



SBI HOLDINGS, INC.

(Incorporated in Japan with limited liability)
(Stock code: 6488)

FORM OF PROXY FOR THE 16TH ORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of ^(Note 2) _____ being the
registered holder(s) of _____ Hong Kong Depository Receipts ("HDR") representing
Common Shares of SBI HOLDINGS, INC. ^(Note 3), hereby appoint the HDR Depository to vote for me/us at The 16th Ordinary
General Meeting to be held at Heian Room, 1st Floor, Main Building, Hotel Okura Tokyo, 2-10-4 Toranomon, Minato-ku,
Tokyo, Japan on Friday, June 27, 2014, at 10:00 a.m. (Japan Time) / 9:00 a.m. (Hong Kong Time), and at any adjournment
thereof.

I/We wish the HDR Depository to vote as indicated below in respect of the resolutions to be proposed at the meeting.

RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1	Election of Fifteen (15) Directors:		
(1)	Yoshitaka Kitao		
(2)	Takashi Nakagawa		
(3)	Tomoya Asakura		
(4)	Shumpei Morita		
(5)	Peilung Li		
(6)	Masato Takamura		
(7)	Masaki Yoshida		
(8)	Kiyoshi Nagano		
(9)	Keiji Watanabe		
(10)	Akihiro Tamaki		
(11)	Masanao Marumono		
(12)	Teruhide Sato		
(13)	Katsuya Kawashima		
(14)	Satofumi Kawata		
(15)	Kazuhiro Nakatsuka		
2	Election of Four (4) Statutory Auditors		
(1)	Atsushi Fujii		
(2)	Minoru Tada		
(3)	Yasuo Sekiguchi		
(4)	Kentaro Uryu		
3	Election of One (1) Substitute Statutory Auditor		
(1)	Hideaki Asayama		

Signature ^(Note 5) _____

Dated ^(Note 5) _____ 2014

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of Hong Kong Depository Receipts registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all Hong Kong Depository Receipts registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** In the absence of any such indication, your proxy will abstain from voting.
- This proxy form must be signed and dated by the HDR holder or his/her attorney duly authorized in writing. If the HDR holder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the HDR register of members may vote at The 16th Ordinary General Meeting by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notary certified copy of such power of attorney or authority, must be completed and deposited at the office of the HDR Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:00 p.m. on Friday, 20 June 2014 (Hong Kong time).
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- The full convocation notice of the Ordinary General Meeting, including the business report and financial statements can be accessed at <http://www.sbigroup.co.jp/english/investors/share/meeting.html>.