

Japan Goudou Kaisha Registration Procedures and Fees

Unless otherwise indicated, the Japan Goudou Kaisha stated in this quotation refers to a Limited Liability Company formed and incorporated in Japan in accordance with the Japan Companies Act.

Our service fee for the registration of the Japan Goudou Kaisha (Limited Liability Company) is JPY 600,000 (limited to one Japanese representative member and the capital registered is not more than JPY 8 million, tax included). The fees quoted include the services fees provided by Kaizen, such as preparation of the Articles of Associations of the Goudou Kaisha and other related documentation. For details, please refer to Section 1 of this quotation.

Foreign investors who decided to register a Japan Goudou Kaisha are required to notarize the identification document at the notary office of the investor's location. In addition, according to the regulations, the Japan Goudou Kaisha shall have a registered (business) address in Japan. Our registration fee does not include the notarization of documents and the registered address services. The fees for these services are listing in Section 2 of this quotation.

For the incorporation of the Japan Goudou Kaisha, the investors need to provide the identification documents and address proof of the investors and members of the Japan Goudou Kaisha, the registered capital, the registered office address (if provided by the clients), the principal business activities and the business models. For the required documents and materials, please refer to Section 6 of this quotation.

The Japan Goudou Kaisha shall appoint a representative member, the representative member could be the individual investor, assisting in collect and pay for the initial capital remittance, so the representative member shall have a Japan local bank account. If the representative member does not have a local personal bank account, they may entrust a third party, such as a Japanese employee, or Kaizen could provide a temporary representative member to complete the procedure of company registration. For the service fee, please refer to the Section 2 of this quotation. Upon completion of the bank account opening, the representative member will arrange to remit the investment capital into the company bank account.

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The registration of the Japan Goudou Kaisha takes around 4 to 5 weeks (excluding the bank account opening time).

The fees quoted are applicable to the business which does not require an additional license or permit. If the business to be carried out by the Japan Goudou Kaisha requires an extra license or permits, Kaizen could assist to apply for such license or permit and the fees will be quoted upon request. Kindly note that this quotation is limited to the registration of Japan Goudou Kaisha in Tokyo, Japan. For the Japan Goudou Kaisha registered in another city in Japan, the fees will be adjusted appropriately.

1. Registration Fee for the Japan Goudou Kaisha

Our fee for the registration of the Japan Goudou Kaisha (Limited Liability Company) is JPY600,000, limited to one representative member and the capital registered is not more than JPY 8 million. The fees include the services fee provided by Kaizen and the government registration fee. The service items are listed as below.

Registration and Related Services

- (1) Preliminary check of intended name.
- (2) Preparation of the affidavit, employment commitment letter of the members.
- (3) Preparation of the Articles of Association.
- (4) Preparation of the capital remitted proof document (Client shall remit the capital).
- (5) Submit the registration documents, pay for the registration license tax and registration fee to the Japanese Legal Affairs Bureau.
- (6) Obtaining a copy of the register form and a seal certificate.
- (7) Submit a notice of opening to the District Government, Taxation Bureau, and Duty Office.
- (8) Preparation of the company registration documents, including the company stamp and the company registration documents, etc.

Note:

- (1) This quotation excludes the courier fees incurred, if any.
- (2) The quotation is applicable for the Japan Goudou Kaisha with one member. If the Japan Goudou Kaisha to be incorporated are having two or more members, Kaizen shall adjust the service fees appropriately.
- (3) The quotation is applicable for the Japan Goudou Kaisha with one representative member. If the Japan Goudou Kaisha to be incorporated are having more than one representative member or the representative member are living overseas (such as resident from China), Kaizen shall adjust the service fees appropriately.

2. Optional Services

(1) Notarization of Affidavit for Corporate Member

In accordance with the Japanese laws and regulations, corporate member(s) of a Japan Goudou Kaisha needs to prepare an affidavit on matters related to the authorization to register a company in Japan and the appointment of executive manager(s), etc., and be notarized by the notary public in the place where the corporate member(s) incorporated. The specific documents that need to be notarized depend on the place of incorporation of the corporate member. Kaizen can assist on the notarization of the Affidavit, and the fee will be quoted upon request.

