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SBI HOLDINGS, INC.
(Incorporated in Japan with limited liability)
(Stock code: 6488)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached copy of the Announcement.

On behalf of the Board
SBI Holdings, Inc.
Yoshitaka Kitao
Chief Executive Officer

Japan, 28 April, 2011

As of the date of this announcement, the executive Directors are Mr. Yoshitaka Kitao, Mr. Yasutaro Sawada, Mr. Kenji Hirai, Mr. Takashi Nakagawa, Mr. Tomoya Asakura, Mr. Takashi Okita, Mr. Noriaki Maruyama and Mr. Shumpei Morita, the non-executive Directors are Mr. Taro Izuchi, Mr. Hiroyoshi Kido, Mr. Noriyoshi Kimura and Mr. Hiroshi Tasaka and the independent non-executive Directors are Mr. Masaki Yoshida, Mr. Kiyoshi Nagano, Mr. Keiji Watanabe, Mr. Takeshi Natsuno and Mr. Akihiro Tamaki.

April 28, 2011
SBI Holdings, Inc.
(TOKYO : 8473)

Notice Regarding Number of Shares to be Issued under the Over-allotment Option

On 25 March 2011, the board of directors of SBI Holdings, Inc., in preparation for listing on the main board of the Hong Kong Stock Exchange, authorized the offering of Hong Kong Depositary Receipts (HDRs) in Hong Kong and other overseas markets (excluding the United States and Canada; the “HDR offering”), and the issuance and offering of common shares up to the number of shares represented by the over-allotment portion of the HDR offering (the “Over-allotment Option”). Regarding these shares for the Over-allotment Option granted to Daiwa Capital Markets Hong Kong Limited (“Daiwa”), the Company received notice on 28 April 2011 that Daiwa intends to apply for all of the shares that it has the option to receive. Terms are as follows:

(1) Number of shares	250,000 shares (Maximum: 250,000 shares)
(2) Issue price per share	HKD 777.20 (JPY 8,490)
(3) Price to be paid per share	HKD 777.20 (JPY 8,490)
(4) Total amount to be paid	HKD 194,300,000 (JPY 2,123,000,000)
(5) Increase of share capital and capital surplus reserve	Share capital increase: HKD 97,150,000 (JPY 1,061,000,000) Capital surplus reserve increase: HKD 97,150,000 (JPY 1,061,000,000)
(6) Date of application	Friday, 6 May 2011
(7) Date of payment	Monday, 9 May 2011

Reference Information

1. The Company’s board of directors authorized the issuance of shares for the Over-allotment Option at the same time that it authorized the HDR offering and the issuance of common shares represented by HDRs not part of the over-allotment (the “underlying original shares”). For details of the Over-allotment Option, refer to the Company’s press releases “Notice of Offering of Hong Kong Depositary Receipts in Connection with Listing on the Hong Kong Stock Exchange” (Friday, 25 March 2011) and “Announcement of Terms of Issuance for Hong Kong Depositary Receipts”

This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing that SBI Holdings, Inc. (the “Company”) has resolved matters relating to its offering of Hong Kong Depositary Receipts, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors are advised to read the offering prospectus prepared by the Company before applying for securities and to invest at their own discretion. This press release is not an offer of securities for sale in the United States. The securities referred to above have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. If any public offering of securities is made in the United States, it will be by means of a prospectus that may be obtained from the Company or any selling security holder that will contain detailed information about the Company and its management, as well as financial statements of the Company. The securities referred to above will not be publicly offered or sold in the United States.

(Friday, 8 April 2011).

2. Effect on the number of outstanding shares as a result of the Over-allotment Option

Current issued outstanding Shares	21,694,018 shares	(As of Tuesday, 12 April 2011)
Increase from the exercise of Over-allotment Option	250,000 shares	
Total shares outstanding after the exercise of Over-allotment Option	21,944,018 shares	

3. Use of proceeds

Of the total HKD 1,490,400,000 (approximately JPY 16,281,000,000) raised through the underlying initial share offering and the Over-allotment Option, JPY 7B will go towards direct investment in growing companies in and out of Japan, and investment capital for investment in funds established with partners in developing countries mainly in Asia and funds in Japan. The rest will be invested in financial subsidiaries which use the internet as their main channel (and related subsidiaries), as well as provided to overseas financial institutions in the form of investment and financing (including investment and financing made through subsidiaries) and used for other corporate purposes. Proceeds are intended to be used by FY2014/3.

Notes:

1. Unless otherwise stated, "Hong Kong Dollar" means the currency in use in Hong Kong. For convenience, conversion Hong Kong dollars to Japanese yen is made at the exchange rate of 1 HKD = 10.92389JPY, the rate at the start of trading on Friday, 8 April 2011 (average of the selling rate and buying TT rate) as published by Hong Kong Association of Banks. However, this rate may differ in the future. Yen amounts for the issue price and price to be paid have been rounded off to the nearest yen. Yen amounts for the increase in share capital and capital surplus reserve have been rounded off to the nearest hundred thousand yen.
2. The actual amount of increase of share capital and capital surplus reserve will be the amount as converted to yen at the market rate on the payment date.
3. The Current issued outstanding Shares are the number of issued outstanding shares as of March 31 2011 added the number of shares issued on April 12 2011.

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