

# One Asia

Nihon M&A center proudly embarked “Cross Border M&A Division [CBD]” in April 2013.

As ASEAN Economic Community [AEC] and Trans-Pacific Strategic Economic Partnership Agreement [TPP] are on the way of its enforcement, the expansion and unification of Asian Economy is accelerating time to time encouraged by oncoming multinational trade free zone, finance-related deregulation, and infrastructure improvement. In the mid-and-long term, Asia would get into new era of [One Asia] as European Union [EU] has established a united economic community though overcoming various difficulties.

All these tell us an inevitable trend that it is the end of time for a company to depend on only their domestic market or clutch their stand alone organic growth strategy in order to survive in the future. One key of success in [One Asia] would be capital tie-up between Asian companies beyond the border, in which new business synergy and mutual reinforcement are realized by utilizing each other’s strengths and resources. For instance a large number of excellent Japanese companies are eager to build up capital tie-up relations with other Asian excellent companies, and already more than 10 cross border M&A deals have been successfully completed with our professional supports since our CBD establishment.

As the biggest independent M&A firm in Japan, we have successfully closed more than 2000 M&A deals since last 23 years and built the largest M&A cooperation network with approximately 300 financial institutions and 500 accounting firms which spread nationwide. Our network is ready to be enlarged from Japan to other Asian countries with the long-term partner who shares thought of “One Asia”. We strongly believe that our mission is not only assisting companies to grow and prosper through M&As, but also nourishing mutual economic growth and friendly relationships among Asian nations through successful M&As towards the era of “One Asia”.



Nihon M&A Center Inc.  
Chairman and Founder  
Yasuhiro Wakebayashi



Nihon M&A Center Inc.  
President  
Suguru Miyake

# Corporate Philosophy

Assisting companies to “Grow and Prosper” through “Friendly M&As”

We are one of the largest and leading independent M&A firms in Japan, which is focusing on “friendly ( not hostile, not money game, but business strategy focused ) M&As”. More than 2,000 M&A deals in various industries have been successfully fulfilled with our professional supports since last 23 years.



Solution of Successor / Business Succession Problems



Advance into New Industries / Expansion of Existing Business



Growth Strategy by Joining in Powerful Company Group



Scale Strategy by Management Integration / Industry Consolidation



Divestment of Non-Core Business / Subsidiaries

The largest Japanese Independent M&A Firm with history of over 20 years

Company Name	Nihon M&A Center Inc. ( <a href="http://www.nihon-ma.co.jp/">http://www.nihon-ma.co.jp/</a> )		
Headquarters	19 <sup>th</sup> Floor, Marunouchi Trust Tower, 1-8-3 Maunouchi, Chiyoda-ku, TOKYO		
Established Paid-in capital	April 1991 / ¥1 Billion (JPY)		
Business Outline	M&A intermediary services, M&A-related businesses: corporate revitalization support, company reorganization, MBOs, etc.		
Representatives	Chairman and Founder	Yasuhiro Wakebayashi	
	President	Suguru Miyake	
Offices	Tokyo Headquarters, Osaka Branch, Nagoya Branch, Sapporo Office		
No. of employees (consolidated)	Approx. 150	Market listings	Tokyo Stock Exchange 1st Section (code 2127)
Affiliate Companies	 Japan Private Equity Co., Ltd. ( <a href="http://www.private-equity.co.jp/">http://www.private-equity.co.jp/</a> )  Yano Research Institute Ltd. ( <a href="http://www.yanoresearch.com/">http://www.yanoresearch.com/</a> ) <small>Market solution provider</small>		

