

OS AA01

Statement of details of parent law and other
information for an overseas company



Companies House



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24/01/2017

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COMPANIES HOUSE

☒ What this form is for
You may use this form to
accompany your accounts
disclosed under parent law

☒ What this form is NOT for
You cannot use this form to
an alteration of manner of c
with accounting requirement

Part 1 Corporate company name

Corporate name of
overseas company ① OKAMURA CORPORATION

UK establishment
number B R 0 1 0 1 2 9

FC028521

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other
information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ② COMPANIES ACT 2006 (JAPAN)

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ No Go to Section A3

☒ Yes Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ③ ACCOUNTING STANDARDS BOARD OF JAPAN

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box

☐ No Go to Section A5

☒ Yes. Go to Section A4

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A4 Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐ No Go to Part 3 'Signature'

☒ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

JAPANESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

A5 Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☐ No

☐ Yes

Part 3 Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **TERRY FUJIOKA**

Company name **TFC LEGAL**

Address **CITY TOWER**

40 BASINGHALL STREET

Post town **LONDON**

County/Region

Postcode **E C 2 V 5 D E**

Country **UK**

DX

Telephone **02076145830**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

OKAMURA CORPORATION
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2010 AND 2011

	Millions of yen	
ASSETS	<u>2010</u>	<u>2011</u>
Current assets		
Cash	23,719	26,593
Trade receivables	43,079	43,452
Investment securities	122	322
Product inventories	8,369	9,218
Material in process	1,101	1,163
Raw materials	2,050	2,335
Deferred income taxes	956	792
Other current assets	1,382	1,557
Allowance for doubtful debts	-47	-34
Total current assets	<u>80,735</u>	<u>85,401</u>
Fixed assets		
Property, plant and equipment		
Buildings and structures (net value)	15,697	14,565
Machinery and equipment (net value)	7,626	6,231
Land	22,562	22,524
Construction in progress	33	43
Other fixed assets	1,870	1,407
Total property, plant and equipment	<u>47,790</u>	<u>44,773</u>
Intangible fixed assets		
Goodwill	1,526	1,390
Other intangible fixed assets	2,246	2,087
Total intangible fixed assets	<u>3,773</u>	<u>3,477</u>
Investment and other assets:		
Investment securities	18,975	18,967
Prepaid pension cost	2,485	2,723
Lease deposits	3,948	3,894
Deferred income taxes	1,614	1,650
Other non-current assets	1,147	1,011
Allowance for doubtful debts	-48	-54
Total investment and other assets	<u>28,123</u>	<u>28,192</u>
Total fixed assets	<u>79,687</u>	<u>76,443</u>
TOTAL ASSETS	160,422	161,845

LIABILITIES	Millions of yen	
	2010	2011
Current liabilities		
Notes payable and trade account payables	29,529	34,083
Electronic recorded liabilities	-	893
Short-term bank loan	9,820	8,904
Long-term debt due within one year	2,355	3,847
Corporate bond due within one year	5,000	-
Income tax payable	660	930
Consumption taxes payable	389	82
Accrued bonuses	907	899
Accrued for disaster loss	-	113
Other current liabilities	2,731	2,654
Total current liabilities	51,393	52,410
Fixed liabilities		
Corporate bond	5,000	10,000
Long-term debt	8,734	6,179
Deferred income taxes	1,592	732
Accrued employees retirement benefit	12,052	12,533
Other fixed liabilities	3,354	3,350
Total fixed liabilities	30,734	32,796
Total liabilities	82,127	85,206
Net assets		
Capital stock		
Capital	18,670	18,670
Capital surplus	16,759	16,759
Retained earnings	42,126	41,903
Treasury stock	-2,362	-2,369
Total capital stock	75,194	74,964
Other comprehensive income		
Net unrealized holding gains on securities	2,811	1,903
Foreign currency transaction adjustments	-297	-337
Total other comprehensive income	2,523	1,565
Minority interests	586	108
Total net assets	78,294	76,638
Total liabilities and net assets	160,422	161,845

OKAMURA CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED MARCH 31, 2011 AND 2012

	Millions of yen	
	2010	2011
Net sales	161,223	169,294
Cost of sales	111,481	118,932
Gross profit	49,742	50,362
Selling, general and administrative expenses		
Selling expenses	1,821	2,111
Packaging and transportation expenses	7,452	7,489
Salary and allowance	16,590	16,397
Provision of reserve for bonus	644	563