According to the actual situation, client may need to notarize other documentation. We will further inform you after received the required materials stated in Section 5.

(2) Registered Office Address Rental Assistance Service

Every Japan Goudou Kaisha must have a business address before registering the Goudou Kaisha. Kaizen can assist the rental of virtual office or physical office in Japan and our fee for assisting the rental of the registered business address is JPY 66,000. The fee does not cover the actual fees (such as rental fee, deposit, etc.) charged by the property agent. These fees shall be paid to the local property agent directly according to the invoice issued by the local property agent.

Please note that according to the strict requirements of Japan bank account opening, the application may be rejected by the bank due to the use of virtual office as the registered business address.

(3) Capital Receiving Agent Service

Every Japan Goudou Kaisha must have a person being authorized for collecting and keeping in safe custody of the initial capital with a local personal bank account in Japan. This authorized person can be the member or entrusted partner of the Company. Kaizen can provide a local resident as your capital receiving agent to assist in the collection of the initial capital for proceeding the registration procedures of the Company. After completing the registration procedures of the company, our capital receiving agent shall return the capital to the bank account designated by client. Our service fee for the capital receiving agent service is JPY 85,000.

(4) Corporate Bank Account Opening Assistance Service

The representative member, which is residing in Japan, of the Japan Goudou Kaisha needs to go to the bank directly for the handling of bank account opening. Our service fee for assisting the opening of a bank account in Japan is JPY 420,000. In the process of bank account opening, Kaizen will assist in making appointment with the banker, preparing the application documents and providing related consultation. The result of opening an account depends on the decision of the bank. Kaizen does not guarantee the success of the bank account opening application. If the corporate bank account cannot be opened finally, Kaizen will refund 70% service fee (JPY 294,000) to client.

3. Payment Term and Payment Methods

Upon receipt of your confirmation of engagement, we will issue and email our invoice together with the wiring instruction to you for your settlement. Please write our invoice number or account number in the message section of the remittance receipt and send a copy of the same to us after the fund is remitted. Because of the nature of services, we require full payment in advance. Also, once service is commenced, no service fee will be refunded except in special cases.

We currently accept Hong Kong Dollar check, cash, TT and credit card through PayPal only. If payment is settled through PayPal, an extra 5% services fee will be charged.

4. Basic Structure for the Japan Goudou Kaisha

- (1) Consists of at least one representative member (investor). There are no restrictions on the nationality of the member(s).
- (2) The member could be a natural person or a legal entity. (If the member is a legal entity, an executive manager (職務執行者 in Japanese) shall be appointed).
- (3) A Goudou Kaisha must have a registered address in Japan and a tenancy agreement shall be provided (if client use our registered address service, then no need to provide).
- (4) The minimum paid-up Share capital is JPY1. However, the capital amount would affect the reputation of the company and the success rate of corporate bank account opening, Kaizen recommends setting the registered capital at JPY5 million or above.

5. Required Materials

- (1) Two or three proposed company names in Japanese and corresponding ones in English.
- (2) A valid passport copy (for non-resident in Japan), residential address proof (bank statement, utility bill or phone bill issued within 3 months) and personal signature / seal registration certificate of each individual member and executive manager.

- (3) A copy of statutory documents or equivalent constituting documents (such as Certificate of Incorporation, Annual Return, Register of Director and Register of Member etc.) of each corporate member. If the company structure is complicated, please provide the organization chart. Besides, each corporate member needs to arrange an affidavit to be notarized by the notary public where the corporate member(s) incorporated.
- (4) A set of original signed tenancy agreement (If engage our services to rent an office in Japan, Kaizen will contact the landlord to prepare the relevant documents).
- (5) Amount of registered capital and number of shares.
- (6) Business scope (principal business activities), including the location of customers and suppliers, the products to be sold or the services to be provided, business model, etc.
- (7) A duly completed Japan Goudou Kaisha Incorporation Order Form (to be provided by Kaizen)

6. Procedures with time frame for the registration of the Japan Goudou Kaisha

Under normal circumstances, the registration of Goudou Kaisha takes around 4 to 5 weeks (excluding bank account opening time). The specific registration time depends on the approval time by the Japan Legal Affairs Bureau.

