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Document Name: Amendment to Tender Offer Registration Statement

Attention: Director General of the Kanto Local Finance Bureau

Date of Filing: April 11, 2007

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Nagoya Stock Exchange, Inc.  
(3-17, 3-chome, Sakae, Naka-ku, Nagoya, Aichi)

(Note 1) When used in this statement, the “Tender Offeror” means Citigroup Japan Investments LLC.

(Note 2) When used in this statement, the “Target” means Nikko Cordial Corporation.

(Note 3) When used in this statement, the “Law” means the Securities and Exchange Law of Japan (Law No. 25 of 1948, as amended).

- (Note 4) In this statement, unless otherwise stated, the number of days or the date and time means the number of days or the date and time in Japan.
- (Note 5) Unless otherwise described in this statement, all procedures concerning the tender offer in connection with the filing of this statement (the “Tender Offer”) shall be conducted in Japanese. If any document concerning the Tender Offer is prepared in English and there is any discrepancy between the English version and the Japanese version, the Japanese version shall prevail.
- (Note 6) The Tender Offer will be conducted to purchase Shares of Common Stock, the Rights to Subscribe for New Shares and Share Purchase Warrants of the Target, a company incorporated in Japan. The Tender Offer will be conducted in compliance with the procedures prescribed by the Securities and Exchange Law of Japan and related disclosure standards; however, these procedures and standards are not necessarily identical to those in the United States of America. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934 and the Rules and Regulations thereunder shall not apply to the Tender Offer, and the Tender Offer may or may not be conducted in compliance with any procedure or standard thereunder.
- (Note 7) This statement contains forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 (“Forward-Looking Statements”). Due to known or unknown risks, uncertainties or other factors, actual results may materially differ from any forecast, expressly or implicitly, indicated as a Forward-Looking Statement contained herein. Neither the Tender Offeror nor any of its affiliates guarantee that any forecast, expressly or implicitly, indicated as a Forward-Looking Statement will turn out to be accurate. Any Forward-Looking Statement is prepared based on information held by the Tender Offeror as of the date hereof, and the Tender Offeror and its affiliates do not intend, and disclaim any obligation, to update or modify any such statement to reflect future events or developments, except as may be required by any applicable laws and regulations or stock exchange rules.

## 1 Reason for Filing Amendment to Tender Offer Registration Statement

This Amendment to the Tender Offer Registration Statement is filed, in accordance with Article 27-8, Paragraph 2 of the Law, in order to amend a part of the description included in the Tender Offer Registration Statement filed as of March 15, 2007 (as amended by the Amendment to the Tender Offer Registration Statement filed as of April 6, 2007).

## 2 Items to be Amended

Part I. Terms and Conditions of the Tender Offer

6. Permission for the Acquisition of Shares, etc.

(2) Applicable Laws

(3) Dates and numbers of the permissions

## 3 Description Pre- and Post-Amendment

Amended portions are underlined.

Part I. Terms and Conditions of the Tender Offer

6. Permission for the Acquisition of Shares, etc.

(2) Applicable Laws

(Pre-Amendment)

### ③ Securities and Futures Ordinance of Hong Kong

Under the Securities and Futures Ordinance of Hong Kong, the Tender Offeror is required to obtain the approval of the Securities and Futures Commission of Hong Kong (“SFC”) in order to become a substantial shareholder of Primasia Securities (Asia) Limited, the Target’s subsidiary in Hong Kong. The Tender Offeror will be deemed to be a substantial shareholder of Primasia Securities (Asia) Limited if, upon consummation of the Tender Offer, the Tender Offeror will become entitled to exercise, directly or indirectly, 35% or more of the voting power at the general meetings of the Target. After the relevant application is received by the SFC, the SFC will conduct a review, which typically takes approximately six weeks. The Tender Offeror may not become a substantial shareholder without the SFC’s approval and may be subject to monetary or criminal penalties if such acquisition is completed without the necessary approvals. The review application concerning the Tender Offer was filed on March 21, 2007.

(Post-Amendment)

### ③ Securities and Futures Ordinance of Hong Kong

Under the Securities and Futures Ordinance of Hong Kong, the Tender Offeror is required to obtain the approval of the Securities and Futures Commission of Hong Kong (“SFC”) in order to become a substantial shareholder of Primasia Securities (Asia) Limited, the Target’s subsidiary in Hong Kong. The Tender Offeror will be deemed to be a substantial shareholder of Primasia Securities (Asia) Limited if, upon consummation of the Tender Offer, the Tender Offeror will become entitled to exercise, directly or indirectly, 35% or more of the voting power at the general meetings of the Target. After the relevant application is received by the SFC, the SFC will conduct a review, which typically takes approximately six weeks. The Tender Offeror may not become a substantial shareholder without the SFC’s approval and may be subject to monetary or criminal penalties if such acquisition is completed without the necessary approvals. The review application concerning the Tender Offer was filed on March 21, 2007, and it was approved on April 10, 2007.

(3) Dates and numbers of the permissions

(Pre-Amendment)

Country Name	Name of the Organization Authorizing Permission	Date of Permission	Number of Permission
United Kingdom	Financial Services Authority	March 23, 2007	Not Applicable
Luxembourg	Commission de Surveillance du Secteur Financier	March 26, 2007	B.07/382-JLE/MDO
Luxembourg	Commission de Surveillance du Secteur Financier	March 30, 2007	OPC.07/4074-ET/CE

(Post-Amendment)

Country Name	Name of the Organization Authorizing Permission	Date of Permission	Number of Permission
United Kingdom	Financial Services Authority	March 23, 2007	Not Applicable
<u>Hong Kong</u>	<u>Securities and Futures Commission</u>	<u>April 10, 2007</u>	<u>Not Applicable</u>
Luxembourg	Commission de Surveillance du Secteur Financier	March 26, 2007	B.07/382-JLE/MDO
Luxembourg	Commission de Surveillance du Secteur Financier	March 30, 2007	OPC.07/4074-ET/CE