

Public Offering - Confirmation Form 公開發售 - 確認表格

Use this form if you applied in the Public Offering using a WHITE or YELLOW Application Form or using HK eIPO White Form service and you would like to confirm your application.

閣下如以白色或黃色申請表格或以香港eIPO白表服務申請公開發售，並欲確認申請，請使用本表格。



Strategic Business Innovator
SBI HOLDINGS, INC.
(Incorporated in Japan with limited liability)
(於日本註冊成立的有限公司)

GLOBAL OFFERING OF DEPOSITARY RECEIPTS
全球發售預託證券

Confirmation Form 確認表格

Please read carefully the prospectus and supplemental prospectus of SBI Holdings, Inc. (the "Company") dated 31 March 2011 and 6 April 2011, respectively (the "Prospectus" and "Supplemental Prospectus"), and any other announcements or other documents supplementing the Prospectus. Terms defined in the Prospectus and the Supplemental Prospectus have the same meanings when used in this form unless defined herein.

請仔細閱讀SBI Holdings, Inc. (「本公司」)分別於二零一一年三月三十一日及二零一一年四月六日刊發之招股章程(「招股章程」)及補充招股章程(「補充招股章程」)及用以補充招股章程之任何其他公告或其他文件。除本表格另有界定外，招股章程及補充招股章程所界定詞語於本表格中具相同涵義。

NOTICE TO ELIGIBLE APPLICANTS

Subsequent to the issue of the Prospectus on 31 March 2011, one of our wholly-owned subsidiaries, SBI SECURITIES Co., Ltd. (the "Subsidiary") issued the Press Release. We, the Sole Global Coordinator and the Public Offer Underwriters refer applicants and investors to the Supplemental Prospectus for details relating to the Press Release.

Applicants who have applied for the Public Offer HDRs and who wish to proceed with their applications are required to confirm their applications with respect to all (and not some only) of the Public Offer HDRs applied for by them under the Public Offering within a specified period as provided in the Supplemental Prospectus, which is from 2:00 p.m. to 5:00 p.m. on Wednesday, 6 April 2011, from 9:00 a.m. to 5:00 p.m. on Thursday, 7 April 2011, and from 9:00 a.m. to 5:00 p.m. on Friday, 8 April 2011, and in any event before the deadline specified in the Supplemental Prospectus. The relevant procedures for confirmation are set out in the section headed "Confirmation of applications procedure" of the Supplemental Prospectus.

Applicants who applied (i) using YELLOW Application Forms through brokers, banks or other intermediaries and/or who had not provided their names and addresses on their Application Forms or (ii) by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time by which they can give instructions for the application confirmation as such latest time may be earlier than the deadline specified in the Supplemental Prospectus.

致合資格申請人的通知

繼二零一一年三月三十一日刊發招股章程後，我們的其中一家全資附屬公司SBI SECURITIES Co., Ltd. (「該附屬公司」)曾發出新聞稿。本公司、獨家全球協調人及公開發售包銷商提請申請人及投資者參閱補充招股章程以取得有關該新聞稿的詳情。

已申請公開發售香港預託證券的申請人及希望繼續辦理其申請的人士須於補充招股章程規定的指定期間內，現時預期為二零一一年四月六日(星期三)下午二時正至下午五時正，二零一一年四月七日(星期四)上午九時正至下午五時正及二零一一年四月八日(星期五)上午九時正至下午五時正，且無論如何須於補充招股章程規定的截止時間前，確認其根據公開發售申請認購的全部(而非部分)公開發售香港預託證券的有關申請。有關確認的相關手續載於補充招股章程「確認申請手續」一節。

使用(i)黃色申請表格透過經紀、銀行或其他中介機構作出申請及/或並無在其申請表格提供姓名及地址的申請人，或(ii)透過中央結算系統向香港結算發出電子認購指示提出申請的申請人，應向其經紀、銀行或其他中介機構查詢以確定就確認申請發出指示的最後期限，因為有關最後期限可能較補充招股章程所規定的限期為早。

If you wish to proceed with your application, you must submit this Confirmation Form before 5:00 p.m., Friday, 8 April 2011 to confirm your offer to purchase Public Offer HDRs constituted by the Application Forms or White Form eIPO and supplemented by this Confirmation Form. If you do not wish to proceed with your application, no action is required. You must read the conditions and instructions set out in this form. To be valid, you must complete all applicable parts of this form. Please write clearly.

You must complete this Confirmation Form in English (except for your name in Chinese) and you must sign this Confirmation Form in writing (and not by way of personal chop), otherwise your application is liable to be rejected.

The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Confirmation Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Confirmation Form.

