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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 13.09(2) 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, 31 October 2012

*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.*

October 31, 2012  
SBI Holdings, Inc.  
(TOKYO: 8473 / Hong Kong: 6488)

## **Subscription of the Unsecured Convertible Bonds with Stock Acquisition Rights and Partial Transfer of SBI Insurance's Shares**

As noted in the announcement on October 2, 2012, "SBIH Forms a Capital and Business Alliance with WebCrew", SBI Holdings, Inc. ("SBIH") has concluded a capital and business contract with WebCrew Inc. ("WebCrew"). In this context, the conditions of the said capital alliance have been determined; and SBIH hereby announces that today it has exchanged contracts with WebCrew that stipulate the full subscription of the unsecured convertible bonds with stock acquisition rights issued by WebCrew through third-party allotment and the partial share transfer of SBI Insurance Co., Ltd. ("SBI Insurance") to WebCrew.

### 1. Outline of the Unsecured Convertible Bonds with Stock Acquisition Rights Issued through Third-party Allotment

(1) Due date of the payment	November 19, 2012
(2) Total number of stock acquisition rights	15
(3) Subscription price of bonds and stock acquisition rights	JPY 100 million (100% of the principal amount)
(4) Number of dilutive shares related to the subscription	2,112,675 shares
(5) Total subscription price	JPY 1,500 million
(6) Striking price (or convertible price)	JPY 710

### 2. Outline of the Partial Share Transfer of SBI Insurance

(1) Number of shares to be transferred	540,000 shares (19.85% of the issued share capital of SBI Insurance as of the end of September 2012)								
(2) Total transfer price	JPY 1,620 million (JPY 3,000 per share)								
(3) Execution date	November 19, 2012								
(4) Shareholders post share transfer	<table> <tr> <td>SBIH</td> <td>76.58%</td> </tr> <tr> <td>WebCrew</td> <td>19.85%</td> </tr> <tr> <td>Aioi Nissay Dowa Insurance</td> <td>3.46%</td> </tr> <tr> <td>SOFTBANK</td> <td>0.11%</td> </tr> </table>	SBIH	76.58%	WebCrew	19.85%	Aioi Nissay Dowa Insurance	3.46%	SOFTBANK	0.11%
SBIH	76.58%								
WebCrew	19.85%								
Aioi Nissay Dowa Insurance	3.46%								
SOFTBANK	0.11%								

3. Future Prospects on the Financial Performance

The impact on the consolidated financial performance as a result of this subscription and transfer is minimal.

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For further information, please contact:

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