



香港交易所

**Monthly Return for Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities**

For the month ended (dd/mm/yyyy) : 29/2/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SBI Holdings, Inc.

Date Submitted 5-Mar-2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>N/A</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>34,169,000</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>-</u>		<u>N/A</u>
Balance at close of the month	<u>34,169,000</u>	<u>N/A</u>	<u>N/A</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*State currency*) :

N/A

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>22,376,234</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>75,069</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>22,451,303</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1.SBI Holdings</u> <u>FY 2002 (1)</u> <u>Stock option</u> <u>_____</u> <u>_____</u> <u>( / / )</u>						
Ordinary shares	-	-	-	-	-	12,427.44
<i>(Note 1)</i>						
<u>2.SBI Holdings</u> <u>FY 2003 (1)</u> <u>Stock option</u> <u>_____</u> <u>_____</u> <u>( / / )</u>						
Ordinary shares	-	-	-	-	-	21,025.04
<i>(Note 1)</i>						
<u>3.SBI Holdings</u> <u>FY 2003 (2)</u> <u>Stock option</u> <u>_____</u> <u>_____</u> <u>( / / )</u>						

Ordinary shares	-	-	-	-	-	59,137.81
(Note 1)						
4.SBI Holdings FY 2003 (3) Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	16,618.77
(Note 1)						
5.SBI Holdings FY 2005 (1) Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	23,164
(Note 1)						
6.SBI Holdings former E*TRADE Japan K.K. Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	49,657.86
(Note 1)						
7.SBI Holdings former SBI HOME Planner Co., LTD. FY 2003 Stock option						
Stock option						
( / / )						
Ordinary shares	-	-	-	6.87	-	535.86
(Note 1)						

8.SBI Holdings former SBI Partners Co., Inc. FY2005 Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	596.20
(Note 1)						
9.SBI Holdings former FINANCE ALL CORPORATIO N FY2002 Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	1,840
(Note 1)						
10.SBI Holdings former FINANCE ALL CORPORATIO N FY2003 Stock option						
( / / )						
Ordinary shares	-	360	-	-	360	5,080
(Note 1)						
11.SBI Holdings former WORLD NICHIEI Securities Co., Ltd.FY2003 Stock option						
( / / )						

Ordinary shares	-	-	-	-	-	172.50
<i>(Note 1)</i>						
12.SBI Holdings former WORLD NICHIEI FRONTIER Securities Co., Ltd.FY2004 Stock option						
( / / )						
Ordinary shares	-	-	-	82.80	-	18,673.70
<i>(Note 1)</i>						
13.SBI Holdings former WORLD NICHIEI FRONTIER Securities Co., Ltd.FY2004 Stock option						
( / / )						
Ordinary shares	-	-	-	-	-	34.50
<i>(Note 1)</i>						
14.SBI Holdings former SBI Securities Co., Ltd.FY2005 Stock option						
( / / )						
Ordinary shares	-	-	-	101.20	-	18,222.90
<i>(Note 1)</i>						
15.SBIH(3) Stock option						

<u>( / / )</u>						
Ordinary shares	-	-	-	-	-	13,432.77
<i>(Note 1)</i>						
16.SBIH(4) Stock option						
<u>( / / )</u>						
Ordinary shares	-	-	-	-	-	1,666.08
<i>(Note 1)</i>						
Total A. (Ordinary shares) <u>360</u>						
(Preference shares) <u>N/A</u>						
(Other class) <u>N/A</u>						
Total funds raised during the month from exercise of options (State currency)				<u>JPY1,607,400</u>		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
				Total B.	(Ordinary shares) Nil _____ (Preference shares) N/A _____ (Other class) N/A _____	



Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
2. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>

## For Main Board listed issuers

			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue	_____	_____		
		Class of shares issuable ( <i>Note 1</i> )	_____	
5. Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
			N/A	N/A
6. Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> )	_____	
		Cancellation date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
			N/A	N/A
7. Redemption of shares		Class of shares redeemed ( <i>Note 1</i> )	_____	
		Redemption date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
			N/A	N/A
8. Consideration issue	At price : State currency	Class of shares issuable ( <i>Note 1</i> )	_____	
		Issue and allotment date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
			N/A	N/A

		Class of shares issuable _____ (Note 1)		
9. Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
				N/A N/A
		Class of shares issuable <u>Ordinary shares</u> (Note 1)		
10. Other (Issuing ordinary shares on 1 February 2012 pursuant to a share exchange agreement executed on 26 October 2011 between SBI Net Systems Co., Ltd. and the Company.)	At price : State currency	0.8 share of SBI Net Systems Co.,Ltd. as the issued price per share	Issue and allotment date : (dd/mm/yyyy) Date of approving the issuance and allotment: (dd/mm/yyyy)	(01/02/2012) (26/10/2011)
				74,709 N/A
		Total E.	(Ordinary shares) (Preference shares) (Other class)	74,709 N/A N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	75,069
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

## IV. Information about Hong Kong Depository Receipt (HDR)

Stock code :	<u>6488</u>	Description :	<u>SBI HLDGS-DRS</u>	
HDR Ratio :	<u>1 Depository Receipt to 0.1 Ordinary Share</u>			
	<u>Approved for Listing</u>		<u>Issued HDR</u>	
	No. of HDR (F)	No. of shares represented by HDR	No. of HDR (G)	No. of shares represented by HDR
Balance at close of preceding month	<u>20,000,000</u>	<u>2,000,000</u>	<u>497,530</u>	<u>49,753</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>(24,800)</u>	<u>(2,480)</u>
Balance at close of the month	<u>20,000,000</u>	<u>2,000,000</u>	<u>472,730</u>	<u>47,273</u>
Headroom (F)-(G)	<u>19,527,270</u>			

Remarks (if any):

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Submitted by: Toshiharu FujitaTitle: Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.