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SBI HOLDINGS, INC.

(Incorporated in Japan with limited liability)

(Stock code: 6488)

(I) POLL RESULTS OF
THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS
HELD ON 27 JUNE 2013;
(II) RESIGNATION AND APPOINTMENT OF DIRECTORS;
(III) APPOINTMENT OF SUBSTITUTE STATUTORY AUDITOR;
AND
(IV) POLICY AND METHOD FOR DETERMINING THE AMOUNTS OF
REMUNERATION OF EXECUTIVES, AND EMOLUMENTS OF THE
DIRECTORS OF THE COMPANY

(I) POLL RESULTS OF THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS
HELD ON 27 JUNE 2013

The Board is pleased to announce that all the proposed resolutions were duly passed at the 15th Ordinary General Meeting of Shareholders held on 27 June 2013.

(II) RESIGNATION AND APPOINTMENT OF DIRECTORS

The Board announces the following changes:

- (1) Mr Hiroyoshi Kido has resigned from his position as a non-executive director of the Company with effect from 27 June 2013;
- (2) Mr Noriyuki Kimura has resigned from his position as a non-executive director of the Company with effect from 27 June 2013;
- (3) Mr Takashi Okita has resigned from his position as a non-executive director of the Company with effect from 27 June 2013;
- (4) the following Directors have been appointed to the Board with effect from 27 June 2013:

Name	Position(s) in the Company
Mr Masato Takamura	non-executive director
Mr Teruhide Sato	non-executive director

(III) APPOINTMENT OF SUBSTITUTE STATUTORY AUDITOR

The Board announces that Mr Hideaki Asayama has been appointed by the Shareholders at the 15th Ordinary General Meeting of Shareholders as Substitute Statutory Auditor of the Company with effect from 27 June 2013.

(VI) POLICY AND METHOD FOR DETERMINING THE AMOUNTS OF REMUNERATION OF EXECUTIVES, AND EMOLUMENTS OF THE DIRECTORS OF THE COMPANY

The Board also announces the policy and method for determining the remuneration of executives, and the estimated emoluments of the directors of the Company.

Reference is made to the Convocation Notice of SBI Holdings, Inc. (the “Company”) of the 15th Ordinary General Meeting of Shareholders (the “Meeting”). Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Convocation Notice.

(I) RESULTS OF THE MEETING

The Board is pleased to announce that all the proposed resolutions as set out in the Convocation Notice of the Meeting were duly passed at the Meeting held on 27 June 2013 on the basis of one vote for each share unit. The poll results are as follows:-

Resolutions	Number of Votes (%)		Number of Votes Withheld
	For	Against	
1. Election of Fifteen (15) Directors			
(1) Mr Yoshitaka Kitao	1,090,861 (89.4%)	128,942 (10.6%)	0
(2) Mr Taro Izuchi	1,150,180 (94.3%)	69,625 (5.7%)	0
(3) Mr Takashi Nakagawa	1,150,171 (94.3%)	69,634 (5.7%)	0
(4) Mr Tomoya Asakura	1,149,814 (94.3%)	69,991 (5.7%)	0
(5) Mr Shumpei Morita	1,150,154 (94.3%)	69,651 (5.7%)	0
(6) Mr Noriaki Maruyama	1,150,154 (94.3%)	69,651 (5.7%)	0
(7) Mr Peilung Li	1,185,295 (97.2%)	34,510 (2.8%)	0
(8) Mr Hiroshi Tasaka	1,150,182 (94.3%)	69,623 (5.7%)	0
(9) Mr Masaki Yoshida	1,150,242 (94.3%)	69,563 (5.7%)	0
(10) Mr Kiyoshi Nagano	1,033,580 (84.7%)	186,220 (15.3%)	0
(11) Mr Keiji Watanabe	1,026,534 (84.2%)	193,266 (15.8%)	0
(12) Mr Akihiro Tamaki	1,028,105 (84.3%)	191,695 (15.7%)	0
(13) Mr Masanao Marumono	1,187,795 (97.4%)	32,010 (2.6%)	0
(14) Mr Masato Takamura	1,191,388 (97.7%)	28,417 (2.3%)	0

	(15) Mr Teruhide Sato	1,192,415 (97.8%)	27,391 (2.2%)	0
2.	Election of One (1) Substitute Statutory Auditor	1,172,273 (95.8%)	51,872 (4.2%)	0

The Company's shareholders register administrator, Mizuho Trust & Banking Co., Ltd., acted as the scrutineer for the poll at the Meeting.