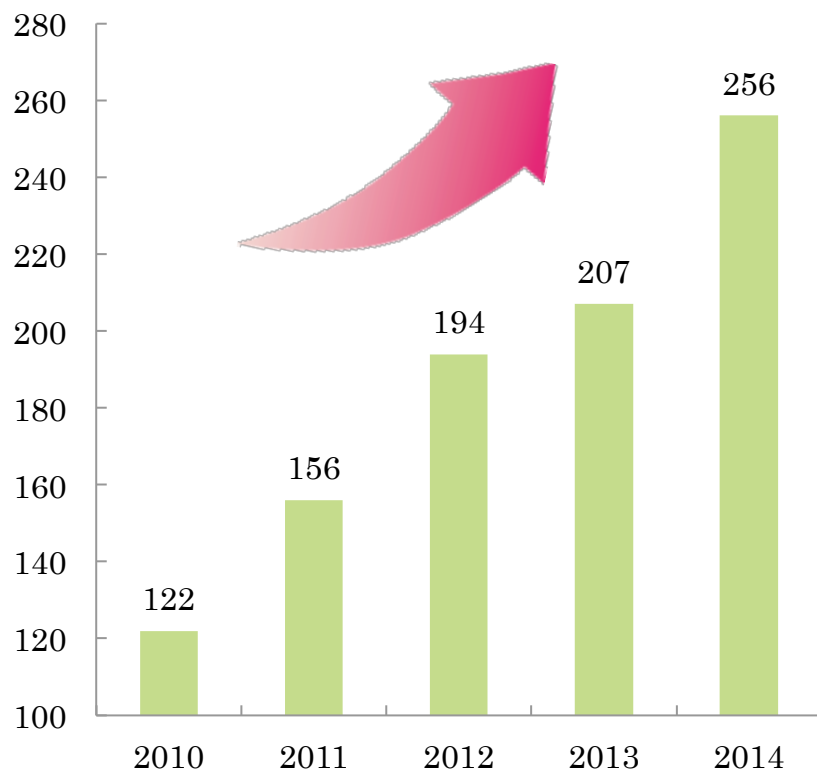
# FACT 1

## Japanese Leading M&A Firm (Number of Deals and Advisory Fee)

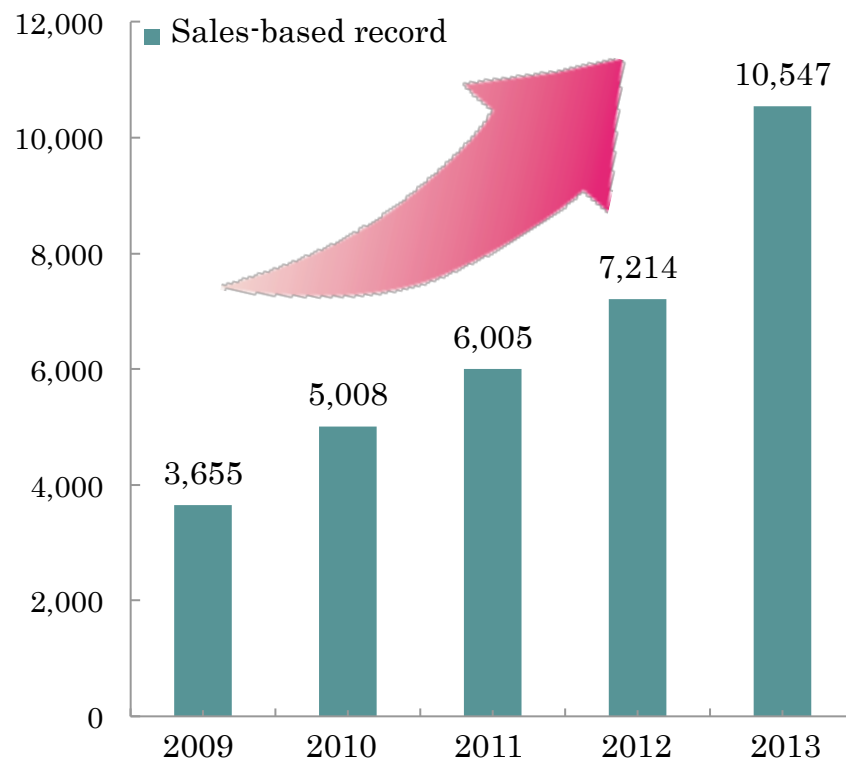
Achievements of Nihon M&A Center (Apr. 2013 - Mar. 2014)

• No. of deals 256 • Sales (=Advisory fee) ¥10,547mn

No. of M&A deals closed over the past five years



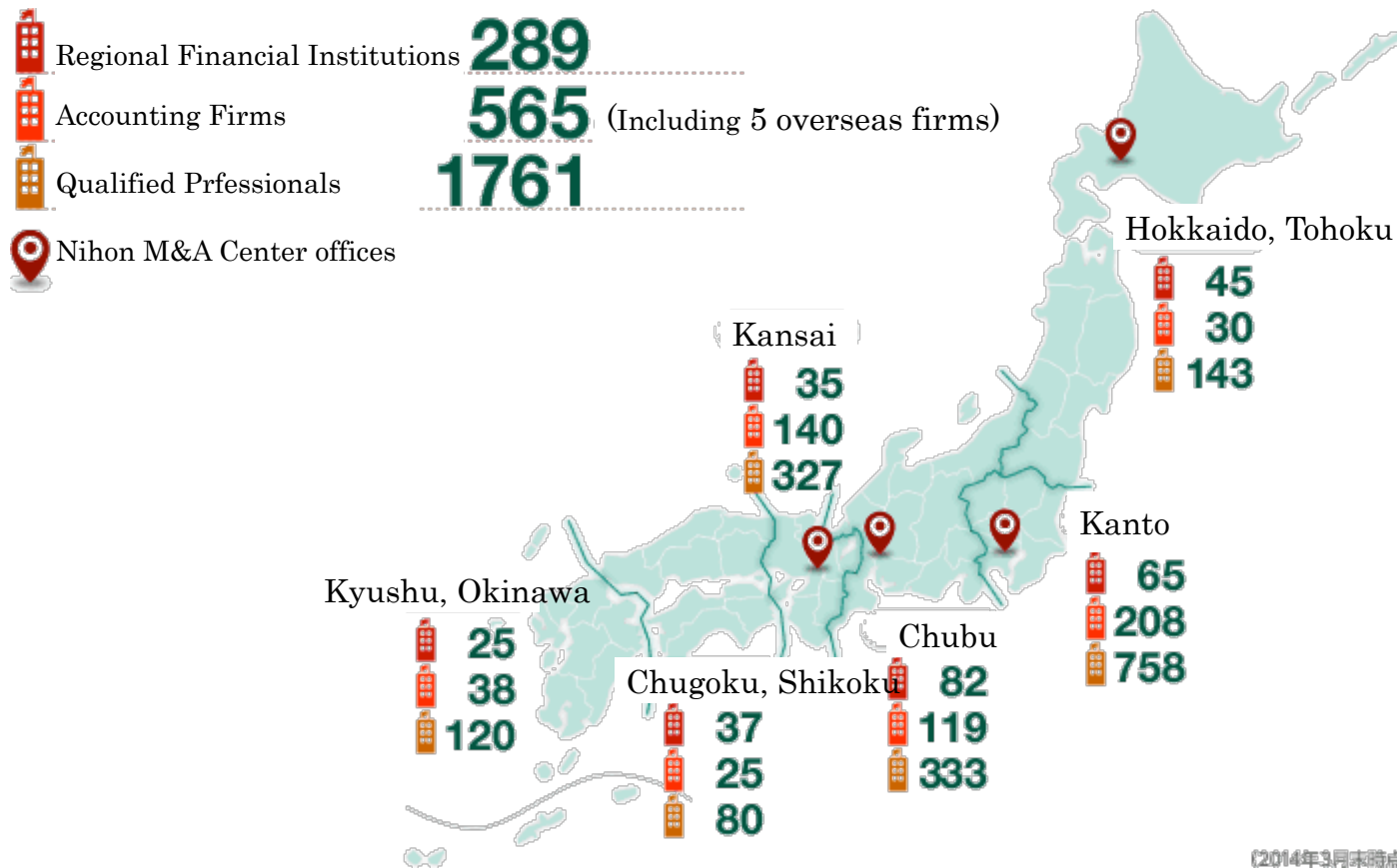
Our business performance in the past five years



# FACT 2

## -The Largest M&A Information Network in Japan-

Our M&A network enables business matching throughout nationwide.



