

SHINHAN FINANCIAL GROUP CO LTD

Form 20-F

June 30, 2005

**Table of Contents**

**As filed with the Securities and Exchange Commission on June 30, 2005**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2004**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission File Number:            -**

**Shinhan Financial Group Co., Ltd.**

*(Exact name of registrant as specified in its charter)*

**N/A**

*(Translation of registrant's  
name into English)*

**The Republic of Korea**

*(Jurisdiction of incorporation  
or organization)*

**120, 2-Ga, Taepyung-Ro, Jung-Gu  
Seoul 100-102, Korea**

*(Address of principal executive offices)*

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**Title of Each Class:**

**Name of Each Exchange on Which Registered:**

Common stock, par value Won 5,000 per share  
American depositary shares

New York Stock Exchange\*  
New York Stock Exchange

\* Not for trading, but only in connection with the listing of American depositary shares on the New York Stock Exchange, pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the last full fiscal year covered by this Annual Report:

319,319,011 shares of common stock, par value of Won 5,000 per share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days:

Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17  Item 18

---

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>EXPLANATORY NOTE</u>	3
<u>CERTAIN DEFINED TERMS, CONVENTIONS AND CURRENCY OF PRESENTATION</u>	3
<u>FORWARD LOOKING STATEMENTS</u>	3
<u>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	5
<u>Directors and Senior Management</u>	5
<u>Advisers</u>	6
<u>Independent Registered Public Accounting Firms</u>	6
<u>ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u>	6
<u>ITEM 3. KEY INFORMATION</u>	7
<u>Selected Financial Data</u>	7
<u>Exchange Rates</u>	13
<u>Risk Factors</u>	14
<u>ITEM 4. INFORMATION ON THE COMPANY</u>	35
<u>History and Development of Shinhan Financial Group</u>	35
<u>Our Acquisition and Integration of Chohung Bank</u>	40
<u>Business Overview</u>	46
<u>Description of Assets and Liabilities</u>	79
<u>Supervision and Regulation</u>	148
<u>Properties</u>	172
<u>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	173
<u>ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	235
<u>Directors and Senior Management</u>	235
<u>Compensation</u>	238
<u>Corporate Governance</u>	238
<u>Board Practices</u>	241
<u>Employees</u>	242
<u>Share Ownership</u>	242
<u>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	247
<u>Major Shareholders</u>	247
<u>Related Party Transactions</u>	248
<u>ITEM 8. FINANCIAL INFORMATION</u>	249
<u>Consolidated Financial Statements and Other Financial Information</u>	249
<u>ITEM 9. THE OFFER AND LISTING</u>	251
<u>Market Price Information and Trading Market</u>	251
<u>ITEM 10. ADDITIONAL INFORMATION</u>	257
<u>Articles of Incorporation</u>	257
<u>Exchange Controls</u>	265
<u>Taxation</u>	269
<u>Documents On Display</u>	276
<u>ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	276
<u>ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	276
<u>Description of American Depositary Receipts</u>	276



**Table of Contents**

	<b>Page</b>	
<u>ITEM 13.</u>	<u>DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	284
<u>ITEM 14.</u>	<u>MATERIAL MODIFICATION TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	284
<u>ITEM 15.</u>	<u>CONTROLS AND PROCEDURES</u>	284
<u>ITEM 16A.</u>	<u>AUDIT COMMITTEE FINANCIAL EXPERT</u>	284
<u>ITEM 16B.</u>	<u>CODE OF ETHICS</u>	285
<u>ITEM 16C.</u>	<u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	285
<u>ITEM 16D.</u>	<u>EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>	286
<u>ITEM 17.</u>	<u>FINANCIAL STATEMENTS</u>	286
<u>ITEM 18.</u>	<u>FINANCIAL STATEMENTS</u>	286
<u>ITEM 19.</u>	<u>EXHIBITS</u>	286
	<u>INDEX TO FINANCIAL STATEMENT</u>	F-1
	<u>INDEX OF EXHIBITS</u>	E-1
	<u>EX-8.1 LIST OF ALL SUBSIDIARIES</u>	
	<u>EX-12.1 CERTIFICATIONS OF CEO PER RULE 13A-14(A)</u>	
	<u>EX-12.2 CERTIFICATIONS OF CFO PER RULE 13A-14(A)</u>	
	<u>EX-13.1 CERTIFICATIONS OF CEO PER RULE 13A-14(B)</u>	
	<u>EX-13.2 CERTIFICATIONS OF CFO PER RULE 13A-14(B)</u>	
	<u>EX-15.1 KOREAN FINANCIAL HOLDING COMPANIES ACT</u>	
	<u>EX-15.4 KOREAN SECURITIES AND EXCHANGE ACT</u>	
	<u>EX-15.5 KOREAN TRUST BUSINESS ACT</u>	
	<u>EX-15.6 KOREA SPECIALIZED CREDIT FINANCIAL BUSINESS ACT</u>	
	<u>EX-15.7 KOREAN ACT ON BUSINESS</u>	

**Table of Contents**

**EXPLANATORY NOTE**

On August 19, 2003, we acquired 80.04% of the outstanding common shares of Chohung Bank. In December 2003, our ownership increased to 81.15% following our additional capital injection of W200 billion. In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. See Item 4. Information on the Company Our Acquisition of Chohung Bank . We delisted Chohung Bank from the Stock Market Division of the Korea Exchange on July 2, 2004. However, we will not combine or merge the operations of Chohung Bank with those of our other principal banking subsidiary, Shinhan Bank, for a period of three years following the acquisition. Our consolidated financial statements as of and for the year ended December 31, 2003 include Chohung Bank as of and for the period from September 1, 2003 to December 31, 2003. Unless otherwise indicated, the income statement information and other data relating to the results of operations of Chohung Bank in 2003 refer to the results of operations of Chohung Bank for the period from September 1, 2003 to December 31, 2003. However, in those areas where we have not fully integrated the operations of Chohung Bank into ours, such as risk management, we have presented information about Chohung Bank separately from information about the rest of our group.

**CERTAIN DEFINED TERMS, CONVENTIONS AND CURRENCY OF PRESENTATION**

All references to Korea or the Republic contained in this document mean The Republic of Korea. All references to the government mean the government of The Republic of Korea. The Financial Supervisory Service is the executive body of the Financial Supervisory Commission . References to MOFE are to the Ministry of Finance and Economy. The terms we, us and our mean Shinhan Financial Group Co., Ltd. ( Shinhan Financial Group ) and/or its consolidated subsidiaries as the context requires or unless the context otherwise requires. The terms Shinhan , SFG or the Group mean Shinhan Financial Group and/or its consolidated subsidiaries unless the context otherwise requires. The terms Shinhan Bank and SHB refer to Shinhan Bank on a consolidated basis, unless otherwise specified or the context otherwise requires. The terms Chohung Bank , Chohung and CHB refer to Chohung Bank on a consolidated basis, unless otherwise specified or the context otherwise requires.

Our fiscal year ends on December 31 of each year. All references to a particular year are to the year ended December 31 of that year.

In this document, unless otherwise indicated, all references to Won or W are to the currency of the Republic, and all references to U.S. Dollars , Dollars , \$ or US\$ are to the currency of the United States of America. Unless otherwise indicated, all translations from Won to Dollars were made at W1,035.10 to US\$1.00, which was the noon buying rate in The City of New York for cable transfers in Won per US\$1.00 as certified for customs purposes by the Federal Reserve Bank of New York (the Noon Buying Rate ) on December 31, 2004. On June 23, 2005, the Noon Buying Rate was W1,1010.50 = US\$1.00. No representation is made that the Won or U.S. Dollar amounts referred to in this report could have been or could be converted into Dollars or Won, as the case may be, at any particular rate or at all.

Unless otherwise indicated, the financial information presented in this document has been prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ).

Any discrepancies in any table between totals and the sums of the amounts listed are due to rounding.

**FORWARD LOOKING STATEMENTS**

This document includes forward-looking statements , as defined in Section 27A of the U.S. Securities Act, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act ), including statements regarding our expectations and projections for future operating performance and business prospects. The words believe , expect , anticipate , estimate , project and similar words used in connection with any discussion of future operating or financial performance identify forward-looking

**Table of Contents**

statements. In addition, all statements other than statements of historical facts included in this document are forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. All forward-looking statements are management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. This document discloses, under the caption

Item 3. Key Information Risk Factors and elsewhere, important factors that could cause actual results to differ materially from our expectations ( Cautionary Statements ). Included among the factors discussed under the caption

Item 3. Key Information Risk Factors are the followings risks related to our business, which could cause actual results to differ materially from those described in the forward-looking statements: the risk of adverse impacts from an economic downturn; increased competition; market volatility in securities and derivatives markets, interest or foreign exchange rates or indices; other factors impacting our operational plans; or legislative or regulatory developments.

We caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this document.

All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Cautionary Statements.



**Table of Contents****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS  
DIRECTORS AND SENIOR MANAGEMENT**

The names and positions of our directors and executive officers are set forth below. The business address of all of our directors and executive officers is our registered office at 120, 2-Ga Taepyung-Ro, Jung-Gu, Seoul 100-102, Korea.

**Executive Directors**

<b>Name</b>	<b>Position</b>
<i>Eung Chan Ra</i>	Chairman of the Board of Directors and Head of the Board Steering Committee
<i>In Ho Lee</i>	President and Chief Executive Officer and a member of the Board Steering Committee
<i>Young Hwi Choi</i>	Executive Director

**Non-Executive Directors**

<b>Name</b>	<b>Position</b>
<i>Young Seok Choi</i>	Non-Executive Director; Audit Committee member
<i>Yong Woong Yang</i>	Non-Executive Director
<i>Pyung Joo Kim</i>	Outside Director; Board Steering Committee member; Head of Risk Management Committee; Compensation Committee member
<i>Il Sup Kim</i>	Outside Director; Head of Audit Committee; Compensation Committee member
<i>Sang Yoon Lee</i>	Outside Director; Audit Committee member; Compensation Committee member
<i>Yoon Soo Yoon</i>	Outside Director; Risk Management Committee member; Compensation Committee member
<i>Shee Yul Ryoo</i>	Outside Director; Board Steering Committee member; Compensation Committee member
<i>Byung Hun Park</i>	Outside Director; Board Steering Committee member
<i>Young Hoon Choi</i>	Outside Director
<i>Dong Hyun Kwon</i>	Outside Director; Audit Committee member
<i>Si Jong Kim</i>	Outside Director; Audit Committee member
<i>Philippe Reynieix</i>	Outside Director; Risk Management Committee member

Non-executive directors are directors who are not our employees and do not hold executive officer positions in us. Outside directors are non-executive directors who also satisfies the requirements set forth under the Korea Securities and Exchange Act of 1976 to be independent of our major shareholders, affiliates and the management.

**Table of Contents****Executive Officers**

In addition to the executive directors who are also our executive officers, we currently have the following executive officers.

<b>Name</b>	<b>Position</b>
<i>Jae Woo Lee</i>	Senior Executive Vice President of Subsidiary Management Team I, Integration Management Team and Integration Planning Team (Human Resource)
<i>Chil Sun Hong</i>	Senior Executive Vice President of Subsidiary Management Team II, Synergy Management Team, Audit & Compliance Team and Integration Planning Team (Business Process Reengineering, Basel II, and Customer Relation Management)
<i>Byung Jae Cho</i>	Chief Financial Officer and Senior Executive Vice President of Planning & Financial Management Team and Investor Relations Team
<i>Baek Soon Lee</i>	Senior Executive Vice President of Information & Technology Planning Team, Public Relations Team, General Service Team and Joint Procurement Planning Team

**ADVISERS**

Certain legal matters in connection with the American depository shares will be passed upon for us by Simpson Thacher & Bartlett LLP, at 425 Lexington Avenue, New York, New York, our United States counsel, and by Horizon Law Group, at Dabong Tower Building, 890-12, Daechi-dong, Kangnam-ku, Seoul 135-280, Korea, our Korean counsel.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS**

Our independent auditors for the consolidated financial statements prepared under accounting principles generally accepted in the United States of America, or U.S. GAAP, were as follows.

<b>Name</b>	<b>Period</b>	<b>Address</b>	<b>Membership in Professional Bodies</b>
Samil PricewaterhouseCoopers	As of and for the years ended December 31, 2002 and 2003	Kukje Center Building 15th Floor 191 Hangangro 2ga, Yongsan-gu, Seoul, Korea	Korean Institute of Certified Public Accountants
KPMG Samjong Accounting Corp.	As of and for the year ended December 31, 2004	Star Tower 10th Floor 737 YeokSam-dong, KangNam- gu, Seoul 135-984 Korea	Korean Institute of Certified Public Accountants

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**Table of Contents****ITEM 3. KEY INFORMATION****SELECTED FINANCIAL DATA****Selected Consolidated Financial and Operating Data Under U.S. GAAP**

The selected consolidated financial data set forth below for the years ended December 31, 2002, 2003 and 2004 and as of December 31, 2002, 2003 and 2004 have been derived from our consolidated financial statements which have been prepared in accordance with U.S. GAAP.

You should read the following data with the more detailed information contained in Item 5. Operating and Financial Review and Prospects and our consolidated financial statements included in Item 18. Financial Statements. Historical results do not necessarily predict the future.

**Consolidated Income Statement Data**

	Year Ended December 31,				
	2001	2002	2003	2004	2004
	(In billions of Won and millions of US\$, except per common share data)				
Interest and dividend income	W 3,694	W 3,735	W 5,331	W 7,712	\$ 7,450
Interest expense	2,439	2,305	2,998	4,138	3,997
Net interest income	1,255	1,430	2,333	3,574	3,453
Provision for loan losses	411	236	1,011	195	188
Provision for guarantees and acceptances	(6)	10	(46)	(60)	(58)
Noninterest income	632	1,037	1,118	2,092	2,021
Noninterest expense	828	1,302	1,937	3,152	3,045
Income tax expense	223	320	248	764	739
Minority interest	(1)	10	26	153	148
Income before extraordinary item and effect of accounting change	432	589	275	1,462	1,412
Extraordinary gain	64			28	27
Cumulative effect of a change in accounting principle, net of taxes				(23)	(22)
Net income	W 496	W 589	W 275	W 1,467	\$ 1,417
Net income per common shares (in currency unit):					
Net income basic(1)	W 1,948	W 2,246	W 1,024	W 4,875	\$ 4.71
Net income diluted(2)	1,663	2,243	984	4,347	4.20
Weighted average common shares outstanding-basic (in thousands of common shares)	254,680	262,480	262,987	292,465	
Weighted average common shares outstanding-diluted (in thousands of common shares)	299,215	262,812	279,745	337,479	

*Notes:*

- (1) Basic earnings per share are calculated by dividing the net income available to common stockholders by the weighted average number of common shares issued and outstanding for the period.
- (2) Diluted earnings per share are computed in a manner consistent with that of basic earnings per share, while giving effect to the potential dilution that could occur if convertible securities, options or other contracts to issue common stock were converted into or exercised for common stock. We have three categories of potentially dilutive common shares: (i) shares issuable on exercise of stock option, (ii) shares issuable on bond with warrants and (iii) shares issuable on conversion of preferred shares.

**Table of Contents****Consolidated Balance Sheet Data**

As of December 31,

2001                      2002                      2003                      2004                      2004

(In billions of Won and millions of US\$,  
except per common share data)

<b>Assets</b>										
Cash and cash equivalents	W	580	W	282	W	1,897	W	2,444	\$	2,361
Restricted cash		678		1,365		3,662		3,301		3,189
Interest-bearing deposits in banks		255		125		409		220		213
Call loans and securities purchased under resale agreements		1,816		576		1,898		1,591		1,537
Trading assets:										
Trading securities and other		858		926		2,857		4,639		4,481
Derivatives assets		98		139		520		1,678		1,621
Securities:										
Available-for-sale securities		7,087		8,737		18,099		18,108		17,494
Held-to-maturity securities		6,038		4,408		3,605		3,099		2,994
Loans (net of allowance for loan losses of W720 billion in 2001, W996 billion in 2002, W3,631 billion in 2003 and W2,311 billion in 2004)		32,997		44,139		91,791		94,868		91,651
Customers liability on acceptances		1,566		928		2,365		2,012		1,944
Premises and equipment, net		530		828		2,003		1,848		1,786
Goodwill and intangible assets		4		219		1,676		1,660		1,604
Security deposits		390		466		966		968		935
Other assets		2,205		1,648		4,601		7,072		6,832
<b>Total assets</b>	<b>W</b>	<b>55,102</b>	<b>W</b>	<b>64,786</b>	<b>W</b>	<b>136,349</b>	<b>W</b>	<b>143,508</b>	<b>\$</b>	<b>138,642</b>

**Liabilities and Stockholders Equity****Liabilities:**

## Deposits:

Interest-bearing	W	31,036	W	35,886	W	82,161	W	79,934	\$	77,223
Non-interest-bearing		1,184		1,163		1,328		2,746		2,653
Trading liabilities		119		131		513		1,758		1,698
Acceptances outstanding		1,566		928		2,365		2,012		1,944
Short-term borrowings		5,759		6,994		11,204		10,954		10,582
Secured borrowings		4,088		4,706		6,316		6,308		6,094
Long-term debt		4,876		8,235		21,218		23,617		22,816
Accrued expenses and other liabilities		3,562		3,193		6,555		9,713		9,385
<b>Total liabilities</b>		<b>52,190</b>		<b>61,236</b>		<b>131,660</b>		<b>137,042</b>		<b>132,395</b>

Minority interest		2		288		583		66		63
Redeemable convertible preferred stock						711		736		711

**Stockholders equity:**

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Common stock	1,462	1,462	1,472	1,596	1,542
Additional paid-in capital	1,041	1,048	1,073	1,658	1,602
Retained earnings	638	1,077	1,189	2,456	2,373
Accumulated other comprehensive income, net of taxes	164	70	58	158	153
Less: treasury stock, at cost	(395)	(395)	(397)	(204)	(197)
<b>Total stockholders equity</b>	<b>2,910</b>	<b>3,262</b>	<b>3,395</b>	<b>5,664</b>	<b>5,473</b>
Total liabilities, minority interest, redeemable convertible preferred stock and stockholders equity	W 55,102	W 64,786	W 136,349	W 143,508	\$ 138,642

**Table of Contents****Dividends****Year Ended December 31,**

	<b>2000(1)</b>	<b>2001(2)</b>	<b>2002(3)</b>	<b>2003(3)</b>	<b>2004(3)</b>
--	----------------	----------------	----------------	----------------	----------------

**(In Won and US\$, except ratios)****U.S. GAAP:**

## Cash dividends per common stock:(4)

In Korean Won	W 400	W 750	W 600	W 600	W 600
In U.S. dollars	\$ 0.34	\$ 0.63	\$ 0.50	\$ 0.50	\$ 0.50

## Cash dividends per preferred stock

In Korean Won	N/A	N/A	N/A	N/A	W 135.12
In U.S. dollars	N/A	N/A	N/A	N/A	\$ 0.13

## Stock dividends per common stock(4)

**Korean GAAP:**

## Cash dividends per common stock:(5)

In Korean Won	W 750	W 600	W 600	W 600	W 600
In U.S. dollars	\$ 0.63	\$ 0.50	\$ 0.50	\$ 0.50	\$ 0.50
Dividend ratio(6)	15.00%	12.00%	12.00%	12.00%	12.00%

## Cash dividends per preferred stock:

In Korean Won	W 50	N/A	N/A	N/A	W 857
In U.S. dollars	\$ 0.04	N/A	N/A	N/A	\$ 0.83
Dividend ratio(6)	1.00%	N/A	N/A	N/A	17.14%

## Stock dividends per common stock(5)

*N/A = not available.**Notes:*

- (1) Represents dividends declared on common stock of Shinhan Bank.
- (2) Under U.S. GAAP, represents dividends declared on common stock of Shinhan Bank for the year ended December 31, 2000. Under Korean GAAP, represents dividends accrued in the period to which relates for the year ended December 31, 2001.
- (3) Represents dividends declared on common stock of Shinhan Financial Group for the year ended December 31, 2002, 2003 and 2004.
- (4) Represents dividends declared on common stock of Shinhan Financial Group in 2001 and 2002.
- (5) Represents dividends accrued in the period to which Shinhan Bank relates for 2000, represents dividends accrued in the period to which Shinhan Financial Group relates for the year ended December 31, 2001, and represents dividends declared on common stock of Shinhan Financial Group in 2002, 2003 and 2004. In connection with our holding company restructuring in 2001, common stock of Shinhan Bank was exchanged for common stock of Shinhan Financial Group on a 1:1 ratio.
- (6) Dividends declared and paid as a percentage of par value of W5,000 per share.

**Table of Contents****Selected Statistical Information***Profitability Ratios*

	Year Ended December 31,			
	2001	2002	2003	2004
	(Percentages)			
Net income as a percentage of:				
Average total assets(1)	0.94%	0.94%	0.29%	1.01%
Average stockholders equity(1)(2)	16.14	15.99	8.83	31.44
Including redeemable convertible preferred stock(3)	N/A	N/A	8.15	27.22
Including redeemable convertible preferred stock and redeemable preferred stock(3)	N/A	N/A	8.24	22.73
Dividend payout ratio(4)	38.91	25.59	57.20	15.87
Net interest spread(5)	2.28	2.39	2.48	2.63
Net interest margin(6)	2.66	2.58	2.65	2.78
Efficiency ratio(7)	43.88	52.78	56.13	55.63
Cost-to-average assets ratio(8)	1.57	2.08	2.01	2.18
Equity to average asset ratio(9):	5.84	5.89	3.24	3.22
Including redeemable convertible preferred stock(3)	N/A	N/A	3.51	3.72
Including redeemable convertible preferred stock and redeemable preferred stock(3)	N/A	N/A	4.04	4.83

N/A = Not applicable.

Notes:

- (1) Average balances are based on (a) daily balances for Shinhan Bank, Chohung Bank and Jeju Bank and (b) quarterly balances for other subsidiaries.
- (2) Does not include the redeemable preferred stock or the redeemable convertible preferred stock described below.
- (3) As consideration for our acquisition of Chohung Bank, on August 18, 2003, we issued to the Korea Deposit Insurance Corporation (i) 46,583,961 shares of our Redeemable Preferred Stock and (ii) 44,720,603 shares of our Redeemable Convertible Preferred Stock, which were convertible into 12.28% of our common shares as of December 31, 2004. Pursuant to the terms of the Redeemable Preferred Stock issued to Korea Deposit Insurance Corporation, we are required to redeem such shares in five equal annual installments commencing three years from the date of issuance. These Redeemable Preferred Stock are treated as debt under U.S. GAAP. Pursuant to the terms of the Redeemable Convertible Preferred Stock, we are required to redeem the full amount of such shares outstanding five years from the date of issuance to the extent not converted into our common shares. Each share of Redeemable Convertible Preferred Stock is convertible into one share of our common stock. The dividend ratios on the Redeemable Preferred Stock and the Redeemable Convertible Preferred Stock are 4.04% and 2.02%, respectively. In August 2003, we also raised W900 billion in cash through the issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose vehicle. These redeemable preferred shares have terms that are different from the redeemable preferred shares issued to Korea Deposit Insurance Corporation. We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010. See Item 4. Information on the Company Our Acquisition of Chohung



Bank Liquidity and Capital Resources and Item 10. Additional Information Articles of Incorporation  
Description of Capital Stock Description of Redeemable Preferred Stock .

(4) Represents the ratio of total dividends declared on common stock as a percentage of net income.

10

---

**Table of Contents**

- (5) Represents the difference between the yield on average interest-earning assets and cost of average interest-bearing liabilities.
- (6) Represents the ratio of net interest income to average interest-earning assets.
- (7) Represents the ratio of noninterest expense to the sum of net interest income and noninterest income, a measure of efficiency for banks and financial institutions. Efficiency ratio may be reconciled to comparable line-items in our income statement for the periods indicated as follows:

	Year Ended December 31,			
	2001	2002	2003	2004
	(In billions of Won, except percentages)			
Non-interest expense(A)	W 828	W 1,302	W 1,937	W 3,152
<i>Divided by</i>				
The sum of net interest income and noninterest income(B)	1,887	2,467	3,451	5,666
Net interest income	1,255	1,430	2,333	3,574
Noninterest income	632	1,037	1,118	2,092
Efficiency ratio ((A) as a percentage of(B))	43.88%	52.78%	56.13%	55.63%

- (8) Represents the ratio of noninterest expense to average total assets.
- (9) Represents the ratio of average stockholders' equity (not including the redeemable preferred stock or the redeemable convertible preferred stock) to average total assets.

**Asset Quality Ratios**

	As of December 31,			
	2001	2002	2003	2004
	(In billions of Won, except percentages)			
Total loans	W 33,665	W 45,052	W 95,295	W 97,080
Total allowance for loan losses	720	996	3,631	2,311
Allowance for loan losses as a percentage of total loans	2.14%	2.21%	3.81%	2.38%
Total non-performing loans(1)	W 530	W 518	W 1,844	W 1,750
Non-performing loans as a percentage of total loans	1.57%	1.15%	1.94%	1.80%
Non-performing loans as a percentage of total assets	0.96%	0.80%	1.35%	1.22%
Impaired loans(2)	W 1,492	W 1,263	W 3,488	W 2,646
Allowance for impaired loans	385	480	1,349	885
Impaired loans as a percentage of total loans	4.43%	2.80%	3.66%	2.73%
Allowance for impaired loans as a percentage of impaired loans	25.80%	38.00%	38.68%	33.47%

*Notes:*

- (1) Non-performing loans are defined as those loans, both corporate and consumer, which are past due more than 90 days.
- (2) Impaired loans include loans that are classified as substandard or below according to the asset classification guidelines of the Financial Supervisory Commission, loans that are past due for 90 days or more and loans that qualify as troubled debt restructurings under U.S. GAAP.

**Table of Contents****Capital Ratios**

	As of December 31,			
	2001	2002	2003	2004
	<b>(Percentages)</b>			
Requisite capital ratio(1)	134.43%	130.93%	118.41%	129.41%
Total capital adequacy ratio for Shinhan Bank(2)	11.99	10.92	10.49	11.94
Tier I capital adequacy ratio(2)	8.24	6.81	6.34	7.45
Tier II capital adequacy ratio(2)	3.75	4.11	4.15	4.49
Total capital adequacy ratio for Chohung Bank(3)	10.43	8.66	8.87	9.40
Tier I capital adequacy ratio(3)	5.91	4.61	4.47	4.99
Tier II capital adequacy ratio(3)	4.52	4.05	4.40	4.41
Adjusted equity capital ratio of Shinhan Card(4)	N/A	10.86	13.78	16.48

N/A = not applicable.

*Notes:*

- (1) We were restructured as a financial holding company on September 1, 2001 and became subject to minimum capital requirements as reflected in the requisite capital ratio. Under the guidelines issued by the Financial Supervisory Commission applicable to financial holding companies, we, at the holding company level, are required to maintain a minimum requisite capital ratio of 100%. Requisite capital ratio represents the ratio of net aggregate amount of our equity capital to aggregate amounts of requisite capital (all of which are described in Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Capital Adequacy ). This computation is based on our consolidated financial statements in accordance with Korean GAAP.
- (2) Shinhan Bank's capital adequacy ratios are computed in accordance with the guidelines issued by the Financial Supervisory Commission, which was revised as of December 31, 2002 to take into account market risk as well as credit risk. The capital ratios as of December 31, 2002 were calculated using these revised guidelines. Under these guidelines, Shinhan Bank is required to maintain a minimum capital adequacy ratio of 8%. Applying the previous calculation, which only takes into account credit risks, Shinhan Bank's total capital adequacy ratio as of December 31, 2002, 2003 and 2004 were 10.91%, 10.59% and 11.96%, respectively. This computation is based on Shinhan Bank's consolidated financial statements prepared in accordance with Korean GAAP. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Capital Adequacy.
- (3) Chohung Bank's capital adequacy ratios are computed in accordance with the guidelines issued by the Financial Supervisory Commission, which was revised in 2002 to take into account market risk as well as credit risk. The capital ratios as of December 31, 2004 were calculated using these revised guidelines. Under these guidelines, Chohung Bank is required to maintain a minimum capital adequacy ratio of 8%. Applying the previous calculation, which only takes into account credit risks, Chohung Bank's total capital adequacy ratio as of December 31, 2003 and 2004 was 8.89% and 9.39%, respectively. This computation is based on the Chohung Bank's consolidated financial statements prepared in accordance with Korean GAAP. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Capital Adequacy.
- (4) Represents the ratio of total adjusted shareholders' equity to total adjusted assets and is computed in accordance with the guidelines issued by the Financial Supervisory Commission for credit card companies. Under these

guidelines, Shinhan Card, which was established on June 4, 2002, is required to maintain a minimum adjusted equity capital ratio of 8%. This computation is based on Shinhan Card's nonconsolidated financial statements prepared in accordance with Korean GAAP.

**Table of Contents****EXCHANGE RATES**

The following table sets forth, for the periods and dates indicated, certain information concerning the Noon Buying Rate in Won per US\$1.00.

<b>Year Ended December 31,</b>	<b>At End of Period</b>	<b>Average(1)</b>	<b>High</b>	<b>Low</b>
<b>(Won per US\$1.00)</b>				
2000	1,267.00	1,130.90	1,267.00	1,105.50
2001	1,313.50	1,292.00	1,369.00	1,234.00
2002	1,186.30	1,250.31	1,332.00	1,160.60
2003	1,192.00	1,192.08	1,262.00	1,146.00
2004	1,035.10	1,139.30	1,195.10	1,035.1
2005 (through June 23)	1,010.50	1,014.80	1,058.00	997.00
January	1,026.90	1,038.00	1,058.00	1,024.00
February	1,000.90	1,023.10	1,044.00	1,000.90
March	1,015.40	1,007.80	1,023.90	997.50
April	997.00	1,010.10	1,019.00	997.00
May	1,005.00	1,001.80	1,009.00	997.00
June (through 23)	1,010.50	1,009.40	1,016.00	1,003.00

*Note:*

(1) The average of the Noon Buying Rates over the relevant period.

We have translated certain amounts in Korean Won, which appear in this document, into dollars for convenience. This does not mean that the Won amounts referred to could have been, or could be, converted into dollars at any particular rate, the rates stated above, or at all. All translations from Won to dollars are based on the Noon Buying Rate in effect on December 31, 2004, which was W1,035.10 to US\$1.00. The exchange rates used for convenience translations differ from the actual rates used in the preparation of our consolidated financial statements.

**Table of Contents****RISK FACTORS**

*An investment in the American depositary shares representing our common shares involves a number of risks. You should carefully consider the following information about the risks we face, together with the other information contained in this document, in evaluating us and our business.*

**Risks Relating to Our Banking Business**

***We have significant exposure to small- and medium-sized enterprises including smaller enterprises, which may result in a deterioration of our asset quality to this segment and have an adverse impact on us.***

Our loans to small- and medium-sized enterprises meeting the definition of such enterprises under the Basic Act on Small- and Medium-sized Enterprises and its Presidential Decree increased from W14,649 billion as of December 31, 2002 to W38,055 billion as of December 31, 2003 and to W38,713 billion as of December 31, 2004. These balances represent 32.5%, 40.0% and 39.9%, respectively, of our total loan portfolio as of December 31, 2002, 2003 and 2004. For a definition of small- and medium-sized enterprises, see Item 4. Information on the Company Business Overview Our Principal Activities Corporate Banking Services Small- and medium-sized Enterprises Banking . Non-performing loans to small- and medium-enterprises as described above were W159 billion as of December 31, 2002, W605 billion as of December 31, 2003 and W1,005 billion as of December 31, 2004, representing 1.09%, 1.59% and 2.60% of our total loans to small- and medium-sized enterprises as of December 31, 2002, 2003 and 2004.

Since 2002, the industry-wide delinquency ratios for loans to small- and medium-sized enterprises have been rising under Korean GAAP. According to data compiled by the Financial Supervisory Service, the delinquency ratio (net of charge-offs, which has also increased significantly) for loans by Korean banks to small- and medium-sized enterprises increased from 1.9% as of December 31, 2001 to 3.2% as of May 31, 2004, the record-high to date. As of December 31, 2004, such delinquency ratio was 2.1%. The delinquency ratio for loans to small-and medium-sized enterprise is calculated as the ratio of (1) the outstanding balance of such loans in respect of which either principal payments are overdue by one day or more or interest payments are over due by 14 days or more (if prior interest payments on a loan were made late on more than three occasions, in which case the loan is considered delinquent if interest payments are overdue by one day or more) to (2) the aggregate outstanding balance of such loans. Shinhan Bank's delinquency ratio for such loans increased from 1.07% as of December 31, 2002 to 1.80% as of December 31, 2004 and Chohung Bank's delinquency ratio for such loans increased from 1.53% as of December 31, 2002 to 2.21% as of December 31, 2004. In 2002, 2003 and 2004, under Korean GAAP, Shinhan Bank charged off loans to small-and medium-sized enterprises of W43 billion, W36 billion and W101 billion, respectively, while Chohung Bank charged off loans to small- and medium-sized enterprises of W49 billion, W73 billion and W255 billion, respectively. In addition, Chohung Bank sold loans to small- and medium-sized enterprises of W28 billion in 2002, none in 2003 and W357 billion in 2004. Shinhan Bank did not sell any of its loans to small- and medium-sized enterprises in 2002 and 2003, but sold W146 billion in 2004. Absent these charge-offs and loan sales, the delinquency ratios would have been higher.

We have increased significant exposure to the real estate, leasing and service industry as it presented significant growth opportunities in recent years. Our loans to the real estate, leasing and service industry increased from W4,552 billion, or 8.99% of total corporate loans (Shinhan Bank and Chohung Bank combined), as of December 31, 2002 to W6,132 billion, or 11.34% of total corporate loans, as of December 31, 2003, and to W7,691 billion, or 14.08% of total corporate loans, as of December 31, 2004. In addition, our loans to the hotel and leisure industry as of December 31, 2003 and 2004 aggregated W1,977 billion and W2,082 billion, respectively, or 3.66% and 3.81%, respectively, of total corporate loans. However, the real estate, leasing and service industry and the hotel and leisure industry have been experiencing significant difficulties recently resulting in higher delinquencies and impairment. As of December 31, 2004, under Korean GAAP, the delinquency ratios for loans to the real estate, leasing and service industry were 2.67% for Chohung Bank and 1.53% for Shinhan Bank, in each case net of charge-offs and loan sales. As of December 31, 2004, under Korean GAAP, the delinquency ratios for loans to the hotel and leisure industry

**Table of Contents**

were 2.74% for Chohung Bank and 2.17% for Shinhan Bank, in each case net of charge-offs and loan sales. A continued deterioration in asset quality of loans to this industry sector may materially and adversely affect our financial condition and results of operations.

The small- and medium-sized enterprise lending business is still the focus of intense competition among large commercial banks and the opportunities for us to expand our business with more established small- and medium-sized enterprises have been reduced. We have in recent years selectively increased our customer base to include relatively smaller enterprises, including small unincorporated businesses and sole proprietorships. We believe that lending to these customers have presented an opportunity for growth but also increased our credit risk exposure relative to our existing customers in this segment. Continued weakness in the Korean and global economies, among other things, will adversely affect the financial condition of small- and medium-sized enterprises and may impair their ability to service their debt, including our loans to such customers.

***We may not be able to sustain the high rate of growth in our mortgage and home equity lending. In addition, we cannot assure that the asset quality of our mortgage and home equity loans, in particular the long-term mortgage and home equity loans, will not deteriorate.***

Over the past three years, mortgage and home equity lending was the largest contributor to the growth of our lending business. Our mortgage and home equity lending grew from W11,539 billion at December 31, 2002 to W20,517 billion at December 31, 2003 and to W22,180 billion at December 31, 2004. Such increase represents 20.5% of the overall increase in our loan portfolio over that period. Of our total consumer loan portfolio, 59.9%, 49.8% and 52.24% was attributable to mortgage and home equity lending as of December 31, 2002, 2003 and 2004, respectively. The volume of such lending is significantly dependent on, among other things, competitive conditions, real estate prices, interest rate levels and government policies affecting these markets. There can be no assurance that these factors will support continued significant growth of our mortgage and home equity lending business.

Consistent with practices in the Korean banking sector, a substantial majority of our mortgage and home equity loans have maturity of one to three years and are renewable based on our credit decisions. Since early 2004, however, we have begun offering longer-term mortgage and home equity loans with maturities of ten to 30 years similar to those offered in the United States. As of December 31, 2004, we had W5,752 billion of such long-term mortgage and home equity loans outstanding, for which we established an allowance for loan losses of W5 billion. For mortgage and home equity loans, we establish allowances based on loss factors taking into consideration historical performance of the portfolio, previous loan loss history and charge-off information. Due to the limited history of extending these longer term mortgage and home equity loans, we cannot assure you that the allowances we have established against these loans will be sufficient to cover all future losses arising from these loans in the future. Although we adjust the loss factors derived from the migration analysis as appropriate to reflect the impact of any current conditions on loss recognition that has not been adequately captured by our historical analysis, no assurance can be given that we may adequately do so in time or at all.

***A decline in the value of the collateral securing our loans and our inability to realize full collateral value may adversely affect our credit portfolio.***

Borrowers' houses, other real estate or securities secure substantial portions of our loans. As of December 31, 2004, the secured portion of Won-denominated loans of Shinhan Bank amounted to W27,033 billion, or 65.7% of such loans, and the secured portion of Won-denominated loans of Chohung Bank amounted to W15,921 billion, or 48.6% of such loans under Korean GAAP. No assurance can be given that the collateral value may not materially decline in the future. Until recently, it was Shinhan Bank's general policy to lend up to 50%-70% of the appraised value of collateral, which appraisal value we believe was, in general, lower than the market value. Chohung Bank's policy is to lend up to the estimated recovery value of the collateral, which Chohung Bank calculates based on the value of collateral published by the courts as recovered through court-approved auctions and further adjusted to take into account the existence of any lien or other security interest that is prior to Chohung Bank's security interest. We believe that such estimated recovery value of the collateral is in general, lower than the market value. However, downturns in the real





**Table of Contents**

estate market as well as decreases in the value of securities collateral in the past have resulted at times in the principal amount of a number of loans exceeding the value of the underlying collateral. Declines in the value of securities and/or real estate prices in Korea that result in shortfalls in collateral values to loan amounts would require us to increase loan loss provisions and may have a material adverse effect on us. For a description of our collateral valuation policy, see Item 4. Information on the Company Description of Assets and Liabilities Risk Management Credit Risk Management of Shinhan Bank Credit Evaluation and Approval Consumer Loans and Item 4. Information on the Company Business Overview Our Principal Activities Retail Banking Services Consumer Lending Activities .

