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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 13.10B 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, 7 February 2013

*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.*

7 February 2013  
SBI Holdings, Inc.  
(TOKYO: 8473 / Hong Kong: 6488)

## **Notice on Share Acquisition of Hyundai Swiss Savings Bank**

We are pleased to announce that SBI Holdings, Inc. (head office: Minato-ku, Tokyo; Representative Director & President: Yoshitaka Kitao; hereinafter “SBIH”) resolved at a meeting of its Board of Directors held on 7 February 2013 that SBI Group acquires the new shares issued by Hyundai Swiss Savings Bank (head office: Seoul, South Korea; CEO: Yoon Seock-Hyun; hereinafter “Hyundai Swiss 1 Savings Bank”).

### 1. Background and rationale to acquire new shares

As SBIH announced in the press release issued on 21 December 2012, “Notice on Filing a Written Pledge to Underwrite a Capital Increase, etc., with Hyundai Swiss Savings Bank of South Korea”, SBIH already filed a written pledge with Hyundai Swiss 1 Savings Bank in which its subsidiary, SBI Finance Korea Co., Ltd. (head office: Seoul, South Korea; Representative Director and CEO: Yoon Yu-Sik; hereinafter referred to as “SBI Finance Korea”), holds 20.9% to both the said bank and the regulatory authorities, committing itself to subscribe new shares/subordinated bonds to be issued by Hyundai Swiss Savings Bank and its subsidiaries.

On 5 February 2013, as Hyundai Swiss 1 Savings Bank resolved the issuance of new shares (approximately 194.1 billion Korean won) to existing shareholders, SBIH decided to let SBI Finance Korea subscribe the new shares allocated based on the assumption that some conditions precedent SBIH requests are satisfied. Moreover, SBIH decided to let its subsidiary subscribe all such forfeited shares based on the assumption that some conditions precedent SBIH requests are satisfied in the case that existing shareholders other than SBI Finance Korea do not participate in the subscription of their shares allocated and such allocated shares are forfeited. In the event that the shares allocated to existing shareholders other than SBI Finance Korea are forfeited, it follows that SBI Group will hold 89.4% of shares of Hyundai Swiss 1 Savings Bank. Accordingly, this will cause SBIH to turn Hyundai Swiss Savings Bank Group, which includes the subsidiary banks of Hyundai Swiss 1 Savings Bank, into its subsidiaries subject to the approval from Financial Services Commission of South Korea.

In addition, on 5 February 2013, Hyundai Swiss 2 Savings Bank (head office: Seoul, South Korea; CEO: Kim Byung-Tae; hereinafter “Hyundai Swiss 2 Savings Bank”) in which Hyundai Swiss 1 Savings Bank holds 80.0% of shares also resolved the issuance of new shares (approximately 43.4 billion Korean won) to existing shareholders. SBIH decided to let its subsidiary subscribe all such forfeited shares based on the assumption that some conditions precedent SBIH requests are satisfied in the case that existing shareholders gave up the right to subscribe their shares allocated and such shares are forfeited.

Summary of resolution on the issuance of new shares to existing shareholders by Hyundai Swiss Savings Bank Group

	Hyundai Swiss 1 Savings Bank	Hyundai Swiss 2 Savings Bank	Hyundai Swiss 3 Savings Bank	Hyundai Swiss 4 Savings Bank
Number of new shares issued	38,820,002	8,680,002	/	
Number of new shares subscribed by SBI Finance Korea	8,113,361	—		
Amount of Capital Increase Resolved	194,100,010,000 Korean won	43,400,010,000 Korean won		
Amount SBI Finance Korea spends	40,566,805,000 Korean won	—		

Shareholders list of Hyundai Swiss Savings Bank Group (as of 7 February 2013)

	Hyundai Swiss 1 Savings Bank	Hyundai Swiss 2 Savings Bank	Hyundai Swiss 3 Savings Bank	Hyundai Swiss 4 Savings Bank
Numbers of shares outstanding	6,000,000	3,750,000	16,010,033	15,886,000
SBI Finance Korea	1,253,997 (20.9%)	—	—	—
Hyundai Swiss 1 Savings Bank	—	3,000,000 (80.0%)	16,010,033 (100.0%)	9,660,080 (60.8%)
Other shareholders	4,746,003 (79.1%)	750,000 (20.0%)	—	6,225,920 (39.2%)