Currently, our network covers approximately 30 Regional financial institutions (90% of national regional banks, 70% of Shinkin banks), over 550 Accounting firms, 1700 Qualified professionals, chambers of commerce, securities companies, venture capital companies, and consulting firms.

We help you find the best partner using the national largest M&A information network.

# FACT 3

Our Market Capitalization is over \$1000 Million (USD).

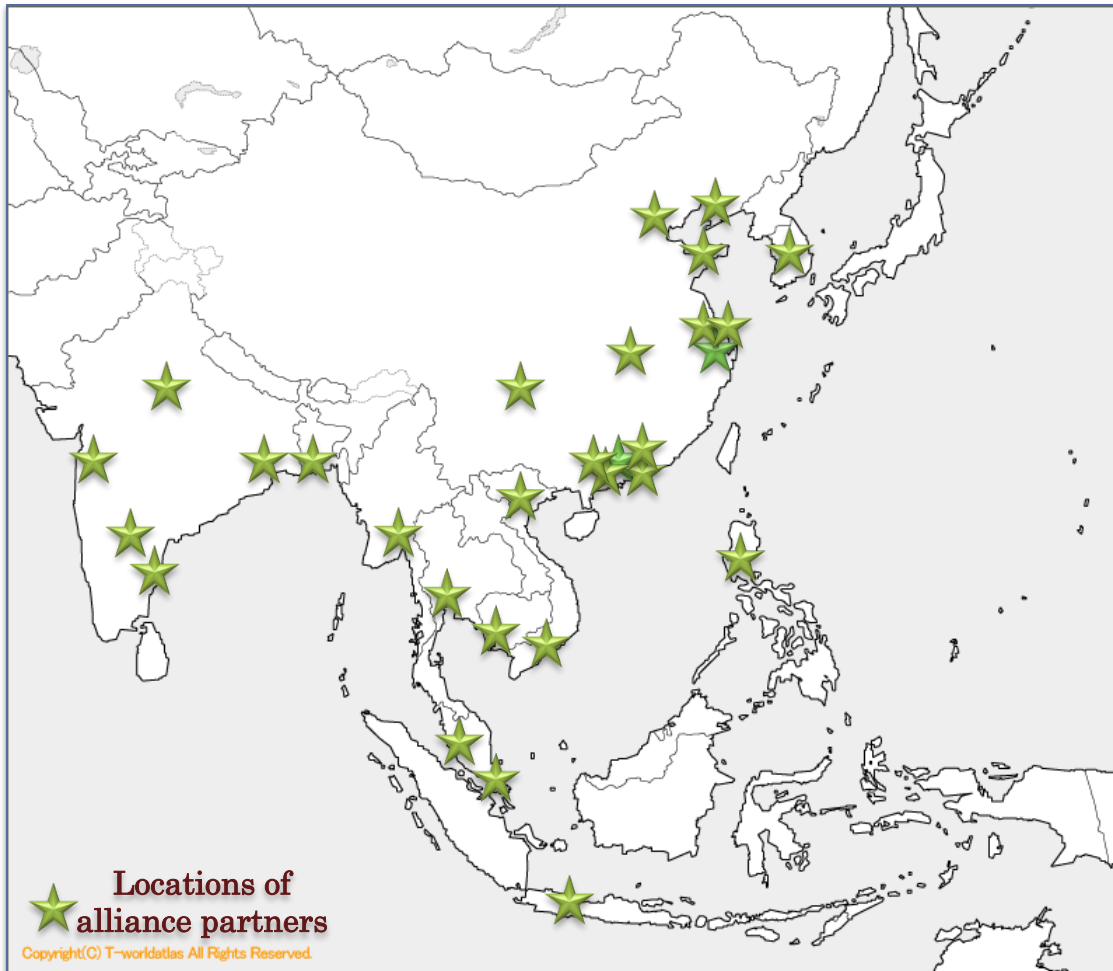
¥110,529mn



	Nihon M&A Center Inc.
Listed Market	Tokyo Stock Exchange 1st
Employee	150
Offices	Tokyo, Osaka, Nagoya, Sapporo
Establishment	April 1991

# Networks in Asia

We are currently working on increasing business partners especially in ASEAN.



## Our oversea alliance partners

- Asia M&A center  
\* NAC Global Co., Ltd.  
[www.nac.com.hk](http://www.nac.com.hk)
- Shanghai MYTS M&A center  
\* MYTS Co., Ltd.  
[www.myts.co.jp](http://www.myts.co.jp)
- ASEAN M&A center  
\* SCS Global Financial Advisory Pte Ltd  
[www.scsglobal.asia](http://www.scsglobal.asia)
- Beijing M&A center  
\* Affiliated company of Uchida Souken International Investment Consulting Co, LTD.  
[www.nikeitax.com](http://www.nikeitax.com)

# FY2013 Deals closed in Nihon M&A (1/4)

The number of our M&A deals can stack up against those of global companies.

	Sellers		Buyers		Transaction scheme
	Business outline	Offices	Business outline	Offices	
1	Precision pressing	Hokkaido, Tohoku	Auto parts wholesaling	Tokai, Hokuriku	Stock transfer
2	Medical corporation	Koshinetsu	Medical corporation	Koshinetsu	Equity interest transfer
3	Food service	Koshinetsu	Japanese inn and hotel operation	Kanto	Stock transfer
4	Manufacturing and sales of metal parts	Kanto	Electric machinery and apparatus wholesaling	Kansai	Stock transfer
5	Medical appliance sales	Tokai, Hokuriku	Cosmetic products wholesaling	Kanto	Stock transfer
6	Metal processing	Kanto	Industrial machinery manufacturing	Kanto	Stock transfer
7	Cosmetics wholesaling	Kanto	Investment fund	Kanto	Stock transfer
8	Building work	Kansai	Building materials wholesaling	Kansai	Stock transfer
9	Dispensing pharmacy	Kanto	Dispensing pharmacy	Hokkaido, Tohoku	Stock transfer
10	Civil engineering work	Tokai, Hokuriku	Construction	Tokai, Hokuriku	Stock transfer
11	Construction and real estate	Kansai	Real estate sales	Kanto	Stock transfer
12	Machinery manufacturing	Tokai, Hokuriku	Industry-use machinery manufacturing	Kansai	Stock exchange
13	Electric work	Kanto	Electric work	Koshinetsu	Stock transfer
14	Outsourcing	Kanto	Outsourcing	Kanto	Stock transfer
15	Sales promotion service	Kanto	System development	Tokai, Hokuriku	Company split
16	Sales promotion	Tokai, Hokuriku	Sales promotion	Kansai	Stock transfer
17	Home builder	Hokkaido, Tohoku	Comprehensive leasing	Kanto	Stock transfer
18	Metal processing	Kanto	Industrial prototype manufacturing	Kanto	Stock transfer
19	Dispensing pharmacy	Kanto	Dispensing pharmacy	Kansai	Stock transfer
20	Content production	Kanto	Machinery manufacturing	Kanto	Stock transfer
21	Leasing	Kanto	Leasing	Kanto	Company split
22	Construction	Hokkaido, Tohoku	Construction	Hokkaido, Tohoku	Stock transfer