Foreclosure on collateral generally requires a written petition to a Korean court. Such application, when made, may be subject to delays and administrative requirements that may result in a decrease in the recovery value of such collateral. Foreclosure proceedings under laws and regulations in Korea typically take from seven months to one year from initiation to collection depending on the nature of the collateral. In addition, there can be no assurance that we will be able to realize the full value on such collateral as a result of, among other factors, delays in foreclosure proceedings, defects in the perfection of collateral, fraudulent transfers by borrowers and general declines in collateral value as large numbers of properties are placed in the market.

***We may experience a further deterioration of the credit quality of our credit card and other consumer lending portfolios.***

Our total consumer portfolio is comprised of three principal product types, namely mortgage and home equity loans, credit cards and other consumer loans (which include principally unsecured consumer loans). In recent years, credit card and other consumer lending, including lending to small unincorporated businesses, in Korea experienced significant growth as a result of government policies and a greater focus on these sectors by commercial banks and credit card companies. This growth, however, has led to industry-wide declines in overall credit quality, with increased delinquencies, provisions and charge-offs, as a result of, among other things, weak economic conditions as well as an increase in unemployment. The unemployment rates in Korea have changed from 3.4% as of December 31, 2003, to 3.2% as of December 31, 2004 and to 3.7% as of March 31, 2005.

The amount of credit card loans has increased from W2,763 billion as of December 31, 2002 to W6,112 billion as of December 31, 2003 but decreased to W4,732 billion as of December 31, 2004. Our other consumer loans, on the other hand, have continued to increase from W4,962 billion as of December 31, 2002 to W14,580 billion as of December 31, 2003 and to W15,546 billion as of December 31, 2004. While the bulk of these increases resulted from our acquisition of Chohung Bank, the underlying portfolio growth at both Shinhan Bank and Chohung Bank has resulted in increasing delinquencies in this portion of our portfolio. While our delinquency ratio for total consumer loans decreased from 3.95% in 2002 to 2.04% in 2004, the credit card and other consumer loan sectors continue to experience credit quality problems and there can be no assurance that a continuation of these problems will not have a material adverse effect on our results of operations.

In addition, due to the rapid increase in consumer debt in Korea in recent years, the Korean government has adopted a series of regulations designed to restrain the rate of growth in, and delinquencies of, cash advances, credit card loans and credit card usage generally and to strengthen the reporting of, and compliance with, credit quality indexes. In March 2002, the Financial Supervisory Commission imposed sanctions, ranging from warnings and administrative fines to partial business suspensions, on substantially all Korean credit card issuers as a result of alleged unlawful or unfair practices discovered during its industry-wide inspection. In March 2002, Chohung Bank was given a warning by the Financial Supervisory Commission for issuing credit cards to underaged customers. In late 2002, the Korean government enacted a number of changes to the laws governing the reporting by credit card issuers, including increasing the minimum allowance required, stated as a certain percentage of outstanding balance, and revising the calculation of delinquency ratios applicable to credit cards, which are performed on a Korean GAAP basis as described in Item 5. Operating and Financial Review and Prospects Reconciliation with Korean Generally Accepted Accounting Principles . The Korean government may adopt further regulatory changes in the future that affect the credit card industry, which in turn may adversely affect our credit card operations. See Item 4.



**Table of Contents**

Information on the Company Business Overview Our Principal Activities Credit Card Services . In the consumer loan sector, the Korean government enacted a number of changes to laws governing retail lending volumes, including the lowering of maximum loan-to-value ratio of mortgage and home equity loans to 60%, and in certain cases to 40%. We believe that the Korean government will continue to announce regulatory changes restricting the growth of consumer loans, in particular, mortgage and home equity lending. These regulations may significantly reduce the level of our consumer lending and credit card operations that we engage and maintain in the future. The growth and profitability of our consumer lending and credit card operations may suffer materially as a result of these enforcement activities and regulations and proposed regulations.

***Developments adversely affecting the business and liquidity of credit card companies in Korea may result in losses in respect of our exposure to such companies.***

Adverse developments in the credit card industry in recent years such as industry-wide increases in delinquencies and resulting increases in provisioning for loan losses have had a negative impact on investors' perception of credit card companies in the Korean corporate debt market, thereby significantly limiting the ability of credit card companies to obtain financing through issuances of debt securities. According to a press release issued by the Financial Supervisory Commission, the average industry-wide delinquency ratio (defined as ratio of credit card balances that are delinquent for more than 30 days over total outstanding balances, including delinquent balances rewritten as credit card loans) of credit card companies in Korea was approximately 18.25% as of December 31, 2004. As a result, Korean credit card companies have been experiencing significant financial and liquidity difficulties. As of March 31, 2005, such delinquency ratio was reported to have decreased to 15.73%. As of December 31, 2004, we held debt and equity securities issued by credit card companies (including through asset-backed securitization) in the aggregate principal amounts of W356 billion and W183 billion, respectively, in our investment portfolio.

As of December 31, 2004, we had loans outstanding to credit card companies in the aggregate principal amount of W538 billion. These loans, excluding loans extended to LG Card, are considered performing in accordance with our internal credit rating methodology and therefore we have not recognized a specific loan loss allowance against these loans. See Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to the Credit Card Industry . To the extent that financial and liquidity difficulties experienced by credit card companies are not resolved on a timely basis, the asset quality of our exposure to credit card companies may become significantly impaired, resulting in losses that are materially adverse to our financial condition and results of operations and capital adequacy.

***The recent announcement by the Korean National Tax Service relating to the tax treatment of certain deposit products may adversely affect our financial condition and results of operations.***

Beginning in 2002, commercial banks in Korea, including Shinhan Bank and Chohung Bank, offered to their customers deposit products that utilize Korean Won and Japanese Yen swaps to maximize the return for such customers. According to the terms of these deposit products, deposits made by customers in Korean Won are converted into Japanese Yen and repaid in Japanese Yen at maturity. The repayment amount is then converted back into Korean Won. While these deposit products typically carry a low interest rate, ranging from 0.05% to 0.3% per annum, the actual return to the customers were higher as a result of foreign exchange gains. These deposit products are attractive to customers, in particular high net worth customers, since the gains from foreign exchange were deemed not to be interest subject to income tax. However, in May 2005, the Korean National Tax Service announced a recommendation in which it decided that these gains were taxable as interest income and that the banks should refile its tax returns to include the unwithheld amounts. In June 2005, the Korean National Tax Service made a follow-up announcement confirming this position by stating, among other things, foreign currency deposits disguised as derivative products would be subject to tax and tax withholding. Eight of the commercial banks in Korea, who are subject to this adverse tax treatment, have announced their intention to challenge the foregoing decision by the Korean National Tax Service while complying with the Tax Service's information requests. As of June 1, 2005, Shinhan Bank and Chohung Bank would have been subject to a tax withholding liability of W17.2 billion and W1.5 billion, respectively.



**Table of Contents**

The commercial banks had marketed these deposit products to their customers on the basis that such deposit products were exempt from income tax or tax withholding. We believe that few, if any, of these customers have reported the gains from such deposit products as interest income subject to taxation in their tax returns. According to the Korean National Tax Service, these deposit customers are also responsible for including the income received from these deposits in their final individual tax returns relating to comprehensive financial taxable income. However, depending on the amount of income received from these products, the individual customers may be subject to (i) a higher tax rate on all of his or her taxable income, (ii) a fine for failing to properly report the interest income in an amount equal to 20% of the unreported amount, and (iii) a fine for failing to pay tax on such interest income in an amount equal to interest applied at a rate of 10.95% per annum to such unpaid tax amount. No assurance can be given that aggrieved customers will not bring claims against these commercial banks, including Shinhan Bank and Chohung Bank, if their tax liabilities are increased as a result of the foregoing events. Such claims, if there is merit, may lead to significant level of actual or contingent liabilities for us although we cannot ascertain the amount of such potential claims at this time. Such claims, to the extent material, may adversely affect our financial condition and results of operations.

***We have significant exposure to LG Card, which is experiencing financial difficulties and which is in a workout program. If this program is not satisfactorily resolved, it may have a material adverse effect on us.***

LG Card, one of Korea's largest credit card companies, has experienced significant liquidity and asset quality problems in recent years. In November 2003, the creditor banks of LG Card (including Shinhan Bank and Chohung Bank) agreed to provide a new W2 trillion credit facility, secured by credit card receivables, to enable LG Card to resume cash operations. Our portion of this commitment was W216.7 billion, consisting of W113.7 billion for Shinhan Bank and W103 billion for Chohung Bank. The maturity of this credit facility was extended to December 2005. Certain of LG Card's creditor banks (including our subsidiaries) also agreed to extend the maturity of a portion of LG Card's debt coming due in 2003 for one year, after the chairman of LG Group pledged his personal stake in LG Corporation, the holding company for the LG Group, LG Investment & Securities and LG Card as collateral to offset future losses of LG Card.

After the failure to auction LG Card to a buyer in December 2003, the principal creditors of LG Card tentatively agreed to a rescue plan in January 2004 under which the Korea Development Bank would acquire a 25% (subsequently adjusted to 26%) interest in LG Card and the other creditors would collectively acquire a 74% (subsequently adjusted to 73%) ownership interest following the completion of several debt-to-equity swaps contemplated for 2004. In addition, the creditors agreed to form a normalization steering committee for LG Card to oversee LG Card's business operations. An extraordinary shareholders' meeting of LG Card was held in March 2004 and a new chief executive officer as well as directors nominated by the normalization steering committee were elected. In February 2004, the creditors exchanged indebtedness of W954 billion (including our portion of W77.5 billion) for shares constituting 54.8% of the outstanding share capital of LG Card. LG Group also funded an additional W800 billion to LG Card (in addition to a W200 billion capital contribution made in December 2003). In March 2004, the LG Group and the Korea Development Bank provided additional liquidity of W375 billion and W125 billion, respectively. In May 2004, LG Card completed a capital write-down of 97.7% of its outstanding common stock, which included the W954 billion converted into equity by the creditors in February 2004 (including our portion of W77.5 billion). In July 2004, the creditors also converted an additional W954 billion of indebtedness into equity of LG Card (including our portion of W77.5 billion) and W1.59 trillion of new loans extended to LG Card (including our portion of W154.4 billion) into equity of LG Card. In January 2005, the LG Group and the creditor banks provided additional liquidity of W1 trillion in the aggregate (including W25.3 billion for Shinhan Bank and W23.0 billion for Chohung Bank for our aggregate portion of W48.3 billion) and also reduced the interest rate from 7.5% per annum to 5.5% per annum as well as extending the maturity of existing indebtedness of LG Card. In March 2005, the maturity of the W2 trillion credit facility extended by the creditor financial institutions were further extended to December 2006, subject to four equal quarterly installment repayments in 2006. In addition, the terms of the collateral for this facility were amended. Prior to this amendment, the creditor financial institutions were entitled to receive the cash inflows from collection on such collateral.



**Table of Contents**

LG Card was not required to maintain a minimum collateral ratio or to enhance its credit support through the provision of additional collateral. Thus, there was no guarantee against losses to the extent that collection results in a shortfall of the principal amount of the credit extended. As a result of the amendment, however, LG Card is entitled to the cash received from collection on condition that LG Card maintains a minimum collateral ratio of 105%. In March 2005, LG Card also completed a capital write-down of 81.8% of its outstanding common stock, which included the W2,417 billion of equity held by the creditors (including our portion of W216 billion).

As of December 31, 2004, our total exposure to LG Card was W335 billion, including W148 billion of loans, W4 billion of debt securities and W183 billion of equity securities. We made an allowance for loan losses of W13 billion for the loans. As a result of the satisfactory progress on scheduled debt restructuring of LG Card, we recorded reversal of loan loss provisions of W77 billion and recognized securities impairment losses of W1 billion in 2004 in respect of our exposures to LG Card. In connection with the LG Card rescue plan, Shinhan Bank transferred W10 billion of exposure in its performance-based trust account to the bank account in January 2004 and Chohung Bank also transferred W30 billion of exposure in its performance-based trust account to the bank account in February 2004, resulting in an increase in our total exposure to LG Card. These exposures were included in our credit exposure that was converted into equity in connection with the rescue plan of LG Card as described above.

The value of underlying collateral, our pro rata entitlement thereto and the allowances we have established or will establish against our exposures to LG Card and other Korean credit card companies may not be sufficient to cover all future losses arising from these exposures. Following the debt-to-equity conversions in respect of our exposures to LG Card, we may experience further losses if the market value of the LG Card equity securities we own falls below their recorded book value. In addition, in the case of credit card companies that are in or in the future enter into workout, restructuring, reorganization or liquidation proceedings, our recoveries from those companies may be limited. We may, therefore, experience future losses with respect to these exposures.

In addition, our investment portfolio includes beneficiary certificates representing interests in investment trusts whose assets include securities issued by troubled credit card companies, including LG Card. Accordingly, to the extent that the value of securities issued by credit card companies declines as a result of their financial difficulties or otherwise, we may experience losses on our investment securities.

***We have significant exposure to SK Networks, which is experiencing financial difficulties that it concealed through accounting irregularities and which is in a workout program. If this program is not satisfactorily resolved, it may have a material adverse effect on us.***

As of December 31, 2004, our total exposure outstanding to SK Networks (formerly, SK Global) alone was W683 billion, or 0.53% of our total exposure, consisting of W339 billion in loans, W2 billion in debt securities, W236 billion in equity securities and W106 billion in guarantees and acceptances. Of our total loans outstanding to SK Networks, W24 billion was secured. For the unsecured loans of W315 billion, we made allowance for loan losses of W19 billion. With respect to the guarantees and acceptances outstanding, we made allowances of W6 billion.

In the first quarter of 2003, accounting irregularities were discovered at SK Networks to which most commercial banks in Korea, including ourselves, had substantial exposure. These irregularities had concealed the weak financial condition of SK Networks over a period of several years. In March 2003, the principal creditor banks of SK Networks commenced formal workout procedures against SK Networks under the Corporate Restructuring Promotion Act of Korea. In October 2003, SK Networks and its overseas subsidiaries completed the final major step in the restructuring of indebtedness of SK networks and its overseas subsidiaries, including the following:

the purchase by SK Networks of approximately US\$540 million of the US\$563 million of total indebtedness of its overseas subsidiaries held by non-Korean institutions in exchange for 43% of the principal amount in promissory notes and 5% of the principal amount in the form of bonds with warrants;



**Table of Contents**

the purchase or inclusion in the restructuring plan of SK Networks of all of the approximately US\$126 million of indebtedness of its overseas subsidiaries held by Korean financial institutions; and

the entering into a Memorandum of Understanding on the Corporate Restructuring Implementation, or Memorandum, in respect of the restructuring of the approximately US\$2 billion of indebtedness to SK Networks.

All of the indebtedness of SK Networks and its overseas subsidiaries held by Korean financial institution creditors was resolved either through an exchange for 43% of the principal amount in promissory notes and 5% of the principal amount in the form of bonds with warrants or in accordance with the Memorandum. Under the Memorandum, all of the indebtedness of SK Networks held by the Korean financial institution creditors was converted into shares of common stock, redeemable preferred stock and mandatory convertible bonds of SK Networks. SK Corp., which is the parent company of SK Networks, also converted approximately US\$760 million of its claims against SK Networks into the shares of common stock of SK Networks in connection with the Memorandum.

As a result of this corporate restructuring, we owned 9.49% of common shares of SK Networks (or 9.82% of total equity ownership in SK Networks including the redeemable preferred stock) as of December 31, 2004.

We also have exposures to other companies belonging to the SK Group. As of December 31, 2004, our total exposure outstanding to SG Wicus Corporation. was W3 billion, consisting of W3 billion in loans. For the loans, we have made an allowance for loan losses of W0.02 billion. In addition, as of December 31, 2004, our total exposure outstanding to SK Corporation, the controlling company of the SK Networks, was W633 billion, or 0.49% of our total exposure, consisting of W37 billion in loans, W206 billion in debt securities, W138 billion in equity securities, and W252 billion in guarantees and acceptances. We classify loans and guarantees and acceptances to other SK Group companies, including SK Corporation, as performing in accordance with our internal credit rating methodology and therefore no specific allowance is made against these loans or guarantees and acceptances. Our management believes the general allowance of W4 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within this portfolio, including those loans to companies within the SK Group, including SK Corporation and excluding SK Networks and SG Wicus Corporation.

For a more detailed discussion of our exposure to the SK Group as of December 31, 2004, see Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to SK Group Companies .

***We have exposure to the largest Korean business conglomerates, known as chaebols , and, as a result, recent and any future financial difficulties of chaebols may have an adverse impact on us.***

As a result of the unfavorable financial and economic conditions in Korea, a number of chaebols have experienced and continue to experience financial difficulties. We have significant exposure to chaebols and large corporate borrowers. Of our twenty largest corporate exposures as of December 31, 2004, seven are companies that are members of the twenty-nine largest chaebols in Korea. If the quality of the exposures extended by us to chaebols declines, we would require additional loan loss provisions in respect of loans and would record impairment losses in respect of securities, which would adversely affect our financial condition, results of operations and capital adequacy.

In particular, we have significant exposures to former Ssangyong Group companies, a number of which have been experiencing financial difficulties. In 1998, Daewoo Motors acquired Ssangyong Motors from the former Ssangyong Group, on condition that certain of the then existing liabilities of Ssangyong Motors be retained by the former Ssangyong Group. In connection with this transaction, nine member companies of the Ssangyong Group assumed in the aggregate W1.8 trillion, which subsequently resulted in significant increases in interest expense for such companies, further aggravated by a sharp increase in interest rates during the financial crisis of the late 1990 s. Several of the Ssangyong Group companies, including Ssangyong Corporation, Ssangyong Cement Industrial and Ssangyong Engineering & Construction, have experienced significant financial and liquidity difficulties as a result and were subsequently placed under workout programs

**Table of Contents**

by their respective creditors. In particular, Chohung Bank is the largest creditor to Ssangyong Corporation and, as such, is the lead creditor bank under the workout program applicable to Ssangyong Group companies. As of December 31, 2004, our total exposure to Ssangyong Corporation and Ssangyong Cement Industrial amounted to W279 billion and W155 billion, respectively, for which we have raised allowances for loan losses of W40 billion, or 14.4%, and W10 billion, 6.5%, respectively. Of our total loans and guarantees and acceptances to the Ssangyong Group, W305 billion was classified as impaired.

We cannot assure you that the allowances we have established against our exposures to the former Ssangyong Group companies will be sufficient to cover all future losses arising from these exposures. In addition, with respect to those companies that are in or in the future enter into workout or liquidation proceedings, we may not be able to make any recoveries against such companies. We may, therefore, experience future losses with respect to those loans, which may have a material adverse impact on our financial condition, results of operations and capital adequacy.

For a more detailed discussion of our exposure to the former Ssangyong Group as of December 31, 2004, see Item 4. Information on the Company Description of Assets and Liabilities Loans Loan Concentrations Exposures to Ssangyong Group Companies .

***Future financial difficulties of chaebols may adversely affect the credit quality of our small- and medium-sized enterprise customers who serve chaebols.***

Many of the more established small- and medium-sized enterprises, which have been a key focus of our corporate banking activities, have close business relationships with chaebols, primarily as suppliers and subcontractors. Recently, many chaebols have moved and continue to move their production plants or facilities or business operations to China and other countries with lower labor costs and other expenses, which will lead to less business opportunities for small- and medium-sized enterprises resulting in a material adverse impact on their financial condition and results of operations, including their ability to service their debt as they come due. Financial difficulties experienced by our small- and medium-sized enterprises customers, and our less established customers in particular, may have an adverse impact on our financial condition and results of operations.

***We have exposure to companies that are currently or may in the future be put in restructuring, and we may suffer losses as a result of additional loan loss provisions required and/or the adoption of restructuring plans with which we do not agree.***

As of December 31, 2004, our total loans and guarantees and acceptances to companies that were under troubled debt restructurings amounted to W1,480 billion or 1.4% of our total loans and guarantees and acceptances. As of the same date, our allowances for losses on these loans and guarantees and acceptances amounted to W295 billion, or 19.9% of these loans.

These allowances may not be sufficient to cover all future losses arising from our exposure to these companies. Furthermore, in the event that any of our borrowers become subject to corporate restructuring procedures, we may be forced to restructure our credits pursuant to restructuring plans approved by other creditor financial institutions holding 75% or more of the total outstanding debt (and 75% or more of the total outstanding secured debt, if the restructuring plan includes the restructuring of existing secured debt) of the borrower, or to dispose of our credits to other creditors on unfavorable terms.

***The loss of deposit accounts maintained by Korean courts with Chohung Bank may adversely affect Chohung Bank's financial position and results of operations.***

Chohung Bank believes that it holds the largest amount of deposits made by litigants and applicants in connection with legal proceedings in Korean courts or by persons involved in disputes. Although Chohung Bank has been involved in this business for more than forty years and has acquired certain competitive advantages and entry barriers in connection therewith, no assurance can be given that Chohung Bank will be able to maintain its competitiveness in this area. The Korean Supreme Court in 1994 opened to other banks the opportunity to establish new sub-branches or branches in newly opened court houses. The Supreme Court

**Table of Contents**

may open up competitive bidding to the entire network of sub-branches and branches taking court deposits. If the Supreme Court decides to select a bank for court deposits at all courts through competitive bidding, there can be no assurance that Chohung Bank will be selected. Because court deposits are a low-cost source of funding and Chohung Bank had total court deposits of W3,872 billion, W4,205 billion and W4,329 billion as of December 31, 2002, 2003 and 2004, respectively, which accounted for 9.2%, 10.8% and 11.2% of total Won deposits of Chohung Bank as of the same periods, the loss of such business may adversely affect Chohung Bank's financial condition and results of operations.

***Any deterioration in the asset quality of our guarantees and acceptances will likely have a material adverse affect on our financial condition and results of operations.***

In the normal course of our banking activities, we make various commitments and incur certain contingent liabilities in the form of guarantees and acceptances. Certain guarantees issued or modified after December 31, 2002 that are not derivative contracts have been recorded on our consolidated balance sheet at their fair value at inception. Other guarantees are recorded as off-balance sheet items in the footnotes to our financial statements and those guarantees that we have confirmed to make payments on become acceptances, which are recorded on the balance sheet. We had aggregate guarantees of W5,546 billion, and acceptances of W2,012 billion as of December 31, 2004. We provide an allowance for losses with respect to guarantees and acceptances as of each balance sheet date. We provided allowances for losses of W76 billion in respect of the guarantees and W17 billion in respect of acceptances as of December 31, 2004. If we experience significant asset quality deterioration in our guarantees and acceptances exposures, no assurance can be given that such allowances will be sufficient to cover any actual losses resulting in respect of these liabilities, or that the losses we incur on guarantees and acceptances will not be larger than those experienced on corporate loans.

**Risks Relating to Our Strategy**

***As a holding company, we are dependant on receiving dividends from our subsidiaries in order to pay dividends on our common shares.***

We are a financial holding company with minimal operating assets other than the shares of our subsidiaries. Our source of funding and cash flow is dividends from, or disposition of our interests in, our subsidiaries or our cash resources, most of which are currently the result of borrowings. Since our principal asset is the outstanding capital stock of Shinhan Bank and Chohung Bank, our ability to pay dividends on our common shares will mainly depend on dividend payments from Shinhan Bank, Chohung Bank and other subsidiaries.

Under the Korean Commercial Code, dividends may only be paid out of distributable income, an amount which is calculated by subtracting the aggregate amount of a company's paid-in capital and certain mandatory legal reserves from its net assets, in each case as of the end of the prior fiscal year;

Under the Bank Act, a bank also is required to credit at least 10% of its net profit to a legal reserve each time it pays dividends on distributable income until such time when this reserve equals the amount of its total paid-in capital; and

Under the Bank Act and the requirements promulgated by the Financial Supervisory Commission, if a bank fails to meet its required capital adequacy ratio or otherwise subject to the management improvement measures imposed by the Financial Supervisory Commission, then the Financial Supervisory Commission may restrict the declaration and payment of dividend by such a bank.

Although Shinhan Bank is considered well-capitalized under the Bank Act and the Financial Supervisory Commission requirements, we cannot assure you that Shinhan Bank will continue to meet the criteria under the regulatory guidelines, in which case it may stop paying or reduce the amount of dividends paid to us.

**Table of Contents**

***We may need to raise additional capital, and adequate financing may not be available to us on acceptable terms, or at all.***

We may seek additional capital in the near future to fund the growth of our operations, including through mergers and acquisitions, to provide financial support for our subsidiaries, including funds needed to address liquidity difficulties, to meet minimum regulatory capital adequacy ratios and to enhance our capital levels. We may not be able to obtain additional debt or equity financing, or if available, it may not be in amounts or on terms commercially acceptable to us, it may impose conditions on our ability to pay dividends or grow our business or it may impose restrictive financial covenants on us. If we are unable to obtain the funding we need, we may be unable to continue to implement our business strategy, enhance our financial products and services, take advantage of future opportunities or respond to competitive pressures, all of which could have a material adverse effect on our financial condition and results of operations.

***We may not succeed in improving customer service through the introduction of performance-based compensation.***

Our ability to increase our market share in the retail, small- and medium-sized enterprise and credit card segments will depend in part upon our ability to attract and maintain customers through high-quality services. We intend to enhance the quality of our customer service by increasing employee performance measured against the level of customer satisfaction and customer response to our products and services and the quality of the assets and revenues generated. To do so, it may involve the introduction of performance-based compensation. Virtually all employees interfacing with our customers are members of our labor union subject to contracts that do not currently provide for performance-based compensation. To the extent we attempt to implement performance-based compensation, we may face strong resistance from our labor union. Failure of the union to accept or cooperate fully with our new programs may materially adversely affect the implementation of this aspect of our strategy.

**Risks relating to our other businesses**

***We may incur significant losses from our investment and, to a lesser extent, trading activities due to market fluctuations.***

We enter into and maintain large investment positions in the fixed income markets, primarily through our treasury and investment business. We describe these activities in Item 4. Information on the Company Business Overview Our Principal Activities Treasury and Securities Investment . We also maintain smaller trading positions, including securities and derivative financial instruments as part of our banking operations. In each of the product and business lines in which we enter into these kinds of positions, part of our business entails making assessments about financial market conditions and trends. The revenues and profits we derive from many of our positions and related transactions are dependent on market prices. When we own assets such as debt securities, market price declines, including as a result of fluctuating market interest rates, can expose us to losses. If prices move in a way we have not anticipated, we may experience losses. Also, when markets are volatile, characterized by rapid changes in price direction, the assessments we have made may prove to lead to lower revenues or profits, or losses, on the related transactions and positions.

***Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and leading to material losses.***

In some of our businesses, protracted market movements, particularly price declines in assets, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if we cannot close out deteriorating positions in a timely way. This may especially be the case for assets that are not traded on stock exchanges or other public trading markets, such as corporate debt securities issued by Korean companies, including credit card companies, and derivatives contracts, which may have values that we calculate using models other than publicly-quoted prices. For instance, the market value of debt securities in our portfolio as reflected on our balance sheet is determined by references to suggested prices posted by Korean rating agencies. These valuations, however, may differ significantly from the actual value that we may

**Table of Contents**

realize in the event we elect to sell these securities. As a result, we may not be able to realize the full marked-to-market value at the time of any such sale of these securities and thus may incur additional losses. Monitoring the deterioration of prices of assets like these is difficult and could lead to losses we did not anticipate.

***We may generate lower revenue from brokerage and other commission- and fee-based business.***

Market downturns are likely to lead to decline in the volume of transactions that we execute for our customers and, therefore, to decline in our non-interest revenues. In addition, because the fees that we charge for managing our clients' portfolios are in many cases based on the value of performance of those portfolios, a market downturn that reduces the value of our clients' portfolios or increases the amount of withdrawals would reduce the revenues we receive from our securities brokerage, trust account management and other asset management services. Even in the absence of a market downturn, below-market performance by our securities, trust account or asset managers may result in increased withdrawals and reduced inflows, which would reduce the revenue we receive from these businesses.

***Our Internet banking services are subject to security concerns relating to the commercial use of the Internet.***

We provide Internet banking services to our retail and corporate customers, which require sensitive customer information, including passwords and account information, to be transferred over a secure connection on the Internet. However, connections on the Internet, although secure, are not free from security breach. No assurance can be given that security breach in connection with our Internet banking service will not occur in the future, which may result in significant liability to our customers and third parties and materially and adversely affect our business.

***We may experience disruptions, delays and other difficulties from our information technology systems.***

We rely on our information technology systems for our daily operations including billing, effecting online and offline banking transactions and record keeping. We may experience disruptions, delays or other difficulties from our information technology systems, which may have an adverse effect on our business and adversely impact our customers' confidence in us.

***We are subject to operational risks which our current risk management system may not detect in time or at all.***

Operational risk is risk that is difficult to quantify and subject to different definitions. In addition to internal audits and inspections, the Financial Supervisory Service conducts general annual audits of operations at Shinhan Financial Group and also performs general annual audits of our operations. The Financial Supervisory Service also performs special audits as the need arises on particular aspects of our operations such as risk management, credit monitoring and liquidity. In the ordinary course of these audits, the Financial Supervisory Service routinely issue warning notices where it determines that a regulated financial institution or such institution's employees have failed to comply with the applicable laws or rules, regulations and guidelines of the Financial Supervisory Service. We have in the past received, and expect in the future to receive, such notices and we have taken and will continue to take appropriate actions in response to such notices. In April 2005, the Financial Supervisory Service discovered that one of Chohung Bank's employees had embezzled approximately W40 billion of Chohung Bank's funds. Pending the official report by the Financial Supervisory Service on the results of their investigation and discovery, Chohung Bank recovered approximately W4 billion of the embezzled fund and suspended the employee in question from his duties. In addition, Chohung Bank took remedial measures, which include increasing staffing at our back office function involving funds settlement, improving fund transfer procedures, further specification of borrowing entries, centralization of managing policy loans, establishment of a new internal audit and inspection unit to audit back office functions, introduction of an ad hoc audit and improving overall internal control procedures. No assurance can be given, however, that these remedial measures would be sufficient to prevent similar or more adverse operational risks from materializing.

## **Table of Contents**

### **Risks Relating to our Acquisition and Integration of Chohung Bank**

#### ***We may fail to fully realize the anticipated benefits of the acquisition.***

We aim to capitalize over time on the combined strengths of Shinhan Bank and Chohung Bank in terms of market share, product and service mix, customer base and cost efficiencies. Our ability to achieve these benefits during the three-year transition period and after a merger of the two banks is subject to risks and uncertainties, some of which are beyond our control, including:

unforeseen or latent risks in the operations or the loan portfolio of Chohung Bank;

difficulties in managing the gradual integration of the two businesses during the transition period, including the harmonization of compensation levels and the implementation of a coordinated business plan;

difficulties in operating the integrated information technology system, risk management and other systems;

difficulties in integrating the managements of the two banks after the anticipated merger;

difficulties in putting in place effective cost-cutting measures such as procurement systems and electronic banking systems;

difficulties in harmonizing the two corporate cultures; and

difficulties in securing and retaining the key personnel of Chohung Bank during the transition period and retaining key personnel after the anticipated merger.

#### ***Labor opposition and unrest could delay or disrupt successful integration of Shinhan Bank and Chohung Bank or hinder our ability to realize the anticipated benefits of our acquisition of Chohung Bank.***

Prior to entering into a cooperation understanding with our management, the labor union of Chohung Bank opposed the acquisition, engaging in a strike in mid-June 2003 interrupting Chohung Bank's operations for five days and causing temporary liquidity problems. Following execution of the acquisition agreements, the labor union of Chohung Bank opposed the selection of Chohung Bank's new CEO, who was a former executive of Chohung Bank, and attempted to prevent the recommendation committee for the CEO of Chohung Bank from meeting to approve the appointment. Subsequently, the labor union withdrew their objection. Disagreements by the labor union of Chohung Bank regarding integration steps or the full integration or by the labor union of Shinhan Bank regarding the understanding or other aspects of the integration and actions taken to delay or disrupt the process could have a material adverse effect on our ability to realize the anticipated benefits of our acquisition of Chohung Bank and have an adverse effect on our combined results of operations and the price of our common shares or American depositary shares.

### **Risks Relating to Competition**

#### ***Competition in the Korean banking industry, in particular in the small- and medium-sized enterprises banking, retail banking and credit card operations, is intense, and we may experience declining margins as a result.***

We compete principally with other nationwide commercial banks in Korea but also face competition from a number of additional sources including regional banks, development banks, specialized banks and foreign banks operating in Korea, as well as various other types of financial institutions, including credit card companies, securities companies and asset management companies. Over the past few years, regulatory reforms and liberalization of the Korean financial markets have led to increased competition among financial institutions in Korea. As the reform of the financial sector continues, foreign financial institutions, many with greater resources than we have, have entered the Korean market. There can be no assurance that we will be able to compete successfully with other domestic and foreign financial institutions or that increased competition will not have a material adverse effect on our financial condition or operating results.



**Table of Contents**

The Korean commercial banking industry has undergone dramatic changes recently as a number of significant mergers and acquisitions in the industry have taken place. There may be additional consolidation in the Korean commercial banking industry, including Korea's regional banks in particular. In November 2001, Kookmin Bank and Housing & Commercial Bank, two of the strongest banks in Korea, merged to form Kookmin Bank. The newly merged bank is significantly larger and has more financial resources than us. Also in 2001, Woori Bank restructured itself as a financial holding company and significantly realigned its businesses and products to compete with other larger banks in Korea. Furthermore, a number of significant mergers and acquisitions in the industry have taken place in Korea over the last few years. In 2002, there was a merger between Hana Bank and Seoulbank. In 2003, Lone Star acquired a controlling interest in Korea Exchange Bank. In 2004, Citibank acquired Koram Bank through a tender offer and subsequently renamed it Citibank Korea. In 2005, Standard Chartered Bank acquired Korea First Bank. At present, these and other banks resulting from mergers or acquisitions may have more financial resources or more experience in providing certain banking or financial services than us. Increased competition and continuing consolidation in the Korean banking industry may lead to decreased margins. There can be no assurance that we will be able to compete successfully with such banks.

Over the past several years, virtually all Korean banks have adopted a strategy of reducing large corporate exposure and increasing small- and medium-sized enterprises, retail and credit card exposure. As a result, substantially all commercial banks and financial institutions in Korea have focused their business on, and engaged in aggressive marketing campaigns and made significant investments in, these sectors. The growth and profitability of our small- and medium-sized enterprises and retail banking activities and credit card operations may decline as a result of growing market saturation in these sectors, increased interest rate competition, pressure to lower the fee rates applicable to these sectors and higher marketing expenses. In particular, it will be more difficult for our bank subsidiaries to secure new small- and medium-sized enterprise customers, retail and credit card customers with the credit quality and on credit terms necessary to achieve our business objectives.

An important focus of our business is to increase our fee income in order to diversify our revenue base, in anticipation of greater competition and declining lending margins. To date, except for credit card fees, securities brokerage fees and trust account management fees, we have not generated significant fee revenues. Our focus on generating fee revenue also involves the development of fee business from bancassurance and investment trust management. We recognize, however, that other banks and financial institutions in Korea have recently recognized the same trends and are beginning to focus on increasing their fee income, in particular from bancassurance and investment trust.

Successful acquisition of these fee generating businesses by our competitors may result in increased competition in the area of investment trust business. Recently, Woori Securities has acquired LG Investment & Securities, Hana Bank has acquired Daehan Investment & Securities, and Dongwon Financial Holding has acquired Korea Investment & Securities. Intense competition in the fee-based business will require us to create a new market and innovative products and services in a highly competitive environment. Our failure to do so could adversely affect our future results of operations.

***We are highly dependent on short-term funding sources that are susceptible to price competition, which dependence may adversely affect our operations.***

Most of our funding requirements, principally those of Shinhan Bank and Chohung Bank, are met through short-term funding sources, primarily in the form of customer deposits, which are subject to significant price competition. As of December 31, 2004, approximately 91.7% of our total deposits had current maturities of one year or less or were payable on demand. In the past, a substantial portion of such customer deposits has been rolled over upon maturity or otherwise maintained with us, and such short-term deposits have been a stable source of funding over time. For example, of Shinhan Bank's total time deposits outstanding as of December 31, 2004 with remaining maturities of four months or less, approximately 57.2% were rolled over or otherwise maintained with Shinhan Bank. Of Chohung Bank's total time deposits maturing during the four months ended December 31, 2004, approximately 53.3% were rolled over or otherwise maintained with Chohung Bank. No assurance can be given, however, that such stable source of funding will





**Table of Contents**

continue, including as a result of intense price competition. If a substantial number of depositors fail to roll over deposited funds upon maturity or withdraw such funds from us, our liquidity position could be materially adversely affected, and we may be required to seek more expensive sources of short-term and long-term funds to finance our operations.

**Risks Relating to Government Regulation and Policy**

***We operate in a legal and regulatory environment that is subject to change, which may have an adverse effect on our business, financial condition and results of operations.***

The legal and regulatory framework for the Korean banking industry has continued to undergo significant reforms recently. Historically, regulations of the Korean government included, among other things, establishing lending rates and deposit rates for banks. Regulations also dictated the extent of competition through restrictions on new entrants and on the growth of existing banks, including the opening of new branches. Regulatory reform of the Korean banking industry to date has removed controls on all lending rates and all deposit rates and provided for increased prudential supervision of the financial sector by the Korean government. We believe that the Korean government intends to continue to deregulate the financial sector, by allowing market forces to have a larger role in guiding the development of the industry. However, with respect to provisioning, liquidity and capital adequacy standards, the Government has revised its regulations to implement stricter standards for commercial banks and credit card companies. We expect the regulatory environment in which we operate to continue to be subject to change. There can be no assurance that any future changes will not have an adverse effect on our business, financial condition or results of operations.

***Uncertainties surrounding the consumer debt workout programs recently announced by the Korean government may have an impact on our ability to recover and collect on non-performing loans.***

In an effort to resolve the problems caused by consumer credit delinquencies, the Korean government established Hanmaum Financial Company and the Credit Counseling & Recovery Service on May 20, 2004. Hanmaum Financial Company is a so-called "bad bank", a type of private asset management company that acquires non-performing assets from banks and other financial institutions for the purpose of providing long-term financial aid to certain qualified delinquent consumers who apply for this program to enable them to pay off their financial debts. After restructuring delinquent debts of approximately 170,000 consumers, Hanmaum Financial Company was wound down. The Korean government currently plans to establish a second "bad bank" to aid the delinquent consumers who did not benefit from Hanmaum Financial Company despite being qualified to do so. The second bad bank is expected to provide relief without collecting 3% or 6% of the debt amount in advance nor requiring a separate application procedure, and is also expected to allow target individuals to repay their delinquent debts within seven years. The second bad bank will raise funds to purchase the delinquent debts from financial institutions through a special purpose company in an asset-backed securitization transaction. The second bad bank is expected to distribute the debt amount collected in excess of the initial purchase price to the selling financial institutions. At this time, we cannot accurately predict the number of applicants and amounts subject to the second bad bank program. To the extent the second bad bank achieves less-than-expected level of collection of, and recovery on, non-performing assets, commercial banks and credit card companies, including Shinhan Bank, Chohung Bank and Shinhan Card, may realize less gains from recoveries.

