

Strategic Alliance **between Sumitomo Mitsui Financial Group and Promise**

Tokyo, June 21, 2004 --- Sumitomo Mitsui Financial Group, Inc. ("SMFG", President and CEO: Yoshifumi Nishikawa) and Promise Co., Ltd. ("Promise", President: Hiroki Jinnai) today reached an agreement, subject to the approvals of the relevant authorities, to form a strategic alliance in the consumer finance business.

I. Purpose of Strategic Alliance

The consumer finance business is expected to grow further as it changes significantly in step with the maturing of economy and diversification of consumers' sense of value and lifestyles. Under such circumstances, SMFG and Promise has agreed to form a strategic alliance in order to establish the No. 1 consumer finance business in Japan by meeting customers' various finance needs and providing attractive products.

As strategic partners, SMFG and Promise will form a full-scale alliance forged from positions of strength, and provide the best products and services by leveraging their respective resources such as brands, customer base, expertise, and experience.

As a first step, SMFG and Promise will form a business alliance and a capital alliance. The outline is as follows.

II. Outline of Business Alliance

1. Sumitomo Mitsui Banking Corporation ("SMBC"), a wholly-owned subsidiary of SMFG, and Promise will jointly develop new consumer loan models in order to capture immediate cashing needs of a wide range of customers, including first-timers. SMBC and Promise will provide several types of loans with different levels of interest rates and quickly make loans due to fast credit approval process.

SMBC and Promise will significantly grow consumer finance business by providing convenient loan products with interest rates ranging from 8% to around 12% through SMBC's marketing channels. At the same time, SMBC and Promise plan to establish a new joint venture (tentative name: SMBC Consumer Finance Co., Ltd. "SMBCCF") for promoting loan products with interest rates ranging from 15% to 18%.

Promise, with its experience in consumer finance business, will fully support SMBC and SMBCCF by guaranteeing their loan products, as well as providing expertise in marketing, credit monitoring and loan collection. SMBC will set up consumer loan counters and install loan processing machines to be developed by Promise at its branches. Furthermore, SMFG and Promise will cooperate to utilize their respective network infrastructures.

2. The Japan Net Bank Limited ("JNB"), a subsidiary of SMFG, will forge a comprehensive strategic alliance with Promise, starting with the consumer loan business.
3. SMBC and Promise will jointly develop finance products and services for small businesses.
4. SMFG and Promise will exchange a wide range of officers and employees on a group basis to enhance the mutual understanding of each other's business.

In addition, both companies will seek further development of business alliance, including collaboration of Promise with other subsidiaries of SMFG, such as Sumitomo Mitsui Card Co., Ltd. and SAKURA CARD CO., Ltd.

SMFG and Promise aim to achieve about 500 billion yen in consumer loan balance in 3 years on a group basis, and further expand the business alliance to enhance the synergy effect.

III. Outline of Capital Alliance

SMFG and Promise will enter into the following capital alliance in order to share

the profit from the business alliance and strengthen their relationship.

1. SMBC, a subsidiary of SMFG, will acquire shares of common stock equivalent to 20% of Promise's outstanding shares through the following methods.
 - (1) By July 13, 2004, SMBC will acquire shares equivalent to 15% of Promise's outstanding shares as follows:
 - (a) Subscription of newly issued shares through third party allocation (8,900,000 ordinary shares)
 - (b) Purchase of treasury stock (4,330,000 ordinary shares)
 - (c) Purchase of shares from existing major individual shareholders (7,000,000 ordinary shares)
 - (2) SMFG plans to acquire additional shares of common stock of Promise, in appropriate ways, up to 20% of Promise's outstanding shares.
2. SMFG will obtain a seat on Promise's board of directors, subject to the approval at Promise's general shareholders meeting.
3. There will be no changes in Promise's management structure, corporate organization and business structure.