As at the date of the Meeting, the number of issued share capital of the Company was 224,534,961 shares. As of 31 March 2013, the total number of shares with voting rights held by the Shareholders was 211,967,300 shares, which was the total number of issued shares, 224,525,781 shares subtracting the number of the shares without voting rights, 12,558,481 shares. It was the total number of shares entitling the Shareholders to attend and vote on the resolutions at the Meeting. In order to set the trading unit of shares of the Company as 100 shares in light of the purpose of the "Action Plan for Consolidating Trading Units" announced by the Japanese stock exchanges, the Company adopted a share unit system in which 1 unit is 100 shares, effective on 1 October 2012. Holders of shares less than one unit do not have voting rights pursuant to the adoption of the share unit system, and as a result, the total number of voting rights was 2,119,673 as of 31 March 2013. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the Meeting as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). No Shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Meeting. None of the Shareholders of the Company have stated their intention in the Company's Convocation Notice of the Meeting to vote against or to abstain from voting on any of the resolutions at the Meeting. It was stated that the record date for determining the list of eligible Shareholders entitled to vote at the Meeting is 31 March each year under the terms of the Companies Act of Japan. Therefore our Shareholders who have acquired our shares after the record date of 31 March 2013 are not entitled to attend and vote at the Meeting. HDR holders who have acquired our HDRs after the record date of 31 March 2013, are not entitled to instruct the Depository or its nominee to attend and vote at the Meeting under the terms of the Depository Agreement.

The first and second resolutions were cast passed. Each of these resolutions must be approved by a majority of the Shareholders with voting rights and such approval requires Shareholders with one-third (1/3) of the voting shares present at the Meeting.

As also stated in the Company's Prospectus dated 31 March 2011, the Company adopts voting by voting cards, which can be submitted prior to or at the Meeting as a voting method under the Companies Act of Japan.

The resolutions met the requirements for approval by the sum of the votes held by the Shareholders exercised up to the day prior to the Meeting, plus the number of votes exercised by some of the Shareholders present at the Meeting who have stated clearly their voting intention as to for, against or abstain on the proposal. Number of votes by some of the Shareholders present at the Meeting who have not stated clearly their voting intention as to for, against or abstain on the proposal is included in the "against on the proposal" of the poll results stated above.

(II) RESIGNATION AND APPOINTMENT OF DIRECTORS

RESIGNATION OF THE DIRECTORS

The Board announces that:-

- (i) Mr Hiroyoshi Kido, a non-executive director of the Company,
- (ii) Mr Noriyoshi Kimura, a non-executive director of the Company,
- (iii) Mr Takashi Okita, a non-executive director of the Company,

resigned from their positions respectively with effect from 27 June 2013. The resignation from their positions as directors is necessary so that they can devote themselves mainly to their original business of their companies. Each of Mr Hiroyoshi Kido, Mr Noriyoshi Kimura and Mr Takashi Okita has confirmed that there is no disagreement with the Board and there is no matter relating to each of their resignation that needs to be brought to the attention of the Shareholders of the Company.

The Board takes this opportunity to acknowledge the contribution of Mr Hiroyoshi Kido, Mr Noriyoshi Kimura and Mr Takashi Okita to the Company with the highest regard and the greatest appreciation.

APPOINTMENT OF THE DIRECTORS

NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr Masato Takamura and Mr Teruhide Sato have been appointed as a non-executive director of the Company with effect from 27 June 2013.

Biographical information of Mr Takamura and Mr Sato includes the following:-

Mr Masato Takamura , aged 44, a non-executive Director

Experience

Name (Date of Birth)	Career Summary, Position, Responsibilities, Significant Concurrent Positions Held
Masato Takamura (February 26, 1969)	April 1992 Entered The Sanwa Bank, Limited (Currently, The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
	March 2005 Entered E*TRADE SECURITIES Co., Ltd. (Currently, SBI SECURITIES Co., Ltd.)
	Oct. 2005 General Manager of Corporate Dept. of E*TRADE SECURITIES Co., Ltd. (Currently, SBI SECURITIES Co., Ltd.)
	March 2006 Executive Officer and General Manager of Corporate Dept. of E*TRADE SECURITIES Co., Ltd. (Currently, SBI SECURITIES Co., Ltd.)
	June 2007 Director and Executive Officer, management of Corporate Dept. of SBI E*TRADE SECURITIES Co., Ltd. (Currently, SBI SECURITIES Co., Ltd.)
	April 2012 Managing Director, management of Corporate Dept. of SBI SECURITIES Co., Ltd.
	March 2013 Representative Director and President of SBI SECURITIES Co., Ltd. (present)

Mr Takamura has more than 20 years of experience in finance and securities business and has knowledge and substantial experience in the financial industry.