Unlike the "bad bank" program that provides loans directly to consumers, the Credit Counseling & Recovery Service has adopted an individual workout program. For delinquent consumers who are deemed to be capable of repaying their debts, the Credit Counseling & Recovery Service will, pursuant to an agreement with the creditor financial institution, provide such consumers an opportunity to repay in installments, provide a repayment grace period, reduce their debt amount or extend the maturity date of the debt. Currently, approximately 180 financial institutions, including banks and insurance companies, are parties to the Credit Recovery Support Agreement, pursuant to which such financial institutions, have agreed to provide such support described above to those consumers who meet the following qualifications: (i) income exceeding minimum living expenses promulgated by the Ministry of Health and Welfare of Korea, (ii) debt not exceeding W300 million in total amount, and (iii) at least 80% of such individual's total debt owing to



**Table of Contents**

financial institutions who are parties to the Credit Recovery Support Agreement. Each application for credit recovery is reviewed by the Credit Counseling & Recovery Service and approval of each application requires the approval by creditors representing at least one-half of the unsecured debt amount and at least two-thirds of the secured debt amount. In addition to the foregoing program, in April 2005, the Credit Counseling & Recovery Service adopted the

Credit Recovery Support Program for Destitute Delinquent Consumers pursuant to which individuals who qualify us any of (i) unemployed young men, (ii) small merchants whose annual revenue is less than W48 million under the Value-Added Tax Act of Korea, or (iii) recipients of assistance as defined under the National Basic Living Securities Act may repay their debts in installments over eight to ten years following a certain grace period.

In September 2004, a court-administered individual workout program was adopted under the Individual Debtor Recovery Act. Under this program, a qualified individual debtor may file a petition for an individual workout program with a competent court. Subject to the court's approval, the debtor may repay the debt over a period from three to eight years and will be exempted from other debts without declaring bankruptcy. To qualify, an individual delinquent debtor must have less than W500 million in debt (in the case of unsecured debt) or W1 billion in debt (in the case of secured debts), and must be capable of earning income continuously or repeatedly in the future.

To the extent that amounts of non-performing assets subject to these programs are significant and collection on such assets are unsuccessful, these consumer debt workout programs and uncertainties surrounding them may result in an adverse effect on our ability to recover and collect on such assets. See Item 4. Information on the Company Business Overview Our Principal Activities Credit Card Services .

***Structural reforms occurring in the Korean economy and financial sector may have a substantial impact on our business.***

In response to the financial and economic downturn in Korea in 1997 and 1998, the Korean government announced and implemented a series of comprehensive policy packages to address structural weaknesses in the Korean economy and the financial sector, which included the mergers and restructurings of a number of banks. We expect that these comprehensive policy packages will continue to have a substantial impact on our business. The government has indicated that it may advocate further mergers or restructurings involving other commercial banks and financial institutions in the Korean financial sector. Such mergers or restructurings may create larger banks and financial institutions that may pose a competitive threat and in turn have an adverse impact on our business, financial condition and results of operations.

***The Financial Supervisory Commission may impose supervisory measures if it deems us or our operating subsidiaries to be financially unsound.***

If the Financial Supervisory Commission deems our financial condition, including the financial conditions of our operating subsidiaries, to be unsound or if our operating subsidiaries or we fail to meet the applicable requisite capital ratio or the capital adequacy ratio, as the case may be, set forth under Korean law, the Financial Supervisory Commission may order, among other things, at the level of the holding company or a subsidiary, capital increases or reductions, stock cancellations or consolidations, transfers of business, sales of assets, closures of branch offices, mergers with other financial institutions, or suspensions of a part or all of our business operations. If any of such measures are imposed on us or our operating subsidiaries by the Financial Supervisory Commission as a result of poor financial condition or failure to comply with minimum capital adequacy requirements or otherwise, such measures may materially harm our business and adversely affect the price of our common shares or our American depositary shares.

***The Korean government may encourage lending to and investment in certain types of borrowers in furtherance of government initiatives, and we may take this factor into account.***

The Korean government has encouraged and may in the future encourage lending to or investment in the securities of certain types of borrowers and other financial institutions in furtherance of government initiatives.

## **Table of Contents**

The Korean government, through its regulatory bodies such as the Financial Supervisory Commission, has in the past announced lending policies to encourage Korean banks and financial institutions to lend or make investments in particular industries or customer sectors, and, in certain cases, has provided lower cost funding through loans made by the Bank of Korea for further lending to specific customer sectors, such as the small- and medium-sized enterprises. The Korean government has in this manner encouraged commercial banks to step in to provide credit card companies with additional liquidity. While all loans or securities investments will be reviewed in accordance with our credit review policies or internal investment guidelines and regulations or those of Chohung Bank, as the case may be, we, on a voluntary basis, may factor the existence of such policies and encouragements into consideration in making loans or securities investments. However, the ultimate decision whether to make loans or securities investments always remains with us based on our credit approval procedures and our risk management system, independently of government policies.

### **Risks Relating to Korea and the Global Economy**

#### ***Unfavorable financial and economic conditions in Korea and worldwide may have a material adverse impact on our asset quality, liquidity and financial performance.***

We are incorporated in Korea, and substantially all of our operations are located in Korea. As a result, we are subject to political, economic, legal and regulatory risks specific to Korea. Financial turmoil in Asia in the late 1990 s adversely affected the Korean economy and in turn Korean financial institutions. In addition, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including Korea. In addition, the economic indicators in 2002, 2003 and 2004 have shown mixed signs of recovery and uncertainty, and future recovery or growth of the economy is subject to many factors beyond our control.

Developments that could hurt Korea's economy in the future include, among other things:

failure of restructuring of *chaebols* and accounting irregularities of and regulatory proceedings against *chaebols*, together with its negative effect on the Korean financial markets and on the small- and medium-sized enterprises market;

failure of restructuring of large troubled companies, including LG Card and other troubled credit card companies and financial institutions;

volatility in foreign currency reserve levels, commodity prices (including oil prices), exchange rates (including continued weakness of the U.S. dollar or a depreciation of the Chinese renminbi or Japanese Yen), interest rates and stock markets;

increased reliance on exports to service foreign currency debts, which could cause friction with Korea's trading partners;

adverse developments in the economies of countries to which Korea exports goods and services (such as the United States, China and Japan), or in emerging market economies in Asia or elsewhere that could result in a loss of confidence in the Korean economy;

the continued emergence of China, to the extent its benefits (such as increased exports to China) are outweighed by its costs (such as competition in export markets or for foreign investment and relocation of the manufacturing base from Korea to China);

social and labor unrest or declining consumer confidence or spending resulting from lay-offs, increasing unemployment and lower levels of income;

a decrease in tax revenues and a substantial increase in the Korean government's expenditures for unemployment compensation and other social programs that together could lead to an increased government budget deficit;

political uncertainty or increasing strife among or within political parties in Korea, including as a result of the increasing polarization of the positions of the ruling progressive party and the conservative opposition; and

**Table of Contents**

a deterioration in economic or diplomatic relations between Korea and its trading partners or allies, including such deterioration resulting from trade disputes or disagreements in foreign policy.

Deterioration in the Korean economy can also occur as a result of deterioration in the global economic conditions. Recent developments in the Middle East, including the war in Iraq and its aftermath, higher oil prices and the continued weakness of the economy in parts of the world have increased the uncertainty of world economic prospects in general and continue to have an adverse effect on the Korean economy. Any future deterioration of the Korean economy could have an adverse effect on us and the market price of our common shares or our American depositary shares.

***Tensions with North Korea could have an adverse effect on us and the price of our common stock and our American depositary shares.***

Relations between Korea and North Korea have been tense over most of Korea's history. The level of tension between the two Koreas has fluctuated and may increase or change abruptly as a result of current and future events, including ongoing contacts at the highest levels of the governments of Korea and North Korea and increasing hostility between North Korea and the United States. In December 2002, North Korea removed the seals and surveillance equipment from its Yongbyon nuclear power plant and evicted inspectors from the United Nations International Atomic Energy Agency, and has reportedly resumed activity at its Yongbyon power plant. In January 2003, North Korea announced its intention to withdraw from the Nuclear Non-Proliferation Treaty, demanding that the United States sign a non-aggression pact as a condition to North Korea dismantling its nuclear program. In August 2003, representatives of Korea, the United States, North Korea, China, Japan and Russia held multilateral talks in an effort to resolve issues relating to North Korea's nuclear weapons program. While the talks concluded without resolution, participants in the August meeting indicated that further negotiations may take place in the future and, in February 2004, six party talks resumed in China. In June 2004, the third round of the six-party talks resumed in China, which ended with an agreement by the parties to hold further talks by the end of September 2004, which failed to take place as planned. In February 2005, North Korea declared that it had developed and was in possession of nuclear weapons. It also announced its indefinite withdrawal from further six-party talks. Any further increase in tensions, resulting for example from a break-down in contacts or an outbreak in military hostilities, could hurt our business, results of operations and financial condition and could lead to a decline in the price of our common stock and our American depositary shares.

***Korea's new legislation allowing class action suits related to securities transactions may expose us to additional litigation risk.***

Effective January 1, 2005, a new law enacted on January 12, 2004 allows class action suits to be brought by shareholders of companies listed on the Korea Exchange, including us, for losses incurred in connection with purchases and sales of securities and other securities transactions arising from (i) false or inaccurate statements provided in registration statements, prospectuses, business reports and audit reports; (ii) insider trading and (iii) market manipulation. In March 2005, this law was amended to provide for a grace period for class action suits based on (i) of the above in order to afford the companies an opportunity to correct any prior false or inaccurate statements until the release of their audited financial statements for the fiscal year ended December 31, 2006. During this grace period, companies will be immune from any class action suits arising from (i) of the above. The new law permits 50 or more shareholders who collectively hold 0.01% or more of the shares of a company at the time when the cause of such damages occurred to bring a class action suit against, among others, the issuer and its directors and officers. It is uncertain how the courts will apply this law, however, as this law has been enacted only recently. Litigation can be time-consuming and expensive to resolve, and can divert management time and attention from the operation of a business. We are not aware of any basis for such suit being brought against us, nor, to our knowledge, are there any such suits pending or threatened. Any such litigation brought against us could have a material adverse effect on our business, financial condition and results of operations.

**Table of Contents*****Labor unrest may adversely affect the Korean economy and our operations.***

During 1998 and 1999, there were large-scale protests and labor strikes in Korea. In July 2000, the Korean Financial Industry Union, which represents the employees of over 30 financial institutions, urged its members to participate in a strike to express their opposition to mergers of the banks and the possibility of further layoffs, when the Korean government announced its plan to implement the second phase of restructuring the Republic's banks, including the promulgation of a law which allows the formation of financial holding companies. The strike subsequently was cancelled after the Korean government and the union leaders reached an agreement whereby the Korean government would not require mandatory bank mergers.

Continuing labor unrest could adversely affect our operations, as well as the operations of many of our customers and their ability to repay their loans, and could affect the financial conditions of Korean companies in general, depressing the prices of securities on the Korea Exchange, the value of unlisted securities and the value of the Won relative to other currencies. Such developments would likely have an adverse effect on our financial condition, results of operations and capital adequacy.

**Risks Relating to Our American Depositary Shares*****There are restrictions on withdrawal and deposit of common shares under the depositary facility.***

Under the deposit agreement, holders of shares of our common stock may deposit those shares with the depositary bank's custodian in Korea and obtain American depositary shares, and holders of American depositary shares may surrender American depositary shares to the depositary bank and receive shares of our common stock. However, under current Korean laws and regulations, the depositary bank is required to obtain our prior consent for the number of shares to be deposited in any given proposed deposit which exceeds the difference between (1) the aggregate number of shares deposited by us for the issuance of American depositary shares (including deposits in connection with the initial and all subsequent offerings of American depositary shares and stock dividends or other distributions related to these American depositary shares) and (2) the number of shares on deposit with the depositary bank at the time of such proposed deposit. We have consented to the deposit of outstanding shares of common stock as long as the number of American depositary shares outstanding at any time does not exceed 20,216,314. As a result, if you surrender American depositary shares and withdraw shares of common stock, you may not be able to deposit the shares again to obtain American depositary shares.

***The value of your investment may be reduced by future sales of our common stock or our American depositary shares by the Korea Deposit Insurance Corporation or BNP Paribas, by other stockholders or holders of American depositary shares or by us.***

Korea Deposit Insurance Corporation owns redeemable convertible preferred shares convertible into shares of our common stock representing approximately 12.28% of our total shares of common stock as of the date hereof. BNP Paribas currently owns approximately 4.25% of our outstanding shares (or 3.72% on a fully diluted basis taking into account the conversion of redeemable convertible preferred shares of Korea Deposit Insurance Corporation). Currently, we do not know when, how, or what percentage of, our redeemable convertible preferred shares will be converted by Korea Deposit Insurance Corporation and when, how or what percentage of our shares Korea Deposit Insurance Corporation will dispose of upon conversion or BNP Paribas will dispose of our shares, or to whom such shares will be sold. As a result, we cannot currently predict the impact of such sales on us.

***In certain cases, we must obtain the consent of the Korea Deposit Insurance Corporation to declare and pay dividends on our shares or our American depositary shares. If Korea Deposit Insurance Corporation declines to give such consent, holders of American depositary shares may be adversely affected.***

Pursuant to the terms of the Investment Agreement, we are required to obtain the consent of the Korea Deposit Insurance Corporation, to the extent permitted under applicable law, in order to declare and pay dividends on our common shares in excess of W750, representing 15% of par value (W5,000), if our net



**Table of Contents**

income under Korean GAAP is below W800 billion in a given fiscal year and any of the Redeemable Preferred Stock and Redeemable Convertible Preferred Stock are outstanding. Failure to obtain the consent of the Korea Deposit Insurance Corporation in such instances may lead to payment of dividends at a level that is lower than expected and may adversely affect the price of our common shares and our American depositary shares and further adversely affect the interest of our shareholders, including the holders of our American depositary shares.

***Ownership of our shares is restricted under Korean law.***

Under the Financial Holding Companies Act, any single shareholder (together with certain persons in a special relationship with such shareholder) may acquire beneficial ownership of up to 10% of the total issued and outstanding shares with voting rights of a bank holding company controlling nationwide banks such as us. In addition, any person, except for a non-financial business group company (as defined below), may acquire in excess of 10% of the total voting shares issued and outstanding of a financial holding company which controls a nationwide bank, provided that a prior approval from the Financial Supervisory Commission is obtained each time such person's aggregate holdings exceed 10% (or 15% in the case of a financial holding company controlling regional banks only), 25% or 33% of the total voting shares issued and outstanding of such financial holding company. The Korean government and the Korea Deposit Insurance Corporation are exempt from this limit. Furthermore, certain non-financial business group companies (i.e., (i) any same shareholder group with aggregate net assets of all non-financial business companies belonging to such group of not less than 25% of the aggregate net assets of all members of such group; (ii) any same shareholder group with aggregate assets of all non-financial business companies belonging to such group of not less than W2 trillion; or (iii) any mutual fund in which a same shareholder group identified in (i) or (ii) above owns more than 4% of the total shares issued and outstanding of such mutual fund) may not acquire beneficial ownership in us in excess of 4% of our outstanding voting shares, provided that such non-financial business group companies may acquire beneficial ownership of up to 10% of our outstanding voting shares with the approval of the Financial Supervisory Commission under the condition that such non-financial business group companies will not exercise voting rights in respect of such shares in excess of the 4% limit. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Restriction on Financial Holding Company Ownership. To the extent that the total number of shares of our common stock that you and your affiliates own together exceeds such limit, you will not be entitled to exercise the voting rights for the excess shares, and the Financial Supervisory Commission may order you to dispose of the excess shares within a period of up to six months. Failure to comply with such an order would result in a fine of up to W50 million.

***Holders of American depositary shares will not have preemptive rights in certain circumstances.***

The Korean Commercial Code and our articles of incorporation require us, with some exceptions, to offer shareholders the right to subscribe for new shares in proportion to their existing ownership percentage whenever new shares are issued. If we offer any rights to subscribe for additional shares of our common stock or any rights of any other nature, the depositary bank, after consultation with us, may make the rights available to you or use reasonable efforts to dispose of the rights on your behalf and make the net proceeds available to you. The depositary bank, however, is not required to make available to you any rights to purchase any additional shares unless it deems that doing so is lawful and feasible and:

a registration statement filed by us under the US Securities Act of 1933, as amended, is in effect with respect to those shares; or

the offering and sale of those shares is exempt from or is not subject to the registration requirements of the US Securities Act.

We are under no obligation to file any registration statement with the U.S. Securities and Exchange Commission. If a registration statement is required for you to exercise preemptive rights but is not filed by us, you will not be able to exercise your preemptive rights for additional shares and you will suffer dilution of your equity interest in us.

**Table of Contents*****Your dividend payments and the amount you may realize upon a sale of your American depositary shares will be affected by fluctuations in the exchange rate between the Dollar and the Won.***

Investors who purchase the American depositary shares will be required to pay for them in U.S. dollars. Our outstanding shares are listed on the Korea Exchange and are quoted and traded in Won. Cash dividends, if any, in respect of the shares represented by the American depositary shares will be paid to the depositary bank in Won and then converted by the depositary bank into Dollars, subject to certain conditions. Accordingly, fluctuations in the exchange rate between the Won and the Dollar will affect, among other things, the amounts a registered holder or beneficial owner of the American depositary shares will receive from the depositary bank in respect of dividends, the Dollar value of the proceeds which a holder or owner would receive upon sale in Korea of the shares obtained upon surrender of American depositary shares and the secondary market price of the American depositary shares.

***If the government deems that certain emergency circumstances are likely to occur, it may restrict the depositary bank from converting and remitting dividends in Dollars.***

If the government deems that certain emergency circumstances are likely to occur, it may impose restrictions such as requiring foreign investors to obtain prior government approval for the acquisition of Korean securities or for the repatriation of interest or dividends arising from Korean securities or sales proceeds from disposition of such securities. These emergency circumstances include any or all of the following:

sudden fluctuations in interest rates or exchange rates;

extreme difficulty in stabilizing the balance of payments; and

a substantial disturbance in the Korean financial and capital markets.

The depositary bank may not be able to secure such prior approval from the government for the payment of dividends to foreign investors when the government deems that there are emergency circumstances in the Korean financial markets.

***Holders of American depositary shares may be required to pay a Korean securities transaction tax upon withdrawal of underlying common shares or the transfer of American depositary shares.***

Under Korean tax law, a securities transaction tax (including an agricultural and fisheries special surtax) is imposed on transfers of shares listed on the Korea Exchange, including our common shares, at the rate of 0.3% of the sales price if traded on the Korea Exchange. According to a tax ruling recently issued by Korean tax authorities, securities transaction tax of 0.5% of the sales price could be imposed on the transfer of American depositary shares unless American depositary shares are listed or registered on the New York Stock Exchange, NASDAQ National Market or other foreign exchanges that may be designated by the Ministry of Finance and Economy, and transfer of American Depositary shares takes place on such exchange. At this time, it is unclear as to when the Korean government will begin to enforce the imposition of such securities transaction tax. See Item 10. Additional Information Taxation Korean Taxation .

**Other Risks*****We do not prepare interim financial information on a U.S. GAAP basis.***

We, including our subsidiaries such as Shinhan Bank and Chohung Bank, are not required to and do not prepare interim financial information on a U.S. GAAP basis. U.S. GAAP differs in significant respects from Korean GAAP, particularly with respect to the establishment of provisions and loan loss allowance. See Item 5. Operating and Financial Review and Prospects Selected Financial Information under Korean GAAP and Reconciliation with Korean Generally Accepted Accounting Principles . As a result, provision and allowance levels reflected under Korean GAAP in our results for the three months ended March 31, 2004 and 2005 may differ significantly from comparable figures under U.S. GAAP for these and future periods.

**Table of Contents**

***We are generally subject to Korean corporate governance and disclosure standards, which differ in significant respects from those in other countries.***

Companies in Korea, including us, are subject to corporate governance standards applicable to Korean public companies which differ in many respects from standards applicable in other countries, including the United States. As a reporting company registered with the Securities and Exchange Commission and listed on the New York Stock Exchange, we are, and in the future will be, subject to certain corporate governance standards as mandated by the Sarbanes-Oxley Act of 2002. However, foreign private issuers, including us, are exempt from certain corporate governance requirements under the Sarbanes-Oxley Act or under the rules of the New York Stock Exchange. For significant differences, see Item 6. Directors, Senior Management and Employees Corporate Governance . There may also be less publicly available information about Korean companies, such as us, than is regularly made available by public or non-public companies in other countries. Such differences in corporate governance standards and less public information could result in less than satisfactory corporate governance practices or disclosure to investors in certain countries.

***You may not be able to enforce a judgment of a foreign court against us.***

We are corporations with limited liability organized under the laws of Korea. Substantially all of our directors and officers and other persons named in this document reside in Korea, and all or a significant portion of the assets of our directors and officers and other persons named in this document and substantially all of our assets are located in Korea. As a result, it may not be possible for holders of the American depository shares to effect service of process within the United States, or to enforce against them or us in the United States judgments obtained in United States courts based on the civil liability provisions of the federal securities laws of the United States. There is doubt as to the enforceability in Korea, either in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities predicated on the United States federal securities laws.

**Table of Contents****ITEM 4. INFORMATION ON THE COMPANY****HISTORY AND DEVELOPMENT OF SHINHAN FINANCIAL GROUP****Introduction**

We are the largest financial holding company in Korea on the basis of total assets, total deposits and stockholders equity. We were formed in 2001 as the holding company for Shinhan Bank and related financial services companies. On August 19, 2003, we acquired 80.04% of Chohung Bank and plan to merge its operations with those of Shinhan Bank after a three-year transition period. In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. As of December 31, 2004, based on asset size published by the Financial Supervisory Commission, Shinhan Bank was the fourth largest bank in Korea, with total assets of W70,126 billion (US\$67,748 million) and Chohung Bank was the fifth largest bank in Korea, with total assets of W65,389 billion (US\$63,172 million). From this expanded platform, we serve all major components of the corporate and retail banking and financial services markets. In the corporate sector, we serve the large corporate community, established and developing small- and medium- sized enterprises as well as certain small unincorporated businesses. In the retail sector, we provide mortgages and home equity finance as well as general unsecured consumer lending to retail customers ranging from high net worth customers to the mass retail market. Both Shinhan Card and Chohung Bank have credit card operations with approximately 3,002,000 and approximately 2,819,250 cardholders as of December 31, 2004. Through our banking and non-banking subsidiaries, we engage in a comprehensive range of related financial services including securities brokerage, investment banking, investment trust management and bancassurance. We have also entered into joint ventures with BNP Paribas, our shareholder, in the areas of investment trust management and bancassurance to bring an international perspective to these operations.

Through Shinhan Bank and Chohung Bank, we operate the second largest nationwide branch network in Korea with 428 branches in the Seoul and its metropolitan area, 322 branches in Kyunggi Province and six major cities in Korea and 155 branches throughout the rest of the country. As of December 31, 2004, Shinhan Bank and Chohung Bank combined (not taking into account overlap in customers) had over 255,000 corporate deposit customers and over 16.3 million retail deposit customers with an aggregate average deposit of W83,544 billion. This combined customer base provides us with a large, stable and cost effective core funding base, and access to an established corporate and retail customer base to whom we can market the full range of our financial products and services.

**History and Organization**

On September 1, 2001, we were formed as a financial holding company under the Financial Holding Companies Act, by acquiring all of the issued shares of the following companies from the former shareholders in exchange for shares of our common stock:

Shinhan Bank, a nationwide commercial bank;

Shinhan Securities Co., Ltd., a securities brokerage company;

Shinhan Capital Co., Ltd., a leasing company; and

Shinhan Investment Trust Management Co., Ltd., an investment trust management company.

Shinhan Bank and Shinhan Securities were previously listed on the Korea Stock Exchange and Shinhan Capital was previously registered with Korea Securities Dealers Association Automated Quotation, or KOSDAQ, whereas Shinhan Investment Trust Management was privately held. On September 10, 2001, we listed the common stock of our holding company on the Korea Stock Exchange See Item 9 The offer and Listing Market Price Information and Trading Market Korea Securities Market .

In December 2001, we concluded an agreement with our strategic partner and our largest shareholder, the BNP Paribas Group, pursuant to which BNP Paribas purchased a 4.0% equity interest in us. In September

**Table of Contents**

2003, BNP Paribas increased its equity interest in us to 4.61%. Following the issuance of additional shares of common stock by us in connection our acquisition of shares of Chohung Bank's common stock that we previously did not own in June 2004 and our ownership of 100% of Good Morning Shinhan Securities by acquisition in December 2004 of the remaining shares that we did not own, BNP Paribas currently owns 4.25% of our shares of common stock (or 3.72% on a fully diluted basis taking into account the conversion of redeemable convertible preferred shares of Korea Deposit Insurance Corporation).

In April 2002 and July 2002, we acquired an aggregate of 62.4% equity stake in Jeju Bank, a regional bank incorporated in 1969 to engage in commercial banking and trust business.

During 2002, through a series of transactions, we acquired 31.7% of common stock (or 30.7% of voting equity securities) of Good Morning Securities. Subsequently, we merged Shinhan Securities into Good Morning Securities and renamed it Good Morning Shinhan Securities Co., Ltd. As of December 31, 2002, following the foregoing transactions, we effectively owned 60.5% of Good Morning Shinhan Securities. In December 2004, Good Morning Shinhan Securities became our wholly-owned subsidiary after we acquired the remaining shares of Good Morning Shinhan Securities. In January 2005, Good Morning Shinhan Securities was delisted from the Korea Exchange.

On June 4, 2002, the credit card division of Shinhan Bank was spun off and established as our wholly-owned subsidiary, Shinhan Card Co., Ltd.

Shinhan Credit Information Co., Ltd. was established on July 8, 2002 as our wholly-owned subsidiary, which engages in the business of debt collection and credit reporting. On June 9, 2003, we sold a 49% interest in Shinhan Credit Information to LSH Holdings L.L.C., a wholly-owned subsidiary of Lone Star Fund, and converted Shinhan Credit Information into a joint venture with Lone Star Fund. In the first half of 2004, the Financial Supervisory Service conducted an audit into the activities of this joint venture, with a focus on the operations and collection activities of Lone Star and held such operations and activities to be inconsistent with Korean law applicable to credit collection. On May 21, 2004, we terminated this joint venture and bought back Lone Star's 49% ownership in Shinhan Credit Information. The number of shares acquired was 294,000 shares, representing 49% of total outstanding shares, of Shinhan Credit Information at the acquisition cost of W1,529,165,735. As a result of this buy-back transaction, our equity ownership in Shinhan Credit Information increased from 51% to 100%.

On August 9, 2002, we signed a joint venture agreement with BNP Paribas Asset Management, the asset management arm of BNP Paribas, in respect of Shinhan Investment Trust Management. On October 24, 2002, we sold to BNP Paribas Asset Management 3,999,999 shares of Shinhan Investment Trust Management, representing 50% less one share, which was subsequently renamed Shinhan BNP Paribas Investment Trust Management Co., Ltd.

On October 1, 2002, SH&C Life Insurance Co., Ltd., a bancassurance joint venture, was established under a related joint venture agreement with Cardif S.A., the bancassurance subsidiary of BNP Paribas.

On August 19, 2003, we acquired 80.04% of common shares of Chohung Bank, a nationwide commercial bank in Korea. See Our Acquisition of Chohung Bank. In December 2003, we acquired an additional 1.11% of common shares of Chohung Bank. In June 2004, we acquired the common shares of Chohung Bank that we previously did not own, which were 135,548,285 shares, or 18.85% of total common shares of Chohung Bank outstanding as of December 31, 2003, through a cash tender offer followed by a small-scale share swap under Korean law. As a result, we own 100% of Chohung Bank as of the date hereof. The common shares of Chohung Bank were delisted from the Stock Market Division of the Korea Exchange on July 2, 2004.

We also own the following subsidiaries of Chohung Bank.

Chohung Investment Trust Management Co., Ltd. was established in 1988 and engages in investment management services. In 1997, the company changed its name from Chohung Investment Management Co., Ltd. to Chohung Investment Trust Management Co., Ltd. As of December 31, 2004, its capital stock amounted to W45 billion of which Chohung Bank owned 79.77%.

**Table of Contents**

Chohung Finance Ltd., Hong Kong is a subsidiary of Chohung Bank engaged in various merchant banking activities in Hong Kong. As of December 31, 2004, its capital stock amounted to US\$15 million, of which Chohung Bank owned 99.99%.

CHB America Bank is a wholly-owned subsidiary of Chohung Bank created through a merger of Chohung Bank of New York and California Chohung Bank in March 2003. It offers full banking services to Korean residents in New York and in California. As of December 31, 2004, CHB America Bank's capital stock amounted to US\$14 million.

Chohung Bank (Deutschland) GmbH was established in 1994 as a wholly-owned subsidiary of Chohung Bank. As of December 31, 2004, its capital stock amounted to EUR 15,339 thousand.

Chohung Vina Bank was established in November 2000 as a joint venture between Chohung Bank and Vietcom Bank, and engages in banking activities in Vietnam. Its capital stock as of December 31, 2004 was US\$20 million, of which Chohung Bank owned 50%.

In December 2004, we established Shinhan Private Equity Inc. as our wholly-owned subsidiary with initial paid-in-capital of W10 billion.

As of the date hereof, we had twelve direct and nine indirect subsidiaries. The following diagram shows our organization structure as of the date hereof:

With the exception of Shinhan Finance Limited and Chohung Finance Ltd., Hong Kong, which are incorporated in Hong Kong, CHB America Bank and Good Morning Shinhan Securities USA Inc., which are incorporated in the United States, Good Morning Shinhan Securities Europe Ltd., which is incorporated in London, United Kingdom, Chohung Bank (Deutschland) GmbH, which is incorporated in Germany, and Chohung Vina Bank, which is incorporated in Vietnam, all of our other subsidiaries are incorporated in Korea.

Our legal name is Shinhan Financial Group Co., Ltd. and commercial name is Shinhan Financial Group. Our registered office and principal executive offices are located at 120, 2-Ga, Taepyung-Ro, Jung-gu, Seoul 100-102, Korea. Our telephone number is 82-2-6360-3000. Our agent in the United States, Shinhan Bank, New York branch, is located at 800 Third Avenue, 32nd Floor, New York, NY 10022, U.S.A. Our agent's telephone number is (212) 371-8000.

**Our Strategy**

Since our holding company establishment in 2001, we have actively realigned our market position in an ever-changing environment of the Korean banking and financial industry. In particular, with our acquisition of Chohung Bank in 2003, we have emerged as the second largest financial institution in terms of assets and

## **Table of Contents**

distribution network in Korea. With the acquisition of Chohung Bank, we believe that we have completed our reconfiguration of our corporate structure in the area of commercial banking.

Our vision is to enhance shareholder value by securing a solid position as the leading provider of total financial solutions in Korea by achieving global standards in corporate governance, operational efficiencies and integration of process and services. To this end, we are focusing, in the medium term, on the integration of our banking operations, through the use of strategic initiative projects called *One Bank* and *New Bank*, to create total financial solutions by providing the full range of financial products and services meeting the needs of both corporate and retail customers. To achieve this vision, we are implementing and will continue to implement the following strategies:

*Creating synergies within our holding company structure.* Since our reconfiguration into a holding company structure in 2001, we have focused on achieving synergy through cross-selling of products and services. Shinhan Bank, Chohung Bank and Good Morning Shinhan Securities are assuming the roles of primary distribution channel while the rest of our non-bank subsidiaries are focusing on developing competitive products and services. Examples of our principal products for cross-selling in the retail segment include bancassurance, credit cards, beneficiary certificates and *Financial Network Accounts*, which are integrated accounts for banking and brokerage services. In the corporate segment, Good Morning Shinhan Securities provide finance services to corporate customers of both Shinhan Bank and Chohung Bank, which services include underwriting of initial public offerings, asset securitization, M&A advisory and issuance of debt or equity securities.

*Enhancing the core competency of our operating subsidiaries.* In order to provide the highest quality products and services from each of our banking and financial businesses, we intend to focus on enhancing the core competency of each of our operating subsidiaries by taking the following initiatives:

in commercial banking, we have sought to achieve economies of scale by acquiring Chohung Bank, enabling us to, among other things, capitalize on greater mass market penetration and large corporate portfolio as a complement to Shinhan Bank's greater emphasis on small- and medium-sized enterprises and high net worth individuals.

in securities brokerage services, we have sought to achieve economies of scale and enhance brand image through our acquisition of Good Morning Securities.

in credit cards, we have focused on and will continue to focus on improved credit initiation through higher credit scoring requirements, risk management through continued credit scoring reviews and improved collection results through coordinated call centers and increased collection staff, as well as enhanced marketing.

in areas where we lack core competency as compared to the leading global financial institutions, we will continue to expand our relationships through affiliations and business cooperation with world class financial institutions such as BNP Paribas and Macquarie.

*Establishing and Consolidating the One Portal Network.* In order to provide total financial solutions to our customers on a real-time basis, we are continuing to develop our one portal network. The one portal network refers to the ability of a corporate or retail customer to have access to our total financial solutions through any single point of contact with our group. In furtherance of this strategy, we have been implementing and will continue to implement the following initiatives:

integrating our physical and online distribution channels to offer products and services developed by all of our operating subsidiaries and businesses, including as follows:

making banking, securities brokerage, insurance and other services available at each branch;

enabling online cross access between commercial banking and our online securities brokerage service; and

integrating the customer service call centers for our commercial banking, credit card and securities brokerages services.



**Table of Contents**

focusing on retail and corporate customers with total financial solutions designed to meet their respective needs and utilizing specialized branches to provide convenient access and trained employees to offer and provide relevant products and services, including as follows:

in retail banking, utilizing private banking centers to provide high net worth customers convenient access to total financial solutions that link banking to brokerage services, asset management and insurance; as well as penetrating the mass market penetration by enhancing brand and customer loyalty through focus on cross selling of products and strengthened customer relationship management;

in corporate banking, expanding and enhancing the capabilities of our large corporate and small- and medium-sized enterprises specialist branch network and leveraging our increased large corporate customer base to provide total financial solutions that combine banking and non-banking financial products, such as asset backed securities, structured finance, M&A advice; syndication and equity derivatives, acting more as a financial advisor for larger, well established small- and-medium-sized enterprises by providing underwriting, rights offerings and offering related investment banking services in addition to lending, deposit and foreign exchange products and services and focusing on investment in corporate debt securities and initial public offerings for smaller businesses;

developing and promoting integrated financial products customized to meet the needs and demands of our customer segments, such as Financial Network Accounts that combine banking services and securities brokerage services or that combine credit card services and securities brokerage services and Safe Loans that combine banking services and insurance services.

enhancing customer loyalty by offering an All Plus Points System that combines customers banking, securities and credit card activities in a single report from which certain customer benefits are awarded.

developing joint products and services and joint sales support and enhancing cross-selling by sharing customer information through integrated data-warehousing and customer relationship management systems.

*Achieving Cost Efficiency from our Holding Company Structure.* We intend to achieve cost efficiency and to achieve maximum benefit from our holding company structure by:

preventing overlapping investments in solution development, information technology related investments, new investments in distribution channels, hiring and training of employees; and

identifying and realizing synergies such as combined information technology, call centers and shared customer services, distribution channels and new products and services;

*Introducing a Performance-based Culture.* In order to promote a customer oriented group culture, we intend to measure and reward employee performance in relation to the level of customer satisfaction reflected in customer response to our products and services, including products and services offered as part of our cross-selling efforts, and the quality of the assets and revenues generated.

**Table of Contents**

**OUR ACQUISITION AND INTEGRATION OF CHOHUNG BANK**

**Purpose of the Acquisition**

Through the acquisition, our Board of Directors sought primarily to achieve greater scale and market share, and secure stronger distribution channels to fulfill the advantages of our holding company model. Prior to the acquisition, Shinhan Bank was the fifth largest bank in Korea in terms of assets as of December 31, 2002. The acquisition of Chohung Bank placed us second in terms of assets. With these substantially enhanced resources, we constitute a broad-based nationwide financial services platform that enjoys a leadership position in the retail, corporate and small- and medium-sized enterprise banking sectors, as well as enhances our position in related financial services segments, including credit card, securities brokerage and investment trust management services. The acquisition has also enhanced our ability to optimize funding costs with a larger core deposit base and greater leverage in product sourcing. Through the acquisition, our Board of Directors is also hoping over time to benefit from synergies associated with combining and integrating the resources of Shinhan Bank and Chohung Bank, including combined information technology platforms, branch specialization, banking product and service development and the expansion and development of related financial services such as bancassurance and investment banking.

In reaching these judgments, our Board of Directors took into account, on Korean GAAP basis, increases as of and for the year ended December 31, 2002 in the following items resulting from the acquisition of Chohung Bank:

total assets (from W60 trillion to W128 trillion; second largest in Korea), total loans (from W41 trillion to W89 trillion; second largest in Korea), deposits (from W37 trillion to W83 trillion; second largest in Korea), branches (from 334 to 780; second largest in Korea) and assets under management (from W5 trillion to W12 trillion; sixth largest in Korea);

based on our estimates (and defining the market as the sum of eight largest financial institutions in Korea), market share in the retail banking sector (from 9% to 17%; second largest in Korea), small- and medium-sized enterprises sector (from 10% to 21%; second largest in Korea), large corporate sector (from 10% to 20%; second largest in Korea), and credit card sector (from 2% to 10%; fourth largest in Korea); and

net interest margin (2.83% to 3.55%).

Our Board of Directors was also advised by our management that the acquisition is expected to be accretive in 2005 from an earnings per share standpoint as determined under Korean GAAP, and that it is expected that there would be sufficient internally generated cash flow to enable payment of dividends on and scheduled redemptions of our preferred shares and to pay dividends on our common shares.

The conclusion in respect of the earnings per share on Korean GAAP basis was based upon the following material factors and assumptions by our management:

We would retain our 80.04% ownership interest in Chohung Bank shares;

There are no material adverse developments affecting Shinhan Bank's or Chohung Bank's loan portfolio post acquisition;

Our net earnings would increase by approximately 10% per annum from 2004 and going forward, based on a projected asset growth of 9% - 10% per annum and assuming a stable net interest margin and a return on assets of 1% - 1.1%;

Chohung Bank's net earnings would increase by approximately 5% - 6% from 2004 and going forward, based on a projected asset growth of 7% - 8% per annum during the period from 2003 and 2006 assuming that strengthened risk management will moderate asset growth;

No synergies, cost savings or restructuring costs were taken into account;



**Table of Contents**

Goodwill amortization of approximately W800 billion over a ten year period using the straight line method;

Income tax rate of 29.7%;

All 44,720,603 shares of our redeemable convertible preferred stock owned by Korea Deposit Insurance Corporation are converted into our common shares, bringing our total outstanding shares of common stock to 337,081,728 shares; and

Our redeemable preferred shares issued to Korea Deposit Insurance Corporation would pay a 4.04% dividend and our redeemable preferred shares issued to the market would pay a 6.5% dividend (the actual dividend payable on average is 7.2%).