Your attention is drawn to the sub-section headed "Personal Data" of the section headed "How to apply for Public Offer HDRs" of the Prospectus as amended by one Supplemental Prospectus which sets out the policies and practices of the Company and its HDR registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

倘 閣下有意繼續申請，閣下必須於二零一一年四月八日(星期五)下午五時正前遞交本確認表格，以確認由 閣下申請表格或白表eIPO作出並經本確認表格所補充之公開發售香港預託證券認購申請。倘 閣下無意繼續申請，則毋須採取任何行動。閣下務須細閱本表格所載條件及指示。本表格各適用部分必須清楚填寫，方為有效。

閣下必須以英文填妥本確認表格(閣下之中文姓名除外)且必須親筆簽署本確認表格，不得以個人印章代替，否則 閣下的申請可遭拒絕受理。

香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本確認表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明概不就此項內容或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

敬請 閣下留意招股章程(經補充招股章程修訂)如何申請公開發售香港預託證券一節「個人資料」分節，該節載列本公司及其香港預託證券登記處個人資料及遵守個人資料(私隱)條例而制定之政策及實際應用條款。

Warnings:

- It is important that you read the terms and conditions and confirmation procedures contained in the Prospectus and Supplemental Prospectus and any other announcements or other documents expressly supplementing the Prospectus.
All shaded boxes in this Confirmation Form must be completed, otherwise the application is liable to be rejected.
You may be prosecuted if you make a false declaration.
You must complete this Confirmation Form in English (except for your name in Chinese) and you must sign this Confirmation Form in writing (and not by way of personal chop), otherwise the application is liable to be rejected.

警告:

- 閣下務須細閱載於招股章程及補充招股章程及用以補充招股章程之任何其他公告或其他文件之條款及條件以及確認申請手續。
必須填妥本確認表格內之所有陰影方格，否則申請可遭拒絕受理。
如閣下作出虛假聲明，可遭檢控。
閣下必須以英文填妥本確認表格(閣下之中文姓名除外)且必須親筆簽署本確認表格，並不得以個人印章代替，否則申請可遭拒絕。

To: SBI Holdings, Inc. (the "Company")
Sole Global Coordinator
Public Offer Underwriters

致: SBI Holdings, Inc. (「貴公司」)
獨家全球協調人
公開發售包銷商

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I/We represent and warrant that I/we are aware of the number of Public Offer HDRs that I/we have validly applied for under the Public Offering;
I/We acknowledge that the application list for the Public Offering has been closed and is not reopened;
I/We confirm that I/we wish to proceed with my/our application and would like the Company to allocate all of the Public Offer HDRs applied for by the person(s) stated below under the Public Offering in full;
I/We acknowledge that confirmation in relation to some only, and not all, of the Public Offer HDRs applied for by me/us will not be permitted;
I/We acknowledge that no interest shall be payable on or with respect to the application monies (including any refunded monies) on account or following the extension of the timetable of the Global Offering;
I/We acknowledge that my/our confirmation will not be revocable once made;
I/We confirm that I/we have read a copy of the Prospectus and Supplemental Prospectus and have only relied on the information and representations contained in the Prospectus and Supplemental Prospectus and any other announcements or other documents expressly supplementing the Prospectus in making this confirmation, and not on any other information or representation concerning the Company and agree that none of the Company, the Sole Global Coordinator, the Sole Sponsor, the Public Offer Underwriters nor any of their respective directors, officers, employees, partners, agents, affiliates or advisers will have any liability for any such other information or representations and agree to be bound by the Prospectus and as amended by the Supplemental Prospectus and the terms and coordinations set out in the Application Forms and the Confirmation Form;
I/We warrant the truth and accuracy of the information contained in this Confirmation Form;
I/We agree to disclose to the Company, the Sole Global Coordinator, the Sole Sponsor, the Public Offer Underwriters and their respective agents any personal data and information about me/us which they require or the person(s) for whose benefit I/we make this confirmation;
I/We agree that this confirmation will be governed by and construed in accordance with the laws of Hong Kong;
I/We understand that these declarations and representations will be relied upon by the Company, the Sole Global Coordinator, the Sole Sponsor, the Public Offer Underwriters in deciding whether or not to accept this confirmation;
I/We agree and warrant that, if the laws of any place outside Hong Kong are applicable to this confirmation, I/we have complied with all such laws and none of the Company, the Sole Global Coordinators, the Sole Sponsor, the Joint Bookrunners or the Public Offer Underwriters nor any of their respective directors, employees, agents, officers, affiliates or advisers will infringe any laws outside Hong Kong as a result of this confirmation, or any actions arising from my/our rights and obligations under the terms and conditions contained in the Prospectus and the Supplemental Prospectus and any other announcements or other documents supplementing the Prospectus; and
I/We acknowledge that I/we have read and understand clearly that by signing this Confirmation Form, I/we will be prevented from suing or claiming against the Company, the Sole Global Coordinator and the Public Offer Underwriters, or any of their respective directors, officers, employees, agents, affiliates or advisers, or any other person or party involved in the Global Offering for any loss that I/we may suffer in my/our application for the Public Offer HDRs.