# FY2013 Deals closed in Nihon M&A (2/4)

	Sellers		Buyers		Transaction scheme
	Business outline	Offices	Business outline	Offices	
1	System operation	Kanto	System operation	Kansai	Stock transfer
2	Food production	Kansai	Food production	Kyushu, Okinawa	Stock transfer
3	Logistics	Kanto	Logistics	Hokkaido, Tohoku	Stock transfer
4	Electric work	Kanto	Facility design and work	Kanto	Stock transfer
5	Web production	Kansai	Advertising agency	Kanto	Stock transfer
6	Printing	Kanto	Printing	Kanto	Stock transfer
7	Travel	Kanto	Education service	Kanto	Stock transfer
8	Senior citizen home	Kanto	Nursing facility	Kanto	Stock transfer
9	Transportation	Kanto	Harbor transportation	Kanto	Stock transfer
10	Auto parts manufacturing	Koshinetsu	Machinery and tool wholesaling	Kansai	Stock transfer
11	Electronic parts manufacturing	Kyushu, Okinawa	Telecommunication equipment manufacturing	Kanto	Stock transfer
12	Accounting office	Tokai, Hokuriku	Accounting office	Kansai	Business transfer
13	construction work	Kyushu, Okinawa	Real estate management	Chugoku, Shikoku	Stock transfer
14	Medical corporation	Koshinetsu	Medical corporation	Kanto	Equity interest transfer
15	Gas	Hokkaido, Tohoku	Gas	Hokkaido, Tohoku	Stock transfer
16	Transportation equipment manufacturing	Hokkaido, Tohoku	Facility work	Hokkaido, Tohoku	Stock transfer
17	Dispensing pharmacy	Kansai	Dispensing pharmacy	Kansai	Stock transfer
18	Apparel	Kanto	Mail-order business	Kanto	Stock transfer
19	Auto parts manufacturing	Kanto	Auto parts manufacturing	Tokai, Hokuriku	Stock transfer
20	Press processing	Overseas	Precision parts manufacturing	Kanto	Stock transfer
21	Medical corporation	Kansai	Medical and welfare services	Tokai, Hokuriku	Equity interest transfer
22	construction consulting	Tokai, Hokuriku	Civil engineering work	Tokai, Hokuriku	Stock transfer
23	Automobile maintenance	Kansai	Automobile retailing	Chugoku, Shikoku	Stock transfer
24	consumer good manufacturing	Kanto	Beauty care	Kansai	company split
25	Nursing	Kansai	Nursing	Chugoku, Shikoku	Stock transfer
26	Metal wholesaling	Kanto	Recycling	Kanto	Stock transfer
27	Metal product processing	Kansai	Machine parts manufacturing	Kansai	Stock transfer
28	Game production	Kansai	Book retailing	Kanto	Stock transfer
29	FA equipment manufacturing	Kansai	Metal processing machine manufacturing	Tokai, Hokuriku	company split
30	Textile processing	Chugoku, Shikoku	-	-	Stock swap

# FY2013 Deals closed in Nihon M&A (3/4)

































	Sellers		Buyers		Transaction scheme
	Business outline	Offices	Business outline	Offices	
1	Electric work	Kansai	Construction	Kanto	Stock transfer
2	Bicycle retailing	Kanto	PE fund	Kanto	Stock transfer
3	Electric work	Koshinetsu	Facility management	Tokai, Hokuriku	Stock transfer
4	Machinery manufacturing	Kansai	Machinery manufacturing	Hokkaido, Tohoku	Stock transfer
5	Publishing	Kanto	Advertisement	Hokkaido, Tohoku	Stock transfer, MBO
6	Precision equipment manufacturing	Kanto	Precision equipment manufacturing	Kanto	Stock transfer
7	Software	Tokai, Hokuriku	Customized software development	Hokkaido, Tohoku	Stock transfer
8	Dispensing pharmacy	Kyushu, Okinawa	Dispensing pharmacy	Hokkaido, Tohoku	TOB
9	Industrial waste disposal	Hokkaido, Tohoku	Industrial waste disposal	Chugoku, Shikoku	Stock transfer
10	Chemical wholesaling	Kansai	Chemical wholesaling	Kansai	Stock transfer
11	Nursing	Kansai	Real estate	Kansai	Stock transfer
12	Restaurant	Chugoku, Shikoku	Restaurant	Kansai	Stock transfer
13	Plastic product manufacturing	Tokai, Hokuriku	Material wholesaling	Tokai, Hokuriku	Stock transfer
14	Restaurant	Tokai, Hokuriku	Restaurant	Kansai	Stock transfer
15	Textile wholesaling	Tokai, Hokuriku	Textile wholesaling	Kansai	Stock transfer
16	Food retailing	Kanto	Restaurant	Kanto	Stock transfer
17	Restaurant	Kansai	Real estate	Kansai	Stock transfer
18	Alcohol wholesaling	Kanto	Food retailing	Kanto	Business transfer
19	Real estate leasing agent	Kanto	Real estate leasing	Kanto	Stock transfer
20	Medical corporation	Kanto	Medical corporation	Kanto	Equity interest transfer
21	Construction machinery/instrument leasing	Hokkaido, Tohoku	Construction machinery leasing	Hokkaido, Tohoku	Stock transfer
22	Medical corporation	Kanto	Medical corporation	Kanto	Equity interest transfer
23	Plating	Tokai, Hokuriku	Plating	Chugoku, Shikoku	Stock transfer
24	System development	Kansai	Electric work	Kanto	Stock transfer
25	Screw wholesaling	Kanto	Chemical wholesaling	Koshinetsu	Stock transfer
26	Video creation	Chugoku, Shikoku	Video creation	Chugoku, Shikoku	Stock transfer
27	Plastic injection molding	Tokai, Hokuriku	Plastic mold manufacturing	Tokai, Hokuriku	Stock transfer
28	Restaurant	Kanto	Food production	Chugoku, Shikoku	Stock transfer
29	Non-destructive testing	Hokkaido, Tohoku	Non-destructive testing	Chugoku, Shikoku	Stock transfer
30	Dispensing pharmacy	Gunma	Dispensing pharmacy	Kanto	Stock transfer
31	Temporary staffing	Kanto	Temporary staffing	Kanto	Stock transfer
32	Civil engineering work	Tokai, Hokuriku	Civil engineering work	Kansai	Stock transfer
33	Chemical wholesaling	Kanto	Chemical wholesaling	Kanto	Stock transfer
34	Logistics	Kansai	Logistics	Kanto	Stock transfer
35	Building maintenance	Kanto	Security	Kanto	Stock transfer
36	Food manufacturing	Kansai	Vessel manufacturing	Kansai	Stock transfer
37	Dry cleaning	Tokai, Hokuriku	Dry cleaning	Tokai, Hokuriku	Business transfer
38	Real estate leasing management	Kansai	-	Kansai	Revitalization