The conclusion in respect of our internal cash flow to service preferred shares was based upon the following material factors and assumptions by our management:

Our cash inflow consists of dividends paid only by Shinhan Bank and Chohung Bank;

For Chohung Bank, we assumed that the dividends, at a dividend payout ratio of 40%, would be paid from 2005. For Shinhan Bank, we assumed that the dividends at a dividend payout ratio of 45% would be paid from 2003;

For Shinhan Bank and Chohung Bank, we assumed that amounts available to pay dividends (other than amounts required to be reserved to maintain a Tier I capital adequacy ratio of 6.5%) would be paid as dividends;

Dividends would be paid on our common shares at 15% of par value (or W750 per share) from 2003 through 2008 and at 20% of par value (or W1,000 per share) from 2009 through 2010; and

Our redeemable preferred shares issued to Korea Deposit Insurance Corporation would be redeemed in equal installments from the third anniversary date of the issuance date until the seventh anniversary date, and our redeemable preferred shares issued to the market would be redeemed in the following amounts: W525 billion on the third anniversary date, W365 billion on the fifth anniversary date and W10 billion on the seventh anniversary date.

Certain of these assumptions and analyses involve a high degree of uncertainty and should not be viewed as indicative of future results. Factors which could cause the results to differ materially include, without limitation, difficulties affecting our ability to effect the integration of two large banks, unknown or unforeseen risks and contingencies in the loan portfolios, changes in interest rates on assets or liabilities, further deterioration of economic conditions in Korea or globally, labor unrest, as well as other risks detailed under Item 3 Key Information Risk Factors .

**The Acquisition**

On August 19, 2003, we acquired 543,570,144 shares of common stock of Chohung Bank from Korea Deposit Insurance Corporation, which shares represent 80.04% of the outstanding shares of Chohung Bank. Korea Deposit Insurance Corporation had acquired the Chohung Bank shares in connection with a capital injection in 1999 during the Korean financial crisis. Our acquisition of these shares of Chohung Bank was the culmination of a lengthy process pursuant to which we were awarded preferred bidder status in January 2003 following which we entered into negotiations with Korea Deposit Insurance Corporation over a six-month period with respect to the price and terms of the acquisition. During this period, the proposed transaction encountered opposition from both the labor union and the senior management of Chohung Bank. Beginning in mid-June 2003, the labor union of Chohung Bank undertook actions, including a strike, opposing our acquisition of Chohung Bank.

In connection with the finalization of the Stock Purchase Agreement, our management, together with the managements of Korea Deposit Insurance Corporation and Chohung Bank, reached a written understanding with the labor union of Chohung Bank. Labor related issues relating to Chohung Bank will be resolved through consultation. The understanding contemplates that a merger between Shinhan Bank and Chohung



**Table of Contents**

Bank may take place three years after the closing and that during the transition period (i) the chief executive officer of Chohung Bank will be drawn from a pool of candidates with backgrounds at Chohung Bank and will, as such, manage Chohung Bank within the holding company structure, (ii) Chohung Bank and Shinhan Bank will have equal representation on the integration committee to be established two years after the acquisition and equal representation as senior executive officers of Shinhan Financial Group, and (iii) forcible lay-offs will not take place, employee compensation will be harmonized and seniority will be discussed. Upon completion of the merger, employee redundancy policy will be retained and, where feasible, branch redundancies will be avoided. The understanding is broadly consistent with our strategy and timetable for combining the resources of the two banks and is designed to enhance the support and cooperation of Chohung Bank's employees in the process.

The definitive terms of the acquisition were reflected in the Stock Purchase Agreement and the Investment Agreement, each dated July 9, 2003. The purchase price for the Chohung Bank shares consisted of (i) a maximum cash amount of W1,718,800,548,296, of which W900,000,000,000 was paid at the closing, with the W652,284,172,800 being due two years from the closing, subject to reduction if certain loan portfolio quality conditions existing as of December 31, 2002 under Korean GAAP are not maintained, and W166,516,375,496 being due two years from the closing, subject to reductions relating to the accuracy of representations and warranties contained in the Stock Purchase Agreement, (ii) 46,583,961 shares of our Redeemable Preferred Stock and (iii) 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 12.28% of our common shares as of December 31, 2004. For the terms of these preferred stocks, see Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock. In addition, we have agreed to make an earn out payment equal to 20% of Chohung Bank's net income for 2004, 2005 and 2006 in excess of W1,800,000,000,000 in the aggregate as reflected under Korean GAAP. We have also agreed to make up the difference between the price at which outstanding exchangeable debt securities of Korea Deposit Insurance Corporation exchangeable into our shares through conversion of the Redeemable Convertible Preferred Stock are exchanged for our common shares and a price of W18,086 per share with respect to up to a maximum of 44,720,603 common shares. The loan portfolio quality adjustment to the cash portion of the acquisition price referred to above will be based on the Korean GAAP performance of Chohung Bank's portfolios of certain large corporate loans, including corporate loans sold with recourse to the Korea Asset Management Corporation, and credit card loans. Any loan loss provisions, net charge-offs or other losses or costs associated with such adjustments and with adjustments associated with accuracy of representations and warranties referred to above will be reflected in the ordinary course on our consolidated income statement prepared under Korean GAAP. Any cash payments made when the amounts payable to Korea Depository Insurance Corporation can be estimated with reasonable certainty will be reflected on our consolidated balance sheet as additional goodwill from the acquisition. As of December 31, 2004, we recorded liability of W166,516,375,496 on the consolidated balance sheet which increased goodwill by the same amount.

The Stock Purchase Agreement also provided for the resignation of the board of directors and officers of Chohung Bank and the election of persons specified by us, all of which has taken place and a new management and board of directors of Chohung Bank are in place. Pursuant to the terms of the Investment Agreement, so long as Korea Deposit Insurance Corporation holds 4.0% or more of the outstanding shares of our common stock resulting from conversion of the Redeemable Convertible Preferred Stock, Korea Deposit Insurance Corporation will have the right to nominate one outside director. In addition, we have the right to exercise all voting rights that Korea Deposit Insurance Corporation may have with respect to the enfranchised Redeemable Preferred Stock and the Redeemable Convertible Preferred Stock as well as our common shares issuable to Korea Deposit Insurance Corporation upon conversion of the Redeemable Convertible Preferred Stock except, so long as Korea Deposit Insurance Corporation owns more than 4.0% of our outstanding shares of common stock resulting from conversion of the Redeemable Convertible Preferred Share, we are required to obtain the consent of Korea Deposit Insurance Corporation prior to voting on the following matters: (i) any matters which require a special resolution or unanimous resolution of the shareholders under the Korean Commercial Code; (ii) approval of any dividend payment on our common shares; and (iii) appointment or dismissal of any outside director nominated by Korea Deposit Insurance Corporation.



## **Table of Contents**

Pursuant to the terms of the Investment Agreement, we are required to obtain the consent of the Korea Deposit Insurance Corporation, to the extent permitted under applicable law, in order to declare dividends on our common shares in excess of W750, if our net income under Korean GAAP is below W800 billion in any given fiscal year while any of the Redeemable Preferred Stock and Redeemable Convertible Preferred Stock are outstanding.

In December 2003, our ownership increased to 81.15% following our additional capital injection of W200 billion into Chohung Bank. In June 2004, we acquired the common shares of Chohung Bank that we previously did not own, which were 135,548,285 shares, or 18.85% of total common shares of Chohung Bank outstanding as of December 31, 2003, through a cash tender offer followed by a small-scale share swap under Korean law. We delisted the common shares of Chohung Bank from the Korea Exchange on July 2, 2004.

### **Strategy, Organization and Timetable for Integrating Chohung Bank and Shinhan Bank and Effecting a Merger**

#### ***Strategy***

We currently maintain our policy to integrate Shinhan Bank and Chohung Bank over a three-year transition period from the date of our acquisition of Chohung Bank by executing the following strategy:

integrating the two information technology systems of Shinhan Bank and Chohung Bank by taking advantage of the fact that both banks utilize the same operating systems;

introducing Shinhan Bank's risk management and provisioning systems into Chohung Bank to improve the asset quality of Chohung Bank's loan portfolio;

unifying marketing strategy and branding to enhance overall market impact;

unifying distribution and expanding our overall customer base by taking advantage of a greatly expanded nationwide branch network;

unifying product and service development;

capitalizing on Chohung Bank's greater retail mass market penetration and large corporate portfolio as a complement to Shinhan Bank's greater emphasis on small- and medium-sized enterprises and high net worth individuals;

enhancing financial services activities, including by coordinating or combining credit card and investment management activities; and

harmonizing employee compensation benchmarked to common productivity targets and enhancing operational efficiency primarily through normal and voluntary early retirement programs.

#### ***Organization and Timetable***

To provide integration leadership during the initial phases of the integration, in September 2003, a joint management committee was established consisting of the CEO and the responsible Senior Executive Vice President at our holding company level, the CEOs and the responsible Senior Executive Vice Presidents of both Shinhan Bank and Chohung Bank and other members of our senior management, including those of our other subsidiaries as appropriate from time to time. Under the supervision of this joint management committee, this integration process is being implemented through two group-wide initiatives called "One Bank" and "New Bank" projects.

The "One Bank" initiative focuses on achieving near-term synergies and operational efficiencies in advance of the physical and systems integration, such as in the areas of sharing retail distribution channels, joint proposals and credit policies for large-scale loans and joint investor relations and public relations. The day-to-day implementation of the

"One Bank" initiative is being handled by a joint work group established with working level employees participating from the holding company, Shinhan Bank and Chohung Bank,





**Table of Contents**

further broken down into task force teams and smaller work groups depending on the various areas of integration.

The New Bank initiative focuses more on longer-term integration and upgrading of our soon-to-be integrated banking services platform. The areas of focus include upgrading retail service models, establishing the one portal channel network, business process reengineering, developing an integrated credit risk management system and upgrading our information technology systems. The day-to-day implementation is being handled by six upgrade project teams.

In connection with both of these initiatives, we received outside consulting, including review of global best practice to improve fairness and objectivity in our decision-making process. We also have dedicated teams at our holding company level to provide certain support and back-office functions for these initiatives.

**Liquidity and Capital Resources**

As consideration for our purchase of Chohung Bank shares, at closing, we (i) paid to Korea Deposit Insurance Corporation cash of W900 billion, (ii) issued to Korea Deposit Insurance Corporation 46,583,961 shares of our Redeemable Preferred Stock, with a redemption price of W842,517,518,646 and (iii) issued to Korea Deposit Insurance Corporation 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 12.28% of our shares of common stock as of December 31, 2004, with a redemption price of W808,816,825,858. In August 2003, we raised W900 billion in cash through the issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose vehicle. These redeemable preferred shares have terms that are different from the preferred shares issued to Korea Deposit Insurance Corporation. We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010.

Pursuant to the terms of the Redeemable Preferred Stock issued to Korea Deposit Insurance Corporation, we are required to redeem such shares in five equal annual installments commencing three years from the date of issuance and, pursuant to the terms of the Redeemable Convertible Preferred Stock, we are required to redeem the full amount of such shares outstanding five years from the date of issuance to the extent not converted into our common shares. Each share of Redeemable Convertible Preferred Stock is convertible into one share of our common stock. The dividend ratios on the Redeemable Preferred Stock and the Redeemable Convertible Preferred Stock are 4.04% and 2.02%, respectively. See Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock .

The following table sets forth the contractual scheduled maturities by type of preferred stock issued by us in connection with our acquisition of Chohung Bank.

	<b>Due August</b>						
	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>Total</b>
	<b>(In millions of Won)</b>						
Redeemable Preferred Stock issued to KDIC	W	W 168,503	W 168,503	W 168,504	W 168,504	W 168,504	W 842,518
Redeemable Preferred Stock issued in the market through a special purpose vehicle		525,000		365,000		10,000	900,000
Redeemable Convertible Preferred Stock(1)				808,817			808,817

Total	₩	₩ 693,503	₩ 168,503	₩ 1,342,321	₩ 168,504	₩ 178,504	₩ 2,551,335
-------	---	-----------	-----------	-------------	-----------	-----------	-------------

*Note:*

(1) Assumes no conversion of the Redeemable Convertible Preferred Stock into our common stock.

44

---

**Table of Contents**

Pursuant to laws and regulations in Korea, we may redeem our preferred stock to the extent of our retained earnings of the previous fiscal year, net of certain reserves as determined under Korean GAAP. At this time, we expect that our future profitability should be adequate to provide us with sufficient capital resources to enable us to redeem our preferred stock pursuant to the scheduled maturities as described in the table above. In the event there is a short-term shortage of liquidity to make the required cash payments for redemption as a result of, among other things, failure to receive dividend payments from our operating subsidiaries on time, we plan to raise cash liquidity through the issuance of long-term debt in the Korean fixed-income market in advance of the scheduled maturity on our preferred stock. In addition, the Stock Purchase Agreement requires us to make cash payments of W652,284,172,800 two years from the closing subject to reduction if certain loan portfolio quality conditions existing as of December 31, 2002 under Korean GAAP are not maintained, and W166,516,375,496 two years from the closing, subject to reductions relating to the accuracy of representations and warranties contained in the Stock Purchase Agreement. As a result of uncertainties relating to loan quality conditions and possible breach of representations and warranties, it is impossible to predict at this time the actual amount of cash payments that will be due. To the extent we need to obtain additional liquidity, we plan to do so through the issuance of long-term debt and the use of our other secondary funding sources. See Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources .

**Capital Adequacy**

Chohung Bank's capital adequacy ratios as of December 31, 2002, 2003 and 2004, calculated based on guidelines issued by the Financial Supervisory Commission, were 8.66%, 8.87% and 9.40%, respectively. Pursuant to the capital adequacy guidelines issued by the Financial Supervisory Commission, financial holding companies in Korea, including us, are required to maintain a minimum requisite capital ratio of at least 100%. Requisite capital ratio represents the ratio of net aggregate amount of our equity capital to aggregate amounts of requisite capital (all of which are described in Supervision and Regulation – Principal Regulations Applicable to Financial Holding Companies – Capital Adequacy ). Although our estimated requisite capital ratio as of December 31, 2003 declined as a result of our acquisition of Chohung Bank, the ratio stabilized in 2004 and we expect to continue to satisfy the minimum requisite capital ratio requirement. Our acquisition of Chohung Bank did not affect the capital adequacy ratios of our other operating subsidiaries, including Shinhan Bank and Shinhan Card.

In June 2004, we acquired the remaining 18.85% of the outstanding shares of Chohung Bank that we previously did not own through a cash tender offer followed by a small-scale share swap pursuant to Korean law. This transaction was subject to the rights of dissenting shareholders of Chohung Bank, who had the right to require Chohung Bank to purchase the shares held by such dissenting shareholders at a price determined in accordance with Korean laws and regulations. The number of shares subject to such purchase by Chohung Bank was 66,363,126 shares, amounting to a purchase price of approximately W204 billion. Chohung Bank was required to reduce its total Tier I and Tier II capital by such purchase price, resulting in a 0.50% decrease in Chohung Bank's total Tier I and Tier II capital adequacy ratio.

**Table of Contents****BUSINESS OVERVIEW**

Unless otherwise specifically mentioned, the following business overview is presented on a consolidated basis under U.S. GAAP.

In the overview of our business that follows, we provide you with information regarding our branch network and other distribution channels and a detailed look at our principal group activities.

**Our Branch Network and Distribution Channels**

Through branches maintained at various levels of our subsidiaries, we offer a variety of financial services to retail and corporate customers. The following table presents the geographical distribution of our domestic branch network, according to our principal subsidiaries with branch networks, as of December 31, 2004.

	Shinhan Bank		Chohung Bank		Jeju Bank	Good Morning Shinhan	Shinhan	Total
	Retail	Corporate	Retail	Corporate		Securities	Card(1)	
Seoul and metropolitan	150	47	187	44	1	36	5	470
Kyunggi Province	69	14	72	15		11	1	182
Six major cities:	44	15	78	15	1	18	5	176
Inchon	14	4	17	3		2	1	41
Busan	10	5	24	4	1	5	1	50
Kwangju	5	1	6	2		2	1	17
Taegu	6	3	13	3		4	1	30
Ulsan	4	1	8	1		2		16
Taejon	5	1	10	2		3	1	22
Sub-total	263	76	337	74	2	65	11	828
Others	23	10	107	15	29	14	2	200
Total	286	86	444	89	31	79	13	1,028

Note:

(1) Represents sales offices focusing on attracting new customers.

**Banking Branch Network**

As of December 31, 2004, Shinhan Bank had 372 branches in Korea. Shinhan Bank's branch network is designed to focus on providing one-stop banking services tailored to one of the three customer categories: retail customers, small- and medium-sized enterprises customers and large corporate customers. Under the customer oriented branch network, branch officers operate under the sole and independent supervision of their respective division profit centers, providing one-stop banking services tailored to their respective customer groups. Of the 372 total domestic branches, three branches specialize in serving large corporations, 83 branches concentrate on small-and medium-sized enterprises and 286 branches focus on retail customers.

As of December 31, 2004, Chohung Bank had an extensive nation-wide branch network with a total of 533 branches in Korea. With key branches located in high traffic locations such as airports, hospitals and other public facilities, Chohung Bank believes that it provides its customers with convenience and efficiency that enables Chohung Bank to secure a significant source of stable funding at competitive rates. Of the 533 total branches, six branches specialize in serving large corporations, 83 branches concentrate on small- and medium enterprises and 444 branches

focus on retail customers.

We believe that targeting specific service areas and offering differentiated services to each group of customers will improve our profitability and productivity.

**Table of Contents***Retail Banking Branches*

In Korea, many retail transactions are conducted in cash or with credit cards, and conventional checking accounts are generally not offered or used as widely as in other countries. As a result, an extensive retail branch network plays an important role for Korean banks as customers generally handle most transactions through bank branches.

Shinhan Bank's 150 retail branches are principally located near Seoul and its metropolitan area to target and service high net worth individuals. Chohung Bank has an extensive nationwide network of 444 retail branches covering all regions of Korea, which also offers credit card-related services in addition to conventional consumer lending.

Chohung Bank has traditionally focused on and continues to focus on retail banking. To focus more on profitability, it has developed and has been implementing what it refers to as "deepening customer relationship branches" or DCR branches, which have separate layouts from conventional branches and provides easier access and differentiated services to high net worth customers. As of December 31, 2004, Chohung Bank had 182 DCR branches located primarily in strategic locations in major Korean cities.

Our private banking relationship managers are representatives who, within target customer groups, assist clients in developing individual investment strategies. We believe that our relationship managers help us foster enduring relationships with our clients. Private banking customers also have access to our retail branch network and other general banking products we offer through our retail banking operations.

*Corporate Banking Branches*

In order to service corporate customers and attract high-quality borrowers, in particular from the small- and medium-sized enterprises sector, Shinhan Bank has developed a relationship management system within its domestic branch network and strengthened its marketing capability. Shinhan Bank's relationship managers help us foster enduring relationships with our corporate customers, the small- and medium-sized enterprises in particular. Shinhan Bank has 83 corporate banking branches with these relationship management teams focusing on serving its small- and medium-sized enterprises customers. Recently, as part of an effort to centralize our resources and institutional knowledge with respect to our corporate customer base, Shinhan Bank have reduced the number of banking branch offices that offer services to large corporate customers. Shinhan Bank expects its headquarters to be much better positioned to effect policies and business strategies throughout its branch network. This should lead to greater efficiency and better services being provided to these customers. Shinhan Bank has three corporate branches solely dedicated to large corporate customers, all of which are located in Seoul, Korea.

In August 2002, in order to service quality corporate customers, in particular from the small- and medium-sized enterprises sector, Chohung Bank spun off the corporate sections from its existing branches and created separate corporate banking branches. Chohung Bank currently has 89 corporate banking branches, consisting of six large corporate branches and 83 small- and medium-sized enterprises branches. These corporate banking branches operate independently from the retail banking branches and form a separate corporate banking branch network. Each corporate banking branch has its own general manager and is dedicated solely to large corporate customers.

*Self-Service Terminals*

In order to complement our branch network, we have established an extensive network of automated banking machines, which are located in branches and in unmanned outlets. These automated banking machines consist of ATMs, cash dispensers and passbook printers. As of December 31, 2004, Shinhan Bank had 1,057 cash dispensers and 1,402 ATMs and Chohung Bank had 930 cash dispensers, 3,467 ATMs. We have actively promoted the use of these distribution outlets in order to provide convenient service to customers, as well as to maximize the marketing and sales functions at the branch level, reduce employee costs and improve profitability. We believe that the use of our automated banking machines has increased in

**Table of Contents**

recent years. We estimate that, in 2004, automated banking machine transactions accounted for approximately 25.7% of total deposit and withdrawal transactions of Shinhan Bank and 47.2% of those of Chohung Bank.

The following table sets forth information, for the periods indicated, regarding the number of transactions and the fee revenue of our ATMs and cash dispensers.

	For the Year Ended December 31,					
	2002		2003		2004	
<b>Shinhan Bank:</b>						
ATMs and cash dispensers	2,212		2,373		2,459	
Number of transactions (millions)	117		107		105	
Fee revenue (billions of Won)	W	19	W	20	W	20
<b>Chohung Bank:</b>						
ATMs and cash dispensers	5,011		4,655		4,397	
Number of transactions (millions)	338		281		262	
Fee revenue (billions of Won)	W	41	W	42	W	34

*Electronic Banking*

Since launching Korea's first internet banking service in July 1999, Shinhan Bank has been widely acknowledged in the print and electronic media as the internet banking leader among Korean commercial banks. Shinhan Bank's internet banking services are more comprehensive than those available at the counter, including such services as 24 hour account balance posting, real-time account transfer, overseas remittance and loan requests. Consistent with the fact that Korea has the highest internet supply rate in the world and an active e-business market, internet banking has continued to grow at a rapid pace. In 2004, internet banking made up 28.1% of total banking transactions of Shinhan Bank, an increase from 24.4% in 2003 and 19.8% in 2002. In the case of loans, in particular, an average of approximately 5,629 requests are made per month. Among the electronic banking service customers of Shinhan Bank in 2004, approximately 1,658,812 were retail customers and 84,477 were corporate customers.

In March 2004, we launched the M Banking service, which enables customers to make speedy, convenient and secure banking transactions using IC chip-installed mobile phones. As of December 31, 2004, Chohung Bank had 34,062 M Banking subscribers who used the service for approximately 450,000 transactions amounting to W304,955 million and Shinhan Bank had 18,183 M Banking subscribers who used the service for approximately 273,000 transactions amounting to W364,812 million.

Chohung Bank launched its electronic banking services in May 1993, allowing customers to transfer funds, make account inquiries and receive account statements by telephone and facsimile. Chohung Bank provides a 24-hour phone banking service which facilitates money transfers and account inquiries as well as Chohung Bank's efforts to market its products and services through the phone. The internet banking system, launched in July 1999, enables customers to transfer funds more conveniently than under the existing phone banking system. In 2004, internet banking made up 18.61% of total banking transactions of Chohung Bank. In the case of loans, in particular, an average of approximately 4,284 requests are made per month. Among the electronic banking service customers of Chohung Bank in 2004, approximately 2,781,081 were retail customers and 103,889 were corporate customers.



**Table of Contents**

The following table sets forth information, for the periods indicated, on the number of users and transactions and the fee revenue of the above services provided to our retail and corporate customers.

**For the Year Ended December 31,**

	2002	2003	2004
<b>Shinhan Bank:</b>			
<b>Telephone banking(1):</b>			
Number of users(2)	792,317	1,109,552	1,398,827
Number of transactions (in thousands)	27,792	39,670	36,646
<b>Internet banking(1):</b>			
Number of users(2)	741,552	1,023,195	1,339,571
Number of transactions (in thousands)(3)	224,652	306,667	359,160
Total fee revenue (millions of Won)	W 13,244	W 18,325	W 29,884
<b>Chohung Bank:</b>			
<b>Telephone banking(1):</b>			
Number of users(2)	2,485,000	2,670,658	720,492
Number of transactions (in thousands)(3)	119,429	120,931	108,745
<b>Internet banking(1):</b>			
Number of users	1,974,000	2,417,415	2,472,415
Number of transactions (in thousands)(3)	121,094	141,196	166,937
Total fee revenue (millions of Won)	W 32,119	W 35,052	W 45,007

*Notes:*

- (1) Includes customers simultaneously using both telephone banking and internet banking.
- (2) Includes customers using services of both Shinhan Bank and Chohung Bank.
- (3) Includes account inquiries and balance transfers.

E-banking functions primarily as a cost-saving method, rather than a profit-generating platform. Accordingly, substantially all of electronic banking transactions do not generate fee income as many transactions, such as balance inquiries, consultations with customer representatives or transfers of money within our banking institutions, are not charged fees. This is especially the case for phone banking services where a majority of the transactions are balance inquiries or consultations with customer representatives. Firm banking services, which are electronic banking services offered to corporate customers, have also contributed to reducing expenditures on operations and administrative costs.

In line with our strategy to provide high quality and comprehensive customer service, we are in the process of establishing a group-wide integrated call center designed to provide comprehensive customer service and marketing.

**Table of Contents***Overseas Branch Network*

The table below sets forth Shinhan Bank's overseas banking subsidiary and branches.

<b>Business Unit</b>	<b>Location</b>	<b>Year Established or Acquired</b>
<i>Subsidiary</i>		
Shinhan Finance Limited	Hong Kong SAR, China	1990
<i>Branches</i>		
Tokyo	Japan	1988
Osaka	Japan	1986
Fukuoka	Japan	1997
New York	U.S.A.	1989
London	United Kingdom	1991
Ho Chi Minh City	Vietnam	1995
Tianjin	China	1996
Shanghai	China	2003

The table below sets forth Chohung Bank's overseas banking subsidiaries and branches.

<b>Business Unit</b>	<b>Location</b>	<b>Year Established or Acquired</b>
<i>Subsidiaries</i>		
Chohung Finance Ltd., Hong Kong	Hong Kong SAR, China	1982
Chohung Bank (Deutschland) GmbH	Germany	1994
CHB America Bank(1)	U.S.A.	2003
Chohung Vina Bank	Vietnam	2000
<i>Branches</i>		
London	United Kingdom	1979
Tokyo	Japan	1981
Singapore	Singapore	1990
Tianjin	China	1994
Mumbai	India	1996
New York	U.S.A.	1978

*Note:*

(1) Created as a result of a merger between Chohung Bank of New York and California Chohung Bank in March 2003. CHB America Bank has offices in New York City, New York and Los Angeles, California.

The principal activities of overseas branches and subsidiaries of Shinhan Bank and Chohung Bank are providing trade financing and local currency funding for Korean companies and Korean nationals in the overseas market and providing foreign exchange services in conjunction with our headquarters. On a limited basis, these overseas branches and subsidiaries also engage in investment and trading of securities of foreign issuers.

***Credit Card Distribution Channels***

As part of our strategy to focus on cross-selling of credit card products and services to our banking customers, we generally markets our credit card products and services to our customers through our established retail distribution

channels, primarily through retail and corporate banking branch network of Shinhan Bank and Chohung Bank, including automated transaction machines. In addition, as of Decem-

50

---

**Table of Contents**

ber 31, 2004, Shinhan Card had 13 sales offices nationwide, which primarily focus on attracting new credit card customers.

***Securities Brokerage Distribution Channels***

Our Securities Brokerage Services is conducted principally through Good Morning Shinhan Securities. As of December 31, 2004, Good Morning Shinhan Securities had 79 branches nationwide and two overseas subsidiaries based in New York and London to service our customers in this business.

Approximately 62.0% of our brokerage branches are located in the Seoul metropolitan area with a focus to attract high net worth individual customers and also to achieve synergy with our retail and corporate banking branch network. In the corporate sector in particular, we continue to explore new opportunities through cooperation between Good Morning Shinhan Securities and Shinhan Bank and Chohung Bank.

***Our Principal Activities***

Our principal group activities consist of deposit-taking activities from our retail and corporate customers, which provide us with funding necessary to offer a variety of commercial banking, securities brokerage, investment banking and other financial services.

The comprehensive financial services that we provides are:

Commercial banking services, consisting of the following:

Retail banking services;

Corporate banking services, comprised of two divisions:

Small- and medium-sized enterprises banking; and

Large corporate banking;

Credit cards services;

Treasury and securities investment

Other banking services

Securities brokerage services

Other services, including leasing and equipment financing, investment trust management, regional banking, investment banking advisory, bancassurance and loan collection and credit reporting

In addition to the above business activities, we have a corporate center at the holding company level to house those functions that support the cross-divisional management in our organization.

***Deposit-Taking Activities***

We offer many deposit products that target different customer segments with features tailored to each segment's financial profile and other characteristics. Our deposit products principally include the following:

*Demand deposits*, which either do not accrue interest or accrue interest at a lower rate than time or savings deposits. Demand deposits allow the customer to deposit and withdraw funds at any time and, if they are interest bearing, accrue interest at a fixed or variable rate depending on the period and the amount of deposit. Retail and corporate demand deposits constituted approximately 9.8% of our total deposits as of December 31, 2003 and paid average interest of 1.39% in 2003, and approximately 10.1% of our total deposits as of December 31, 2004 and paid average interest of 1.33% in 2004.

*Time deposits*, which generally require the customer to maintain a deposit for a fixed term during which the deposit accrues interest at a fixed rate or variable rate based on certain financial indexes, including the Korea Composite Stock Price Index (KOSPI). If the amount of the deposit is withdrawn prior to the end of the fixed term, the customer will be paid a lower interest rate than that originally

**Table of Contents**

offered. The term for time deposits typically ranges from one month to five years. Retail and corporate time deposits constituted approximately 49.1% of our total deposits as of December 31, 2003 and paid average interest of 4.19% in 2003, and approximately 47.7% of our total deposits as of December 31, 2004 and paid average interest of 3.83% in 2004.

*Mutual installment deposits*, which generally require the customer to make periodic deposits of a fixed amount over a fixed term during which the deposit accrues interest at a fixed rate. If the amount of the deposit is withdrawn prior to the end of the fixed term, the customer will be paid a lower interest rate than that originally offered. The term for installment deposits typically ranges from six months to five years. Mutual installment deposits constituted approximately 3.2% of our total deposits as of December 31, 2003 and paid average interest of 5.36% in 2003, and approximately 2.9% of our total deposits as December 31, 2004 and paid average interest of 4.54% in 2004.

*Savings deposits*, which allow the customer to deposit and withdraw funds at any time and accrue interest at an adjustable interest rate, which is lower than time or installment deposits. Currently, interest on savings deposits ranges from zero to 2.7%. Saving deposits constituted approximately 29.4% of our total deposits as of December 31, 2003 and paid average interest of 1.46% in 2003, and approximately 29.5% of our total deposits as of December 31, 2004 and paid average interest of 1.24% in 2004.

*Marketable deposits*, consisting of certificates of deposit, cover bills and bonds sold under repurchase agreements that have maturities ranging from 30 days to two years. Interest rates on marketable deposits are determined based on the length of the deposit and prevailing market interest rates. Certificate of deposits are sold on a discount to their face value, reflecting the interest payable on the certificate of deposit. Under U.S. GAAP, cover bills sold are reflected as short-term borrowings and bonds sold under repurchase agreements are reflected under secured borrowings.

*Foreign currency deposits*, which accrue interest at an adjustable rate and are available to Korean residents, nonresidents and overseas immigrants. Shinhan Bank offers foreign currency demand and time deposits and checking and passbook accounts in 15 currencies and Chohung Bank offers such accounts in 15 foreign currencies. Deposits in foreign currency constituted approximately 5.84% of our total deposits as of December 31, 2003 and paid average interest of 0.66% in 2003, and approximately 5.81% of our total deposits as of December 31, 2004 and paid average interest of 0.60% in 2004.

We also offer deposits which provide the holder with preferential rights to housing subscriptions under the Housing Construction Promotion Law, and eligibility for mortgage loans. These products include:

*Housing subscription time deposits*, which are special purpose time deposit accounts providing the holder with a preferential right to subscribe for new private apartment units under the Housing Construction Promotion Law. This law is the basic law setting forth various measures supporting the purchase of houses and the supply of such houses by construction companies. If a potential home-buyer subscribes for these deposit products and holds them for a certain period of time as set forth in the Housing Construction Promotion Law, such deposit customers obtain the right to subscribe for new private apartment units on a priority basis under this law. Such preferential rights are neither transferable nor marketable in the open market. These products accrue interest at a fixed rate for one year and at an adjustable rate after one year, which are consistent with other time deposits. Deposit amounts per account range from W2 million to W15 million depending on the size and location of the dwelling unit. These deposit products target high and middle income households.

*Housing subscription installment savings deposits*, which are monthly installment savings programs providing the holder with a preferential subscription right for new private apartment units under the Housing Construction Promotion Law. Such preferential rights are neither transferable nor marketable in the open market. These deposits require monthly installments of W50,000 to W500,000, have maturities between three and five years and

accrue interest at fixed rates depending on the term, which are consistent with other installment savings deposits. These deposit products target low- and middle-income households.

**Table of Contents**

For information on our deposits in Korean Won based on the principal types of deposit products we offer, see Item 4. Information on the Company Description of Assets and Liabilities Funding Deposits .

The following table sets forth the number of the deposit customers of Shinhan Bank and Chohung Bank by category as well as the number of domestic branches as of the dates indicated.

	As of December 31,		
	2002	2003	2004
	(In thousands, except branches)		
<b>Shinhan Bank:</b>			
Retail deposit customers(1)	5,361	5,551	5,934
Active retail deposit customers(2)	1,624	1,621	1,753
Corporate deposit customers	93	101	113
Domestic branches	341	354	372
<b>Chohung Bank:</b>			
Retail deposit customers(1)	9,932	9,239	10,361
Active retail deposit customers(3)	2,913	2,619	2,563
Corporate deposit customers	137	138	142
Domestic branches	536	557	533

*Notes:*

- (1) Based on the classification for the purpose of customer management, retail deposit customers include individual deposit customers, foreigners, sole proprietorships and certain small- and medium-sized enterprises deposit customers classified as retail customers depending on a number of factors, including those small- and medium-sized enterprises to whom a credit of less than W1 billion has been extended and who are sole proprietors.
- (2) For Shinhan Bank, represents customers (i) whose average monthly account balance is W300,000 or more or (ii) who is 20 years of age or more, has an average loan balance during the year, and accordingly is required to maintain a deposit account with Shinhan Bank to service payment of interest on, and principal of, such loans.
- (3) For Chohung Bank, represents customers whose aggregate of outstanding balances of all accounts as of December 31 of each year was W100,000 or more.

We offer varying interest rates on our deposit products depending on the rate of return on our interest earning assets, average funding costs and interest rates offered by other nationwide commercial banks.

We believe that Chohung Bank holds the largest amount of deposits made by litigants in connection with legal proceedings in Korean courts or by persons involved in disputes as of December 31, 2004. In Korea, a debtor may discharge his obligation by depositing the subject of performance with the court for the creditor if a creditor refuses to accept payment of debt or is unable to receive it, or if the debtor cannot ascertain without any negligence who is entitled to the payment. Also, in instances in which there has been a preliminary attachment of real property, the property owner may deposit in cash the amount being claimed by such preliminary attachment holder in escrow with the court, in which case the court will remove such lien or attachment. Chohung Bank has been performing such court deposit services since 1958, and has developed an infrastructure of equipment, software and personnel for such business. Such deposits in the past have carried interest rates, which were generally lower than market rates (on average approximately 2% per annum). Such deposits totaled W3,872 billion, W4,205 billion and W4,329 billion as of December 31, 2002, 2003 and 2004, respectively.

The Monetary Policy Committee of the Bank of Korea imposes a reserve requirement on Won currency deposits of commercial banks which currently ranges from 1% to 5%, based generally on the term to maturity and the type of deposit instrument. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Liquidity . The Monetary Policy Committee also



**Table of Contents**

regulates maximum interest rates that can be paid on certain deposits. Under the Korean government's finance reform plan issued in May 1993, controls on deposit interest rates have been gradually reduced. Currently, only maximum interest rates payable on demand deposits are subject to regulation by the Bank of Korea.

The Depositor Protection Act provides for a deposit insurance system where the Korea Deposit Insurance Corporation guarantees to depositors the repayment of their eligible bank deposits. The deposit insurance system insures up to a total of W50 million per depositor per bank. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Deposit Insurance System .

***Retail Banking Services******Overview***

We provide *retail banking services* primarily through Shinhan Bank and Chohung Bank, our two largest subsidiaries, and, to a much lesser extent, through Jeju Bank, a regional commercial bank. The consumer loans of Shinhan Bank amounted to W21,327 billion (not including credit cards) as of December 31, 2004, and those of Chohung Bank amounted to W15,826 billion (not including credit cards) as of December 31, 2004.

Retail banking services include mortgage, small business and consumer lending as well as demand, savings and fixed deposit-taking, checking account services, electronic banking and ATM services, bill paying services, payroll and check-cashing services, currency exchange and wire fund transfer. We believe that the provision of modern and efficient retail banking services is important both in maintaining our public profile and as a source of fee-based income. We believe that our retail banking services and products will become increasingly important in the coming years as the domestic and regional banking sectors further develop and become more diverse.

Retail banking of Shinhan Bank has been and will continue to remain one of our core businesses. Shinhan Bank's strategy in retail banking is to provide prompt and comprehensive service to retail customers through increased automation and improved customer service, as well as a streamlined branch network focused on sales. The retail segment places an emphasis on targeting high net worth individuals. As of December 31, 2004, Shinhan Bank had approximately 55,000 high net worth customers with deposits of W100 million or more.

Chohung Bank leverages its customer information database to actively market and cross-sell to, as well as focus more resources on, its most profitable customers. In addition, Chohung Bank, through its newly-formed Product Development Division expects to offer a wider variety of products differentiated and targeted towards differentiated customer segments with a greater focus on the high margin, high net worth individuals. As of December 31, 2004, Chohung Bank had approximately 31,069 high net worth customers with deposits of W100 million or more.