Retirement benefit expenses	1,256	1,056
Depreciation expenses	1,786	1,631
Rental expenses	6,744	6,292
Other selling expenses	12,089	12,422
Total selling, general and administrative expenses	48,385	47,962
Operating income	1,357	2,399
Non-operating income		
Interest income	36	34
Dividends income	305	358
Goodwill amortization	198	198
Investment gain on equity method	42	-
Government grant	238	-
Other non-operating income	603	443
Total non-operating income	1,425	1,034
Non-operating loss		
Interest paid	625	574
Other non-operating loss	246	310
Total non-operating loss	871	884
Ordinary income	1,910	2,549
Extraordinary income		
Gain on sale of fixed assets	-	175
Gain on sale of investment securities	388	2
Reversal of allowance for doubtful debts	22	-
Other	1	-
Total extraordinary income	412	177
Extraordinary loss		
Loss on sale of fixed assets	166	144
Loss on sale of investment securities	97	81
Loss on disaster	-	1,192
Other extraordinary loss	76	133
Total extraordinary loss	341	1,551
Income before income taxes	1,982	1,175
Income taxes	903	1,117
Income taxes adjustment	551	-68
Total income taxes	1,455	1,048
Income before minority interests	-	126
Minority interests in net income of consolidated subsidiaries	-18	-477
Net income	545	604

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
YEARS ENDED MARCH 31, 2010 AND 2011

	Millions of yen	
	<u>2010</u>	<u>2011</u>
Income before minority interests	-	126
Other comprehensive income		
Other investment securities income/loss	-	-967
Foreign currency transaction adjustment	-	-25
Equity amount against equity method affiliates	-	45
Other comprehensive income	-	-948
Comprehensive income	-	-821
(Breakdown)		
Comprehensive income related to the parent company	-	-343
Comprehensive income related to the minority interests	-	-477

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN CAPITAL STOCK
YEARS ENDED MARCH 31, 2010 AND 2011

	Millions of yen	
	2010	2011
Capital stock		
Capital		
Balance at beginning of the year	18,670	18,670
Changes during the year		
Total Changes during the year	-	-
Balance at end of the year	18,670	18,670
Capital surplus		
Balance at beginning of the year	16,759	16,759
Changes during the year		
Total changes during the year	-	-
Balance at end of the year	16,759	16,759
Earned surplus		
Balance at beginning of the year	42,547	42,126
Changes during the year		
Cash dividends paid	-965	-827
Net income	545	604
Total changes during the year	-420	-223
Balance at end of the year	42,126	41,903
Treasury stock		
Balance at beginning of the year	-2,354	-2,362
Changes during the year		
Acquisition of treasury stock	-7	-7
Total changes during the year	-7	-7
Balance at end of the year	-2,362	-2,369
Total capital stock		
Balance at beginning of the year	75,622	75,194
Changes during the year		
Cash dividends paid	-965	-827
Net income	545	604
Acquisition of treasury stock	-7	-7
Total changes during the year	-428	-230
Balance at end of the year	75,194	74,964

	Millions of yen	
	<u>2010</u>	<u>2011</u>
Other comprehensive income		
Net unrealized holding gains on securities		
Balance at beginning of the year	1,057	2,811
Changes during the year		
Net changes during the year except capital stock	1,753	-908
Total changes during the year	<u>1,753</u>	<u>-908</u>
Balance at end of the year	<u>2,811</u>	<u>1,903</u>
Foreign currency transaction adjustments		
Balance at beginning of the year	-345	-297
Changes during the year		
Net changes during the year except capital stock	47	-39
Total changes during the year	<u>47</u>	<u>-39</u>
Balance at end of the year	<u>-297</u>	<u>-337</u>
Total other comprehensive income		
Balance at beginning of the year	712	2,513
Changes during the year		
Net changes during the year except capital stock	1,801	-948
Total changes during the year	<u>1,801</u>	<u>-948</u>
Balance at end of the year	<u>2,513</u>	<u>1,565</u>
Minority interests		
Balance at beginning of the year	604	586
Changes during the year		
Net changes during the year except capital stock	-18	-477
Total changes during the year	<u>-18</u>	<u>-477</u>
Balance at end of the year	<u>586</u>	<u>108</u>
Total net assets		
Balance at beginning of the year	76,939	78,294
Changes during the year		
Cash dividends paid	-965	-827
Net income	545	604
Acquisition of treasury stock	-7	-7
Net changes during the year except capital stock	1,782	-1,425
Total changes during the year	<u>1,354</u>	<u>-1,656</u>
Balance at end of the year	<u>78,294</u>	<u>76,638</u>

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
YEARS ENDED MARCH 31, 2010 AND 2011