# FY2013 Deals closed in Nihon M&A (4/4)

	Sellers		Buyers		Transaction scheme
	Business outline	Region	Business outline	Region	
1	Beverage-related mail-order	Tokai, Hokuriku	Beverage-related manufacturing	Kanto	Stock transfer
2	Real estate leasing, management	Hokkaido, Tohoku	Real estate development	Kanto	Stock transfer
3	Parts manufacturing for consumer electronics	Kanto	Parts manufacturing for vehicles	Kanto	Stock transfer
4	Furniture retailing	Kansai	Stationery manufacturing	Kanto	Stock transfer
5	Hotels	Kyushu, Okinawa	Hotels	Kanto	Business transfer
6	Plumbing	Kansai	Septic tank construction	Chugoku, Shikoku	Stock transfer
7	Metal processing	Tokai, Hokuriku	Electrical machinery wholesale	Kansai	Stock transfer
8	Civil engineering	Kanto	House building	Kanto	Stock transfer
9	Dispensing pharmacy	Kyushu, Okinawa	Dispensing pharmacy	Kansai	Stock transfer
10	Dispensing pharmacy	Kansai	Dispensing pharmacy	Kansai	Stock transfer
11	Cram schools	Kansai	Cram schools	Tokai, Hokuriku	Stock transfer
12	Manufacturing related to chemical products	Kansai	Wholesale of chemical products-related materials	Kansai	Exchange of stocks, Stock transfer
13	Dry cleaning	Tokai, Hokuriku	Dry cleaning	Kansai	Business transfer
14	Event planning	Kanto	Fitness club management	Hokkaido, Tohoku	Receipt of own stocks
15	Women's clothing retailing	Kanto	Women's clothing retailing	Kanto	Stock transfer
16	Physics and chemistry equipment manufacturing	Kanto	Electrical machinery wholesale	Kanto	Stock transfer
17	Medical corporation	Kansai	Medical corporation	Chugoku, Shikoku	Equity interest transfer
18	Fishery industry-related manufacturing	Kansai	Fishery industry-related manufacturing	Tokai, Hokuriku	Stock transfer
19	Dispensing pharmacy	Hokkaido, Tohoku	Dispensing pharmacy	Kanto	Stock transfer
20	Electrical machinery wholesale	Hokkaido, Tohoku	Industrial machinery wholesale	Kanto	Stock transfer
21	Plating	Kansai	Industrial-use rubber products manufacturing	Kansai	Stock transfer
22	Marine transportation	Kanto	Transportation	Chugoku, Shikoku	Newly established stock split, Stock transfer
23	Karaoke box chains	Chugoku, Shikoku	Karaoke box chains	Kanto	Stock transfer
24	Industrial machinery wholesale	Kanto	Industrial machinery wholesale	Kanto	Stock transfer
25	Advertisement planning and production	Kansai	Printing	Tokai, Hokuriku	Stock transfer
26	Industrial machinery manufacturing	Tokai, Hokuriku	Can manufacturing sheet metal	Tokai, Hokuriku	Stock transfer
27	Relaxation	Kanto	Dry cleaning	Kanto	Stock transfer
28	Plastic product manufacturing	Hokkaido, Tohoku	Plastic product manufacturing	Kanto	Stock transfer
29	Dispensing pharmacy	Kansai	Dispensing pharmacy	Kanto	Stock transfer
30	Character design	Kanto	Social game production	Kanto	Stock transfer
31	Comprehensive print services	Kansai	Apparel secondary materials manufacturing	Kansai	Stock transfer
32	Dispensing pharmacy	Kanto	Dispensing pharmacy	Kanto	Stock transfer
33	Dispensing pharmacy	Kyushu, Okinawa	Dispensing pharmacy	Kansai	Stock transfer
34	Medical equipment wholesale	Kyushu, Okinawa	Medical equipment wholesale	Kyushu, Okinawa	Stock transfer
35	Construction machinery leasing	Tokai, Hokuriku	Construction machinery leasing	Kanto	Stock transfer
36	Dispensing pharmacy	Kanto	Dispensing pharmacy	Kanto	Stock transfer
37	Bicycle wholesaling	Hokkaido, Tohoku	Investment funds	Kanto	Stock transfer
38	Transportation	Hokkaido, Tohoku	Transportation	Hokkaido, Tohoku	Stock transfer
39	Dispensing pharmacy	Tokai, Hokuriku	Dispensing pharmacy	Hokkaido, Tohoku	Stock transfer
40	Machine-tool parts manufacturing	Tokai, Hokuriku	Transportation	Tokai, Hokuriku	Stock transfer
41	Steel materials processing	Tokai, Hokuriku	Manufacture and sale of construction materials	Kanto	Stock transfer



# The track records of the cross border M&A deals

The number of cross boarder M&A deals we support is increasing in recent year.