***Consumer Lending Activities***

We offer various consumer loan products, consisting principally of household loans, that target different segments of the population with features tailored to each segment's financial profile and other characteristics, including each customer's profession, age, loan purpose, collateral requirements and the length of time a borrower has been our customer. Household loans consist principally of the following:

*Mortgage and home equity loans*, mostly comprised of mortgage loans which are loans to finance home purchases and are generally secured by the home being purchased; and

*Other consumer loans*, which are loans made to customers for any purpose (other than mortgage and home equity loans) and the terms of which vary based primarily upon the characteristics of the borrower and which are either unsecured or secured or guaranteed by deposits or a third party.

**Table of Contents**

As of December 31, 2004, mortgage and home-equity loans and other consumer loans accounted for 58.8% and 41.2%, respectively, of our consumer loans (excluding credit cards).

For secured loans, including mortgage and home equity loans, Shinhan Bank's policy is to lend up to 50%-70% of the appraisal value of the collateral, also by taking into account the value of any lien or other security interest that is prior to our security interest (other than petty claims). Chohung Bank's policy is to lend up to the estimated recovery value of the collateral, which Chohung Bank calculates based on the average value of collateral published by courts as recovered through court-approved auctions during the previous year and further adjusted to take into account the existence of any lien or other security interest that is prior to Chohung Bank's security interest. For the year ended December 31, 2004, the average initial loan-to-value ratios of mortgage and home equity loans, under Korean GAAP, of Shinhan Bank and Chohung Bank were approximately 51.39% and 58.54%, respectively.

Due to the rapid increase in mortgage and home equity loans in Korea, the Financial Supervisory Commission recently has implemented certain regulations and guidelines that are designed to suppress the increase of loans secured by housing. These regulations include restrictions on banks' maximum loan-to-value ratios, guidelines with respect to appraisal of collateral, internal control and credit approval policy requirements with regard to housing loans as well as provisions designed to discourage commercial banks from instituting incentive-based marketing and promotion of housing loans.

As of December 31, 2004, approximately 98.03% of our mortgage and home equity loans were secured by residential property which is the subject of the loan and approximately 0.46% of our mortgage and home equity loans were guaranteed by the government housing-related funds. In Korea, contrary to general practices in the United States, it is a common practice in Korea for construction companies in Korea to require buyers of new homes (particularly apartments under construction) to make installment payments of the purchase price well in advance of the title transfer of the home being purchased. In connection with this common practice, we provide advance loans, on an unsecured basis for the time being, to retail borrowers where the use of proceeds is restricted for this purpose of financing home purchases. A significant portion of these loans are guaranteed by third parties, which may include the construction company receiving the installment payment, until construction of the home is completed. Once construction is completed and the title to the homes are transferred to the borrowers, which may take several years, these loans become secured by the new homes purchased by these borrowers. As of December 31, 2003, we had approximately W634 billion of such unsecured loans, classified as mortgage and home equity loans and representing approximately 3.1% of our total mortgage and home equity loans. As of December 31, 2004, we had approximately W824 billion of such unsecured loans, which, however, were not classified as mortgage and home equity loans but as other consumer loans. To the extent that such loans remain unsecured or to the extent that any guarantees outstanding are insufficient to cover all future losses, we may be required to establish larger allowances for loan losses with respect to any such loans that become non-performing.

As we are currently focusing on credit quality, we believe this will moderate volume growth in the unsecured portions of our other consumer loan sector. Government regulations relating to the real estate market will also reduce the rate of growth in the mortgage and home equity markets.

The following table sets forth the portfolio of our consumer loans.

	As of December 31,		
	2002	2003(1)	2004
	(In billions of Won, except percentages)		
Consumer loans(2)			
Mortgage and home-equity	W 11,539	W 20,517	W 22,180
Other consumer	4,962	14,580	15,546
Percentage of consumer loans to total gross loans	36.6%	36.8%	38.9%



**Table of Contents***Notes:*

- (1) The sharp increase in overall consumer loans in 2003 from 2002 is due primarily to our acquisition of Chohung Bank in 2003.
- (2) Before allowance for loans losses and excludes credit card accounts.

*Pricing*

The interest rates on our consumer loans, both of Shinhan Bank and Chohung Bank, are either periodic floating rates (which is based on a base rate determined for three-month, six-month or twelve-month periods derived using our internal transfer price system, which reflect our cost of funding in the market, further adjusted to account for our expenses related to lending and profit margin) or fixed rates that reflect our cost of funding, as well as our expenses related to lending and profit margin. Fixed rate loans are currently limited to maturities of three years and offered only on a limited basis. For unsecured loans, both types of rates also incorporate a margin based on, among other things, the borrower's credit score as determined during our loan approval process. For secured loans, credit limit is based on the type of collateral, priority with respect to the collateral and loan to value. We can adjust the price to reflect the borrower's current and/or expected future contribution to our profitability. The applicable interest rate is determined at the time a loan is extended. If a loan is terminated prior to its maturity, the borrower is obligated to pay us an early termination fee of approximately 0.5% to 1.5% of the loan amount in addition to the accrued interest, depending on the timing, the nature of the credit and the amount.

As of December 31, 2004, Shinhan Bank's three-month, six-month and twelve-month base rates were approximately 3.42%, 3.45% and 3.45%, respectively, and Chohung Bank's three-month, six-month and twelve-month base rates were approximately 3.42%, 3.45% and 3.45%, respectively. As of December 31, 2004, Shinhan Bank's fixed-rates for home equity loans with a maturity of one year, two years and three years were 7.80%, 8.10% and 8.40%, respectively, and Shinhan Bank's fixed-rates for other consumer loans with a maturity of one year ranged from 8.60% to 12.25% depending on the consumer credit scores of its customers, while Chohung Bank's fixed-rates for home equity loans with a maturity of one year, two years and three years were 5.92%, 5.98% and 6.11%, respectively, and Chohung Bank's fixed-rates for other consumer loans with a maturity of one year ranged from 7.20% to 10.00% depending on the consumer credit scores of its customers.

As of December 31, 2004, approximately 80.5% of our consumer loans were priced based on a floating rate and approximately 19.5% were priced based on a fixed rate. As of the same date, approximately 98.1% of our consumer loans with maturity of over one year were priced based on a floating rate and approximately 1.9% were priced based on a fixed rate.

*Private Banking*

Historically, we have focused on customers with higher net worth. Our retail banking services provide a private banking service to our high net worth customers who seek personal advice in complex financial matters. Our aim is to help enhance the private wealth and increase the financial sophistication of our clients by offering them portfolio/ fund management services, tax consulting services and real estate management service. To date, our fee revenues from these activities have not been significant.

We believe that we were one of the first banks to initiate private banking in Korea. We opened our first Private Banking Center in Seoul in 2002 to serve the needs of high net worth customers, in particular those customers with deposits of W1 billion or more, and we currently have seven private banking centers both of which are located in Seoul metropolitan area. While we believe that the market for private banking services in Korea is still at an early stage of development, in connection with our strategy to target high net worth retail customers, we established a separate private banking department in 2003 to further develop and improve our services in this area.

**Table of Contents****Corporate Banking Services***Overview*

We provide *corporate banking services*, primarily through Shinhan Bank and Chohung Bank, to small- and medium-sized enterprises and, to a lesser extent, to large corporations, including corporations that are affiliated with chaebols. We also lend to government-controlled companies.

The following table sets forth the balances and percentage of our total lending attributable to each category of our corporate lending business as of the dates indicated.

	<b>As of December 31,</b>								
	<b>2002</b>		<b>2003</b>		<b>2004</b>				
	<b>(In billions of Won, except percentages)</b>								
Small- and medium-sized enterprises loans(1)	W	14,649	32.5%	W	38,055	40.0%	W	38,713	39.9%
Large corporate loans(2)		11,139	24.7		16,031	16.8		15,909	16.4
<b>Total corporate loans</b>	<b>W</b>	<b>25,788</b>	<b>57.2%</b>	<b>W</b>	<b>54,086</b>	<b>56.8%</b>	<b>W</b>	<b>54,622</b>	<b>56.3%</b>

*Notes:*

- (1) Represents the principal amount of loans extended to corporations meeting the definition of small- and medium-sized enterprises under the Basic Act on Small- and Medium-sized Enterprises and its Presidential Decree. Certain loans to sole proprietorships are included under retail lending.
- (2) Includes loans to government-controlled companies.

*Small- and medium-sized Enterprises Banking*

The small- and medium-sized enterprise loans of Shinhan Bank amounted to W20,525 billion as of December 31, 2004, and those of Chohung Bank amounted to W16,253 billion as of December 31, 2004. Under the Basic Act on Small- and Medium-sized Enterprises and its Presidential Decree, small- and medium-sized enterprises are defined as companies which (i) do not have employees and assets exceeding the number or the amount, as the case may be, specified in accordance with their types of businesses in the Presidential Decree and (ii) do not belong to a conglomerate as defined in the Monopoly Regulations and Fair Trade Act. As of December 31, 2004, we had approximately 119,540 small- and medium-sized enterprises loan customers, consisting of approximately 48,698 customers with Shinhan Bank and 70,842 customers with Chohung Bank (not taking into account any overlaps between the two). Shinhan Bank's small- and medium-sized enterprises business has historically focused on larger and well-established small- and medium-sized enterprises in Korea that prepared financial statements audited by independent auditors. This focus is based on our belief and historical observation that the larger and, in many cases, more sound businesses tend to engage independent auditors and strengthen investor confidence. Chohung Bank has traditionally focused on large corporate and retail banking and, as a result, its small- and medium-sized enterprises lending portfolio has increased during recent years with a focus on higher profit, higher risk customers who are comparatively smaller than Shinhan Bank's customers. As of December 31, 2004, our small- and medium-sized enterprise banking operation was the largest among Korean banks in terms of the total amount of Won-denominated loans to small- and medium-sized enterprises that are audited by certified public accountants, with W5,180 billion, or 16.9% of our total Won-denominated loans to small- and medium-sized enterprises, outstanding to Shinhan Bank's 2,499 customers and W3,685 billion, or 12.0% of our total Won-denominated loans to small- and medium-sized enterprises, outstanding to Chohung Bank's 2,048 customers, with approximately 15% in market share. As a result, we believe that our banking operation had the largest market share of small- and medium-sized enterprises customers

subject to independent audit.

Our small- and medium-sized enterprises banking business has traditionally been and will remain one of our core businesses. However, the small- and medium-sized enterprise business is currently the focus of intense competition among large commercial banks and the opportunities for us to expand our business with more established small- and medium-sized enterprises have been reduced. During recent years, most of the

**Table of Contents**

nationwide banks have shifted their focus to or increased their emphasis on this type of lending, as opportunities in the large corporate and retail sectors diminished. While we expect competition in this sector to intensify, we believe that our established customer base, quality brand image and experienced lending staff will provide an opportunity to maintain steady growth in this environment.

We believe that Shinhan Bank, which have traditionally focused on small-and medium-sized enterprises lending, possesses the necessary elements to succeed in the small- and medium-sized enterprises market, including its marketing capabilities (which we believe have provided Shinhan Bank with significant brand loyalty) and its credit rating system for credit approval. To increase and maintain its market share of small- and medium-sized enterprises lending, Shinhan Bank has:

positioned itself based on accumulated expertise. We believe Shinhan Bank has a better understanding of the credit risks embedded in this market segment and to develop loan and other products specifically tailored to the needs of this market segment;

begun operating a relationship management system to provide targeted and tailored customer service to small-and medium-sized enterprises. Shinhan Bank has 83 corporate banking branches with relationship management teams. These relationship management teams market products and review and approve smaller loans that pose less credit risks; and

begun to focus on cross-selling loan products with other products. For example, when Shinhan Bank lends to small- and medium-sized enterprises, it also explores opportunities to cross-sell consumer loans or deposit products to the employees of those companies or to provide financial advisory services.

Chohung Bank has in recent years identified small- and medium-sized enterprise lending as its principal areas of growth and increased its small- and medium-sized enterprises customer base to include relatively smaller enterprises, such as small unincorporated businesses and sole proprietorships. While lending to these customers has resulted in growth of Chohung Bank's corporate lending portfolio, it also increased its credit risk exposure relative to its other existing customers.

Since 2002, the industry-wide delinquency ratios for loans to small- and medium-sized enterprises have been rising. According to data compiled by the Financial Supervisory Service, the delinquency ratio (net of charge-offs, which has also increased significantly) for Won-denominated loans by Korean banks to small- and medium-sized enterprises increased from 2.0% as of December 31, 2002 to 2.1% as of December 31, 2004. The delinquency ratio for loans to small- and medium-sized enterprise is calculated as the ratio of (1) the outstanding balance of such loans in respect of which either principal payments are overdue by one day or more or interest payments are over due by 14 days or more (if prior interest payments on a loan were made late on more than three occasions, in which case the loan is considered delinquent if interest payments are overdue by one day or more) to (2) the aggregate outstanding balance of such loans. Shinhan Bank's delinquency ratio, calculated under Korean GAAP, for such loans increased from 1.07% as of December 31, 2002 to 1.75% as of December 31, 2003 to 1.80% as of December 31, 2004 and to 1.79% as of March 31, 2005. Chohung Bank's delinquency ratio, calculated under Korean GAAP, for such loans increased from 1.53% as of December 31, 2002 to 3.49% as of December 31, 2003 to 2.21% as of December 31, 2004 and to 2.80% as of March 31, 2005. In particular, Shinhan Bank's delinquency ratios, calculated under Korean GAAP, for Won-denominated loans to small- and medium-sized enterprises that do not prepare audited financial statements were 2.46% as of December 31, 2003, 1.95% as of December 31, 2004 and 2.34% as of March 31, 2005. Such delinquency ratios for Chohung Bank were 4.86% as of December 31, 2003, 2.74% as of December 31, 2004 and 3.28% as of March 31, 2005. Shinhan Bank's delinquency ratios for loans to small unincorporated businesses and sole proprietorships were 1.56% as of December 31, 2003, 2.07% as of December 31, 2004 and 2.02% as of March 31, 2005. Such delinquency ratios for Chohung Bank were 3.03% as of December 31, 2003, 2.00% as of December 31, 2004 and 2.77% as of March 31, 2005. These delinquencies may rise further in 2005 compared to 2003 and 2004. Our current focus of small- and medium-sized enterprise lending business is to improve the asset quality and maintain the profitability of our loans to small- and medium-sized enterprises.





**Table of Contents***Large Corporate Banking*

Large corporate customers consist primarily of member companies of chaebols and financial institutions. Large corporate loans of Shinhan Bank amounted to W8,423 billion as of December 31, 2004, and those of Chohung Bank amounted to W7,486 billion as of December 31, 2004. As a late entrant into the Korean commercial banking industry, large corporate banking has not been a core business of Shinhan Bank and its focus of business in this customer sector has been on investments in corporate debt securities and fee-based businesses rather than conventional lending activities. On the other hand, Chohung Bank, the oldest commercial bank in Korea that we acquired in 2003, has traditionally focused on large corporate customers as its core corporate banking business.

In recent years, our Corporate & Investment Banking Group has begun providing investment banking services. We provide services as an arranger, trustee and liquidity provider for asset-backed securities. We also participate in and administer syndicated loans and project financings. We provide advisory services in the area of social overhead capital projects such as highway, port, power and water and sewage projects, as well as equity and venture financing, real estate financing and mergers and acquisitions advice.

*Corporate Lending Activities*

Our principal loan products for corporate customers are working capital loans and facilities loans. Working capital loans, which include discounted notes and trade financing, are, in general, loans used for general working capital purposes. Facilities loans are provided to finance the purchase of equipment and the establishment of manufacturing won-denominated plants. As of December 31, 2004, working capital loans and facilities loans amounted to W32,086 billion and W4,168 billion, respectively, representing 88.5% and 11.5% of our total Won-denominated corporate loans under Korean GAAP. Working capital loans generally have a maturity of one year, but may be extended on an annual basis for an aggregate term of three years in the case of unsecured loans and five years in the case of secured loans. Facilities loans, which are generally secured, have a maximum maturity of ten years.

Loans to corporations may be unsecured or secured by real estate, deposits or guaranty certificates. As of December 31, 2004, under Korean GAAP, secured loans and guaranteed loans (including loans secured by guaranty certificates issued by credit guarantee insurance funds) accounted for 53.6% and 13.4%, respectively, of Shinhan Bank's Won-denominated loans to small- and medium-sized enterprises. Among the secured loans, approximately 89.6% were secured by real estate. As of December 31, 2004, under Korean GAAP, secured loans and guaranteed loans (including loans secured by guaranty certificates issued by credit guarantee insurance funds) accounted for 39.4% and 14.0%, respectively, of Chohung Bank's Won-denominated loans to small- and medium-sized enterprises. Among the secured loans, approximately 83.2% were secured by real estate.

When evaluating the extension of loans to corporate customers, we review the corporate customer's creditworthiness, credit scoring, value of any collateral or third party guarantee. The value of any collateral is defined using a formula that takes into account the appraised value of the property, any prior liens or other claims against the property and an adjustment factor based on a number of considerations including, with respect to property, the average value of any nearby property sold in a court-supervised auction during the previous year. We revalue any collateral when a secured loan is renewed or if a trigger event occurs with respect to the loan in question.

As of December 31, 2004, in terms of outstanding loan balance, 41.96% of our corporate loans were extended to borrowers in the manufacturing industry, 15.69% were to borrowers in the retail and wholesale industry, 14.08% were to the borrowers in the real estate, leasing and service industry, 4.98% were to borrowers in the construction industry, and 5.04% were extended to borrowers in the finance and insurance industry. Recently, loans to corporate borrowers in the real estate, leasing and service industry and the hotel and leisure industry, which are principally small- and medium-sized enterprises, have begun experiencing an increase in delinquencies as well as deterioration in credit quality. Under Korean GAAP, delinquency ratio for Won-denominated loans to the real estate, leasing and service industry was 2.67% for Chohung Bank and 1.53% for Shinhan Bank as of December 31, 2004. Under Korean GAAP, delinquency ratio for Won-denominated loans

**Table of Contents**

to the hotel and leisure industry was 2.74% for Chohung Bank and 2.17% for Shinhan Bank as of December 31, 2004. Shinhan Bank's Won-denominated corporate loans classified as substandard or below under the guidelines of the Financial Supervisory Commission increased from W296 billion as of December 31, 2002 to W304 billion as of December 31, 2004 and Chohung Bank's Won-denominated corporate loans classified as substandard or below were W285 billion as of December 31, 2004, as compared to W643 billion as of December 31, 2002.

*Pricing*

We establish the price for our corporate loan products at each of Shinhan Bank and Chohung Bank based principally on their respective cost of funding and the expected loss rate based on a borrower's credit risk. As of December 31, 2004, 61.7% of Shinhan Bank's corporate loans with outstanding maturities of one year or more had interest rates that were not fixed but were variable in reference to Shinhan Bank's market rate and 39.9% of Chohung Bank's corporate loans with outstanding maturities of one year or more had interest rates that were not fixed but were variable in reference to Chohung Bank's market rate.

*Shinhan Bank*

Shinhan Bank generally determines pricing of its corporate loans as follows:

Interest rate = (Shinhan Bank's periodic market floating rate *or* reference rate) *plus* transaction cost *plus* a credit spread *plus* risk premium *plus or minus* a discretionary adjustment rate.

Depending on the situation and Shinhan Bank's agreement with the borrower, Shinhan Bank may use either its periodic market floating rate or the reference rate as the base rate in calculating its pricing. As of December 31, 2004, Shinhan Bank's periodic market floating rates (which is based on a base rate determined for three-month, six-month, one-year, two-year, three-year or five-year periods derived using Shinhan Bank's market rate system) were 3.42% for three months, 3.45% for six months, 3.45% for one year, 3.47% for two years, 3.51% for three years and 3.67% for five years. As of the same date, Shinhan Bank's reference rate was 8.60%.

Transaction cost is added to reflect the standardized transaction cost assigned to each loan product and other miscellaneous costs, including contributions to the Credit Guarantee Fund and education taxes.

The credit spread is added to the periodic floating rate to reflect the expected loss from a borrower's credit rating and the value of any collateral or payment guarantee. In addition, we add a risk premium that is measured by the unexpected loss that exceeds the expected loss from the credit rating assigned to a particular borrower.

A discretionary adjustment rate is added or subtracted to reflect the borrower's current and/or future contribution to Shinhan Bank's profitability. In the event of additional credit provided by way of a guarantee of another, the adjustment rate is subtracted to reflect such. In addition, depending on the price and other terms set by competing banks for similar borrowers, we may reduce the interest rate Shinhan Bank charges to compete more effectively with other banks.

*Chohung Bank*

Chohung Bank generally determines pricing of our loans as follows:

Interest rate = Funds transfer pricing *plus* operating cost (or transaction cost) *plus* loan policy margin *plus* a credit spread *plus* a periodic spread *plus* risk premium *plus* estimated margin *plus or minus* a discretionary adjustment rate.

Fund transfer pricing represents inter-segment lending rates published by Chohung Bank's Treasury & Investment Division and varies depending on the type of loans.

Transaction cost is added to reflect the standardized transaction cost assigned to each loan product and other miscellaneous indirect costs, including contributions to the Credit Guarantee Fund and education taxes.

**Table of Contents**

Loan policy margin is determined by loan policy to compensate the opportunity cost of the capital and achieve competitiveness among peer banks in consideration of loan type, transaction risk and proper margin, etc.

The credit spread is added to reflect the expected loss from the value of any collateral or payment guarantee.

The periodic spread is added to reflect the expected loss from the length of the maturity.

The risk premium is added, which is measured by the unexpected loss that exceeds the expected loss from the credit rating assigned to a particular borrower.

Estimated margin is added to reflect targeted profitability based on expected losses.

A discretionary adjustment rate is added or subtracted to reflect the borrower's current and/or future contribution to Chohung Bank's profitability. In the event of additional credit provided by way of a guarantee of another, the adjustment rate is subtracted to reflect such change in the credit spread. In addition, depending on the price and other terms set by competing banks for similar borrowers, we may reduce the interest rate Chohung Bank charges to compete more effectively with other banks.

*Electronic Corporate Banking*

Shinhan Bank launched its electronic corporate banking services connecting its corporate customers through dedicated subscriber lines in 1991. Shinhan Bank has since developed its electronic corporate banking services to offer to corporate customers a web-based total cash management service through Shinhan Bizbank. Shinhan Bizbank supports all types of banking transactions from basic transaction history inquiries and fund transfers to opening letters of credit and trade finance. Products and services related to cash management include payment management, collection management, sales settlement service, acquisition settlement service, B2B settlement service, sweeping and pooling. By offering such information technology-related products and services such as purchase cards, loans for purchasing goods, e-biz loans, and a B2B settlement service, Shinhan Bank is able to continue to develop its image as one of the leaders in electronic corporate banking. Through the enhancement of Shinhan Bizbank and its cash management service, we intend to improve the support service system related to customer cash management. Shinhan Bizbank's services were being used by approximately 84,477 corporations as of December 31, 2004 and, in 2004, its number of transactions and the aggregate transaction amount were approximately 13,808,692 and W367,354 billion, respectively.

Chohung Bank launched its electronic corporate banking through e-FMS in January 2002. e-FMS not only offers cash management services, including payment management, but also B2B settlement service and enterprise resources planning service. Enterprise resource planning service includes accounting, human resources, salary payments, procurement, sales settlement service and production management and also offers cashflow management and tax management to its corporate customers. Chohung Bank's e-FMS users were approximately 33,499 corporations as of December 31, 2004 and, in 2004, its number of transactions and the aggregate transaction amount were approximately 9,531,731 and W111,597 billion, respectively.

*Credit Card Services**Overview*

As of December 31, 2004, our total credit card balance outstanding was W4,732 billion, or 4.87% of our total loans outstanding as of the same date, which consists of W1,989 billion with Shinhan Card and W2,696 billion with credit card operations of Chohung Bank.

On June 4, 2002, Shinhan Bank spun-off its credit card business into Shinhan Card Co., Ltd., a monoline credit card subsidiary. Despite the spin-off, Shinhan Bank continues to manage a substantial portion of our credit card operations, including the collections and receiving and processing of applications, pursuant to an agency agreement between the two subsidiaries.

**Table of Contents**

Chohung Bank currently has an active credit card business primarily through BC Card Co., Ltd. ( BC Card ). BC Card is owned by 11 consortium banks. Chohung Bank currently holds 14.85% equity interest in BC Card. BC Card issues credit cards under the names of the member banks, substantially all of which are licensed to use MasterCard, Visa or JCB. This allows holders of BC Card to use their cards at any establishment which accepts MasterCard, Visa or JCB, as the case may be. On January 4, 2002, Chohung Bank released its own credit card, Forever, and the number of cardholders of Forever has reached approximately 194,869 members as of December 31, 2004.

The use of credit cards in Korea has increased dramatically in recent years as the Korean economy and consumer spending recovered from the financial and economic difficulties of late 1990 s and also as a result of government initiatives designed to promote the use of credit cards, such as providing tax benefits to businesses that accept credit cards and tax deductions for consumers up to certain amounts charged to credit cards. However, as credit card delinquencies in Korea have begun to increase since mid-2002, concerns have been raised regarding the rapid growth in credit card usage and significant deterioration in asset quality of the Korean credit card industry. Throughout 2002 and during the first half of 2003, the Financial Supervisory Commission strengthened regulations designed to address these concerns relating to the credit card industry. See Item 3. Key Information Risk Factors Risks Relating to Our Banking Business Government regulation of our consumer and credit card operations has increased significantly which may materially and adversely affect our credit card and consumer operations, and Supervision and Regulation .

*Products and Services*

We offer a variety of credit card products and services that target select customer profiles and focus on:

- offering cards that provide additional benefits such as frequent flyer miles and reward program points that can be redeemed by the customer for complementary services, prizes and cash;

- offering gold cards, platinum cards and other preferential members cards which have a higher credit limit and provide additional services in return for a higher annual membership fee;

- acquiring new customers through strategic alliances and cross-marketing with wholesalers and retailers;

- encouraging increased use of credit cards by existing customers through special offers for dormant customers;

- introducing new features to preferred customers, such as revolving credit cards, travel services and insurance;

- developing fraud detection and security systems to prevent the misuse of credit cards and to encourage the use of credit cards over the Internet; and

- issuing smart cards and preparing for a cardless business environment in which customers can use credit cards to make purchases by phone or over the Internet.

Cardholders have several options for repayment of balances as follows:

- general purchases of goods and services on credit, which are repayable on a lump-sum basis at the end of a monthly billing cycle;

- installment purchases, which require payment approximately within 17 to 47 days after purchase and are repayable on an even-payment installment basis over a period of time ranging from two months to three years and generally accrue interest;

- cash advances, which are repayable on a lump-sum basis at the end of a monthly billing cycle and generally accrue interest effective annual rates of approximately 11.8% to 26.95% for Shinhan Card and 18.0% to 26.97% for Chohung Bank; and

payments on a revolving payment basis, which allow customers to roll over their balance into a revolving basis with fixed minimum percentage or amount of the total outstanding balance.

**Table of Contents**

Cardholders were previously eligible to apply for credit card loans. However, since November 2003, they are not allowed to apply for new credit card loans, but only to extend the existing credit card loans up to a maximum principal amount of W10 million. Credit card loans are unsecured, have initial maturities of one year and currently accrue interest at the effective annual rates of approximately 15.5% to 20.0% in the case of Chohung Bank and approximately 9.5% to 21.8% in the case of Shinhan Card.

Income from the credit card business consists of annual fees paid by cardholders, installment purchase fees, cash advance fees, interest on late and deferred payments and fees paid by merchants, with fees from merchants and cash advance fees constituting the largest source. Merchant discount fees, which are processing charges on the merchants, can be up to 4.5% of the purchased amount depending on the merchant used, with the average charge being 2.34% for Shinhan Card and 2.44% for Chohung Bank.

Although the revolving credit system is more common in the United States and many other countries, this payment system is still in its early stages of development in Korea. Credit card holders in Korea are required to pay for their purchases within approximately 17 to 47 days of purchase depending on their payment cycle and, except in the case of installment purchases where the charged amounts are repaid in installments, typically during the following three to six months. Credit card accounts that remain unpaid after this period are deemed to be delinquent accounts. We charge penalty interest on delinquent accounts and closely monitor such accounts. For purchases made by installments, we charge interest on unpaid amounts at rates that vary according to the terms of repayment.

In certain cases, credit card companies in Korea, including Shinhan Card and Chohung Bank, have been allowed to rewrite delinquent credit card balances for purchase and cash advance as credit card loans. Each of Shinhan Card and Chohung Bank rewrites a small number of card balances as a means of maximizing collection related to a relatively small number of borrowers who are suffering from temporary financial difficulties where it believes it is probable that all or substantially all principal and interest will ultimately be recovered. Credit card customers of Shinhan Card may apply for entry into the rewritten loan program (i) when the loan balance is past due three months and the borrower applying for entry into this program secures one or more guarantors meeting certain asset and credit quality criteria based on Shinhan Card's credit scoring system or (ii) when the loan balance is less than three months past due and the borrower pays off 10%, or 20% if the amount exceeds a certain threshold, of the balance due. If approved, Shinhan Card rewrites card balances including past due interest into card loans and amends the maturity and the repayment terms accordingly. Shinhan Card provides the borrower with the option of either repaying the rewritten balance either on a monthly installment basis over five years or as a term loan due at the end of one year. Credit card customers of Chohung Bank may apply for entry into the rewritten loan program when the loan balance is past due one month. Except in limited circumstances, borrowers applying for entry into this program in general are required to secure one or more guarantors meeting certain asset and credit quality criteria. If approved, Chohung Bank rewrites card balances including past due interest into card loans and amends the maturity and the repayment terms accordingly. In general, rewritten credit card loans are due at the end of one year. Each of Shinhan Card and Chohung Bank segregates this portfolio for performance measurement and monitoring purposes due to the higher credit risk. The balance of rewritten loans of Shinhan Card were W37 billion, W25 billion and W9 billion as of December 31, 2002, 2003 and 2004 respectively, against which we recognized an allowance of W13 billion, W11 billion and W2 billion, respectively. The balance of rewritten loans of Chohung Bank were W529 billion, W680 billion and W495 billion as of December 31, 2002, 2003 and 2004, respectively, against which Chohung Bank made an allowance of W107 billion, W160 billion and W180 billion, respectively. See Financial and Statistical Information below. The balance of such rewritten loans for both Shinhan Card and Chohung Bank are decreasing since both Shinhan Card and Chohung Bank provide rewritten loans on a very limited basis.

*Customers and Merchants*

As we believe that internal growth through cross-selling can only be limited, we also seek to enhance our market position by selectively targeting new customers with high net worth and good creditworthiness through the use of a sophisticated and market-oriented risk management system. Credit card applicants are screened and appropriate credit limits are assessed according to internal guidelines based on our credit scoring system.



**Table of Contents**

The following table sets forth the number of customers and merchants of Shinhan Card and Chohung Bank's credit card business as of the dates indicated.

	As of December 31,		
	2002	2003	2004
	(In thousands, except percentages)		
<b>Shinhan Card:</b>			
Number of credit card holders	2,548	2,773	3,002
Personal accounts	2,463	2,678	2,905
Corporate accounts	85	95	97
Active ratio(1)	49.1%	56.6%	50.7%
Number of merchants	1,545	2,112	2,513
<b>Chohung Bank:</b>			
Number of credit card holders	4,266	3,205	2,819
Personal accounts	4,196	3,138	2,756
Corporate accounts	70	66	63
Active ratio(1)	58.1%	53.9%	50.9%
Number of merchants(2)	2,237	2,091	2,165

*Notes:*

(1) Represents the ratio of accounts used at least once within the last six months to total accounts as of year end.

(2) Represents the number of merchants of BC Card's merchant network.

As of December 31, 2004, Shinhan Card had a total of approximately 3,002,000 credit card customers, which represents an increase of approximately 229,000 customers from approximately 2,773,000 as of December 31, 2003. Of the total customers outstanding as of December 31, 2004, the number of platinum and gold card members, whose higher creditworthiness entitles them to certain benefits, was approximately 873,000. As of December 31, 2004, Chohung Bank had a total of approximately 2,819,250 credit card customers, which represents a decrease of approximately 385,750 customers from approximately 3,205,000 as of December 31, 2003.

The number of Shinhan Card's merchants also increased to approximately 2,513,000 merchants as of December 31, 2004 from approximately 2,112,000 merchants as of December 31, 2003.

Chohung Bank has developed an independent card processing system that will allow Chohung Bank to process future billings for the existing BC Cards on its own, demonstrating Chohung Bank's focus on cutting costs. We believe that a potential merger of Chohung Bank's credit card business with Shinhan Card may offer new opportunities for cost savings and are exploring the possibilities. Chohung Bank also participates in a nationwide debit card program with 30 other banks. In connection with this business, Chohung Bank currently charges service establishments commissions of 2.5% on average on amounts purchased using the debit card.



**Table of Contents***Financial and Statistical Information*

The following table sets forth certain financial and statistical information relating to the credit card operations of Shinhan Card and Chohung Bank as of the dates or for the period indicated.

**As of or for the Year Ended December 31,**

	<b>2002</b>		<b>2003</b>		<b>2004</b>	
	<b>Shinhan Card(1)</b>	<b>Chohung Bank(2)</b>	<b>Shinhan Card(1)</b>	<b>Chohung Bank(2)</b>	<b>Shinhan Card(1)</b>	<b>Chohung Bank(2)</b>
<b>(In billions of Won, except percentages)</b>						
<b>Interest income:</b>						
Installments	W 30	W 166	W 42	W 133	W 40	W 84
Cash advances	185	492	164	354	30	212
Card loans(3)	51	54	35	93	34	97
Annual membership	8	11	5	6	2	5
Revolving(4)	6	111	7	113	6	71
Late payments	21	6	21	5	6	11
<b>Total</b>	<b>W 301</b>	<b>W 840</b>	<b>W 274</b>	<b>W 704</b>	<b>W 118</b>	<b>W 480</b>
<b>Credit card fees:</b>						
Merchant fees(5)	W 110	W 250	W 176	W 195	W 146	W 200
Other fees	12	7	4	23	8	2
<b>Total</b>	<b>W 122</b>	<b>W 257</b>	<b>W 180</b>	<b>W 218</b>	<b>W 154</b>	<b>W 202</b>
<b>Charge volume:(6)</b>						
General purchases	W 6,969	W 5,341	W 3,695	W 5,484	W 4,835	W 5,519
Installment purchases	772	4,341	1,143	2,505	1,247	2,099
Cash advances	8,119	20,224	6,805	12,585	4,355	6,875
<b>Total</b>	<b>W 15,860</b>	<b>W 29,906</b>	<b>W 11,643</b>	<b>W 20,574</b>	<b>W 10,437</b>	<b>W 14,493</b>
<b>Outstanding balance (at year end):(7)</b>						
General purchases	W 540	W 500	W 395	W 455	W 456	W 538
Installment purchases	305	1,532	455	786	292	563
Cash advances	965	2,124	725	1,025	474	653
Revolving purchases	42	815	39	484	158	200
Card loans	476	660	329	745	233	529
Others	435	139	489	185	376	213
<b>Total</b>	<b>W 2,763</b>	<b>W 5,770</b>	<b>W 2,432</b>	<b>W 3,680</b>	<b>W 1,989</b>	<b>W 2,696</b>
Average balance	W 2,371	W 5,845	W 2,212	W 4,957	W 2,186	W 3,288
<b>Delinquent balances:(8)</b>						
From 1 day to 1 month	W 231	W 827	W 173	W 376	W 67	W 109

Over 1 month:												
From 1 month to 3 months	W	79	W	314	W	80	W	150	W	35	W	71
From 3 months to 6 months		48		273		71		172		38		44
Over 6 months												
Sub-total		127		587		151		322		73		115
Total	W	358	W	1,414	W	324	W	698	W	140	W	224

**Table of Contents****As of or for the Year Ended December 31,**

	2002		2003		2004	
	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)	Shinhan Card(1)	Chohung Bank(2)
<b>(In billions of Won, except percentages)</b>						
<b>Delinquency ratios:(9)</b>						
From 1 day to 1 month	8.36%	14.33%	7.11%	10.22%	3.37%	4.04%
<b>Over 1 month:</b>						
From 1 month to 3 months	2.86%	5.44%	3.29%	4.08%	1.76%	2.63%
From 3 months to 6 months	1.74	4.73	2.92	4.67	1.91	1.63
Over 6 months(10)						
Sub-total	4.60	10.17	6.21	8.75	3.67	4.27
Total	12.96%	24.50%	13.32%	18.97%	7.04%	8.33%
Rewritten loans(11)	W 37	W 529	W 25	W 680	W 9	W 495
Gross charge-offs	W 60	W 493	W 290	W 1,304	W 223	W 649
Recoveries	17	28	32	58	20	35
Net charge-offs	W 43	W 465	W 258	W 1,246	W 203	W 614
Gross charge-off ratio(12)	2.53%	8.43%	13.11%	26.31%	10.20%	19.74%
Net charge-off ratio(13)	1.81%	7.96%	11.66%	25.14%	9.29%	18.67%

**Notes:**

- (1) Prior to June 2002 when the credit card division of Shinhan Bank was spun off to create Shinhan Card, a separate credit card subsidiary, our credit card operation was conducted by Shinhan Bank. The 2002 data presents collective results of credit card operations of Shinhan Bank's credit card division, Shinhan Card and Jeju Bank's credit card division. The 2003 data presents collective results of credit card operations of Shinhan Bank's credit card division, Shinhan Card, credit card operations underlying Shinhan Card's assets securitization and Jeju Bank's credit card division.
- (2) Represents the credit card business of Chohung Bank, consisting of both BC Card and Forever Card, which we acquired in 2003.
- (3) Card loans consist of loans that are provided on either a secured or unsecured basis to cardholders upon prior agreement. Payment of principal, fees and interest on such a loan can be due either in one payment or in installments after a fixed period.
- (4)

Revolving purchases were introduced in October 1998 for certain creditworthy credit card customers (e.g., customers who have not been delinquent for more than three times in the past one year) of Shinhan Card and in March 25, 2000 for certain creditworthy credit card customers of Chohung Bank.

- (5) Merchant discount fees consist of merchant membership and maintenance fees, charges associated with prepayment by Shinhan Card or Chohung Bank (on behalf of customers) of sales proceeds to merchants, processing fees relating to sales and membership applications.
- (6) Represents the aggregate cumulative amount charged during the year.
- (7) Represents amounts before allowance for loan losses.
- (8) Includes the unbilled balances of installment purchases.
- (9) Represents the ratio of delinquent balances to outstanding balances for the year.
- (10) Our charge-off policy for both Shinhan Card and Chohung Bank is to charge off all credit card balances which are 180 days past due.
- (11) Represents delinquent credit card balances for purchase and cash advance which have been rewritten as credit card loans, thereby reducing the balance of delinquent accounts.

**Table of Contents**

(12) Represents the ratio of gross charge-offs for the year to average balance for the year.

(13) Represents the ratio of net charge-offs for the year to average balances for the year.