Save as disclosed above, Mr Takamura has not held any directorships in the last three years in companies which are listed in Hong Kong or elsewhere.

Length of service and emoluments

The Company does not have a service contract with Mr Takamura. His proposed length of service with the Company is one year and he is subject to retirement and re-election at every Ordinary General Meeting of Shareholders in accordance with the Articles of Incorporation of the Company.

The emoluments of Mr Takamura and the policy and method on determining the amounts of remuneration are disclosed below.

Relationships

Mr Takamura does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

Pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr Takamura does not have, and is not considered to have any interest in any shares or underlying shares of the Company.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr Takamura that need to be brought to the attention of the Shareholders of the Company.

Mr Teruhide Sato, aged 38, a non-executive Director

Experience

Name (Date of Birth)	Career Summary, Position, Responsibilities, Significant Concurrent Positions Held
Teruhide Sato (February 24, 1975)	Sep. 1997 Entered SOFTBANK CORP. Assigned to CyberCash K.K. (Currently, VeriTrans Inc.)
	April 1999 Moved to Softbank Finance Corp. (Currently, SOFTBANK TELECOM Corp.) from SOFTBANK CORP.
	March 2000 Retired from Softbank Finance Corp. (Currently, SOFTBANK TELECOM Corp.)(Terminated the Secondment to CyberCash K.K. (Currently, VeriTrans Inc.))
	April 2000 Representative Director, President and CEO of netprice, Ltd. (Currently, netprice.com, Ltd.)
	Feb. 2007 President and Group CEO of netprice.com, Ltd. (present)
	April 2007 Director of Shop Airlines, Ltd. (present)
	Sep. 2011 Director of Open Network Lab, Inc. (present)
	May 2012 CEO and Managing Director of Netprice Partners Co., Ltd. (Currently, Beenos Partners, Inc.) (present)

Mr Sato has 16 years of experience in finance, e-commerce and incubation business and has knowledge and substantial experience in the financial industry and internet community.

Mr Sato has a directorship in netprice.com, Ltd. listed in Mothers, Tokyo.

Save as disclosed above, Mr Sato has not held any directorships in the last three years in companies which are listed in Hong Kong or elsewhere.

Length of service and emoluments

The Company does not have a service contract with Mr Sato. His proposed length of service with the Company is one year and he is subject to retirement and re-election at every Ordinary General Meeting of Shareholders in accordance with the Articles of Incorporation of the Company.

The emoluments of Mr Sato and the policy and method on determining the amounts of remuneration are disclosed below.

Relationships

Mr Sato does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

Pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr Sato is deemed to have a personal interest in 2,820 shares of the Company and 5,861 shares of MC plus, Inc., an associated corporation of the Company, at the end of March 2013.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr Sato that need to be brought to the attention of the Shareholders of the Company.

(III) APPOINTMENT OF SUBSTITUTE STATUTORY AUDITOR

The Board announces that Mr Hideaki Asayama has been appointed by the Shareholders at the 15th Ordinary General Meeting of Shareholders as Substitute Statutory Auditor of the Company with effect from 27 June 2013.

The biographical information of Mr Asayama, the Substitute Statutory Auditor, is as follows:-

Name (Date of Birth)	Career Summary, Position, Significant Concurrent Positions Held
Hideaki Asayama (December 5, 1949)	April 1974 Entered TOKYO SHIBAURA ELECTRIC CO., LTD. (Currently, TOSHIBA CORPORATION)
	Oct. 1986 Assigned to TOSHIBA MEDICAL DO BRASIL LTDA., Director of Administration & Finance
	July 1992 Manager of Finance Div. of TOSHIBA CORPORATION
	June 1995 Assigned to Toshiba Pension Fund, Investment Manager
	June 1997 Assigned to TOSHIBA INTERNATIONAL CORPORATION, Vice President and Treasurer
	Dec. 1999 Chief Specialist, Finance & Accounting Div. of Toshiba Information & Social Infrastructure Systems Company, TOSHIBA CORPORATION
	Oct. 2000 Chief Specialist, Corporate Audit Div. Of Toshiba Information & Social Infrastructure Systems Company, TOSHIBA CORPORATION
	May 2004 Retired from TOSHIBA CORPORATION
	May 2004 Entered Toshiba Matsushita Display Technology Co., Ltd. (Currently, Japan Display Inc.), General Manager of Corporate Audit Dept.
	June 2006 Standing Statutory Auditor of Toshiba Matsushita Display Technology Co., Ltd.
June 2009 Retired from position of Standing Statutory Auditor of	

