We propose reasonable service fees to clients by reducing indirect costs while maintaining appropriate compensation paid for our professionals.



➤ In principle, we do not propose service fees that disregard profitability and we do not participate in fierce price competition between peers, as such practice may significantly hinder our operations.

➤ We avoid excessive investments in systems and office equipment.

➤ For professional development, we encourage individual self-improvement to maintain and enhance the quality of our professional services.

➤ We maintain the same level of service quality as other firms by assigning experienced professionals.

➤ Hourly rates are set at a lower or the same level as those of big audit firms.

IFRS/US-GAAP Audit



Many countries around the world adopt IFRS, and listed entities in France, Germany, South Korea, China, Singapore, etc. are obligated to comply with IFRS. In addition, businesses under the parent company in the United States should prepare financial results in accordance with US-GAAP. We provide audit services for subsidiaries that have to report in accordance with IFRS or US-GAAP at a reasonable fee compared to Big4 audit firms.

Eligible Companies

- Subsidiary of an overseas listed company adopting IFRS.
- Subsidiary of a US-listed company adopting US-GAAP.
- Japanese company required to get audited in accordance with IFRS.
- Affiliate company under foreign capital (equity-method company).
- Joint venture with foreign capital.

Audit for subsidiaries in Japan (Referred Work)



Audits for subsidiaries domiciled in Japan are often conducted under the instructions of the group auditor. In the case of large sized group company, it is common for the group audit to be performed by Big4 audit firms. However, it is not an unusual practice to ask an individual CPA or small-sized audit firms, if the size of the subsidiary is not so big. You should consider engaging us as your component auditor since we have abundant experience and expertise in international audit.

Eligible Companies

- Subsidiary audited under the instruction of the group auditors of the overseas parent company.
- Small subsidiary under foreign capital audited by the Big firm.
- Subsidiary considering reducing audit fee.
- Joint venture with foreign capital.

Statutory Audit (under the Companies Act in Japan)



Under the Companies Act in Japan, a company with a capital stock of 500 million yen or more or with liabilities of 20 billion yen or more is defined as “a Large company” and required to appoint an external auditor. And then, its financial statements must be audited. We believe it would not be necessary to appoint Big4 firms for audit in some cases. For example, please consider appointing us as an external auditor where its operating business would not be on such a large scale.

Eligible Companies

- Company considering replacement of external auditor.
- Japanese company with sales of less than 10 billion yen.
- Subsidiary with sales of less than 10 billion yen.
- Subsidiary under a global company expanding business to overseas.
- Company with relatively simple business model.

Fund audit / SPC audit

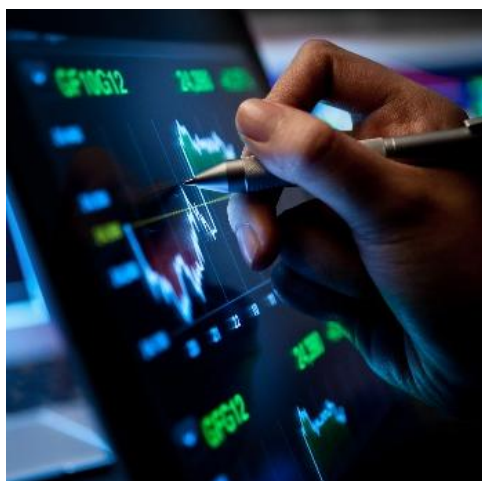


Sometimes, third-party investors may request fund entities to be audited. Statutory audit is required if limited partnership (LPS) is established in Japan; however, investors might demand fund operators to be audited by a CPA. If incorporating a fund entity in Japan, there are several types of organization, such as Tokumei-Kumiai (TK structure) and special purpose company (SPC/TMK). We provide audit services for fund entities according to the fund's structure and have enough experience.

Eligible Entities

- Limited partnership entity for which statutory audits are necessary.
- Fund entity that is requested by investors for external audit, such as Tokumei-Kumiai (TK structure) and special purpose company (SPC).
- Fund entity requested by overseas investors to provide financial reports in English.

Share Price Valuation/Stock Options



When considering the acquisition or sale of business, there would be situations where valuation is necessary. And then, you should take account of business environment, financial condition, and stock liquidity in estimating stock value. In addition, for the case of listing entities, value of stock options may be evaluated by the Black-Scholes model.

We can issue valuation report for share price or stock options, irrespective of whether the company is listed or not.

Eligible Companies

- Japanese company considering acquisition of overseas SMEs.
- Foreign capital company considering acquisition of Japanese SMEs.
- Company issuing stock option under planning initial public offering.
- Company requesting issuance of valuation report in English.

Due Diligence Support Services



The first step to lead M&A successful is in evaluating corporate value accurately without overlooking significant factors. Needless to say, it is useful not only for buyer-side companies but also for seller-side companies to grasp counterparty's situation and approximate value in advance.