No.	Procedure	Business Days (Estimated)
1	After client confirmed engaging in our services, Kaizen provides the required documents list based on the actual status and issues invoice	1 ~ 2
2	Client provides the required documents to Kaizen by email, facsimile, or post. Meanwhile, client shall settle our payment	client's schedule
3	Kaizen undertakes the name availability search for the proposed company names provided by the client	1 ~ 2
4	Kaizen informs property agent to prepare the tenancy agreement and invoice if client entrusts Kaizen to rent a Japanese address (virtual office or physical office); or client provides the address and tenancy agreement to Kaizen if client rents the office by their own	5 ~ 8
5	After confirming the registered address, Kaizen prepares the Articles of Incorporation and the registration documents for client's signing (Kaizen shall confirm the proposed business nature with notary public while preparing the Articles of Incorporation)	10 ~ 15
6	Client arranges notarization of the corporate member's Affidavit and arranges the individual member to conduct the certification of personal signature / seal impression certificate	client's schedule
7	Client emails the signed documents to Kaizen for confirmation	1 ~ 2
8	Client delivers all registration documents to Kaizen's Japan office	client's schedule

9	Kaizen arranges to engrave the seals	2
10	Investor(s) remits the capital to the Japan personal bank account of the capital receiving agent / member and provide the remittance advice, bank passbook and deposit record to Kaizen for verifying the capital	client's schedule
11	Kaizen submits the registration documents to the Japan Legal Affairs Bureau for the incorporation process	12 ~ 14
12	Japan Legal Affairs Bureau notifies to collect the Company Register copy and Company Seal Registration Certificate	2 ~ 3
13	Kaizen submits the Notification of Corporate Establishment and tax-related documents to the competent Regional Taxation Bureau and Tokyo Tax Office, submits the Report of foreign investors invest directly in Japan to the Ministry of Finance (through the International Department of Bank of Japan) and submits the copy of Articles of Incorporation and Company Register to the corresponding Department	5 ~ 7
14	If client engaged in our capital receiving agent service, Kaizen will arrange the refund of the capital to the client's designated bank account	12 ~ 14
15	Kaizen prepares company kit and other registration related documents	2 ~ 3
16	Kaizen arranges courier of company kit to the client's designated address, or client collects the company kit by visiting one of our offices	1

Notes:

- (1) The above time frame is estimated based on close cooperation with both parties. Customers' travel to Japan to open a bank account will have an impact on the estimated time.
- (2) The above time frame is estimated based on the business activities of the Japan Goudou Kaisha to be incorporated does not need to apply for a license or permit. If a license or permit is required, the time required will be extended accordingly.

7. Materials to be returned to Client

Kaizen will return the following documents to you for your retention and as proof that the company is duly registered.

- (1) The Company Register copy
- (2) The Company Seal Registration Card and its Certificate
- (3) The Articles of Incorporation
- (4) Two copies of the Notification of Corporate Establishment and other tax-related documents (including 1 Notification of Establishment / Relocation / Closure of a Salary-Paying Office, 1 Application Form for Approval of Filing Blue Return and 1

Application for Approval Made in Relation to the Special Provision for Due Dates for Withholding Income Tax)

- (5) The copy of the Report of Acquisition of Shares (foreign investors invest directly in Japan)
- (6) A copy of the notice of establishment of Goudou Kaisha.
- (7) The company seals set, including the representative member's seal (company seal), the invoice seal and the bank seal.

8. Annual Maintenance Fee

Once the Japan Goudou Kaisha is officially registered, it must comply with the compliance and maintenance requirements imposed by the Japan Companies Act and Corporation Tax Act. For example, a Japan Goudou Kaisha shall prepare the year-end statements and declaration about the corporate tax, corporate resident tax, corporate business tax, consumption tax, fixed assets tax (depreciation assets), etc. Kaizen could provide the following services to our clients, such as accounting and tax advisory services, assisting in the entry of accounting data, the preparation of various declarations and accounts, and reasonable tax-saving measures. In addition, Kaizen could also provide employee employment services, salary calculation, Business Management visa, Intra-Company Transferee visa and other visas application services to our clients. For details, please kindly contact our professional consultants.

If you wish to obtain more information or assistance, please visit our official website at www.kaizencpa.com or contact us through the following means:

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