*Supervisory Statistical Information prepared in accordance with Korean GAAP*

Due to the rapid increase in consumer debt in Korea in recent years, the Korean government has adopted a series of regulations designed to restrain the rate of growth in, and delinquencies of, cash advances, credit card loans and credit card usage generally and to strengthen the reporting of, and compliance with, credit quality indexes. The Financial Supervisory Commission and the Financial Supervisory Service have announced a number of changes to the rules governing the reporting of credit card balances, as well as the procedures governing which persons may receive credit cards. In addition, the Korean government has also revised the calculation formula for capital adequacy ratios and delinquency ratios applicable to credit card companies, imposing sanctions against credit card companies with capital adequacy ratios of 8% or below and/or delinquency ratios of 10% or above. These computations are all based on financial information prepared in accordance with Korean GAAP, as required by regulatory guidelines, which differs significantly from U.S. GAAP. As of December 31, 2002, 2003 and 2004, under Korean GAAP, Shinhan Card's delinquent balances (defined as credit card accounts delinquent for over 30 days) were W150 billion, W168 billion and W86 billion, respectively, representing delinquency ratios (defined as the ratio of delinquent balances to outstanding balances) of 5.92%, 7.01% and 4.31%, respectively. As of December 31, 2002, 2003 and 2004, calculated on the same basis, Chohung Bank's delinquent credit card balances, were W569 billion, W274 billion and W97 billion, respectively, representing delinquency ratios of 9.64%, 7.42% and 3.60%, respectively. In certain cases, credit card companies in Korea have been allowed to rewrite delinquent credit card balances for purchase and cash advance as credit card loans, thereby reducing the balance of delinquent accounts. Delinquent credit card balances that were rewritten as loans as of December 31, 2002, 2003 and 2004, under Korean GAAP, were W38 billion, W27 billion and W10 billion, respectively, for Shinhan Card and W539 billion, W682 billion and W497 billion, respectively, for Chohung Bank. Net charge-offs for Shinhan Card, under Korean GAAP, during 2002, 2003 and 2004 were W49 billion, W260 billion and W212 billion, respectively, representing net charge-off ratios (defined as the ratio of net charge-offs for the year to average balances for the year) of 2.12%, 10.10% and 9.70%, respectively. Net charge-offs for Chohung Bank, under Korean GAAP, during 2002, 2003 and 2004 were W376 billion, W1,266 billion and W625 billion, respectively, representing net charge-off ratios (defined as the ratio of net charge-offs for the year to average balance for the year) of 6.33%, 25.53% and 18.97%, respectively. As of December 31, 2004, Shinhan Card's adjusted equity capital ratio was 16.48%. Credit card business of Chohung Bank is not subject to such adjusted equity capital ratio requirement.

*Recent Regulatory Changes*

Under the Specialized Credit Financial Business Act, as amended on June 16, 2004, and other related regulations, the formula for calculating capital adequacy ratios for each credit card company was revised to increase the proportion of adjusted total assets by including certain risk-weighted asset-backed securitization assets which may incur contingent liability. In addition, the Financial Supervisory Service changed the standards for calculating the delinquency ratios by including delinquent balances that were rewritten as credit card loans in the calculation of such ratios as if such underwriting of rewritten loans had not occurred (referred to as substantial delinquency ratio herein). This resulted in credit card companies and credit card businesses of commercial banks reporting higher delinquency ratios in 2004 as compared to prior years despite the improvement in asset quality of credit card assets. On a pro forma basis, the substantial delinquency ratios for the Korean credit card industry as announced by the Financial Supervisory Service were 28.28% as of December 31, 2003, 25.12% as of June 30, 2004, 18.25% as of December 31, 2004 and 15.73% as of March 31, 2005.

Further, in July 2004, the Financial Supervisory Service required each credit card company with a substantial delinquency ratio of 10% or more to enter into a memorandum of understanding with the Financial Supervisory Service specifying the credit card company's proposed plan to reduce its substantial delinquency ratio to less than 10% by the end of 2006 in accordance with the Specialized Credit Financial Business Act.

**Table of Contents**

Since the substantial delinquency ratio of Shinhan Card was less than 10%, Shinhan Card did not enter into such a memorandum of understanding.

*Personal Workout and Debt Forgiveness Program*

In an effort to resolve the problems caused by consumer credit delinquencies, the Korean government established Hanmaum Financial Company and the Credit Counseling & Recovery Service on May 20, 2004. Hanmaum Financial Company is a so-called "bad bank", a type of private asset management company that acquires non-performing assets from banks and other financial institutions for the purpose of providing long-term financial aid to certain qualified delinquent consumers who apply for this program to enable them to pay off their financial debts. After restructuring delinquent debts of approximately 170,000 consumers, Hanmaum Financial Company was wound down. The Korean government currently plans to establish a second "bad bank" to aid the delinquent consumers who did not benefit from Hanmaum Financial Company despite being qualified to do so. The second bad bank is expected to provide relief without collecting 3% or 6% of the debt amount in advance nor requiring a separate application procedure, and is also expected to allow target individuals to repay their delinquent debts within seven years. The second bad bank will raise funds to purchase the delinquent debts from financial institutions through a special purpose company in an asset-backed securitization transaction. The second bad bank is expected to distribute the debt amount collected in excess of the initial purchase price to the selling financial institutions. At this time, we cannot accurately predict the number of applicants and amounts subject to the second bad bank program. To the extent the second bad bank achieves less-than-expected level of collection of, and recovery on, non-performing assets, commercial banks and credit card companies, including Shinhan Bank, Chohung Bank and Shinhan Card, may realize less gains from recoveries.

Unlike the "bad bank" program that provides loans directly to consumers, the Credit Counseling & Recovery Service has adopted an individual workout program. For delinquent consumers who are deemed to be capable of repaying their debts, the Credit Counseling & Recovery Service will, pursuant to an agreement with the creditor financial institution, provide such consumers an opportunity to repay in installments, provide a repayment grace period, reduce their debt amount or extend the maturity date of the debt. Currently, approximately 180 financial institutions, including banks and insurance companies, are parties to the Credit Recovery Support Agreement, pursuant to which such financial institutions, have agreed to provide such support described above to those consumers who meet the following qualifications: (i) income exceeding minimum living expenses promulgated by the Ministry of Health and Welfare of Korea, (ii) debt not exceeding W300 million in total amount, and (iii) at least 80% of such individual's total debt owing to financial institutions who are parties to the Credit Recovery Support Agreement. Each application for credit recovery is reviewed by the Credit Counseling & Recovery Service and approval of each application requires the approval by creditors representing at least one-half of the unsecured debt amount and at least two-thirds of the secured debt amount. In addition to the foregoing program, in April 2005, the Credit Counseling & Recovery Service adopted the Credit Recovery Support Program for Destitute Delinquent Consumers pursuant to which individuals who qualify as any of (i) unemployed young men, (ii) small merchants whose annual revenue is less than W48 million under the Value-Added Tax Act of Korea, or (iii) recipients of assistance as defined under the National Basic Living Securities Act may repay their debts in installments over eight to ten years following a certain grace period.

In September 2004, a court-administered individual workout program was adopted under the Individual Debtor Recovery Act. Under this program, a qualified individual debtor may file a petition for an individual workout program with a competent court. Subject to the court's approval, the debtor may repay the debt over a period from three to eight years and will be exempted from other debts without declaring bankruptcy. To qualify, an individual delinquent debtor must have less than W500 million in debt (in the case of unsecured debt) or W1 billion in debt (in the case of secured debts), and must be capable of earning income continuously or repeatedly in the future.

Furthermore, Debtor Recovery and Bankruptcy Act, promulgated on Mar. 31, 2005, will be effective from Mar. 31, 2006, which will unify all present bankruptcy-related laws in Korea, namely, the Corporate Reorganization Act, the Composition Act, the Bankruptcy Act and the Individual Debtor Recovery Act. See

**Table of Contents**

Description of Assets and Liabilities    Credit Exposures to Companies in Workout, Court Receivership and Composition .

***Treasury and Securities Investment***

Through relevant departments at Shinhan Bank and Chohung Bank, we engage in treasury and securities investment business, which involves, among other things, the following activities:

treasury;

securities investment and trading;

derivatives trading; and

international business.

***Recent Regulatory Changes***

The formation and operation of private equity funds was permitted as of October 5, 2004 under the Act on Business of Operating Indirect Investment and Asset. The purpose of a private equity fund is to provide diverse investment opportunities for qualified investors and to utilize funds in the market place for mergers and acquisitions or corporate restructuring. The key relevant provisions in the Act on Business of Operating Indirect Investment and Asset are as follows:

A private equity fund is a limited partnership company that is incorporated in accordance with the Korean Commercial Code, which has not less than one general partner and not less than one limited partner.

The minimum value of the equity investment by limited partners is W2 billion for an individual investor or W5 billion for a legal entity.

Details of the private equity fund, such as its objective, name, location, term of existence, information concerning partners, a summary of the operation, shall be registered with the Financial Supervisory Service.

A private equity fund shall apply 60% of its assets, within a year after capital injection by the partners, to (1) an investment in excess of 10/100 of the total number of shares issued by the target company or (2) an investment that makes it possible for the private equity fund to exercise *de facto* control over major corporate governance matters including appointments and dismissals of officers. In addition, a private equity fund shall hold the acquired shares for at least six months from the date of investment.

As a special rule, if a private equity fund meets the above requirements for investment, for ten years from the date on which such requirements are met, (1) the provisions governing holding companies as provided for in the Monopoly Regulation and Fair Trade Act shall not apply and (2) the private equity fund shall not be deemed a financial holding company as provided for in the Financial Holding Companies Act.

In April 2005, the Ministry of Finance and Economy announced that it will allow a direct or indirect subsidiary of a financial holding company to invest as a limited partner in a private equity fund which is another direct or indirect subsidiary of the same financial holding company. Before the announcement, under the Financial Holding Companies Act, a direct or indirect subsidiary of a financial holding company was prohibited from acquiring the shares of another subsidiary of the same financial group.

***Treasury***

At Shinhan Bank, the Treasury Department provides funds to all of its business operations and ensures the liquidity of Shinhan Bank's operation and, at Chohung Bank, the Treasury & International Group provides funds to all of its business operations and ensures the liquidity of its banking operation. To secure long-term stable funds, we use fixed and floating rate notes, debentures, structured financing, and other advanced





**Table of Contents**

funding methods. As for overseas funding, we constantly explore the feasibility of raising funds in currencies other than the U.S. dollar, such as Japanese Yen and the Euro. In addition, each of Shinhan Bank and Chohung Bank makes call loans and borrow call money in the short-term money market. Call loans are short-term lending among banks and financial institutions in either Korean Won or foreign currencies, in amounts exceeding W100 million, with maturities of 30 days or less. Typically, call loans have maturities of one day.

*Securities Investment and Trading*

We invest in and trade securities for our own account in order to maintain adequate sources of liquidity and generate interest and dividend income and capital gains. Our trading and investment portfolios consist primarily of Korean treasury securities and debt securities issued by Korean government agencies, local governments or certain government-invested enterprises and debt securities issued by financial institutions. Our equity securities consist of equities listed on the Stock Market and KOSDAQ Market of Korea Exchange. For a detailed description of our securities investment portfolio, see Description of Assets and Liabilities Investment Portfolio .

Chohung Bank has been focusing on reducing risks in its securities investment portfolio. Chohung Bank has limited its investment in equity securities and discontinued its trading in equity securities in 2000 to contain its exposure to market risk.

*Derivatives Trading*

We provide and trade a range of derivatives products. The derivatives products that we offer, through Shinhan Bank and Chohung Bank, include:

Interest rate swaps and futures relating to Korean Won interest rate risks and LIBOR risks, respectively;

Cross currency swaps largely for Korean Won against U.S. dollars, Japanese Yen and Euros;

Foreign currency forwards, swaps and options;

Credit derivatives; and

KOSPI 200 indexed equity options.

Shinhan Bank's trading volume in terms of notional amount was W53,705 billion, W90,696 billion and W102,226 billion in 2002, 2003 and 2004, respectively, and Chohung Bank's trading volume in terms of notional amount was W42,202 billion, W117,946 billion and W151,482 billion in 2002, 2003 and 2004, respectively. Our derivative operations focus on addressing the needs of our corporate clients to hedge their risk exposure and back-to-back derivatives entered into to hedge our risk exposure that results from such client contracts.

We also enter into derivative trading contracts to hedge the interest rate and foreign currency risk exposure that arise from our own assets and liabilities. Many of these nontrading derivative contracts, however, do not qualify for hedge accounting under U.S. GAAP and are accordingly accounted for as trading derivatives in the financial statements. In addition, on a limited basis, we engage in proprietary trading of derivatives within our regulated open position limits. See Description of Assets and Liabilities Derivatives .

*International Business*

We are also engaged in treasury and trading and securities investment in international capital markets, principally engaged in foreign currency denominated securities trading, foreign exchange trading and services, trade-related financial services, international factoring services and foreign retail banking operations through our overseas branches and subsidiaries. Due to the volatility in recent years in Asian capital markets, we have reduced our international capital markets activities and our international securities investment portfolio.

**Table of Contents*****Other Banking Services***

The revenue-generating activities in other banking services of each of Shinhan Bank and Chohung Bank consist primarily of their respective trust account management services. As a result, our discussion in this subsection will focus on our trust account management services.

***Trust Account Management Services******Overview***

Our trust account management services offer trust accounts managed by the banking operations of either Shinhan Bank or Chohung Bank consisting primarily of money trusts. In Korea, a money trust is a discretionary trust over which (except in the case of a specified money trust) we have investment discretion (subject to applicable law) and is commingled and managed jointly for each type of trust account. The specified money trusts are established on behalf of customers which give us specific directions as to the investment of trust assets. Trust account customers are typically individuals seeking higher rates of return than those offered by bank account deposits. Because there are fewer regulatory restrictions on trust accounts than on bank account deposits, including no deposit reserve requirements, we have historically been able to offer higher rates of return on trust account products than on bank account deposits. Trust account products, however, generally require higher minimum deposit amounts compared with comparable bank account deposit products. Assets of the trust accounts are invested primarily in securities and loans, except that a greater percentage of the assets of the trust accounts are invested in securities compared to the bank accounts because trust accounts generally require more liquid assets due to their limited funding source compared to bank accounts. As a result of the recent low interest environment, we have not been able to offer attractive rates of return on our trust account products.

Under Korean law, assets accepted in trust accounts are segregated from other assets of the trustee bank and are not available to satisfy the claims of the depositors or other creditors of such bank. Accordingly, trust accounts are accounted for and reported separately from the bank accounts. See [Supervision and Regulation](#) . Trust accounts are regulated by the Trust Act and the Trust Business Act of Korea and most nationwide commercial banks offer similar trust account products. We earn income from trust account management services, which is reflected in our accounts as net trust management fees. See [Item 5. Operating and Financial Review and Prospects](#) [Operating Results](#) [Noninterest Income](#) .

Under U.S. GAAP, generally, we have not consolidated trust accounts in our financial statements except for the Guaranteed Fixed Rate Trust Accounts or recognized the acquisition of such accounts in accordance with the purchase method of accounting due to the fact that these are not our assets but customer assets. As of December 31, 2002, 2003 and 2004, under Korean GAAP, Shinhan Bank had total trust assets of W11,090 billion, W14,472 billion and W14,099 billion, respectively, comprised principally of securities investments of W5,610 billion, W5,425 billion and W4,855 billion, respectively, and loans in the principal amount of W271 billion, W280 billion and W357 billion, respectively. Securities investments consisted of corporate bonds, government-related bonds and other securities, primarily commercial paper. As of December 31, 2002, 2003 and 2004 under Korean GAAP, equity securities constituted 7.4%, 5.9% and 6.0%, respectively, of our total trust assets. Loans made by trust accounts are similar in type to those made by our bank accounts, except that they are made only in Korean Won. As of December 31, 2002, 2003 and 2004, under Korean GAAP, approximately 78.0%, 84.6% and 65.1%, respectively, of the amount of loans from the trust accounts were collateralized or guaranteed. In making investment from funds received for each trust account, each trust product maintains investment guidelines applicable to each such product which sets forth, among other things, company, industry and security type limitations.

As of December 31, 2002, 2003 and 2004, under Korean GAAP, Chohung Bank had total trust assets of W5,533 billion, W4,262 billion and W4,634 billion, respectively, comprised principally of securities investments of W4,724 billion, W3,746 billion and W3,361 billion, respectively, and loans in the principal amount of W170 billion, W150 billion and W59 billion, respectively. Securities investments consisted of corporate bonds, government-related bonds and other securities, primarily commercial papers. As of December 31, 2002, 2003 and 2004, under Korean GAAP, equity securities constituted 9.1%, 10.5% and 10.1%, respectively, of our total

**Table of Contents**

trust assets. Loans made by trust accounts are similar in type to those made by our bank accounts, except that they are made only in Korean Won. As of December 31, 2002, 2003 and 2004, under Korean GAAP, approximately 40.3%, 39.9% and 84.3%, respectively, of the amount of loans from the trust accounts were collateralized or guaranteed. In making investment from funds received for each trust account, each trust product maintains investment guidelines applicable to each such product which sets forth, among other things, issuer, industry and security type limitations.

The balance of the money trusts managed by our trust account business was W9,412 billion as of December 31, 2004 under Korean GAAP, showing a decrease of 5.8% compared to W9,995 billion as of December 31, 2003, consisting of W5,808 billion with Shinhan Bank and was W3,604 billion with Chohung Bank.

*Trust Products*

Our trust account management services offer individuals primarily two basic types of money trust accounts: guaranteed fixed rate trusts and variable rate trusts.

*Guaranteed Fixed Rate Trust Accounts.* Guaranteed fixed rate trust accounts offer customers a fixed-rate of return and guaranteed principal. We receive any amounts remaining after taking into account the guaranteed return and all expenses of the trust accounts, including provisions for valuation losses on equity securities, loan losses and special reserves. We maintain two types of guaranteed fixed rate trust accounts: general unspecified money trusts and development money trusts. Korean banks, including Shinhan Bank and Chohung Bank, have been restricted from establishing new general unspecified money trusts since January 1, 1996, and development money trusts effective January 1, 1999. As a result, the size of general unspecified money trusts and development money trusts has decreased substantially and most of development money trusts matured by the end of 2001 and most of general unspecified money trusts matured by the end of 2002. As of December 31, 2002, 2003 and 2004, under Korean GAAP, Shinhan Bank's development money trusts amounted to W0.9 billion, W0.2 billion and W0.04 billion, respectively, and general unspecified money trusts amounted to an aggregate of W0.3 billion, W0.3 billion and W0.2 billion, respectively. As of December 31, 2004, under Korean GAAP, Chohung Bank's development trusts had no outstanding balance and general unspecified money trusts amounted to an aggregate of W8.9 billion. See Note 34 of our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group .

*Variable Rate Trust Accounts.* Variable rate trust accounts are trust accounts for which we do not guarantee the return on the trust account but, in certain instances described below, the principal of the trust account is guaranteed. In respect of variable rate trust accounts, we are entitled to receive fixed rate of trust fees. We also receive fees upon the termination of trust accounts prior to their stated maturities. However, the recent trend has been to offer products with stated maturities that are significantly shorter than those offered in the past, resulting in lower fees from early termination.

We are required to set aside allowances for trust assets which are not marked to market and provide special reserves under Korean GAAP for principal guaranteed variable rate trust accounts in addition to guaranteed fixed rate trust accounts. Provisions for variable rate trust assets that are not marked to market are reflected in the rate of return to customers, and thus, have no impact on our income while provisions for guaranteed fixed rate trust accounts could reduce our income in case of a deficiency in the payment of the guaranteed amount. We provide special reserves with respect to guaranteed fixed rate and principal-guaranteed variable rate trust account credits by deducting the required amounts from trust fees for such trust accounts in accordance with the Trust Act and Trust Business Act.

Korean banks are currently allowed to guarantee the principal of the following types of variable rate trust account products: (i) individual pension trusts, (ii) new individual pension trusts, (iii) retirement pension trusts, (iv) new retirement pension trust, (v) pension trusts and (vi) employee retirement benefit trusts.

**Table of Contents**

*Payments from Bank Accounts to Guaranteed Fixed Rate Trust Accounts.* If income from a guaranteed fixed rate trust account is insufficient to pay the guaranteed amount, such deficiency must be satisfied from (i) first, special reserves maintained in such trust accounts, (ii) secondly, trust fees and (iii) lastly, funds transferred from the bank accounts of Shinhan Bank or Chohung Bank, as the case may be. In connection with Chohung Bank's obligations to the guaranteed fixed rate trust accounts, Chohung Bank recorded an obligation of W58 billion as of December 31, 2002, which has been paid out of Chohung Bank's bank accounts at the trust accounts' maturities. Chohung Bank recorded no such obligations as of December 31, 2003 and 2004. Shinhan Bank made no such payments from its bank accounts to cover such deficiencies during 2002, 2003 and 2004 primarily due to a decrease in the balance of Shinhan Bank's guaranteed fixed rate trust accounts, as a result of the legal prohibition against providing such accounts beginning in 1996 with respect to general unspecified money trusts and beginning in 1999 for development money trusts, as well as the improving economic condition in Korea. The decrease in the balance of Shinhan Bank's guaranteed fixed rate trust accounts, in turn, has generally translated into a decrease in non-performing credits. There can be no assurance, however, that such transfers will not be required in the future.

*Distribution Channels and Marketing*

We distribute our trust products primarily through the branch network of our retail banking services. See Our Branch Network and Distribution Channels above.

*Recent Regulatory Developments*

Under the Act on Business of Operating Indirect Investment and Asset, which took effect on January 5, 2004, all banks engaged in the money trust business (except for specified money trust business) based on their approval received under the Trust Business Act must qualify as an asset management company by July 5, 2004 and will not be permitted to offer unspecified money trust products after such date (except under certain limited circumstances). Once a bank qualifies as an asset management company under the Act on Business of Operating Indirect Investment and Asset, such bank may continue to engage in the investment trust business as long as it is limited to investment trust products and does not include unspecified money trust products. As a result, we ceased offering unspecified money trust account products from our banking subsidiaries and instead began to offer products developed by our investment trust management business that fulfills the requirements as an asset management company.

*Merchant Banking*

Chohung Bank is one of only three banks in Korea, along with Korea Exchange Bank and Woori Bank, which currently provides merchant banking services. Chohung Bank established its merchant banking business through its merger with Kangwon Bank in 1999. Prior to merging with Chohung Bank, Kangwon Bank merged with Hyundai Merchant Bank in February 1999 and acquired its merchant banking operations.

Chohung Bank presently provides merchant banking services through the Corporate & Investment Banking Group, which offers following services:

short-term financing for both deposit and lending sides, including cash management accounts, factoring financing and bill discounting;

investment banking and mergers and acquisitions advisory services focused on niche markets where Chohung Bank has competitive strength such as asset-backed securities offerings and project financing; and

venture capital business to provide capital as well as necessary management support for high-tech start-up companies.

**Table of Contents*****Securities Brokerage Services******Overview***

Through Good Morning Shinhan Securities, our securities brokerage subsidiary, we provide a full range of brokerage services, including investment advice and financial planning, to our retail customers as well as international and institutional brokerage services to our corporate customers. As of December 31, 2004, our market share was approximately 5.61% in the Korean equity brokerage market and are ranked seventh in the industry in terms of brokerage volume.

***Recent Regulatory Changes***

The Presidential Decree of the Securities and Exchange Act and regulations thereof, recently amended the scope of securities to include derivative securities (including, without limitation, credit linked derivative securities) and equity of limited partnerships such as private equity funds. Furthermore, securities company can provide trust account management services in accordance with the Trust Business Act. See Item 4. Information on the Company Supervision and Regulation Principle Regulation Applicable to Securities Companies. Good Morning Shinhan Securities is taking steps to provide the trust account management services.

***Products and Services***

We offer a variety of financial and advisory services through three main business groups of Good Morning Shinhan Securities, consisting of the Retail Business Division, the Institutional & International Client and Research Division and Capital Markets Division.

*Retail Business Division* provides equity and bond brokerage, investment advisory and financial planning services to retail customers, with a focus on high net worth individuals. In 2004, revenues generated by the Retail Business Division represented approximately 68.0% of total revenues of our Securities Brokerage Services in 2004. The Retail Business Division earns fees by managing client assets as well as commissions as a broker for our clients in the purchase and sale of securities. In addition, we generate net interest revenue by financing customers securities transactions and other borrowing needs through security-based lending and also receive commissions and other sales and service revenues through the sale of proprietary and third-party mutual funds.

*Institutional & International Client and Research Division* offers a variety of brokerage services, including brokerage of corporate bonds, futures and options, to our institutional and international customers. In addition, through our research center with more than 60 research analysts, we produce equity, bonds and derivatives research to serve both institutional and international investor clients.

*Capital Markets Division* offers a wide array of investment banking services, including selling institutional financial products and trading equity and derivatives and, to a lesser extent, M&A advisory and underwriting, to our corporate customers.

***Other Services***

Through our other operating subsidiaries, we also provide leasing and equipment financing, investment trust management, regional banking and investment banking and advisory services. In addition, we have also established a bancassurance joint venture to offer life insurance and other insurance-related products and services following deregulation of this industry in September 2003. See Life Insurance below.

***Leasing and Equipment Financing***

We provide leasing and equipment financing services to our corporate customers through Shinhan Capital, our leasing subsidiary. Established as a leasing company in 1991, Shinhan Capital provides customers with leasing, installment financing and new technology financing.

**Table of Contents**

As of December 31, 2004, Shinhan Capital's total assets were W1,435 billion, showing a W192 billion increase from the previous year. In particular, new lease executions increased from W345 billion in 2002 to W409 billion in 2003 and to W383 billion in 2004, representing an estimated 8.5%, the largest market share, of the Korean leasing market in 2004. We believe that our strength is in leasing of ships, printing machines, automobiles and other specialty items. We continue to diversify our revenue base from this business by expanding our services, as demonstrated by our acting as corporate restructuring company for financially troubled companies beginning in 2002.

*Investment Trust Management Services*

In addition to personalized asset management services provided by our private banking and securities brokerage services, we also provide our customers with investment trust services through Shinhan BNP Paribas Investment Trust Management, our 50:50 joint venture with BNP Paribas, and through Chohung Investment Trust Management Co., Ltd., a direct subsidiary of Chohung Bank. These companies offer a broad range of asset management products and services such as beneficiary certificates, mutual funds, closed-end funds and separately managed accounts to domestic institutional, high net worth and retail clients. As a joint venture with BNP Paribas Asset Management, Shinhan BNP Paribas ITMC intends to focus on providing products using the skills of BNP Paribas while Chohung ITMC will focus on local market products.

The asset management industry in Korea is under transformation since the enactment of the new Indirect Investment Asset Management Act in 2004 which deregulated any restrictions on investment assets and improved investors' rights in various ways. With improved corporate governance structure and transparency, more investors started to show interest on the asset management industry's products as an alternative form of investment. Such move, especially among retail customers, became possible as the interest rate continues to be low and the government adopted several measures to hold down real estate prices. Accordingly, Shinhan BNP Paribas Investment Trust Management's total assets under management grew from W4,726 billion as of the end of 2003 to W6,071 billion as of the end of 2004 and Chohung Investment Trust Management Co., Ltd. from W3,755 billion as of the end of 2003 to W6,427 billion as of the end of 2004. Although competition among asset management companies in Korea has intensified, Shinhan BNP Paribas ITMC and Chohung ITMC seek to maintain profitability by providing high quality services to local customers.

*Regional Banking Services*

In April 2002, pursuant to a stock purchase agreement with Korea Deposit Insurance Corporation, we acquired a majority interest in Jeju Bank, which is engaged in providing commercial banking services on a regional basis, primarily on Jeju Island of Korea, through its network of 32 branches. As of December 31, 2004, Jeju Bank had total assets, total liabilities and total stockholders' equity of W1,883 billion, W1,774 billion and W109 billion, respectively.

*Investment Banking and Advisory Services*

In addition to the investment banking services provided by the Investment Banking Department of Shinhan Bank, the Investment Banking Division of Chohung Bank and the Capital Markets Division of Good Morning Shinhan Securities, we also provide a variety of investment banking and advisory services through Shinhan Macquarie Financial Advisory, our 51:49 joint venture with Macquarie Bank of Australia. The advisory services offered by Shinhan Macquarie Financial Advisory (SMFA) include project and infrastructure finance, capital and debt raisings, corporate finance advisory, structured finance, mergers and acquisitions, cross-border leasing and infrastructure and specialized fund management advisory services. Since its inception SMFA has grown to become one of the leading infrastructure-related financial advisory companies. During the year ended December 31, 2004, we derived total revenue of W15 billion from advisory activities.

**Table of Contents***Bancassurance*

Since the deregulation of the Korean bancassurance market in September 2003, SH&C Life Insurance, our 50:50 joint venture with Cardif S.A., an insurance arm of the BNP Paribas Group, has developed various bancassurance products for our customers. During 2004, the volume of bancassurance market grew significantly as the banks took aggressive steps to establish market shares. As a result of such steps, the total sales volume of the banks in Korea from initial insurance premium increased from W399 billion in 2003 to W2,255 billion in 2004, which represented approximately 45% of the total new sales volume of life insurance in Korea during 2004. In response, the traditional insurance companies with low penetrations in the bancassurance business have collectively lobbied for new regulatory restrictions on bancassurance business, which would significantly affect the growth of the banks' revenue from the bancassurance business in 2005.

During the growth of the bancassurance industry in 2004, largely due to synergy effects from our group-wide marketing and sales channels, SH&C Life Insurance ranked fourth among companies in Korea offering bancassurance products in terms of the number of policies sold and recorded profit after two years of losses since its inception.

*Loan Collection and Credit Reporting*

In order to centralize our loan collection, on July 8, 2002, we established Shinhan Credit Information Co. Ltd., our wholly-owned subsidiary engaged in credit collection and credit reporting. Shinhan Credit Information is capable of managing and collecting bad loans generated by our subsidiaries to improve our overall asset quality. On June 9, 2003, we sold a 49% ownership in Shinhan Credit Information to LSH holdings L.L.C, a wholly-owned subsidiary of Lone Star Fund, and converted Shinhan Credit Information into a joint venture with Lone Star Fund. On May 21, 2004, we terminated this joint venture and bought back Lone Star's 49% ownership in Shinhan Credit Information. The number of shares acquired was 294,000 shares, representing 49% of total outstanding shares, of Shinhan Credit Information at the acquisition cost of W1,529,165,735. As a result of this buy-back transaction, our equity ownership in Shinhan Credit Information increased from 51% to 100%.

We plan to expand Shinhan Credit Information's services to such areas as credit reporting, credit inquiry, credit card rating, civil application/petition services, lease and rental research and advisory and consulting services related to non-performing loan management. For the year ended December 31, 2004, our total revenues from this operation were W29 billion.

*Internet Portal Financial Services*

In 2001, we established e-Shinhan Inc., a joint venture with The Boston Consulting Group to offer high-quality internet financial services. Through its portal site, *www.emoden.com*, e-Shinhan offers an integrated account aggregation service that enables the user to see all of his or her accounts at a glance, an electronic accounting service that keeps track of all the user's financial transactions, an investment clinic service and a financial supermarket service that helps users to choose the financial products that best meet their needs. To offer high quality financial portal service, we concluded business ties with Yodlee of the U.S., the world's leading account aggregation provider. As of December 31, 2004, the number of members of this portal site exceeded 2.3 million.

**Information Technology**

We believe that a sophisticated information technology system is crucial in supporting our operations management and providing high quality customer service. We employ a total of approximately 900 employees and plan to spend approximately W440 billion in connection with updating and integrating our information technology system in 2005.

Our objective is to maximize the synergy generated among our subsidiaries by integrating them into a single enterprise system. In that regard, we are in the process of integrating different information technology systems of our various subsidiaries including Shinhan Bank and Chohung Bank, which we expect to complete

## **Table of Contents**

by 2006. We are also cooperating closely with leading information technology companies to enhance our information systems.

We plan to continue our efforts to integrate our information technology systems by taking the following initiatives:

building a customer-oriented system to provide customers with diversified and customized financial services;

establishing a flexible platform which can quickly adapt to new financial products and services;

introducing a group-wide strategic enterprise management system designed to facilitate swift managerial response;

empowering the sales operation by a group-wide integrated enterprise data warehousing system and a group-wide integrated customer relationship management system, which are designed to provide us with comprehensive customer information, including transaction history, and thereby allow us to identify potential marketing and cross-marketing opportunities;

upgrading our information system to be compatible with the New Basel Capital Accord (Basel II) proposed by the Basel Committee;

upgrading our information reporting system to enable interim reporting under the U.S. GAAP;

upgrading an intelligent sales supporting system to support the New Bank Channel strategy; and

developing IT functions which support branch back office centralization to enhance branch productivity.

Our information technology system for each of our subsidiaries is currently backed up on a real time basis. We have established a completely duplicative back-up IT system in different locations in Korea, depending on the subsidiary, to provide a back-up system in the event of any system failure of our primary information technology center located in the suburbs of Seoul. See **Properties**. We believe that, when we complete the integration of the subsidiaries' back-up systems, Shinhan Financial Group's entire information technology system will be able to fully resume operation within an hour even in the case of a complete disruption of the information technology system in our headquarters.

## **Competition**

We compete principally with other nationwide commercial banks in Korea, but also face competition from a number of additional sources including regional banks, Korea's specialized banks and branches and subsidiaries of foreign banks operating in Korea, as well as various other types of financial service institutions, including savings institutions (such as mutual savings and finance companies and credit unions and credit cooperatives), investment institutions (such as securities brokerage firms, merchant banking corporations and asset management companies) and life insurance companies. Regulatory reforms in the Korean banking industry have increased competition among banks for deposits, generally leading to lower margins from lending activities. Prior to the beginning of the economic crisis in Korea in late 1997, there were 26 commercial banks, three development banks and four specialized banks. Due in part to the economic crisis, as of December 31, 1999, there were 17 commercial banks, two development banks and four specialized banks. Of these, two commercial banks were recapitalized by the Government. During 1999, four mergers were consummated and, in the first half of 2000, Korea First Bank sold its controlling interest to a foreign investor. In 2001, H&CB and Kookmin Bank merged to create the largest Korean bank in terms of assets. Also in 2001, Woori Bank restructured itself as a financial holding company and significantly realigned its businesses and products to compete with other larger banks in Korea. In December 2002, Hana Bank merged with Seoulbank. In 2003, Lone Star acquired a controlling interest in Korea Exchange Bank. In May 2004, Citibank, through its affiliate, completed a tender offer pursuant to which it purchased a substantial majority interest in KorAm Bank. In September



2004, KorAm Bank was renamed Citibank Korea. In April 2005, Standard Chartered Bank completed its acquisition of Korea First Bank, the seven largest commercial bank in

**Table of Contents**

Korea in terms of asset size. We believe that the financial industry in Korea, including banking, will continue to experience consolidation among institutions leading to increased competition in all areas in which we operate.

As of December 31, 2004, Shinhan Bank and Chohung Bank and ranked fourth and fifth largest, respectively, in terms of total assets among Korean commercial banks based on information published by the Financial Supervisory Commission. In March and May 2005, Korea Deposit Insurance Corporation sold its controlling interests in Korea Investment Trust Company and Daehan Investment Trust Company, which had been acquired and recapitalized by the Korea Deposit Insurance Corporation on behalf of the Korean government due to the financial difficulties these companies were experiencing, to Dongwon Financial Holdings and Hana Bank. Dongwon Financial Holdings is the third financial holding company to be launched in Korea, and Hana Bank is the third largest commercial bank in Korea in terms of asset size. As a result, competition in the Korean financial and banking industry, in particular for high net worth and high profit customers, has intensified.

See Item 3. Key Information Risk Factors Risks Relating to Competition Competition in the Korean banking industry, in particular in the small- and medium-sized enterprises banking, retail banking and credit card operations, is intense, and we may experience declining margins as a result .

**Table of Contents****DESCRIPTION OF ASSETS AND LIABILITIES**

*Unless otherwise specifically mentioned or the context otherwise requires, the following description of assets and liabilities is presented on a consolidated basis under U.S. GAAP.*

**Loans**

As of December 31, 2004, our total gross loan portfolio was W97,080 billion, an increase of 1.8% from W95,295 billion at December 31, 2003. The increase in the portfolio primarily reflects an increase in the mortgage and home equity loans and other commercial loans.

**Loan Types**

The following table presents our loans by type for the periods indicated. Except where specified otherwise, all loan amounts stated below are before deduction for loan loss allowances. Total loans reflect our loan portfolio, including past due amounts.

		As of December 31,				
		2000	2001	2002	2003	2004
		(In billions of Won)				
<b>Corporate</b>						
Commercial and industrial(1)	W	13,847	13,459	15,800	35,617	35,653
Other commercial(2)		6,746	6,748	9,352	17,378	17,988
Lease financing			598	636	1,091	981
<b>Total Corporate</b>		<b>20,593</b>	<b>20,805</b>	<b>25,788</b>	<b>54,086</b>	<b>54,622</b>
<b>Consumer Mortgages and home equity</b>						
Other consumer(3)		2,376	7,253	11,539	20,517	22,180
Credit cards		3,330	3,537	4,962	14,580	15,546
		1,570	2,070	2,763	6,112	4,732
<b>Total Consumer</b>		<b>7,276</b>	<b>12,860</b>	<b>19,264</b>	<b>41,209</b>	<b>42,458</b>
<b>Total gross loans(4)</b>	<b>W</b>	<b>27,869</b>	<b>33,665</b>	<b>45,052</b>	<b>95,295</b>	<b>97,080</b>

**Notes:**

- (1) Consists primarily of working capital loans, general purpose loans, bills purchased, trade-related notes and inter-bank loans.
- (2) Consists primarily of privately placed bonds, credit facility drawdowns and purchases of commercial paper or notes at a discount from its customers with recourse.
- (3) Consists of general unsecured loans and loans secured by collateral other than housing to retail customers.
- (4) As of December 31, 2002, 2003 and 2004, approximately 79.8%, 71.9% and 89.4% of our total gross loans, respectively, were Won-denominated.

**Loan Concentrations**

On a consolidated basis, our exposure to any single borrower and exposure to any single group of companies belonging to the same conglomerate is limited by law to 20% and 25%, respectively, of the Net Total Equity Capital Credit under Korean GAAP (as defined in Supervision and Regulation ). In addition, each of Shinhan Bank s and Chohung Bank s exposure, on a non-consolidated basis, to any single borrower and exposure, on a non-consolidated basis, to any single group of companies belonging to the same conglomerate is limited by law to 20% and 25%, respectively, of each bank s total Tier I and Tier II capital under Korean GAAP.

