



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) : 28/2/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SBI Holdings, Inc.

Date Submitted 06-March-2014

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>341,690,000</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>-</u> | | <u>N/A</u> |
| Balance at close of the month | <u>341,690,000</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>224,561,761</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>224,561,761</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 | | |
| 1.SBI Holdings former WORLD NICHIEI FRONTIER Securities Co., Ltd.FY2004 Stock option _____ _____ _____ (/ /) | - | - | - | 805.00 | - | 179,204.50 |
| (Note 1) | | | | | | |
| 2.SBI Holdings former WORLD NICHIEI FRONTIER Securities Co., Ltd.FY2004 Stock option _____ _____ _____ (/ /) | | | | | | |

For Main Board listed issuers

| | | | | | | |
|-----------------|---|---|---|---|---|--------|
| Ordinary shares | - | - | - | - | - | 345.00 |
|-----------------|---|---|---|---|---|--------|

(Note 1)

3.SBI Holdings
former SBI
Securities Co.,
Ltd.FY2005
Stock option

(/ /)

| | | | | | | |
|-----------------|---|---|---|----------|---|------------|
| Ordinary shares | - | - | - | 1,242.00 | - | 174,409.00 |
|-----------------|---|---|---|----------|---|------------|

(Note 1)

| | |
|----------------------------|-----|
| Total A. (Ordinary shares) | Nil |
| (Preference shares) | N/A |
| (Other class) | N/A |

Total funds raised during the month from exercise of options (State currency)

N/A

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. Euro Yen Convertible Bonds Due 2017 | JPY | 30,000,000,000 | - | 30,000,000,000 | - | 19,556,714 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | JPY 1,534 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A | | | | | |
| 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

| Other Movements in Issued Share Capital | | | | 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 | | | | | |
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) | 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 _____ (Note 1) | 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 _____ (Note 1) | 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 _____ (Note 1) | 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 | | | | | |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ (Note 1) 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 (Note 1) Ordinary Shares Cancellation date : (dd/mm/yyyy) (N/A) AGM approval date : (dd/mm/yyyy) (28/06/2012) | N/A | (77,363) |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) _____ 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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |

| | | | | |
|---|---------------------------|---|--|-----------|
| | | Class of shares _____ issuable (<i>Note 1</i>) | | |
| 9. Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | N/A | N/A |
| 10. Other (According to the partially amended Articles of Incorporation approved at the Ordinary General Meeting of Shareholders on June 28 2012, the Company, on request from Shareholders, issued shares of less than 1 unit.) | At price : State currency | Class of shares _____ issuable (<i>Note 1</i>) | <u>Ordinary Shares</u> (05/02/2014) (12/02/2014) (13/02/2014) (17/02/2014) (19/02/2014) (21/02/2014) (25/02/2014) (26/02/2014) | |
| | | Issue and allotment date : (dd/mm/yyyy) | | |
| | | At price : State currency | JPY (Closing market price of the immediately preceding business day of each respective issue date) | |
| | | AGM approval date : (dd/mm/yyyy) | (28/06/2012) | N/A (440) |
| | | Total E. (Ordinary shares) | Nil | |
| | | (Preference shares) | N/A | |
| | | (Other class) | N/A | |

| | | |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A |
| | (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>200,000,000</u> | <u>20,000,000</u> | <u>1,218,500</u> | <u>121,850</u> |
| Increase/(decrease) | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>200,000,000</u> | <u>20,000,000</u> | <u>1,218,500</u> | <u>121,850</u> |
| Headroom (F)-(G) | <u>198,781,500</u> | | | |

Remarks (if any):

Note1: The repurchases of shares occurring from 1 October 2012 to 28 February 2014 were related to the adoption of Share Unit System implemented on 1 October 2012, according to the Company's announcement dated 14 September 2012.

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.