FY	Seller				Buyer				
2008	Metal processor	JPN					Investing company	PRC	
2010	electronic component assembly	PRC, HK, Malaysia					Out sourcing company	JPN	
2010	Information Service	USA					Information Service	JPN	
2010	Film processor	JPN					Investing company	PRC	
2011	Metal processing	Thai					Plastic mold	Thai	
2012	Food manufacturer	Singapore, Thai					Food manufacturer	JPN	
2012	Apparel manufacturer	PRC, HK, Bangladesh					Apparel trader	JPN	
2012	Wholesale distributor (cosmetic products)	USA					Investing company	JPN	
2012	Manufacturer and distributor of toys	USA					Apparel manufacturer	JPN	
2012	Machinery trader	PRC, VN					Equipment manufacturer	JPN	
2012	Machinery manufacturing	KOR					Machinery manufacturing	JPN	
2012	Packaging material trader	PRC, HK, Thai					Packaging material manufacturer	JPN	
2013	Metal processing	Indonesia					PME manufacturer	JPN	
2013	Metal processing	PRC, HK					Metallic component trader	JPN	
2013	Printing industry	PRC, HK					Apparel manufacturer	JPN	
2013	Metal processing	PRC, HK, Thai, VN					Metal processing	JPN	
2014	Metal processing	Indonesia					Investing company	JPN	

# The track record of the cross border M&A support (1)

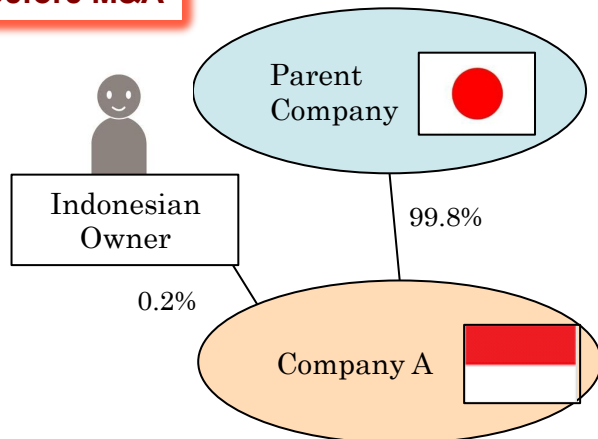
## Divestment of overseas subsidiary by Japanese parent company

	Seller Company A 	Buyer Company B 
Location	Indonesia, West Java	Japan, Kanto area
Business	Metal pressing precision sheet metal	Manufacture and sales of clocks
Annual Sales	2 billion yen	30 billion yen
Purpose	Concentration in core competence	-
Results	Concentration business in Japan	Expansion of Production capacity Acquisition of Indonesian market

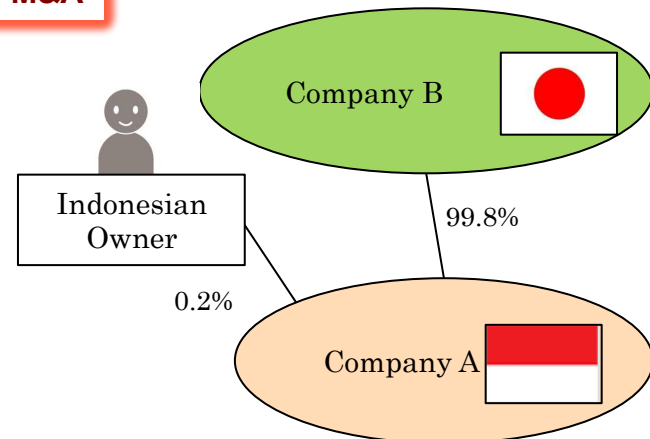


### Summery of the scheme (99.8 % of stock transferring of subsidiary company)

Before M&A







After M&A



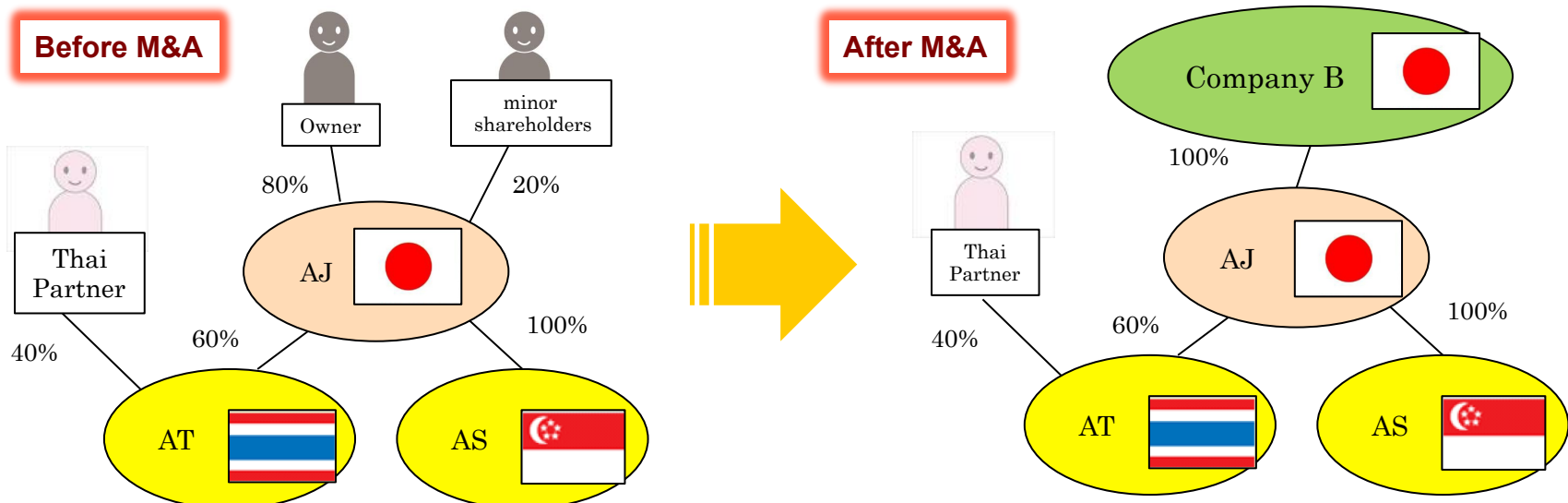
# The track record of the cross border M&A support (2)