**Table of Contents***Twenty Largest Exposures by Borrower*

As of December 31, 2004, our twenty largest exposures, consisting of loans, securities and guarantees and acceptances, totaled W23,578 billion and accounted for 18.16% of our total exposures. The following table sets forth, as of December 31, 2004, our total exposures to these top twenty borrowers.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts of Impaired Loans and Guarantees and Acceptances
(In billions of Won)							
Ministry of Finance and Economy	W	W	W	W	5,298	W	W 5,298
Korea Deposit Insurance Corporation	43			4,589			4,632
The Bank of Korea				3,982			3,982
Korea Highway Corporation				1,069			1,069
Korea Development Bank			4	978			982
Kookmin Bank			21	820			841
Samsung Electronics	297	260	150				707
SK Networks(1)	257	82	236	2	106		683
LG Electronics	308	191	13	33	102		647
SK Corp.	18	19	138	206	252		633
Korea Asset Management Corporation			4	509			513
Korea First Bank				501			501
Hyundai Motors	204	178	11	9	84		486
Samsung Card	325	21		122			468
Kia Motors	220	187	1	13	2		423
Local Governments				397			397
LG Card	148		183	4			335
Korea Exchange Bank			3	331			334
Woori Bank		10		315			325
Citibank Korea Inc.				312			312
<b>Total</b>	<b>W 1,820</b>	<b>W 948</b>	<b>W 764</b>	<b>W 19,490</b>	<b>W 546</b>	<b>W 23,568</b>	<b>W 593</b>

*Note:*

- (1) Includes its offshore subsidiaries, SK Networks Hong Kong, SK Networks ASIA-PAC, SK Networks Europe and SK Networks America.

**Table of Contents***Exposure to Chaebols*

As of December 31, 2004, 6.30% of our total exposure was to the twenty-five largest chaebols. The following table shows, as of December 31, 2004, our total exposures to the ten chaebol groups to which we have the largest exposure.

Chaebol	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts of Impaired Loans and Guarantees and Acceptances
(In billions of Won)							
Samsung	644	879	160	122	128	1,933	
SK	393	246	394	262	480	1,775	448
Hyundai Motors	493	878	14	52	236	1,673	
LG	184	819	58	38	121	1,220	
Hanjin	76	191	6	25	21	319	
Lotte	227	15		38	29	309	
KT	78	17	5	194	5	299	
Hyundai	30	242				272	
Hanhwa	178	25	1		66	270	
Doosan	44	22			51	117	
<b>Total</b>	<b>2,347</b>	<b>3,334</b>	<b>638</b>	<b>731</b>	<b>1,137</b>	<b>8,187</b>	<b>448</b>

*Exposure to LG Card*

LG Card, one of Korea's largest credit card companies, has experienced significant liquidity and asset quality problems in recent years. In November 2003, the creditor banks of LG Card (including Shinhan Bank and Chohung Bank) agreed to provide a new W2 trillion credit facility, secured by credit card receivables, to enable LG Card to resume cash operations. Our portion of this commitment was W216.7 billion, consisting of W113.7 billion for Shinhan Bank and W103 billion for Chohung Bank. The maturity of this credit facility was extended to December 2005. Certain of LG Card's creditor banks (including our subsidiaries) also agreed to extend the maturity of a portion of LG Card's debt coming due in 2003 for one year, after the chairman of LG Group pledged his personal stake in LG Corporation, the holding company for the LG Group, LG Investment & Securities and LG Card as collateral to offset future losses of LG Card.

After the failure to auction LG Card to a buyer in December 2003, the principal creditors of LG Card tentatively agreed to a rescue plan in January 2004 under which the Korea Development Bank would acquire a 25% (subsequently adjusted to 26%) interest in LG Card and the other creditors would collectively acquire a 74% (subsequently adjusted to 73%) ownership interest following the completion of several debt-to-equity swaps contemplated for 2004. In addition, the creditors agreed to form a normalization steering committee for LG Card to oversee LG Card's business operations. An extraordinary shareholders' meeting of LG Card was held in March 2004 and a new chief executive officer as well as directors nominated by the normalization steering committee were elected. In February 2004, the creditors exchanged indebtedness of W954 billion (including our portion of W77.5 billion) for shares constituting 54.8% of the outstanding share capital of LG Card. LG Group also funded an additional W800 billion to LG Card (in addition to a W200 billion capital contribution made in December 2003). In

March 2004, the LG Group and the Korea Development Bank provided additional liquidity of W375 billion and W125 billion, respectively. In May 2004, LG Card completed a capital write-down of 97.7% of its outstanding common stock, which included the W954 billion converted into equity by the creditors in February 2004 (including our portion of W77.5 billion). In July 2004, the creditors also converted an additional W954 billion of indebtedness into equity of LG Card (including our portion of W77.5 billion) and W1.59 trillion of new loans extended to LG Card (including our portion of W154.4 billion) into equity of LG Card. In January 2005, the LG Group and the creditor banks provided



**Table of Contents**

additional liquidity of W1 trillion in the aggregate (including W25.3 billion for Shinhan Bank and W23.0 billion for Chohung Bank for our aggregate portion of W48.3 billion) and also reduced the interest rate from 7.5% per annum to 5.5% per annum as well as extending the maturity of existing indebtedness of LG Card. In March 2005, the maturity of the W2 trillion credit facility extended by the creditor financial institutions were further extended to December 2006, subject to four equal quarterly installment repayments in 2006. In addition, the terms of the collateral for this facility was amended. Prior to this amendment, the creditor financial institutions were entitled to receive the cash inflows from collection on such collateral. LG Card was not required to maintain a minimum collateral ratio or to enhance its credit support through the provision of additional collateral. Thus, there was no guarantee against losses to the extent that collection results in a shortfall of the principal amount of the credit extended. As a result of the amendment, however, LG Card is entitled to the cash received from collection on condition that LG Card maintains a minimum collateral ratio of 105%. In March 2005, LG Card also completed a capital write-down of 81.8% of its outstanding common stock, which included the W2,417 billion of equity held by the creditors (including our portion of W216 billion).

As of December 31, 2004, our total exposure to LG Card was W335 billion, including W148 billion of loans, W4 billion of debt securities and W183 billion of equity securities. We made an allowance for loan losses of W13 billion for the loans. As a result of the satisfactory progress on scheduled debt restructuring of LG Card, we recorded reversal of loan loss provisions of W77 billion and recognized securities impairment losses of W1 billion in respect of our exposures to LG Card. In connection with the LG Card rescue plan, Shinhan Bank transferred W10 billion of exposure in its performance-based trust account to the bank account in January 2004 and Chohung Bank also transferred W30 billion of exposure in its performance-based trust account to the bank account in February 2004, resulting in an increase in our total exposure to LG Card. These exposures were included in our credit exposure that was converted into equity in connection with the rescue plan of LG Card as described above.

The value of underlying collateral, our pro rata entitlement thereto and the allowances we have established or will establish against our exposures to LG Card may not be sufficient to cover all future losses arising from these exposures. Following the debt-to-equity conversions in respect of our exposures to LG Card, we may experience further losses if the market value of the LG Card equity securities we own falls below their recorded book value.

*Exposures to the Credit Card Industry*

Recent adverse developments in the credit card industry such as industry-wide increases in delinquencies and resulting increases in provisioning for loan losses have had a negative impact on investors' perception of credit card companies in the Korean corporate debt market, thereby significantly limiting the ability of credit card companies to raise financing through issuances of debt securities. As a result, Korean credit card companies have been experiencing significant financial and liquidity difficulties.

The following table shows, as of December 31, 2004, the breakdown of our total exposure to credit card companies.

Company	Debt Securities	Securities Issued Through		Equity Securities	Loans in Won Currency	Loans in Foreign Currency	Total
		Asset-backed Securitization(1)	W				
(In billions of Won)							
Samsung Card(2)	W 122	W		W	W 325	W 21	W 468
LG Card	4			183	148		335
Hyundai Card			150		20		170
Lotte Card	60						60
KDB Capital(3)			20		20	4	44

Total	W 186	W	170	W 183	W 513	W 25	W 1,077
-------	-------	---	-----	-------	-------	------	---------

82

---

**Table of Contents**

*Notes:*

- (1) Securities issued by special purpose vehicles of credit card companies, established with credit card receivables as underlying assets. In general, these special purpose vehicles are entitled to credit or collateral support from such credit card companies.
- (2) It was recently announced that Samsung Card had recorded net income in the month of April 2005, which reflects a turnaround of its results of operations for the first time since November 2002. Samsung Card conducted a rights offering of W200 billion in May 2003, an offering of W800 billion of subordinated convertible bonds in June 2003, a rights offering of W1,500 billion in April 2004 and a rights offering of W1,167 billion in March 2005.
- (3) KDB Capital is a subsidiary of Korea Development Bank, which is owned and controlled by the Korean government.

As of December 31, 2004, we had loans outstanding to credit card companies in the aggregate principal amount of W538 billion. Despite the recent financial difficulties of certain credit card companies, our loans to these credit card companies, except LG card, are considered performing in accordance with our internal credit rating methodology, and therefore we have not recognized a specific allowance for loan losses against these. We believe our general allowance of W16 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within these specific loans.

In addition, our investment portfolio includes beneficiary certificates representing interests in investment trusts whose assets include securities issued by troubled credit card companies, including LG Card. Accordingly, to the extent that the value of securities issued by credit card companies declines as a result of their financial difficulties or otherwise, we may experience losses on our investment securities.

In the case of credit card companies that are in or in the future enter into workout, restructuring, reorganization or liquidation proceedings, our recoveries from those companies may be limited. We may, therefore, experience future losses with respect to these exposures.

*Exposures to SK Group Companies*

In the first quarter of 2003, accounting irregularities were discovered at SK Networks to which most commercial banks in Korea, including ourselves, had substantial exposure. These irregularities had concealed the weak financial condition of SK Networks over a period of several years. In March 2003, the principal creditor banks of SK Networks commenced formal workout procedures against SK Networks under the Corporate Restructuring Promotion Act of Korea. In October 2003, SK Networks and its overseas subsidiaries completed the final major step in the restructuring of indebtedness of SK Networks and its overseas subsidiaries, including the following:

the purchase by SK Networks of approximately US\$540 million of the US\$563 million of total indebtedness of its overseas subsidiaries held by non-Korean institutions in exchange for 43% of the principal amount in promissory notes and 5% of the principal amount in the form of bonds with warrants;

the purchase or inclusion in the restructuring plan of SK Networks of all of the approximately US\$126 million of indebtedness of its overseas subsidiaries held by Korean financial institutions; and

the entering into a Memorandum of Understanding on the Corporate Restructuring Implementation, or Memorandum, in respect of the restructuring of the approximately US\$2 billion of indebtedness to SK Networks.

All of the indebtedness of SK Networks and its overseas subsidiaries held by Korean financial institution creditors was resolved either through an exchange for 43% of the principal amount in promissory notes and 5% of the principal amount in the form of bonds with warrants or in accordance with the Memorandum. Under the Memorandum, all of the indebtedness of SK Networks held by the Korean financial institution creditors was converted into shares of common stock, redeemable preferred stock and mandatory convertible bonds of



**Table of Contents**

SK Networks. SK Corp., which is the parent company of SK Networks, also converted approximately US\$760 million of its claims against SK Networks into the shares of common stock of SK Networks in connection with the Memorandum.

As a result of this corporate restructuring, we owned 9.49% of common shares of SK Networks (or 9.82% of total equity ownership in SK Networks including the redeemable preferred stock) as of December 31, 2004.

As of December 31, 2004, 1.37% of our total exposure was to the member companies of the SK Group. The following table shows, as of December 31, 2004, the breakdown of our total exposure by member companies of the SK Group.

Company	Loans	Loans	Equity	Debt	Guarantees	Total	Amounts
	in	in			and		of
	Won	Foreign	Securities	Securities	Acceptances	Exposure	Impaired
	Currency	Currency					Loans
							and
							Guarantees
							and
							Acceptances
(In billions of Won)							
SK Networks	W 257	W 82	W 236	W 2	W 106	W 683	W 445
SK Corporation	18	19	138	206	252	633	
SK Gas	3	26			80	109	
SK Telecom Co., Ltd.	40		20	10		70	
SK Chemical	1	25		8	18	52	
SKC Co., Ltd.	5	18		26	3	52	
SK Shipping Co., Ltd.		51				51	
SK C&C Co., Ltd.	20			10		30	
SK Teletech Co., Ltd.		3			13	16	
Walkerhill	6				7	13	
Choongnam City Gas Co., Ltd.	9					9	
Daehan City Gas	8					8	
Pohang City Gas Co., Ltd.	7					7	
SK Telesys		7				7	
Pusan City Gas	6					6	
Dong Shin Pharm, Co., Ltd.		3			1	4	
Vision Shipbuilding SA		4				4	
Global Shipbuilding SA		4				4	
Champion Shipbuilding SA		4				4	
Chonnam City Gas Co., Ltd.	3					3	
SG Wicus Corporation	3					3	3
SK Pharmaceutical	2					2	
InnoAce Co., Ltd.	2					2	
Iksan Energy Co., Ltd.	2					2	

Kangwon Gas	1						1
Infosec Co., Ltd.							
Cheongju City Gas Co., Ltd.							
Kumi City Gas Co., Ltd.							
<b>Total</b>	<b>W 393</b>	<b>W 246</b>	<b>W 394</b>	<b>W 262</b>	<b>W 480</b>	<b>W 1,775</b>	<b>W 448</b>

As of December 31, 2004, our total exposure outstanding to SK Networks alone was W683 billion, or 0.53% of our total exposure, consisting of W339 billion in loans, W2 billion in debt securities, W236 billion in equity securities and W106 billion in guarantees and acceptances. Of our total loans outstanding to

**Table of Contents**

SK Networks, W24 billion was secured. For the unsecured loans of W315 billion, we made allowance for loan losses of W19 billion. With respect to the guarantees and acceptances outstanding, we made allowances of W6 billion.

As of December 31, 2004, our total exposure outstanding to SG Wicus Corporation was W3 billion in loans, for which we made an allowance for losses of W0.02 billion.

In addition, as of December 31, 2004, our total exposure outstanding to SK Corporation, the controlling company of the SK Group, was W633 billion, or 0.49% of our total exposure, consisting of W37 billion in loans, W138 billion in equity securities, W206 billion in debt securities and W252 billion in guarantees and acceptances. We classify loans and guarantees and acceptances to other SK Group companies, including SK Corporation, as performing in accordance with our internal credit rating methodology and therefore no specific allowance is made against these loans or guarantees and acceptances. Our management believes the general allowance of W4 billion against the performing element of the corporate loan portfolio in total is sufficient to cover any incurred losses within this portfolio, including those loans to companies within the SK Group, including SK Corporation and excluding SK Networks and SG Wicus Corporation. See Item 3. Key Information Risk Factors Risks Relating to our banking business We have significant exposure to SK Networks which is experiencing financial difficulties that it concealed through accounting irregularities and which is in a workout program. If this program is not satisfactorily resolved, it may have a material adverse effect on us .

*Exposures to Ssangyong Group Companies*

In 1998, Daewoo Motors acquired Ssangyong Motors from the former Ssangyong Group, on condition that certain of the then existing liabilities of Ssangyong Motors be retained by the former Ssangyong Group. In connection with this transaction, nine member companies of the Ssangyong Group assumed in the aggregate liabilities of W1.8 trillion, which subsequently resulted in significant increases in interest expense for such companies, further aggravated by a sharp increase in interest rates during the financial crisis of the late 1990 s. Several of the Ssangyong Group companies, including Ssangyong Corporation, Ssangyong Cement Industrial and Ssangyong Engineering & Construction, have experienced significant financial and liquidity difficulties as a result and were subsequently placed under workout programs by their respective creditors.

As of December 31, 2004, 0.4% of our total exposure was to the member companies of the Ssangyong Group. The following table shows, as of December 31, 2004, the breakdown of our total exposure by member companies of the Ssangyong Group.

Company	Loans in Won Currency	Loans in Foreign Currency	Equity Securities	Debt Securities	Guarantees and Acceptances	Total Exposure	Amounts of Impaired Loans and Guarantees and Acceptances
							(In billions of Won)
Ssangyong Corporation	W 7	W 116	W	W 52	W 104	W 279	W 227
Ssangyong Cement Industrial	78		35	42		155	78
Ssangyong Engineering & Construction			13			13	
Ssangyong Resources Development Co., Ltd.	6					6	
Ssangyong Shipping SSIC		3			1	3	
		1				2	

Total	W 91	W 120	W 48	W 94	W 105	W 458	W 305
-------	------	-------	------	------	-------	-------	-------

*Note:*

(1) Includes domestic and overseas subsidiaries of each company.

85

---



**Table of Contents**

In July 2003, the committee of creditors participating in the workout program of Ssangyong Cement Industrial approved a plan to (i) extend new credits of W150 billion to provide additional liquidity, of which Chohung Bank's portion was W50 billion, all of which are entitled to priority in repayment as agreed by the creditors committee, (ii) debt-to-equity swap of W573 billion, in which we did not participate, and (iii) extend the maturity for repayment of principal from December 2003 to December 2005.

In August 2003, the committee of credits participating in the workout program of Ssangyong Corporation approved a plan to (i) conduct a 5-to-1 capital reduction of existing shares of Ssangyong Corporation (including minority share ownership and shares obtained through debt-to-equity swaps) and (ii) subsequently enter into an additional debt-to-equity swap of loans in the aggregate principal amount of approximately W121.4 billion, including W80 billion of our loans consisting of W79.6 billion from Chohung Bank and W0.4 billion from Shinhan Bank.

As of December 31, 2004, our total exposure to Ssangyong Corporation (including its overseas offices in Hong Kong, Japan and Singapore) and Ssangyong Cement Industrial amounted to W279 billion and W155 billion, respectively. Of our total loans and guarantees and acceptances to Ssangyong Group, W305 billion was classified as impaired. As of December 31, 2004, allowance for loan losses and guarantees and acceptances with respect to our loans and guarantees and acceptances to Ssangyong Corporation and Ssangyong Cement Industrial were W74 billion and W10 billion, respectively. See Item 3. Key Information Risk Factors Risks Relating to our banking business We have significant exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

Except as described above, no material changes have occurred with respect to our exposures to the former Ssangyong Group companies since December 31, 2002. See Item 3. Key Information Risk Factors Risks Relating to our banking business We have significant exposure to the largest Korean commercial conglomerates, known as chaebols, and, as a result, recent and any future financial difficulties of chaebols may have an adverse effect on us.

*Loan Concentration by Industry*

The following table shows the aggregate balance of our corporate loans by industry concentration as of December 31, 2004.

Industry	Aggregate Loan Balance	Percentage of Total Corporate Loan Balance
	(In billions of Won)	(Percentages)
Manufacturing	W 22,921	41.97%
Retail and wholesale	8,572	15.69
Real estate, leasing, and service	7,691	14.08
Construction	2,722	4.98
Hotel and leisure	2,082	3.81
Finance and insurance	2,751	5.04
Transportation, storage and communication	2,688	4.92
Other service	5,194	9.51
Other	1	0.00
Total	W 54,622	100.00%

We have increased significant exposure to the real estate, leasing and service industry as it presented significant growth opportunities in recent years. Our loans to the real estate, leasing and service industry increased from W6,132 billion, or 11.34% of total corporate loans (Shinhan Bank and Chohung Bank combined), as of December 31, 2003, to W7,691 billion, or 14.08% of total corporate loans, as of December 31, 2004. In addition, our loans to the hotel and leisure industry as of December 31, 2004 was W

**Table of Contents**

2,082 billion, or 3.81% of total corporate loans. However, the real estate, leasing and service industry and the hotel and leisure industry have been experiencing significant difficulties recently resulting in higher delinquencies and impairment. As of December 31, 2004, under Korean GAAP, the delinquency ratios for loans to the real estate, leasing and service industry were 2.67% for Chohung Bank and 1.53% for Shinhan Bank, in each case net of charge-offs and loan sales. As of December 31, 2004, under Korean GAAP, the delinquency ratios for loans to the hotel and leisure industry were 2.74% for Chohung Bank and 2.17% for Shinhan Bank, in each case net of charge-offs and loan sales.

*Loan Concentration by Size of Loans*

The following table shows the aggregate balances of our loans by outstanding loan amount as of December 31, 2004.

	<b>Aggregate Loan Balance</b>	<b>Percentage of Total Corporate Loan Balance</b>
	<b>(In billions of Won)</b>	<b>(Percentages)</b>
<b>Commercial and industrial</b>		
Up to W10 million	W 137	0.14%
Over W10 million to W50 million	1,913	1.97
Over W50 million to W100 million	2,383	2.45
Over W100 million to W500 million	9,989	10.29
Over W500 million to W1 billion	4,500	4.64
Over W1 billion to W5 billion	8,348	8.60
Over W5 billion to W10 billion	2,615	2.69
Over W10 billion to W50 billion	4,325	4.46
Over W50 billion to W100 billion	883	0.91
Over W100 billion	560	0.58
Sub-total	W 35,653	36.73%
<b>Other commercial</b>		
Up to W10 million	W 73	0.08%
Over W10 million to W50 million	541	0.56
Over W50 million to W100 million	641	0.66
Over W100 million to W500 million	3,205	3.30
Over W500 million to W1 billion	1,997	2.06
Over W1 billion to W5 billion	4,696	4.84
Over W5 billion to W10 billion	3,097	3.19
Over W10 billion to W50 billion	3,217	3.31
Over W50 billion to W100 billion	521	0.53
Over W100 billion		0.00
Sub-total	W 17,988	18.53%



**Table of Contents**

	<b>Aggregate Loan Balance</b>	<b>Percentage of Total Corporate Loan Balance</b>
	<b>(In billions of Won)</b>	<b>(Percentages)</b>
<b>Lease financing</b>		
Up to W10 million	W 4	0.00%
Over W10 million to W50 million	20	0.02
Over W50 million to W100 million	26	0.03
Over W100 million to W500 million	131	0.13
Over W500 million to W1 billion	58	0.06
Over W1 billion to W5 billion	288	0.30
Over W5 billion to W10 billion	159	0.16
Over W10 billion to W50 billion	295	0.31
Over W50 billion to W100 billion		0.00
Over W100 billion		0.00
Sub-total	W 981	1.01%
<b>Mortgage and home equity</b>		
Up to W10 million	W 373	0.38%
Over W10 million to W50 million	6,558	6.76
Over W50 million to W100 million	6,693	6.89
Over W100 million to W500 million	8,053	8.30
Over W500 million to W1 billion	416	0.43
Over W1 billion to W5 billion	87	0.09
Over W5 billion to W10 billion		0.00
Over W10 billion to W50 billion		0.00
Over W50 billion to W100 billion		0.00
Over W100 billion		0.00
Sub-total	W 22,180	22.85%
<b>Other consumer</b>		
Up to W10 million	W 3,489	3.59%
Over W10 million to W50 million	4,639	4.78
Over W50 million to W100 million	2,515	2.59
Over W100 million to W500 million	3,643	3.75
Over W500 million to W1 billion	652	0.67
Over W1 billion to W5 billion	588	0.61
Over W5 billion to W10 billion	20	0.02
Over W10 billion to W50 billion		0.00
Over W50 billion		0.00
Over W100 billion		0.00

Sub-total

₩

15,546

16.01%

88

---

**Table of Contents**

	<b>Aggregate Loan Balance</b>	<b>Percentage of Total Corporate Loan Balance</b>
	<b>(In billions of Won)</b>	<b>(Percentages)</b>
<b>Credit cards</b>		
Up to W10 million	W 3,454	3.56%
Over W10 million to W50 million	669	0.69
Over W50 million to W100 million	64	0.07
Over W100 million to W500 million	89	0.09
Over W500 million to W1 billion	41	0.04
Over W1 billion to W5 billion	113	0.12
Over W5 billion to W10 billion	98	0.10
Over W10 billion to W50 billion	119	0.12
Over W50 billion to W100 billion	85	0.08
Over W100 billion		0.00
Sub-total	W 4,732	4.87%
<b>Total</b>	<b>W 97,080</b>	<b>100.00%</b>

***Maturity Analysis***

The following table sets out the scheduled maturities (time remaining until maturity) of our loan portfolio as of December 31, 2004. The amounts disclosed are before deduction of attributable loan loss reserves.

**As of December 31, 2004**

**Over 1 Year  
but  
Not More  
Than  
5 Years**

**1 Year or  
Less**

**Over  
5 Years**

**Total**

**(In billions of Won)**

<b>Corporate:</b>							
Commercial and industrial	W	31,458	W	3,826	W	369	W 35,653
Other commercial		12,973		4,346		669	17,988
Lease financing		379		528		74	981
<b>Total corporate</b>	<b>W</b>	<b>44,810</b>	<b>W</b>	<b>8,700</b>	<b>W</b>	<b>1,112</b>	<b>W 54,622</b>
<b>Consumer:</b>							
Mortgage and home equity	W	11,166	W	4,504	W	6,510	W 22,180
Other consumer		12,115		3,285		146	15,546

Credit cards		4,630		101		1	4,732
Total consumer	W	27,911	W	7,890	W	6,657	W 42,458
Total gross loans	W	72,721	W	16,590	W	7,769	W 97,080

We may roll over our working capital loans and consumer loans (which are not payable in installments) after we conduct our normal loan review in accordance with our loan review procedures. Working capital loans of Shinhan Bank may be extended on an annual basis for an aggregate term of three years for unsecured loans and five years for secured loans and consumer loans may be extended for additional terms of up to 12 months for an aggregate term of five years for unsecured loans and ten years for secured loans. Working capital loans of Chohung Bank may be extended on an annual basis for an aggregate term of five years and consumer loans are commonly extended for additional terms of up to 12 months for an aggregate term of ten years, regardless of whether such loans are secured or unsecured. Such loans have been classified as loans with maturity of one year or less in the tables above.



**Table of Contents****Interest Rate Sensitivity**

The following table shows our loans by interest rate sensitivity as of December 31, 2004.

As of December 31, 2004

	Due Within 1 Year		Due After 1 Year		Total
	(In billions of Won)				
Fixed rate loans(1)	W	32,185	W	5,033	W 37,218
Variable rate loans(2)		40,535		19,327	59,862
<b>Total gross loans</b>	W	72,720	W	24,360	W 97,080

*Notes:*

(1) Fixed rate loans are loans for which the interest rate is fixed for the entire term. Includes W16,066 billion of loans due within one year and W1,491 billion of loans due after one year, which are priced based on one or more reference rates which may vary at our discretion. However, it is not our practice to change such reference rates during the life of a loan.

(2) Variable or adjustable rate loans are for which the interest rate is not fixed for the entire term.

For additional information regarding management of interest rate risk of each of Shinhan Bank and Chohung Bank, see Risk Management Market Risk Management of Shinhan Bank and Risk Management of Chohung Bank.

**Nonaccrual Loans and Past Due Accruing Loans**

We generally do not recognize interest income on nonaccrual loans unless it is collected. Generally, the accrual of interest is discontinued on loans when payments of interest and/or principal become past due by one day. Interest is recognized on these loans on a cash received basis from the date the loan is placed on nonaccrual status. Loans are not reclassified as accruing until interest and principal payments are brought current.

We do not generally request borrowers to make immediate repayment of the whole outstanding principal balances and related accrued interest on nonaccrual loans whose interest payments are past due for 1 to 14 days in case of commercial loans and 1 to 30 days in case of consumer loans. Except where specified otherwise, the amount of such past due loans within the repayment grace period is excluded from the amount of non-accrual loans disclosed in this document and from the basis for related foregone interest calculation.

Interest foregone is the interest due on nonaccrual loans that has not been accrued in our books of account. For the year ended December 31, 2004, we would have recorded gross interest income of W184 billion, compared to W110 billion for the year ended December 31, 2003 and W69 billion for the year ended December 31, 2002 on loans accounted for on a nonaccrual basis throughout the year, or since origination for loans held for part of the year, had the loans been current with respect to their original contractual terms. The amount of interest income on those loans that was included in our net income for the years ended December 31, 2002, 2003 and 2004 were W43 billion, W48 billion and W142 billion, respectively.

The category accruing but past due one day includes loans which are still accruing interest but on which principal or interest payments are contractually past due one day or more. We continue to accrue interest on loans where the total amount of loan outstanding, including accrued interest, is fully secured by cash on deposits.

**Table of Contents**

The following table shows, at the dates indicated, the amount of loans that are placed on a nonaccrual basis and accruing loans which are past due one day or more.

	<b>As of December 31,</b>			
	<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>
	<b>(In billions of Won)</b>			
<b>Loans accounted for on a nonaccrual basis</b>				
Corporate	W 834	W 741	W 1,536	W 1,681
Consumer	78	111	580	479
Credit cards	234	358	1,016	294
Sub-total	1,146	1,210	3,132	2,454
<b>Accruing loans which are contractually past due one day or more as to principal or interest</b>				
Corporate(1)	29	32	196	55
Consumer(2)	32	38	27	17
Credit cards				76
Sub-total	61	70	223	148
<b>Total</b>	<b>W 1,207</b>	<b>W 1,280</b>	<b>3,355</b>	<b>2,602</b>

*Notes:*

- (1) Includes accruing loans which are contractually past due 90 days or more in the amount of W2 billion, W113 billion and W12 billion of corporate loans as of December 31, 2002, 2003 and 2004, respectively.
- (2) Includes accruing loans which are contractually past due 90 days or more in the amount of W10 billion, W7 billion and W6 billion of consumer loans as of December 31, 2002, 2003 and 2004, respectively.

***Troubled Debt Restructurings***

The following table presents, at the dates indicated, our loans which are troubled debt restructurings as defined under U.S. GAAP. These comprise of corporate loans that have been restructured through the process of workout, court receivership and composition. See Credit Exposures to Companies in Workout, Court Receivership and Composition. These loans accrue interest at rates lower than the original contractual terms, or involve the extension of the original contractual maturity as a result of a variation of terms upon restructuring.

	<b>As of December 31,</b>			
	<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>
	<b>(In billions of Won)</b>			
Loans not included in nonaccrual and past due loans which are classified as troubled debt restructurings	W 360	W 145	W 1,179	W 916

For the year ended December 31, 2004, interest income that would have been recorded under the original contract terms of restructured loans amounted to W41 billion, out of which W42 billion was reflected as our interest income during 2004.

***Credit Exposures to Companies in Workout, Court Receivership and Composition***

Shinhan Bank's exposures in restructuring are managed and collected by our Corporate Restructuring Team. Chohung Bank's exposures in restructuring are managed and collected by Chohung Bank's Loan Recovery Division. As of December 31, 2004, W2,398 billion 1.8% of our total exposure was under restructuring. The legal form of our restructurings is principally either workout, court receivership or composition.

**Table of Contents***Workout*

Under the Corporate Restructuring Promotion Act, which became effective in September 2001, all creditor financial institutions of a borrower are required to participate in a creditors' committee. The Corporate Restructuring Promotion Act is mandatorily applicable to more than 420 financial institutions in Korea, which include commercial banks, insurance companies, asset management companies, securities companies, merchant banks, the Korea Deposit Insurance Corporation and the Korea Asset Management Corporation. Under this new act, the approval of creditor financial institutions holding not less than 75% of the total debt outstanding of a borrower will finalize such borrower's restructuring plan, including debt restructuring and provision of additional funds, which plan will be binding on all the creditor financial institutions of the borrower, except that any creditor financial institution that disagrees with the final restructuring plan approved by the creditors' committee will have the right to request the creditors' committee to purchase its claims at a mutually agreed price. In the event that the creditors' committee and the dissenting creditor financial institution fails to come to an agreement, a coordination committee consisting of seven experts will be set up to resolve the matter. There is a risk that these procedures may require us to participate in a plan that we do not agree with or may require us to sell our claims at prices that we do not believe are adequate. Absent further legislation, the Corporate Restructuring Promotion Act expires on December 31, 2005.

The total amount currently undergoing workout as of December 31, 2004 was W2,122 billion, including W950 billion of loans and W1,172 billion of other exposures.

*Court Receivership*

Court receivership or corporate reorganization procedures are court supervised procedures to rehabilitate an insolvent company. The restructuring plan is adopted at a meeting of interested parties and is subject to approval of a court. In a court receivership, the management power of the company is taken over by a court appointed receiver. Creditors must report their claims to the court and if they fail to do so, their claims are discharged at the end of the reorganization. Creditors may enforce their claims only in compliance with the reorganization plan.

The total amount currently undergoing court receivership as of December 31, 2004 was W185 billion, including W178 billion of loans and W7 billion of other exposures.

*Composition*

Composition is also a court supervised procedure to rehabilitate an insolvent company. The restructuring plan is adopted at a meeting of interested parties and is subject to approval of a court. However, in composition proceedings the management of the company retains its management power. Unreported claims are not discharged at the end of a composition plan although the creditors are required to report their claims to the court if they want to exercise their votes at the meeting of interested parties. In addition, secured creditors may enforce their security interest outside the composition proceeding unless they waive their security interest and consent to the composition plan.

The total amount currently undergoing composition as of December 31, 2004 was W91 billion, including W76 billion of loans and W15 billion of other exposures.

Loans in the process of workout, court receivership or composition continue to be reported as loans on our balance sheet and are included as nonaccrual loans described in *Nonaccrual Loans and Past Due Accruing Loans* above since they are generally past due more than one day and on which, we do not generally accrue any interest. Restructured loans that meet the U.S. GAAP definition of a troubled debt restructuring are included within *Troubled Debt Restructurings* described above. These are disclosed as loans or securities after the restructuring within our balance sheet depending on the nature of the instrument we receive.

**Table of Contents**

The following table shows, as of December 31, 2004, our ten largest exposures that had been negotiated in workouts, composition or court receivership.

<b>Company</b>	<b>Loans in Won Currency</b>	<b>Loans in Foreign Currency</b>	<b>Equity Securities</b>	<b>Debt Securities</b>	<b>Guarantees and Acceptances</b>	<b>Total Exposure(1)</b>
<b>(In billions of Won)</b>						
SK Networks	W 257	W 82	W 236	W 2	W 106	W 683
LG Card	148		183	4		335
Ssangyong Corporation	7	116		52	104	279
Ssangyong Cement Industrial	78		35	42		155
Daewoo International		36	16		62	114
Inchon Oil Refinery	99		5			104
Ssangyong Motors(2)	3	5	75		44	127
Hyundai Engineering & Construction	3		55	12	2	72
Daewoo Electronics	36	1	30	1		68
Daewoo Telecom	55					55
<b>Total</b>	<b>W 686</b>	<b>W 240</b>	<b>W 635</b>	<b>W 113</b>	<b>W 318</b>	<b>W 1,992</b>

*Notes:*

- (1) Only includes the portion of total exposure identified by us as troubled debt restructuring and excludes amount of loans or other exposures to the same borrower that are not subject to workouts, composition or court receivership.
- (2) In January 2005, the sale of 59,094,098 shares, or 48.92%, of Ssangyong Motors by the creditor group to Shanghai Automotive Group Co., Ltd. for W10,000 per share, or W122 billion in the aggregate, was consummated in January 2005. As a result, in January 2005, Ssangyong Motors graduated from the workout program.

The Debtor Recovery and Bankruptcy Act, promulgated on Mar. 31, 2005 and effective as of Mar. 31, 2006, is designed to unify all present bankruptcy related laws in Korea, namely the Corporate Reorganization Act, the Composition Act, the Bankruptcy Act and the Individual Debtor Recovery Act.

Under the Debtor Recovery and Bankruptcy Act, composition proceedings will be abolished and recovery proceedings will be introduced to replace the existing court receiverships. In a recovery proceeding, unlike the current court receivership proceedings where the management of the debtor company is assigned to a court appointed receiver, the current chief executive officer of the debtor company may continue to manage the debtor company, provided that (i) neither fraudulent conveyance nor concealment of assets existed, (ii) financial failure of the debtor company was not due to the gross negligence of the chief executive officer, and (iii) no creditors meeting was convened to request, based on reasonable cause, a court-appointed receiver to replace the existing chief executive officer. In addition, in an effort to meet the global standards, international bankruptcy procedures will be introduced in Korea, under which a receiver of a foreign bankruptcy proceeding may, upon receiving the Korean court's approval of the ongoing foreign bankruptcy proceeding, apply for or participate in a Korean bankruptcy proceedings conducted in a Korean court. Similarly, a receiver in a domestic recovery proceeding or a bankruptcy trustee will be allowed to perform its duties in a foreign country where an asset of the debtor is located, to the extent the applicable foreign law

permits.

Any composition, corporate reorganization, bankruptcy and rehabilitation proceedings for individual debtors pending as of the effective date of the Debtor Recovery and Bankruptcy Act will continue to proceed in accordance with the respective applicable laws.

**Table of Contents*****Potential Problem Loans***

As of December 31, 2004, we had W276 billion of loans which are current as to payment of principal and interest but where there exists serious doubt as to the ability of the borrower to comply with repayment terms in the near future. These loans are classified as impaired and therefore included in our calculation of loan loss allowance under U.S. GAAP.

We have certain other interest-earning assets that, if they were loans, would be required to be disclosed as part of the nonaccrual, past due or troubled debt restructuring or potential problem loan disclosures provided above. As of December 31, 2004, we had zero book value for our debt securities on which interest was past due.

***Provisioning Policy***

We conduct periodic and systematic detailed reviews of our loan portfolios to identify credit risks and to evaluate the adequacy of the overall allowance for loan losses. Our management believes the allowance for loan losses reflects the best estimate of the probable loan losses incurred as of each balance sheet date.

Our loan loss allowance determined under U.S. GAAP comprises a specific allowance and a general allowance. The specific allowance is applied to corporate loans that are considered to be impaired and are either individually or collectively evaluated for impairment. The general allowance is applied to all other loans to reflect losses that have been incurred but not specifically identified.

***Loan Classifications***

For Korean GAAP and regulatory reporting purposes, each of our banking operations bases its provisioning on the following loan classifications that classify corporate and consumer loans, with the exception of credit card receivables which are classified based on the number of days past due, as required by the Financial Supervisory Commission.

**Loan Classification****Loan Characteristics**

Normal	Loans made to customers whose financial position, future cash flows and nature of business are deemed financially sound. No problems in recoverability are expected.
Precautionary	Loans made to customers whose financial position, future cash flows and nature of business show potential weakness, although there is no immediate risk of nonrepayment.
Substandard	Loans made to customers whose adverse financial position, future cash flows and nature of business have a direct effect on the repayment of the loan.
Doubtful	Loans made to customers whose financial position, future cash flows and nature of business are so weak that significant risk exists in the recoverability of the loan, to the extent the outstanding amount exceeds any collateral pledged.
Estimated loss	Loans where write-off is unavoidable.

***Corporate Loans***

We review all corporate loans annually for potential impairment through a formal credit review, however, our loan officers also consider the credits for impairment throughout the year should information be presented that may indicate an impairment event has occurred.