	June 2009	Toshiba Matsushita Display Technology Co., Ltd. Entered TOSHIBA DESIGN & MANUFACTURING SERVICE CORPORATION, Group Manager of Internal Audit Group
	June 2010	Statutory Auditor of SBI Liquidity Market Co., Ltd. (present)

Mr Asayama has no special interest in the Company and is a substitute Outside Statutory Auditor. He has ample experience and broad knowledge developed through years of experience in financial affairs and accounting, which the Company deems can be applied to adequately perform the role of supervision and other services regarding the management of the Company.

The appointment of Mr Asayama as a Substitute Statutory Auditor may be revoked, only before his assumption of office, by a resolution of the Board of Directors with the consent of the Board of Statutory Auditors.

(IV) POLICY AND METHOD FOR DETERMINING THE AMOUNTS OF REMUNERATION OF EXECUTIVES OR THE CALCULATION METHOD

Policy on determining remuneration of executives

The amount of remuneration (excluding bonus) of an executive is determined in consideration of the following for each executive:

- The highest amount of employee salary
- Remuneration paid in the past to executives in equivalent positions
- Business projections of the Company
- Market trend for remuneration of executives
- Degree of contribution to the business results of the Company
- Background in assuming the position(s)
- Other

The amount of bonus for an executive is determined based on the status of execution of duties and the performance of each executive.

Bonuses for executives are provided for executives that have served the positions up to the respective Ordinary General Meeting of Shareholders, provided however, that a bonus payment may be made to an executive who retired prior to the expiry of the term for the portion applicable to the period from the close of the Ordinary General Meeting of Shareholders for the previous fiscal year and to the date of retirement.

In case the business results of the Company deteriorate considerably or due to other reasonable reasons, certain measures may be taken with regard to remuneration of executives, such as reduction and partial elimination, for a certain defined period of time, based on the resolution of the Board of Directors. With regard to Statutory Auditors, certain measures may be taken with regard to their remuneration, such as reduction and partial elimination, for a certain defined period of time, based on discussions with Statutory Auditors.

Retirement allowance shall not be provided.

Method of determining remuneration of executives

Remuneration of executives shall be determined within the limit of the total remuneration amount approved in categories of Directors and auditors at the Ordinary General Meeting of Shareholders in accordance with the following method.

Remuneration and bonus of each Director shall be decided by the Board of Directors, provided however, that in case the Board of Directors entrusts the decision to the discretion of the Representative Director, the decision shall be made by the Representative Director.

Remuneration and bonus of each Auditor shall be determined based on discussions by the Auditors.

Remuneration of executives (excluding bonuses of executives) shall be revised, as a general rule, once a year within three months after the fiscal closing.

EMOLUMENTS OF THE DIRECTORS OF THE COMPANY

The estimated remuneration of each Director for this year is stated as follows:

	Name of the Directors	Estimated remuneration
(1)	Mr Yoshitaka Kitao	JPY45million
(2)	Mr Taro Izuchi	JPY43million
(3)	Mr Takashi Nakagawa	JPY8million
(4)	Mr Tomoya Asakura	JPY11million
(5)	Mr Shumpei Morita	JPY19million
(6)	Mr Noriaki Maruyama	JPY2million
(7)	Mr Peilung Li	JPY23million
(8)	Mr Hiroshi Tasaka	JPY18million
(9)	Mr Masaki Yoshida	JPY12million
(10)	Mr Kiyoshi Nagano	JPY12million
(11)	Mr Keiji Watanabe	JPY20million
(12)	Mr Akihiro Tamaki	JPY12million
(13)	Mr Masanao Marumono	JPY12million
(14)	Mr Masato Takamura	-
(15)	Mr Teruhide Sato	JPY12million

On behalf of the Board
SBI Holdings, Inc.
Yoshitaka Kitao
*Representative Director,
President & Chief Executive
Officer*

Japan, 28 June 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 Masato Takamura, Mr Hiroshi Tasaka and Mr Teruhide Sato, and the independent non-executive Directors are Mr Masaki Yoshida, Mr Kiyoshi Nagano, Mr Keiji Watanabe, Mr Akihiro Tamaki and Mr Masanao Marumono.