## Solution of succession problem by stock transferring with its overseas subsidiaries.

	Seller AJ ,AS,AT Companies	  	Buyer Company B	
Location	Japan, Singapore, Thailand		Japan	
Business	Manufacture and sale of starch		Manufacture and sale of Sugar	
Annual Sales	2 billion yen		20 billion yen	
Purpose	Business succession problem		-	
Result	Utilizing name value and brand of the major company B group. Realization of cross-selling by the expansion of transactions.		Acquisition of the overseas base for manufacture and sales	






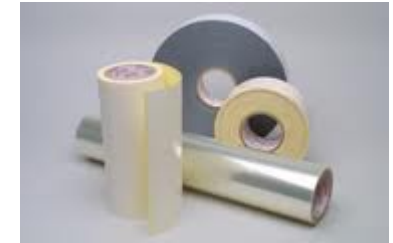
### Summary of the scheme (Transfer a controlling interest of the company including overseas bases by acquiring 100 % of Japanese stock.)



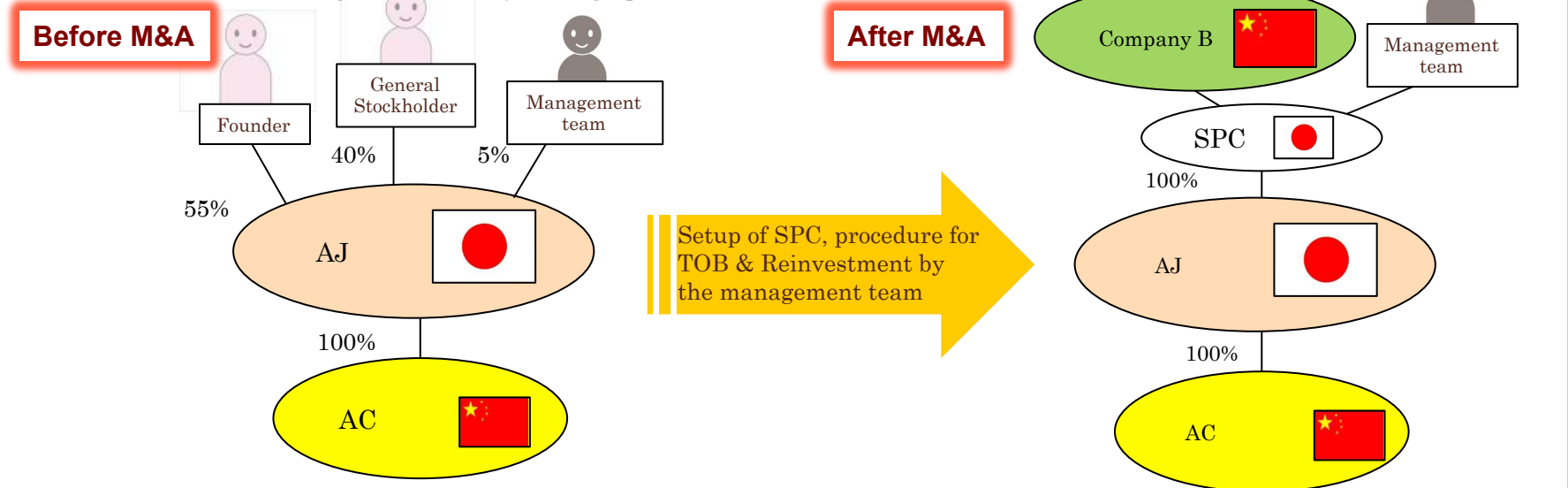
# The track record of the cross border M&A support (3)

Tie up with the Chinese Fund in order to accelerate Chinese and Asian business

	Seller AJ Company AC Company	 	Buyer Company B	
Location	Japan, Chubu Area		People's Republic of China	
Business	Film-processing industry		Investment company	
Annual Sales	6 billion yen		-	
Purpose	Shareholder replacement and entry into Chinese market		Acquisition of high quality film processing technology	
Result	Accelerated entry into Asian market		Support Japanese companies aiming at growing in China or Asian nations	






## Summary of the scheme (Replace of the founder's stock and reinvestment by the management team by setting up SPC after TOB)



# The track record of the cross border M&A support (4)

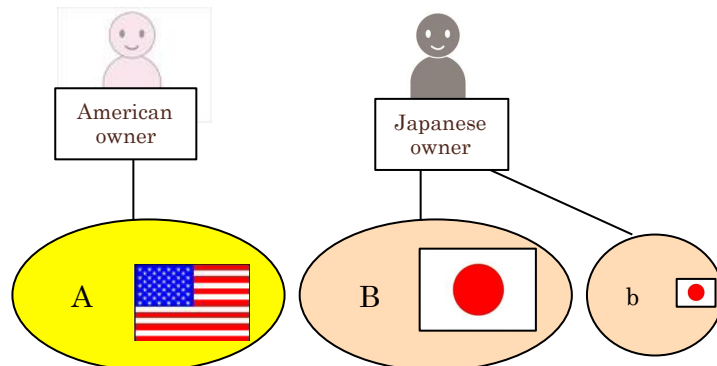
Realization of founder's profit and new management team with new capital for next stage.