	Millions of yen	
	<u>2010</u>	<u>2011</u>
Cash flows from operating activities		
Income before income taxes	1,982	1,175
Adjustments to reconcile income taxes to net cash provides by operating activities		
Depreciation	5,450	4,743
Goodwill amortization	-198	-198
(Gain) Loss on sale of fixed assets (Minus means gain)	166	-30
Investment profit on equity method (Minus means gain)	-42	70
(Increase) Decrease of allowance for doubtful debts		
(Minus means decrease)	-78	-6
(Increase) Decrease of allowance for bonus		
(Minus means decrease)	-628	-7
(Increase) Decrease of accrued employees retirement benefit		
(Minus means decrease)	374	242
Interest and dividends income	-342	-392
Interest expenses	625	574
(Gain) Loss on sale of investment securities		
(Minus means gain)	-367	6
(Gain) Loss on devaluation of investment securities		
(Minus means gain)	97	81
(Increase)Decrease in notes and accounts receivable-trade		
(Minus means increase)	4,520	-372
(Increase)Decrease in inventories (Minus means increase)	4,268	-1,196
(Increase)Decrease in notes and accounts payable-trade		
(Minus means decrease)	-7,726	5,477
Other	249	661
Sub total	<u>8,352</u>	<u>10,829</u>
Interest and dividends received	364	399
Interest expenses paid	-609	-582
Income taxes paid	-821	-829
Net cash provided by operating activities	<u>7,285</u>	<u>9,818</u>
Cash flows from investing activities		
Deposit of time deposit	-4,233	-1,775
Withdrawal of time deposit	3,434	2,573
Payment for purchase of tangible fixed assets	-1,921	-1,830
Proceeds from sale of tangible fixed assets	177	217
Payment for purchase of intangible fixed assets	-657	-446
Payment for purchase of investment securities	-546	-2,072
Proceeds from sale of investment securities	1,030	47
Other	245	-136
Net cash used in investing activities	<u>-2,469</u>	<u>-3,422</u>

	Millions of yen	
	2010	2011
Cash flows from financing activities :		
Increase (Decrease) in short-term bank loans	-58	-904
(Minus means decrease)		
Proceeds from long-term debt	600	1,350
Repayments of long-term debt	-1,823	-2,412
Proceeds from new issue of corporate bond	5,000	5,000
Repayments of corporate bond	-5,000	-5,000
Proceeds from acquisition of treasury stock	-4	-4
Cash dividends paid	-967	-829
Other	-90	-102
Net cash provided by financing activities	-2,344	-2,903
Effect of exchange rate changes on cash and cash equivalents:	5	-31
Increase (decrease) in cash and cash equivalents	2,477	3,459
(Minus means decrease)		
Cash and cash equivalents at beginning of year	18,425	20,902
Cash and cash equivalents at end of year	20,902	24,361

Independent Auditor's Report on the Financial Statements
and
Internal Control Over Financial Reporting

29 June 2011

To the Board of Directors of Okamura Corporation

KPMG AZSA LLC

Tsuneoki Oki (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Naoshi Yamaguchi (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Hiroyuki Nakamura (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Financial statement audit

We have audited the accompanying consolidated financial statements of Okamura Corporation and its consolidated subsidiaries provided in the "Financial Information" section in the company's Annual Report, which comprise the consolidated balance sheet as of 31 March 2011 and the related consolidated statements of income, changes in net assets and cash flows for the year then ended, and supplementary schedules, in accordance with Article 193-2(1) of the Financial Instruments and Exchange Law of Japan. These consolidated financial statements are the responsibility of the Company's management; our responsibility is to independently express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Okamura Corporation and subsidiaries as of 31 March 2011, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in Japan.

Internal control audit

We also have audited the accompanying internal control report of Okamura Corporation as of 31 March 2011, in accordance with Article 193-2(2) of the Financial Instruments and Exchange Law of Japan. The design and operation of internal control over financial reporting and the preparation of the internal control report are the responsibility of the Company's management, our responsibility is to independently express an opinion on the internal control report based on our audit. Internal control over financial reporting may not completely prevent or detect financial statement misstatements.

We conducted our internal control audit in accordance with auditing standards for internal control over financial reporting generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the internal control report is free of material misstatement. An internal control audit is performed on a test basis and includes evaluating the appropriateness of the scope, procedures and result of the assessment determined and presented by management, and the overall internal control report presentation. We believe that our internal control audit provides a reasonable basis for our opinion.

In our opinion, the internal control report, in which Okamura Corporation states that internal control over financial reporting was effective as of 31 March 2011, presents fairly, in all material respects, the assessment of internal control over financial reporting in conformity with assessment standards for internal control over financial reporting generally accepted in Japan.

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.