本人/吾等聲明及保證本人/吾等悉本人/吾等為公開發售有效申請的公開發售香港預託證券數目;
本人/吾等知悉公開發售之申請期已結束，且不會重新開始;
本人/吾等知悉及接納招股章程已按補充招股章程所載的方式修訂;
本人/吾等知悉本人/吾等認購申請，並希望 貴公司悉數分配下文所述人士根據公開發售申請的所有公開發售香港預託證券;
本人/吾等知悉有關本人/吾等所申請之部分(而非全部)公開發售香港預託證券數目之確認不獲批准;
本人/吾等知悉將不會於緊隨全球發售時間表被延長後就有關申請款項(包括任何退還款項)收取任何利息;
本人/吾等知悉本人/吾等之確認一經作出便不得撤回;
本人/吾等知悉本人/吾等已細閱招股章程及補充招股章程，在作出確認申請時僅依賴招股章程及補充招股章程及用以補充招股章程之任何其他公告或其他文件所載之資料及聲明，而非依賴任何其他有關 貴公司之資料或聲明。本人/吾等同意，貴公司、獨家全球協調人、獨家保薦人、公開發售包銷商或彼等各自之董事、高級職員、僱員、合夥人、代理人、聯屬人士或顧問對任何其他資料或聲明概不負責，並同意受招股章程(經補充招股章程修訂)以及申請表格及本確認表格所載條款及條件約束;
本人/吾等保證本確認表格所載之資料真實準確;
本人/吾等同意向 貴公司、獨家全球協調人、獨家保薦人、公開發售包銷商及彼等各自之代理人披露該等所需有關本人/吾等或本人/吾等為其利益作出本確認申請之人士之任何個人資料及資料;
本人/吾等同意本確認申請將由香港法律管轄，並根據香港法律詮釋;
本人/吾等明白 貴公司、獨家全球協調人、獨家保薦人、公開發售包銷商將依賴此等聲明及陳述，以決定是否接納本確認申請;
本人/吾等知悉及保證，倘香港以外任何地區之法律適用於本確認申請，則本人/吾等已遵守所有該等法律，且 貴公司、獨家全球協調人、獨家保薦人、聯席賬簿管理人或公開發售包銷商或彼等各自之董事、僱員、代理人、高級職員、聯屬人士或顧問將不會因本確認申請，或由本人/吾等根據招股章程及補充招股章程及用以補充招股章程之任何其他公告或其他文件所載條款及條件之權利及責任所產生之任何行動，而違反香港以外地區任何法律; 及
本人/吾等知悉本人/吾等已細閱確認表格並清楚明白一經簽署本確認表格，即表示本人/吾等將不會就本人/吾等於申請公開發售香港預託證券時可能遭受之任何損失對 貴公司、獨家全球協調人及公開發售包銷商或彼等各自之董事、高級職員、僱員、代理人、聯屬人士或顧問，或任何參與全球發售之人士或參與方提出訴訟或索償。

YOU MUST COMPLETE THIS CONFIRMATION FORM IN ENGLISH (EXCEPT FOR YOUR NAME IN CHINESE) AND YOU MUST SIGN THIS CONFIRMATION FORM IN WRITING (AND NOT BY WAY OF PERSONAL CHOP), OTHERWISE THE APPLICATION IS LIABLE TO BE REJECTED.
閣下必須以英文填妥本確認表格(閣下之中文姓名除外)且必須親筆簽署本確認表格，不得以個人印章代替，否則申請可遭拒絕受理。

Signed by any applicant(s) (any joint applicant may sign):
由任何申請人簽署(任何聯名申請人均可簽署):
Date 日期

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Table with 4 columns: Name (in English), Name (in Chinese), Hong Kong Identity Card No./Passport No./ Hong Kong Business Registration No., Address (in English), Contact telephone number, Account number or identification code for each (joint) beneficial owner(s). Rows for First Applicant and Joint Applicant(s).

YOU MUST COMPLETE THIS CONFIRMATION FORM IN ENGLISH (EXCEPT FOR YOUR NAME IN CHINESE) AND YOU MUST SIGN THIS CONFIRMATION FORM IN WRITING (AND NOT BY WAY OF PERSONAL CHOP), OTHERWISE THE APPLICATION IS LIABLE TO BE REJECTED.
閣下必須以英文填妥本確認表格(閣下之中文姓名除外)且必須親筆簽署本確認表格，不得以個人印章代替，否則申請可遭拒絕受理。