	Seller Company A 	Seller Company B & b 	Buyer Company C 
Location	the United States of America	Japan	Japan
Business	Production of health care products	Import and Sales of health care products	Investing company (similar to a trading company)
Sales	5 billion yen	5 billion yen	-
Purpose	Realization of founder's profit	Realization of founder's profit	Acquisition of premium consumer brand
Result	Accelerated entry into overseas market, using the strong solidarity of C company	Cashing in on the solidarity of C company, support the expansion of the market in Japan	As a group company of C company, succeeded in strengthening health care products and business

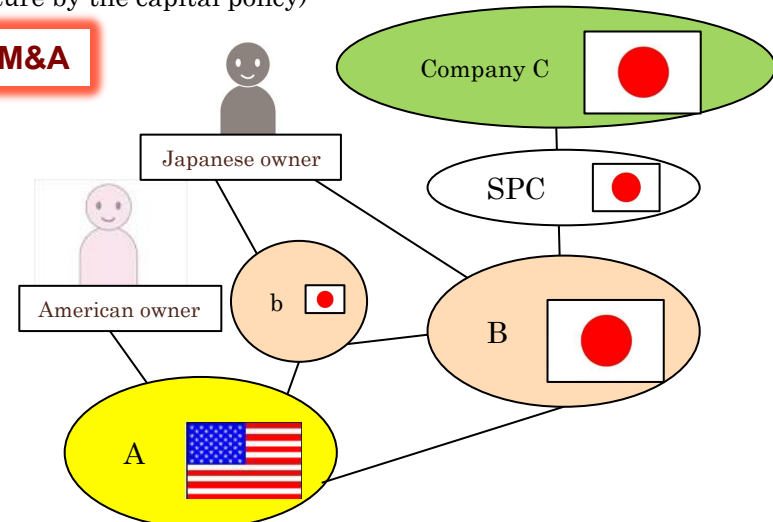


## Summary of the scheme (Build-up of the common operation structure by the capital policy)

**Before M&A**



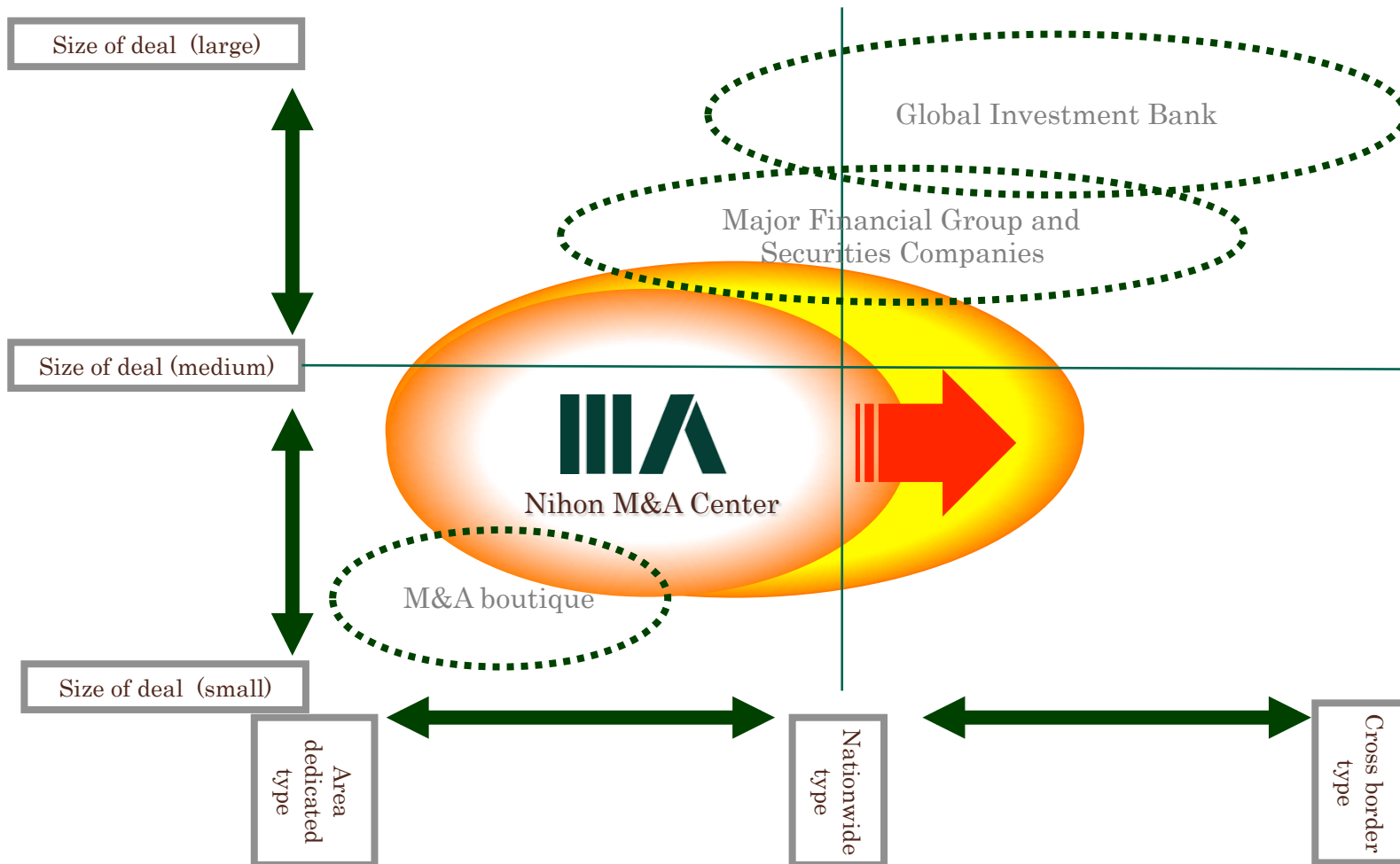
**After M&A**





# Future prospects

No player supporting SMEs' Cross Border M&A deals



# Contact us

## Contacts



General Manager  
Y. YASUMARU



Manager  
H. WATANABE

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## Important notice

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- We are not responsible for the feasibilities of some contents of this company profile.
- This company profile contains confidential information; therefore, it shall be kept with extreme care.

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Assisting companies to grow and prosper through M&As