We provide due diligence support services mainly for overseas companies acquiring JPN entities and meet the client's various needs.

Eligible Companies

- Japanese company planning cross-border M&A.
- Japanese company seeking professional advice from a financial and accounting perspective in negotiating conditions with an overseas company.
- Company that is hesitant to use financial professionals because of expensive service fees for due diligence.
- Japanese company considering acquisition of relatively small overseas companies.

Internal Control Establishment (PMI)



The completion of Due Diligence does not mean the end of the M&A process. Whether a company can achieve growth depends on what measures would be taken after integration. And the design and establishment of a management system would be also significant to fully demonstrate effects.

In processing Post Merger Integration (PMI) in Japan, we support client as financial and accounting professionals and contribute to Foreign capital companies located in Japan after cross-border M&A.

Eligible Companies

- Company that needs to establish a reporting system for subsidiaries.
- Company that needs to implement PMI quickly.
- Company not considering employment of staff members for administrative tasks.
- Company looking for professionals who can handle establishment of internal control.
- Company that finds it difficult to hire highly skilled employees.

Support for Overseas listing



The first step to a successful M&A is to evaluate corporate value accurately without overlooking significant factors. Needless to say, it is useful not only for buyer-side companies but also for seller-side companies to understand the target company's business and value in advance. We provide due diligence support services mainly for overseas companies acquiring Japanese entities and meet the client's various needs.

Eligible Companies

- Japanese company planning cross-border M&A.
- Japanese company seeking professional advice from a financial and accounting perspective in negotiating conditions with an overseas company.
- Company that is hesitant to use financial professionals because of expensive service fees for due diligence.
- Japanese company considering acquisition of relatively small overseas companies.

IFRS/US-GAAP Conversion



Japanese subsidiaries under foreign capital may be required to prepare financial results in accordance with IFRS/US-GAAP when reporting to the parent company.

Adoption of international accounting standards requires specialist's involvement, because it is necessary to grasp GAAP differences correctly. We provide reasonably priced services for companies that have to prepare financial results based on IFRS/US-GAAP.

Eligible Companies

- Subsidiary requested by parent company to prepare financial results in accordance with IFRS/US-GAAP
- Company that does not have accounting personnel familiar with IFRS.
- Company that is hesitant to use professionals because of expensive service fee for IFRS accounting.
- Company that wants to grasp what IFRS issues are there (Impact survey).

Reporting Support Services



Subsidiaries usually have to report financial results (consolidated packages) in prescribed form on a monthly or quarterly basis to overseas parent companies. These reporting procedures are made according to the instructions given by the parent company, based on IFRS and US GAAP.

If a subsidiary lacks accounting staff who are familiar with international accounting, it might be better to consider our service. Your reporting works will be remarkably facilitated.

Eligible Companies

- Entity reporting its monthly/quarterly financial results to overseas parent company.
- Company reporting its financial performance based on international accounting standards such as IFRS/US-GAAP.
- Company lacking accounting staff temporarily because of retirement or one-time leave.

Incorporation Services



When establishing a company in Japan, it is necessary to decide what kind of organization would be suitable while considering how to expand business. And then, it needs to file the registration documents to the Tax Office (NTA) and the Legal Affairs Bureau. Since all applications are made in the Japanese language, it would be quite difficult for foreign capital companies to go ahead.

We support preparatory procedures as accounting and financial professionals, to incorporate business and operate smoothly in Japan.

Eligible Companies

- Overseas company that made decision to expand its business in Japan, however, does not know where to start
- Overseas company that wants support for incorporation of a subsidiary under foreign capital.
- Company that wants to hire professional staff temporarily to go ahead with complicated incorporation procedures.

Tax filing services



Japan tax regulations are considerably complicated. And this complexity and language barriers make it difficult for overseas companies to deal with tax issues. And the environment caused an oligopoly of Big4 firms and increase in tax filing service fees. Without help of experienced experts and accurate understanding of tax regulation, you would not be able to move forward.

As a Certified Tax Accountant of Japan, we solve various tax issues and propose optimal tax saving measures for foreign capital companies.

Eligible Companies

- Foreign capital company considering replacement of tax advisor from Big accounting firms.
- Foreign capital company billed at a high hourly rate even for tiny consultations.
- Foreign capital company seeking a wide range of tax advisory service at a reasonable cost.
- Small sized subsidiary that wants to deal with tax filing with relatively lower budget.

Disclaimer:

The matters contained herein just provide general information and do not reflect the specific circumstances of any individual or organization.

And the information provided does not constitute professional advice and does not replace our consulting service. We make efforts to update the contents in a timely manner, however, we do not guarantee the accuracy of the information at the time when you receive the information or thereafter.

If you consider taking any business actions, please make your decision not only based on information herein but also on appropriate advice provided by a professional, after prudent investigation.

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