Hyundai Swiss Savings Bank Group consists of Hyundai Swiss 1 Savings Bank as a leading bank, Hyundai Swiss 2 Savings Bank (shareholding: 80.0%), Hyundai Swiss 3 Savings Bank (shareholding: 100.0%), and Hyundai Swiss 4 Savings Bank (shareholding: 60.8%). And it is the largest savings bank with 5.5 trillion Korean won (approximately 481.8 Japanese yen\*) of total assets as of the end of September 2012 and owns operation network nationwide excluding Busan and Gyeongsang-do, leading to more than 11% of market shares of whole savings bank sector in respect of total deposit and credit amount. On the other hand, the regulatory authority requests Hyundai Swiss Savings Bank Group to strengthen the financial base, and this causes SBIH to support Hyundai Swiss Savings Bank Group to operate stably through the acquisition of new share by its subsidiary. From now, SBIH will carefully consider setting up the target fund with its subsidiary being the general partner and by inviting third party investors in order to diversify risks and to enhance investment return from this transaction. Furthermore, through the launch of Internet banking service in Hyundai Swiss Savings Bank Group and/or the alliance with SBI Mortgage Co., Ltd. listed on the KOSPI market of the Korea Exchange, we aim at maximizing the enterprise value of Hyundai Swiss Savings Bank Group. (\*exchange rate: 100 Korean won = 8.62 Japanese yen)

2. Summary of subsidiary companies involved (as of 31 December 2012)

(1)	Name	Hyundai Swiss Savings Bank		
(2)	Location	Cheongdam Venture Plaza 1F, 41 Cheongdam-dong, Gangnam-gu, Seoul, South Korea		
(3)	Title and name of representative	Yoon Seock-Hyun, Representative Director		
(4)	Main Business Activities	Deposit taking and Loan providing		
(5)	Paid in Capital	30 billion Korean won		
(6)	Date of Establishment	20 October 1971		
(7)	Major shareholders and shareholding stake	Kim Kwang-Jin (43.7%) Lee Kwang-Jae (23.5%) SBI Finance Korea Co., Ltd. (20.9%)		
(8)	Relationship between listed company and subsidiary company involved	Capital relationship	SBIH indirectly owns 20.9% of Hyundai Swiss Savings Bank through its subsidiary, SBI Finance Korea, as of the end of January 2013.	
		Personal relationship	SBIH has no Personal relationship with Hyundai Swiss Savings Bank to report. And any related person and any affiliated company of SBIH has no personal relationship to report with any related person and any affiliated company of Hyundai Swiss Savings Bank.	
		Business Relationship	SBIH has no business relationship to report with Hyundai Swiss Savings Bank. And any related person and any affiliated company of SBIH has no business relationship to report with any related person and any affiliated company of Hyundai Swiss Savings Bank.	
(9)	Consolidated business results and financial condition in the past three years (Unit: million Korean won)			
	Fiscal Year Ended	June 2010	June 2011	June 2012
	Consolidated net assets	219,218	143,916	105,673
	Consolidated total assets	5,726,846	6,095,952	5,734,524
	Consolidated net assets per share (Korean won)	36,563	23,986	17,612
	Consolidated operating revenue	652,955	797,460	755,579
	Consolidated net income before tax	9,875	-85,453	-13,424
	Consolidated net income	15,127	-61,818	-60,688
	Consolidated net income per share (Korean won)	2,521	-10,303	-10,115
	Dividend per share (Korean won)	—	—	—

(10) Non-consolidated business results and financial condition in the past three years			
(Unit: million Korean won)			
Fiscal Year Ended	June 2010	June 2011	June 2012
Net assets	178,701	106,942	53,915
Total assets	2,978,446	2,967,517	2,602,529
Net assets per share (Korean Won)	29,783	17,824	8,986
Operating revenue	386,691	433,008	377,284
Net income before tax	19,203	-81,992	-40,135
Net income	15,127	-61,818	-60,688
Net income per share (Korean Won)	2,521	-10,303	-10,115
Dividend per share (Korean Won)	—	—	—

