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SBI HOLDINGS, INC.

(Incorporated in Japan with limited liability)

(Stock code: 6488)

PROPOSED SPIN-OFF AND SEPARATE LISTING OF AXES HOLDINGS CO., LTD. ON THE KOSDAQ MARKET OF THE KOREA EXCHANGE

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Board is pleased to announce that it is currently considering a possible spin-off and separate listing of AXES Holdings, Co., Ltd., an investee company in which our Group has 100 per cent interest equity, and which is principally engaging in online settlement service business, on the KOSDAQ Market of the Korea Exchange.

On 1 February 2012, AXES Holdings submitted a Listing Application to the Korea Exchange.

The exact structure and detail of the Public Offering in Korea have not yet been finalized as the particulars of which are yet to be decided and finalized by the directors of AXES Holdings in consultation with the underwriter.

Shareholders of the Company and public investors should note that there is no assurance as to whether or when the Proposed Spin-Off will proceed, or whether it will be completed successfully. As the Proposed Spin-Off may or may not proceed, shareholders of the Company and public investors are advised to exercise caution when dealing in the securities of the Company.

Further announcements will be made by the Company as and when appropriate in compliance with the Listing Rules.

INTRODUCTION

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Board is pleased to announce that it is currently considering a possible spin-off and separate listing of AXES Holdings, Co., Ltd., an investee company in which our Group has 100 per cent interest equity, and which is principally engaging in its online settlement service business, on the KOSDAQ Market of the Korea Exchange.

On 1 February 2012, AXES Holdings submitted a Listing Application to the Korea Exchange.

It is expected that, pursuant to the Public Offering, the AXES Holdings shares may be offered for subscription by way of public offer in Korea, and placement to professional and institutional investors. Factors affecting the Proposed Spin-Off will include securing compliance with all regulatory requirements, including the applicable regulatory authorities, suitable market conditions at the relevant time and other conditions which may not be foreseen.

INFORMATION OF AXES HOLDINGS AND THE RETAINED GROUP

AXES Holdings is a holding company which holds subsidiaries, such as Zero Co., Ltd. and ZEUS Co., Ltd. (principal subsidiaries), which are providing online settlement service for e-commerce shop. In April 2011, AXES Holdings has been established for the purpose of increasing business efficiency.

The Group holds 100 per cent equity interests in AXES Holdings as investment purpose and AXES Holdings is not the Company's consolidated subsidiary under the Japanese GAAP.

The Retained Group, save for AXES Holdings, will be engaged principally in the Retained Business.

CONDITION PRECEDENT TO THE PROPOSED SPIN-OFF

Completion of the Proposed Spin-off is conditional on the Securities Market Division of the Korea Exchange granting the approval for the listing of all the AXES Holdings Shares in issue and to be issued under the Public Offering (including the AXES Holdings Shares to be issued upon the exercise of the share options that may be granted under the AXES Holdings Share Option Scheme and the over-allotment options, if any) on the KOSDAQ Market of the Korea Exchange.

GENERAL

As of the date of this announcement, the Board of AXES Holdings has not yet finalized the date of listing of the AXES Holdings Shares. The decisions of the Board of AXES Holdings to proceed with the Proposed Spin-off and the Public Offering, is dependent upon, among others, the market conditions during the period leading up to the Public Offering. There is also no assurance that the Proposed Spin-off and the separate listing of the AXES Holdings Shares in issue and to be issued under the Public Offering on the KOSDAQ Market of the Korea Exchange will take place or as to when it may take place. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and

the Public Offering as and when appropriate. Shareholders of the Company and public investors should note that there is no assurance as to whether or when the Proposed Spin-Off will proceed, or whether it will be completed successfully. As the Proposed Spin-Off may or may not proceed, Shareholders of the Company and public investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context indicates or specifies otherwise, the following defined expressions have the following meanings:

“AXES Holdings”	AXES Holdings, Co., Ltd., a company incorporated in Japan with limited liability which has been established in April 2011
“Board”	The Board of directors of the Company
“Company”	SBI Holdings, Inc., a company incorporated in Japan with limited liability
“Director(s)”	The director(s) of the Company
“Group”	The Company and its subsidiaries
“Listing Application”	An application for listing of all the ordinary shares of AXES Holdings in issue and to be issued under the Public Offering (including the AXES Holdings Shares to be issued upon the exercise of the share options that may be granted under the AXES Holdings Share Option Scheme and the over-allotment options, if any) on the KOSDAQ Market of Korea Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Proposed Spin-Off”	The proposed spin-off of the online settlement service business by the Company in AXES Holdings through a separate listing of the AXES Holdings Shares on the KOSDAQ Market
“Public Offering”	The conditional offer to the public in Korea for subscription of the AXES Holdings Shares at the Offer Price, and the conditional placing of the AXES Holdings Shares to certain professional and institutional investors for cash
“Retained Business”	The business of asset management, brokerage and investment banking, financial service, real estate and others, excluding online settlement service business operated by AXES Holdings and its subsidiaries, now being operated by SBI Group, which business will be operated by the Retained Group after completion of the Proposed Spin-off

“Retained Group”	The SBI Group
“Share(s)”	Ordinary share(s) and/or preferred share(s)
“Shareholder(s)”	Holder(s) of the Share(s) of the Company and Hong Kong Depositary Receipts representing shares of the Company

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

Japan, 2 February 2012

As of the date of this announcement, the executive Directors are Mr Yoshitaka Kitao, Mr Taro Izuchi, Mr Takashi Nakagawa, Mr Kenji Hirai, Mr Tomoya Asakura, Mr Takashi Okita, Mr Noriaki Maruyama, Mr Shumpei Morita, Mr Shinji Yamauchi, Mr Makoto Miyazaki, Mr Yoshimi Takahashi, and Mr Masaki Takayanagi, the non-executive Directors are Mr Yasutaro Sawada, 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.