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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
*Representative Director,
President & Chief Executive Officer*

Japan, 28 September 2012

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



September 28, 2012
SBI Holdings, Inc.
(TOKYO: 8473 / Hong Kong: 6488)

Notice Regarding the Transfer of Shares of a Subsidiary

SBI Holdings, Inc. (“SBIH”) hereby announces that it has decided to transfer all shares in SBI Capital Solutions Co., Ltd. (“SBI Capital Solutions”), as well as its equity in funds managed by SBI Capital Solutions, to an external third party.

1. Reasons for share transfer

Since it was established in June 2006, SBI Capital Solutions has engaged in mezzanine investments and investments in revitalization financing, through funds. Recently, an external third party proposed purchasing all of the SBI Group’s mezzanine fund business, which is operated mainly by SBI Capital Solutions, including its management. In response, SBIH studied the matter in-house and discussed it with the third party. As a result, the two parties have reached an agreement under which the SBI Group will sell to the external party all shares of SBI Capital Solutions held by the SBI Group and all of the Group’s equity in two mezzanine funds operated by SBI Capital Solutions.

Under the “Brilliant Cut Initiative” concept, the SBI Group is promoting an organizational restructuring of its Financial Services Business, aiming to focus management resources on sectors that are likely to create strong synergies with the securities, banking, and insurance businesses. From now on, in the Asset Management Business, the Group will also focus management resources on investments in promising venture firms, midsize companies, and small and medium-sized enterprises, taking advantage of this share transfer.

2. Outline of the subsidiary whose shares will be transferred

- (1) Company name: SBI Capital Solutions Co., Ltd.
- (2) Head office: 1-6-1, Roppongi, Minato-ku, Tokyo
- (3) Date established: June 2006
- (4) Main business activities: Operation and management of mezzanine funds, etc.
- (5) Capital: JPY 30 million (as of the end of June 2012)

3. Funds from which the Group's equity will be transferred (Ownership percentage is as of the end of June 2012)

(1) SBI Mezzanine Fund No. 2 Limited Partnership (SBI Group's ownership percentage: 73.2%)

(2) SBI Mezzanine Fund No. 3 Limited Partnership (SBI Group's ownership percentage: 100%)

4. Schedule

(1) Conclusion of share transfer contract: September 28, 2012

(2) Delivery date: October 10, 2012 (planned)

5. Effects on earnings

The transfer price of this share transfer is approximately JPY 3.4 billion, which will have little effect on consolidated earnings for the second quarter of the fiscal year ending March 2013.

For further information, please contact:

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