(1) Name	Hyundai Swiss 2 Savings Bank	
(2) Location	Hyundai Swiss Tower, 143-40, Samseong-dong, Gangnam-gu, Seoul, South Korea	
(3) Title and name of representative	Kim Byung-Tae, Representative Director	
(4) Main Business Activities	Deposit taking and Loan providing	
(5) Paid in Capital	18.75 billion Korean won	
(6) Date of Establishment	29 August 1972	
(7) Major shareholders and shareholding stake	Hyundai Swiss 1 Savings Bank (80.0%) Kim Kwang-Jin (19.8%)	
(8) Relationship between listed company and subsidiary company involved	Capital relationship	SBIH has no capital relationship with Hyundai Swiss 2 Savings Bank to report. And any related person and any affiliated company of SBIH has no capital relationship to report with any related person and any affiliated company of Hyundai Swiss 2 Savings Bank.
	Personal relationship	SBIH has no personal relationship with Hyundai Swiss 2 Savings Bank to report. And any related person and any affiliated company of SBIH has no personal relationship to report with any related person and any affiliated company of Hyundai Swiss 2 Savings Bank.
	Business Relationship	SBIH has no business relationship to report with Hyundai Swiss 2 Savings Bank. And any related person and any affiliated company of SBIH has no business relationship to report with any related person and any affiliated company of Hyundai Swiss 2 Savings Bank.

(9) Non-consolidated business results and financial condition in the past three years			
(Unit: million Korean won)			
Fiscal Year Ended	June 2010	June 2011	June 2012
Net assets	115,909	86,933	62,534
Total assets	1,823,877	1,916,296	1,783,109
Net assets per share (Korean Won)	30,909	23,182	16,676
Operating revenue	188,340	214,332	191,436
Net income before tax	7,963	-33,765	-20,909
Net income	5,009	-26,145	-27,322
Net income per share (Korean Won)	1,336	-6,972	-7,286
Dividend per share (Korean Won)	—	—	—

3. Number of shares to be acquired, transaction amount and the numbers of shares held before and after the acquisition

	Hyundai Swiss 1 Savings Bank	Hyundai Swiss 2 Savings Bank
(1) Numbers of shares held prior to acquisition	1,253,997 (shareholding ratio: 20.9%)	0 (shareholding ratio: 0.0%)
(2) Numbers of shares to be subscribed	To be informed shortly (reference) 38,820,002 at maximum (Transaction amount: 194,100,010,000 Korean won at maximum)	To be informed shortly (reference) 8,680,002 at maximum (Transaction amount: 43,400,010,000 Korean won at maximum)
(3) Number of shares held after acquisition	To be informed shortly 40,073,999 at maximum (shareholding ratio: 89.4% at maximum)	To be informed shortly 11,680,002 at maximum (shareholding ratio: 94.0% at maximum*) *including shareholding owned by Hyundai Swiss 1 Savings Bank

4. Time Schedule

(1) Resolution on the issue of new shares to existing shareholders in Hyundai Swiss 1 Savings Bank	5 February 2013
(2) Resolution on the issue of new shares to existing shareholders in Hyundai Swiss 2 Savings Bank	5 February 2013
(3) Resolution of Board of Directors meeting	7 February 2013
(4) Resolution on allocation of forfeited shares of Hyundai Swiss 2	7 February 2013 (tentative)

	Savings Bank	
(5)	Signing on the share subscription (forfeited shares) agreement of Hyundai Swiss 2 Savings Bank	8 February 2013 (tentative)
(6)	Signing on the share subscription agreement of Hyundai Swiss 1 Savings Bank	12 February 2013(tentative)
(7)	Resolution on allocation of forfeited shares of Hyundai Swiss 1 Savings Bank	12 February 2013(tentative)
(8)	Signing on the share subscription (forfeited shares) agreement of Hyundai Swiss 1 Savings Bank	13 February 2013(tentative)
(9)	Filing of share acquisition to Financial Services Commission	13 February 2013(tentative)
(10)	Approval of share acquisition from Financial Services Commission	Late March 2013 (tentative)
(11)	Deadline of capital injection to Hyundai Swiss 2 Savings Bank	25 March 2013 (tentative)
(12)	Deadline of capital injection to Hyundai Swiss 1 Savings Bank	26 March 2013 (tentative)

#### 5. Future Outlook

In accordance with this acquisition, SBIH is expected to recognize a minor impact on the consolidated financial results for FY ending March 2013.

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For further information, please contact:

SBI Holdings, Inc.: Corporate Communications Dept., Tel: +81 3 6229 0126