Under U.S. GAAP, a loan is impaired when, based on current information and events, it is probable that the creditor will be unable to collect all amounts due according to the contractual terms of the agreement. We

**Table of Contents**

use our local loan classifications as a basis to identify impaired loans. We consider the following loans to be impaired loans for the purpose of determining our specific allowance:

loans classified as substandard or below according to the asset classification guidelines of the Financial Supervisory Commission;

loans that are 90 days or more past due; and

loans which are troubled debt restructurings as defined under U.S. GAAP.

Specific loan loss allowances for corporate loans are established based on whether a particular loan is impaired. Smaller balance corporate loans are evaluated collectively for impairment as these loans are managed collectively.

*Loans individually identified for review and considered impaired*

Consistent with the internal credit risk monitoring policies, we evaluate larger-balance impaired loans (which are impaired loans in excess of W1 billion for all of our subsidiaries except Chohung Bank whose impaired loans are in excess of W2 billion) individually for impairment. Loan loss allowances for these loans are generally established by discounting the estimated future cash flows (both principal and interest) we expect to receive using the loan's effective interest rate. We consider the likelihood of all possible outcomes in determining our best estimate of expected future cash flows. Management consults closely with individual loan officers and reviews the cash flow assumptions used to ensure these estimates are valid.

Alternatively, for impaired loans that are considered collateral dependent, the amount of impairment is determined by reference to the fair value of the collateral. We consider the reliability and timing of appraisals and determine the reasonableness of fair value estimates, taking into account the time to value the collateral and current market conditions.

We may also measure impairment by reference to the loan's observable market price, however the availability of this information is not commonplace in Korea.

We establish a specific allowance when the discounted cash flow (or collateral value) is lower than the carrying amount of the loan. The specific allowance is equal to the difference between the discounted cashflow (or collateral value) amount and the related carrying amount of the loan.

*Loans collectively evaluated for impairment*

We also establish specific allowances for smaller-balance impaired corporate loans. These loans are managed on a portfolio basis and are therefore collectively evaluated for impairment since it is not practical to analyze or provide for our smaller loans on an individual, loan by loan basis.

The allowance is determined based on loss factors taking into consideration past performance of the portfolio, previous loan loss history and charge-off information.

These loss factors are developed through a migration model that is a statistical tool used to monitor the progression of loans through different classifications over a specific time period. We adjust these loss factors developed for other qualitative or quantitative factors that affect the collectibility of the portfolio as of the evaluation date including:

Prevailing economic and business conditions within Korea and foreign jurisdictions in which we operate;

Industry concentrations;

Changes in the size and composition of the relevant underlying portfolios;

Changes in lending policies and procedures, including underwriting standards and collection, charge-offs, and recovery practices.



**Table of Contents**

The following table sets out, at the dates indicated, our loan loss allowances as a percentage of outstanding loans allocable to our impaired corporate borrowers based on their loan classification.

	As of December 31,		
	2002	2003	2004
	(Percentages)		
Normal	2.09%	2.35%	1.87%
Precautionary	15.05	23.72	8.25
Substandard	31.06	33.01	27.79
Doubtful	75.39	68.63	83.15
Estimated loss	99.09	90.11	92.58

*Loans not specifically identified as impaired*

We establish a general allowance for non-impaired corporate loans to reflect losses incurred within the portfolio which have not yet been specifically identified. The general allowance is also determined based on loss factors developed through a migration model and are adjusted, as appropriate using similar criteria as above.

*Leases*

For leases, we follow a similar approach to corporate loans collectively evaluated for impairment and establish allowances based on loss factors developed through a migration model and adjusted for specific circumstances related to individual borrowers of the leased asset.

*Consumer loans*

Consumer loans are segmented into the following product types for the purposes of evaluation of credit risk:

Mortgages;

Home equity loans;

Other consumer loans (consisting of unsecured and secured consumer loans); and

Credit cards.

*Mortgages, home equity loans and other consumer loans*

For loan losses on mortgages, home equity loans and other consumer loans, we also establish allowances based on loss factors taking into consideration historical performance of the portfolio, previous loan loss history and charge-off information.

We adjust the loss factors derived from the migration analysis as appropriate to reflect the impact of any current conditions on loss recognition that has not been adequately captured by our historical analysis. These include:

Changes in economic and business conditions such as levels of unemployment and house prices;

Change in the nature and volume of the portfolio, including any concentrations of credits;

The effect of external factors such as regulatory or government requirements.

*Credit Cards*

We establish an allowance for the credit card portfolio using a roll-rate model. A roll-rate model is a statistical tool used to monitor the progression of loans based on aging of the balance and established loss

**Table of Contents**

rates. The actual loss rates derived from this model are used to project the percentage of losses within each aging category based on performance over an established period of time.

The expected percentage of loss reflects estimates of both default probability within each loan aging bucket and severity of loss. All loans in excess of six months past due are charged off accordingly. We adjust our loans for severity of loss when considering historical recovery of charged off credits when establishing the allowance.

We further segment our credit card portfolio and perform separate roll-rate analyses for card balances, card loans and rewritten card loans to reflect the different risks and characteristics of these portfolios.

We adjust the results from the roll-rate analysis as appropriate to reflect the impact of any current conditions on loss recognition that has not been adequately captured by our historical analysis. These include:

Delinquency levels of cardholders;

Current government involvement within the credit card industry (such as the 2001 Government Amnesty Program);

Key retail performance indicators (such as ratios of household debt to disposable income and household liabilities to financial assets).

The actual amount of incurred loan losses may vary from the estimate of incurred losses due to changing economic conditions or changes in industry or geographic concentrations. We have procedures in place to monitor differences between estimated and actual incurred loan losses, which include detailed periodic assessments by senior management of both individual loans and credit portfolios and the models used to estimate incurred loan losses in those portfolios.

**Loan Aging Schedule**

The following table shows our loan aging schedule (excluding accrued interest) as of the dates indicated.

As of December 31,	Current		Past Due up to 3 Months		Past Due 3-6 Months		Past Due More Than 6 Months		Total Amount
	Amount	%	Amount	%	Amount	%	Amount	%	
<b>(In billions of Won, except percentages)</b>									
2000	W 27,049	97.06	W 413	1.48	W 79	0.28	W 328	1.18	W 27,869
2001	32,648	96.98	487	1.45	144	0.43	386	1.14	33,665
2002	43,962	97.58	572	1.27	121	0.27	397	0.88	45,052
2003	91,940	96.48	1,511	1.59	714	0.75	1,130	1.18	95,295
2004	94,480	97.32	855	0.88	431	0.45	1,314	1.35	97,080

**Non-Performing Loans**

Non-performing loans are defined as loans past due by greater than 90 days. These loans are generally rated substandard or below.

The following table shows, as of the dates indicated, certain details of the total non-performing loan portfolio.

	As of December 31,			
	2001	2002	2003	2004
<b>(In billions of Won, except percentages)</b>				
Total non-performing loans	W 530	W 518	W 1,844	W 1,750
As a percentage of total loans	1.57%	1.15%	1.94%	1.80%



**Table of Contents****Analysis of Non-Performing Loans**

The following table sets forth, for the periods indicated, the total non-performing loans by type of borrower.

As of December 31,

	2001			2002			2003			2004		
	Total	Ratio of Non-Performing Loans	Non-Performing Loans	Total	Ratio of Non-Performing Loans	Non-Performing Loans	Total	Ratio of Non-Performing Loans	Non-Performing Loans	Total	Ratio of Non-Performing Loans	Non-Performing Loans

(In billions of Won, except percentages)

**Corporate**

Commercial and industrial	W 13,459	W 342	2.54%	W 15,800	W 211	1.34%	W 35,617	W 739	2.07%	35,653	W 898	2.52%
Other commercial	6,748	125	1.85	9,352	205	2.19	17,378	558	3.21	17,988	468	2.60
Lease financing	598	3	0.50	636	1	0.16	1,091	8	0.73	981	19	1.94
<b>Total corporate</b>	<b>20,805</b>	<b>470</b>	<b>2.26</b>	<b>25,788</b>	<b>417</b>	<b>1.62</b>	<b>54,086</b>	<b>1,305</b>	<b>2.41</b>	<b>54,622</b>	<b>1,385</b>	<b>2.54</b>

**Consumer**

Mortgage and home Equity	7,253	28	0.39	11,539	34	0.29	20,517	133	0.65	22,180	126	0.57
Other consumer	3,537	16	0.45	4,962	19	0.38	14,580	232	1.59	15,546	155	1.00
Credit cards	2,070	16	0.77	2,763	48	1.74	6,112	174	2.85	4,732	84	1.78
<b>Total consumer</b>	<b>12,860</b>	<b>60</b>	<b>0.47</b>	<b>19,264</b>	<b>101</b>	<b>0.52</b>	<b>41,209</b>	<b>539</b>	<b>1.31</b>	<b>42,458</b>	<b>365</b>	<b>0.86</b>

<b>Total</b>	<b>W 33,665</b>	<b>W 530</b>	<b>1.57%</b>	<b>W 45,052</b>	<b>W 518</b>	<b>1.15%</b>	<b>W 95,295</b>	<b>W 1,844</b>	<b>1.94%</b>	<b>W 97,080</b>	<b>W 1,750</b>	<b>1.80%</b>
--------------	-----------------	--------------	--------------	-----------------	--------------	--------------	-----------------	----------------	--------------	-----------------	----------------	--------------

**Top Twenty Non-Performing Loans**

As of December 31, 2004, our twenty largest non-performing loans accounted for 26.1% of our total non-performing loan portfolio. The following table shows, at the date indicated, certain information regarding our twenty largest non-performing loans.

As of December 31, 2004

Gross Allowance

	<b>Industry</b>	<b>Principal Outstanding</b>	<b>for Loan Losses</b>
<b>(In billions of Won)</b>			
1 Borrower A	Manufacturing	W 99	W 14
2 Borrower B	Manufacturing	55	55
3 Borrower C	Manufacturing	42	26
4 Borrower D	Manufacturing	34	34
5 Borrower E	Manufacturing	34	
6 Borrower F	Real estate, leasing and service	30	
7 Borrower G	Manufacturing	27	19
8 Borrower H	Finance and insurance	19	
9 Borrower I	Hotel and leisure	14	
10 Borrower J	Other service	13	4
11 Borrower K	Construction	13	
12 Borrower L	Real estate, leasing and service	12	
13 Borrower M	Real estate, leasing and service	11	
14 Borrower N	Manufacturing	9	
15 Borrower O	Manufacturing	9	3
16 Borrower P	Transportation, storage and communication	8	1
17 Borrower Q	Manufacturing	8	3
18 Borrower R	Manufacturing	7	7
19 Borrower S	Retail and wholesale	7	7
20 Borrower T	Manufacturing	6	2
		W 457	W 175

**Table of Contents**

***Non-Performing Loan Strategy***

One of our primary objectives is to prevent our loans from becoming non-performing. Through our corporate credit rating system, we believe that we have reduced our credit risk relating to future non-performing loans. Our credit rating system is designed to prevent our loan officers from extending new loans to borrowers with high credit risks based on the borrower's credit rating. Our early warning system is designed to bring any sudden increase in a borrower's credit risk to the attention of our loan officers, who then closely monitor such loans.

Notwithstanding the above, if a loan becomes non-performing, an officer at the branch level responsible for monitoring non-performing loans will commence due diligence of the borrower's assets, send a notice demanding payment or a notice that we will take legal action or prepare for legal action.

At the same time, we also initiate our non-performing loan management process, which begins with:  
identifying loans subject to a proposed sale by assessing the estimated losses from such sale based on the estimated recovery value of collateral, if any, for such non-performing loans;

identifying loans subject to charge-off based on the estimated recovery value of collateral, if any, for such non-performing loans and the estimated rate of recovery of unsecured loans; and

on a limited basis, identifying commercial loans subject to normalization efforts based on the cash-flow situation of the borrower.

Once the details of a non-performing loan are identified, we pursue early solutions for recovery. Actual recovery efforts on non-performing loans are handled by several of our departments or units, depending on the nature of, including the borrower, such loans.

The officers or agents of the responsible departments and units use a variety of methods to resolve non-performing loans, including:

making phone calls and paying visits to the borrower requesting payment;

continuing to assess and evaluate assets of our borrowers; and

if necessary, initiating legal action such as foreclosures, attachments and litigation.

In order to promote speedy recovery on loans subject to foreclosures and litigation, our policy is to permit the branch responsible for handling these loans to transfer them to the relevant unit at headquarters or regional headquarters.

Our policy is to commence legal action within one month after default on promissory note and four months after delinquency of payment on loans. For loans to insolvent or bankrupt borrowers, we take legal action immediately.

In addition to making efforts to collect on these non-performing loans, we also undertake measures to reduce the level of our non-performing loans, which include:

selling non-performing loans to third parties including the Korea Asset Management Corporation;

entering into asset-backed securitization transactions with respect to non-performing loans;

managing consumer loans that are three months or more past due through Shinhan Credit Information under an agency agreement in the case of Shinhan Bank and through Consumer Loan Collection Division in the case of Chohung Bank; and

using third-party collection agencies including the Solomon Credit Information.

**Table of Contents*****Allocation of Allowance for Loan Losses***

The following table presents the allocation of our loan loss allowance by loan type. The ratio represents the percentage of loan loss allowance of each loan type to total loan loss allowance.

<b>As of December 31,</b>								
	<b>2001</b>		<b>2002</b>		<b>2003</b>		<b>2004</b>	
<b>(In billions of Won, except percentages)</b>								
<b>Corporate</b>								
Commercial and Industrial	W 323	44.86%	W 341	34.24%	W 1,383	38.09%	W 1,065	46.08%
Other commercial	275	38.19	365	36.65	626	17.24	410	17.74
Lease financing	35	4.86	22	2.21	45	1.24	24	1.04
<b>Total corporate</b>	<b>633</b>	<b>87.91</b>	<b>728</b>	<b>73.10</b>	<b>2,054</b>	<b>56.57</b>	<b>1,499</b>	<b>64.86</b>
<b>Consumer</b>								
Mortgages and home equity	9	1.25	30	3.01	53	1.46	36	1.56
Other consumer	22	3.06	59	5.92	659	18.15	368	15.92
Credit cards	56	7.78	179	17.97	865	23.82	408	17.66
<b>Total consumer</b>	<b>87</b>	<b>12.09</b>	<b>268</b>	<b>26.90</b>	<b>1,577</b>	<b>43.43</b>	<b>812</b>	<b>35.14</b>
<b>Total allowance for loan losses</b>	<b>W 720</b>	<b>100.00%</b>	<b>W 996</b>	<b>100.00%</b>	<b>W 3,631</b>	<b>100.00%</b>	<b>W 2,311</b>	<b>100.00%</b>

Our total allowance for loan losses decreased by W1,320 billion, or 36.4%, to W2,311 billion as of December 31, 2004 from W3,631 billion as of December 31, 2003. During 2003, the allowance for loan losses increased by W2,635 billion, or 264.6%, from W996 billion as of December 31, 2002 to W3,631 billion as of December 31, 2003, due primarily to an increase in loan balance resulting from our acquisition of Chohung Bank in 2003 as well as increased delinquencies. During 2004, the allowance for loan losses decreased by W1,320 billion as a result of decreases in allowances for loan losses in both the corporate and consumer sectors.

The allowance for corporate loan losses increased by W1,326 billion, or 182.1%, from W728 billion as of December 31, 2002 to W2,054 billion as of December 31, 2003. This increase is primarily attributable to a W2,225 billion, or 176.2%, increase in the level of impaired corporate loans from W1,263 billion to W3,488 billion during the period under review. The increase in the level of the corporate allowance for loan losses was principally related to an increase in loan balance resulting from our acquisition of Chohung Bank in 2003. The allowance for corporate loan losses decreased by W555 billion, or 27.0%, from W2,054 billion as of December 31, 2003 to W1,499 billion as of December 31, 2004. This decrease is primarily attributable to a reduction in impaired loans.

In the consumer sector, our allowance for loan losses increased by W1,309 billion, or 488.4%, from W268 billion as of December 31, 2002 to W1,577 billion as of December 31, 2003, primarily due to an increase in consumer lending volume resulting from our acquisition of Chohung Bank in 2003 as well as a continuing increase in delinquency rates. The allowance for loan losses decreased by W765 billion, or 48.5%, from W1,577 billion as of December 31, 2003 to W812 billion as of December 31, 2004, primarily due to a reduction in marketing scoring system loans and credit card loans.





**Table of Contents*****Analysis of the Allowance for Loan Losses***

The following table presents an analysis of our loan loss experience for each of the years indicated.

	As of December 31,		
	2002	2003	2004
	(In billions of Won, except percentages)		
Balance at the beginning of the period	W 720	W 996	W 3,631
Amounts charged against income	236	1,011	195
Allowance relating to loans repurchased from the Korea Asset Management Corporation	65	32	2
Gross charge-offs:			
Corporate:			
Commercial and industrial	105	255	465
Other commercial	22	223	26
Lease financing	10	6	
Consumer:			
Mortgage and home equity	2	12	18
Other consumer	17	135	441
Credit cards	60	765	872
Total gross charge-offs	(216)	(1,396)	(1,822)
Recoveries:			
Corporate:			
Commercial and industrial	53	82	105
Other commercial	21	73	121
Lease financing	2		2
Consumer:			
Mortgage and home equity		1	1
Other consumer	1	23	22
Credit cards	17	69	56
Total recoveries	94	248	307
Net charge-offs	(122)	(1,148)	(1,515)
Acquisition of Chohung Bank		2,740	
Acquisition of Jeju Bank	20		
Acquisition of Good Morning Securities	77		
Acquisition of Shinhan Capital			
Acquisition of Shinhan Securities			
Balance at the end of the period	W 996	W 3,631	W 2,311
Ratio of net charge-offs during the period to average loans outstanding during the period	0.30%	1.74%	1.52%

***Loan Charge-Offs***

Our level of gross charge-offs increased from W216 billion in 2002 to W1,396 billion in 2003 primarily due to an increase in credit card charge-offs from W60 billion in 2002 to W765 billion in 2003 and our acquisition of Chohung Bank and the resulting increase in charge-offs of W776 billion. The charge-offs in 2003 included W128 billion in respect of SK Networks.

**Table of Contents**

Our level of gross charge-offs increased from W1,396 billion to W1,822 billion in 2004 primarily due to an increase in charge-offs of marketing scoring system loans.

*Basic Principles*

We attempt to minimize loans to be charged off, by practicing a sound credit approval process based on credit risk analysis prior to extending loans and a systematic management of outstanding loans.

*Loans To Be Charged-Off*

Loans are charged-off if they are deemed to be uncollectible by falling under any of the following categories:

loans for which collection is not foreseeable due to insolvency or bankruptcy, dissolution or the shutting down of the business of the debtor;

loans for which collection is not foreseeable due to the death or disappearance of debtors;

loans for which expenses of collection exceed the collectable amount;

loans on which collection is not possible through legal or any other means;

payments in arrears in respect of credit cards, which are overdue for more than six months;

payments outstanding on unsecured consumer loans, which have been overdue for more than six months;

payments in arrears in respect of leases, which have been overdue for more than twelve months; or

the portion of loans classified as estimated loss, net of any recovery from collateral, which is deemed to be uncollectible.

*Procedure for Charge-off Approval*

An application for Shinhan Bank's loans to be charged-off is submitted by a branch to the Corporate Credit Collection Department in the case of corporate loans and foreign branches, and Consumer Credit Collection Team in the case of individual loans. An application for charge off must be submitted four months prior to the date of the write-off, which is the end of every quarter. The General Manager in charge of review evaluates the application. The General Manager of Audit and Examination Department conducts review of compliance with our internal procedures for charge-offs. The General Manager in charge of review gets approval from the President of Shinhan Bank.

An application for Chohung Bank's loans to be charged-off is submitted by a branch to the Loan Recovery Division in the case of corporate loans in excess of W20 million and mortgage and home equity loans, and to the Consumer Loan Collection Division in the case of corporate loans below W20 million, other consumer loans and credit cards. An application for charge off must be submitted three months prior to the date of the write-off, which is the end of every quarter. The General Manager in charge of review evaluates the application. The General Manager of Audit and Examination Department conducts review of compliance with our internal procedures for charge-offs. The General Manager in charge of review gets approval from the President of Chohung Bank.

*Treatment of Loans Charged-Off*

Once loans are charged-off, they are derecognized from our balance sheet. Shinhan Bank still continues its collection efforts in respect of these loans through third-party collection agencies including the Korea Asset Management Corporation and Shinhan Credit Information. Chohung Bank also continues its collection efforts in respect of these loans internally using credit information produced by third parties or through third-party collection agencies including Solomon Credit Information.

**Table of Contents*****Treatment of Collateral***

When Shinhan Bank determines that a loan collateralized by real estate cannot be recovered through normal collection channels, then Shinhan Bank will petition a court to foreclose and sell the collateral through a court-supervised auction within one month after default and insolvency and within four months after delinquency. When Chohung Bank determines that a loan collateralized by real estate cannot be recovered through normal collection channels, then Chohung Bank will petition a court to foreclose and sell the collateral through a court-supervised auction within one month after default and insolvency, within four months after delinquency and immediately upon default occurring at the branch level. However, this treatment does not apply to companies under restructuring, composition, workout or other court proceedings subjecting them to restrictions on such auction procedures. In our experience, the filing of this petition with the court generally encourages the debtor to repay the overdue loan. If a debtor ultimately fails to repay and the court grants its approval for foreclosure, we will sell the collateral and recover the full principal amount and accrued interest up to the sales price, net of expenses incurred from the auction. Foreclosure proceedings under laws and regulations in Korea typically take from seven months to one year from initiation to collection depending on the nature of the collateral.

***U.S. GAAP Financial Statement Presentation***

Our U.S. GAAP financial statements include as charges-offs all unsecured consumer loans, including credit cards, that are overdue for more than six months. Leases are charged-off when past due for more than twelve months.

**Investment Portfolio*****Investment Policy***

We invest in and trade Won-denominated and, to a lesser extent, foreign currency-denominated securities for our own account to:

maintain the stability and diversification of our assets;

maintain adequate sources of back-up liquidity to match our funding requirements; and

supplement income from our core lending activities.

In making securities investments, we take into account a number of factors, including macroeconomic trends, industry analysis and credit evaluation in determining whether to make investments in particular securities.

Our investments in securities are also subject to a number of guidelines, including limitations prescribed under the Financial Holding Companies Act and the Bank Act. Under these regulations, a financial holding company may not invest in securities as defined in the Securities and Exchange Act (other than those securities issued by its direct and indirect subsidiaries) in excess of the amount of its shareholders' equity less the total amount of investment in subsidiaries, subject to certain exceptions. Generally, a financial holding company is prohibited from acquiring more than 5% of the total issued and outstanding shares of another company (other than its direct and indirect subsidiaries). Furthermore, under these regulations, Shinhan Bank and Chohung Bank must limit its investments in shares and securities with a maturity in excess of three years (other than monetary stabilization bonds issued by the Bank of Korea and national government bonds) to 60.0% of our total Tier I and Tier II capital. Generally, Shinhan Bank and Chohung Bank are also prohibited from acquiring more than 15.0% of the shares with voting rights issued by any other corporation (other than for the purpose of establishing or acquiring a subsidiary). Further information on the regulatory environment governing our investment activities is set out in *Supervision and Regulation* *Principal Regulations Applicable to Banks* *Restrictions on Investments in Property* , *Principal Regulations Applicable to Banks* *Restrictions on Shareholdings in Other Companies* , *Principal Regulations Applicable to Financial Holding Companies* *Liquidity and* *Principal Regulations Applicable to Financial Holding Companies* *Restrictions on Shareholdings in Other Companies* .

**Table of Contents****Book Value and Market Value**

The following table sets out the book value and market value of securities in our investment portfolio as of the dates indicated.

	As of December 31, 2002		As of December 31, 2003		As of December 31, 2004	
	Book Value	Market Value	Book Value	Market Value	Book Value	Market Value
(In billions of Won)						
<b>Available-for-sale securities</b>						
Marketable equity securities	W 2,481	W 2,481	W 435	W 435	W 507	W 507
Debt securities:						
Korean treasury and governmental agencies	2,230	2,230	8,982	8,982	8,835	8,835
Financial institutions	2,103	2,103	5,998	5,998	5,675	5,675
Corporations	1,230	1,230	1,552	1,552	1,292	1,292
Foreign government	8	8	13	13	57	57
Mortgage-backed and asset-backed securities	685	685	1,119	1,119	1,742	1,742
Total Available-for-sale	8,737	8,737	18,099	18,099	18,108	18,108
<b>Held-to-maturity securities</b>						
Debt securities:						
Korean treasury and governmental agencies	3,132	3,253	2,351	2,472	1,662	1,814
Financial institutions	563	572	553	574	1,219	1,268
Corporations	439	454	365	376	218	225
Mortgage-backed and asset-backed securities	274	279	336	339		
Total Held-to-maturity	4,408	4,558	3,605	3,761	3,099	3,307
<b>Trading Securities</b>						
Marketable equity securities	196	196	279	279	312	312
Debt securities:						
Korean treasury and governmental agencies	346	346	1,152	1,152	1,995	1,995
Financial institutions	204	204	1,013	1,013	1,322	1,322
Corporations	180	180	369	369	965	965
Mortgage-backed and asset-backed securities			40	40	20	20
Other trading assets(1)			4	4	25	25
Total Trading	926	926	2,857	2,857	4,639	4,639
<b>Total securities</b>	W 14,071	W 14,221	W 24,561	W 24,717	W 25,846	W 26,054

*Note:*

(1) Consists of commodity indexed deposits.

104

---

**Table of Contents****Maturity Analysis**

The following table categorizes our securities by maturity and weighted average yield as of December 31, 2004.

	1 Year or Less		Over 1 Year Through 5 Years		Over 5 Years Through 10 Years		Over 10 Years		Securities Not Due In a Single Maturity(1)		Total	
	Weighted- Carrying Amount	Average Yield(2)	Weighted- Carrying Amount	Average Yield(2)	Weighted- Carrying Amount	Average Yield(2)	Weighted- Carrying Amount	Average Yield(2)	Weighted- Carrying Amount	Average Yield(2)	Weighted- Carrying Amount	Average Yield(2)

(In billions of Won, except percentages)

**Available-for-sale securities:**

Korean treasury and governmental agencies	W 595	4.57%	W 5,322	4.14%	W 632	4.22%	W	%W 2,286	4.5%	W 8,835	4.27%	
Financial institutions	2,772	3.77	2,671	3.87	232	6.29				5,675	3.93	
Corporations	566	5.30	621	4.17	74	1.24	31	2.97		1,292	4.48	
Foreign government	27	3.20	27	4.08	3	6.92				57	3.79	
Mortgage-backed and asset-backed securities	362	3.71	1,287	1.62	93	3.94				1,742	2.19	
<b>Total Available for sale</b>	<b>4,322</b>	<b>4.07%</b>	<b>9,928</b>	<b>3.74%</b>	<b>1,034</b>	<b>4.49%</b>	<b>31</b>	<b>2.97%</b>	<b>2,286</b>	<b>4.5%</b>	<b>17,601</b>	<b>3.97%</b>

**Held-to-maturity securities:**

Korean treasury and governmental agencies	266	6.28%	1,241	6.20%	155	5.11%				1,662	6.11%
Financial institutions	875	4.48	327	4.96	17	4.87				1,219	4.61
Corporations	139	8.56	79	4.80		0.00				218	7.19
<b>Total Held-to-maturity</b>	<b>1,280</b>	<b>5.30%</b>	<b>1,647</b>	<b>5.88%</b>	<b>172</b>	<b>5.08%</b>				<b>3,099</b>	<b>5.60%</b>

<b>Trading securities:</b>											
Korean treasury and governmental agencies	73	4.08%	1,696	3.67%	196	3.62%	%	30	4.6%	1,995	3.69%
Financial institutions	765	3.66	557	3.57						1,322	3.62
Corporations	965	0.86								965	0.86
Mortgage-backed and asset-backed securities	20	3.45								20	3.45
Total Trading	1,823	2.19%	2,253	3.64%	196	3.62%	2.97%	30	4.6%	4,302	3.03%
<b>Total Securities</b>	<b>W 7,425</b>		<b>W 13,828</b>		<b>W 1,402</b>		<b>W 31</b>		<b>W 2,316</b>		<b>W 25,002</b>

*Note:*

- (1) The principal repayment schedule for such securities is based on installment due on different maturity dates.
- (2) The weighted-average yield for the portfolio represents the yield to maturity for each individual security, weighted using its amortized cost.



**Table of Contents****Concentrations of Risk**

As of December 31, 2004, we held the following securities of individual issuers where the aggregate book value of those securities exceeded 10.0% of our stockholders' equity at such date.

<b>As of December 31, 2004</b>				
	<b>Book Value</b>		<b>Market Value</b>	
	<b>(In billions of Won)</b>			
<b>Name of issuer:</b>				
Korean Government	W	5,711	W	5,761
Korea Deposit Insurance Corporation		4,589		4,634
Bank of Korea		3,982		3,988
Korea Highway Corporation		1,069		1,102
Korea Development Bank		982		989
Kookmin Bank		841		860
Total	W	17,174	W	17,334

Our stockholders' equity as of December 31, 2004 was W5,664 billion.

Except for Kookmin Bank and the Korean government itself, all of the above entities are controlled and owned by the government.

**Credit-Related Commitments and Guarantees**

In the normal course of our banking activities, we make various commitments and guarantees to meet the financing and other business needs of our customers. Commitments and guarantees are usually in the form of, among others, commitments to extend credit, commercial letters of credit, standby letter of credit and performance guarantees. The contractual amount of these financial instruments represents the maximum possible loss amount if the account party draws down the commitment or we should fulfill our obligation under the guarantee and the account party fails to perform under the contract.

The following table sets forth our credit-related commitments and guarantees as of the dates indicated.

<b>As of December 31,</b>						
	<b>2002</b>		<b>2003</b>		<b>2004</b>	
	<b>(In billions of Won)</b>					
<b>Commitments to extend credit:</b>						
Corporate	W	29,008	W	32,922	W	39,323
Credit cards(1)		7,827		17,207		23,606
Consumer		1,753		3,752		5,961
Commercial letters of credit(2)		2,202		3,075		3,364
Standby letters of credit, other financial and performance guarantees and liquidity facilities to SPEs		2,812		4,686		3,407
Total	W	43,602	W	61,642	W	75,661

*Notes:*

- (1) Relates to the unused portion of credit card limits that may be cancelled by us after notice to the borrower if we determine that the borrower's repayment ability is significantly impaired.
- (2) These are generally short-term and collateralized by the underlying shipments of goods to which they relate. We have credit-related commitments that are not reflected on the balance sheet, which primarily consist of commitments to extend credit and commercial letters of credit. Commitments to extend credit, including

**Table of Contents**

credit lines, represent unfunded portions of authorizations to extend credit in the form of loans. These commitments expire on fixed dates and a customer is required to comply with predetermined conditions to draw funds under the commitments. These commitments are in general subject to provisions that allow us to withdraw such commitments in the event there are material adverse changes affecting an obligor. As a result, we do not make provisions with respect to these credit commitments given the material adverse change clause which allows us to cancel the agreement if the underlying counterparty exposure is impaired. Accordingly, we do not raise provisions in respect to the unused portions of the credit commitments except for overdrafts.

Commercial letters of credit are undertakings on behalf of customers authorizing third parties to draw drafts on us up to a stipulated amount under specific terms and conditions. They are generally short-term and collateralized by the underlying shipments of goods which they relate to and therefore have less risk.

We also have guarantees that are recorded on the balance sheet at their fair value at inception which is amortized over the life of the guarantees. Such guarantees generally include standby letters of credit, other financial and performance guarantees and liquidity facilities to SPEs.

Standby letters of credit are irrevocable obligations to pay third party beneficiaries when our customers fail to repay loans or debt instruments, which are generally in foreign currencies. A substantial portion of these standby letters of credit are secured by underlying assets, including trade-related documents.

Other financial and performance guarantees are irrevocable assurance that we make payments to beneficiaries in the event that our customers fail to fulfill their obligations or to perform under certain contracts. Liquidity facilities to SPEs represent irrevocable commitments to provide contingent liquidity credit lines to SPEs established by our customers in the event that a triggering event such as shortage of cash occurs. See Note 30 in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group for details.

The commitments and guarantees do not necessarily represent our exposure since they often expire unused.

**Derivatives**

As discussed under Business Overview Our Principal Activities Treasury and Securities Investment above, we engage in derivatives trading activities primarily on behalf of our customers so that they may hedge their risks and also enter into back-to-back derivatives with other financial institutions to cover exposures arising from such transactions. In addition, we enter into derivatives transactions to hedge against risk exposures arising from our own assets and liabilities, some of which are nontrading derivatives that do not qualify for hedge accounting treatment.

The following shows, as of December 31, 2004, the gross notional or contractual amounts of derivatives and foreign exchange contracts held or issued for (i) trading and (ii) nontrading that qualify for hedge accounting.

**As of December 31, 2004**

	<b>Underlying Notional Amount(1)</b>	<b>Estimated Fair Value Assets</b>	<b>Estimated Fair Value Liabilities</b>
<b>(In billions of Won)</b>			
<b>Trading:</b>			
Foreign exchange contracts:			
Forward contracts	W 29,334	W 994	W 989
Options purchased	2,144	61	
Options written	2,388		88
Sub-total	33,866	1,055	1,077

**Table of Contents**

As of December 31, 2004

	Underlying Notional Amount(1)	Estimated Fair Value Assets	Estimated Fair Value Liabilities
(In billions of Won)			
Interest rate contracts:			
Swaps(2)	20,782	209	190
Futures	324		
Options purchased	20		
Options written	28		
Sub-total	21,154	209	190
Cross currency swaps	6,466	381	416
Equity contracts:			
Futures	2		
Option purchased	929	30	
Option written	930		36
Sub-total	1,861	30	36
Other derivatives:			
Option purchased	318	3	
Option written	325		3
Sub-total	643	3	3
Credit derivatives	130		
<b>Total</b>	W 64,120	W 1,678	W 1,722
Hedge accounting:			
Interest rate swaps	469	4	
Sub-total	469	4	
Nontrading that do not qualify for hedge accounting			
Interest rate swaps	4,436	49	34
Cross currency swaps	20		5
<b>Total</b>	W 4,456	W 49	W 39

*Notes:*

- (1) Notional amounts in foreign currencies were converted into Won at prevailing exchange rates as of December 31, 2004.

- (2) While we engage in derivatives trading activities to hedge the interest rate risk exposure that arise from our own assets and liabilities, as these nontrading derivative contracts do not qualify for hedge accounting under U.S. GAAP, they are accounted for as trading derivatives in the financial statements. As a result, includes interest rate swaps held for nontrading that do not qualify for hedge accounting treatment in the underlying notional amount, estimated fair value of assets and estimated fair value of liabilities of W4,456 billion, W49 billion and W39 billion, respectively.

**Funding**

We obtain funding for our lending activities from a variety of sources, both domestic and foreign. Our principal source of funding is customer deposits obtained from our banking operations. In addition, Shinhan Bank and Chohung Bank acquire funding through call money, borrowings from the Bank of Korea, other short-term borrowings and other long-term debt.

**Table of Contents**

Our primary funding strategy has been to achieve low-cost funding by increasing the average balances of low-cost retail deposits. Customer deposits accounted for 65.0% of our total funding as of December 31, 2002, 68.3% of our total funding as of December 31, 2003 and 66.9% of our total funding as of December 31, 2004. As of December 31, 2002, 2003 and 2004, W3,872 billion, W4,205 billion and W4,329 billion, or 9.2%, 10.8% and 11.2%, respectively, of Chohung Bank's total deposits in Korean Won were deposits made by litigants in connection with legal proceedings in Korean courts. Court deposits carry interest rates, which are generally lower than market rates. Chohung Bank's other sources of funding consist principally of borrowing from the Bank of Korea and borrowings in foreign currencies.

In addition, we acquire funding through the issuance of bonds, primarily through Shinhan Bank and Chohung Bank. Our borrowings consist mainly of borrowings from financial institutions, the Korean government and Korean government-affiliated funds. Call money, which is available in both Won and foreign currencies, is obtained from the domestic call loan market, a short-term loan market for loans with maturities of less than one month.

**Deposits**

Although the majority of our bank deposits are short-term, it has been our experience that the majority of our depositors generally roll over their deposits at maturity, providing our banking operation with a stable source of funding.

The following table shows the average balances of our deposits and the average rates paid on our deposits for the periods indicated.

	2002		2003		2004	
	Average Balance(1)	Average Rate Paid	Average Balance(1)	Average Rate Paid	Average Balance(1)	Average Rate Paid
(In billions of Won, except percentages)						
Interest-bearing deposits:						
Interest-bearing demand deposits	W 432	1.39%	W 2,653	1.39%	W 7,880	1.33%
Savings deposits	9,924	1.85	15,922	1.46	21,987	1.24
Certificates of deposit	3,146	4.90	4,954	4.44	6,735	4.08
Other time deposits	19,468	4.91	27,776	4.19	41,863	3.83
Mutual installment deposits(2)	1,664	6.07	2,109	5.36	2,487	4.54
Total interest-bearing deposits(3)	W 34,634	4.05%	W 53,414	3.31%	W 80,952	2.93%

**Notes:**

- (1) Average balances are based on daily balances for our primary banking operation and quarterly balances for subsidiaries.
- (2) Mutual installment deposits are interest-bearing deposits offered by Shinhan Bank which enable customers to become eligible for loans while they maintain an account with us. The customer's account does not have to secure loan amounts once made but is a requirement for loan eligibility. Prior to qualifying for a loan a customer must make required periodic deposits to the mutual installment account for a contracted term of less than five years. A customer is not required to fulfill the deposit term prior to requesting a loan from Shinhan Bank, but loan

amounts and terms are not as favorable in the event of a loan request prior to completing the deposit contract term.

- (3) Under U.S. GAAP, does not include cover bills sold or bonds sold under repurchase agreements, which are offered to our customers as deposit products. These are reflected as short-term borrowings and secured borrowings, respectively.

**Table of Contents**

For a breakdown of retail deposit products, see [Business Overview](#) [Our Principal Activities](#) [Deposit-taking Activities](#) , except that cover bills sold are reflected on short-term borrowings and securities sold under repurchase agreements are reflected as secured borrowings.

*Certificates of Deposit and Other Time Deposits*

The following table presents the balance and remaining maturities of our other time deposits, certificates of deposit and mutual installment deposits which had a fixed maturity in excess of W100 million or more as of December 31, 2004.

**As of December 31, 2004**

	<b>Certificates of Deposit</b>	<b>Other Time Deposits</b>	<b>Mutual Installment Deposits</b>	<b>Total</b>
<b>(In billions of Won)</b>				
Maturing within three months	3,748	5,787	110	9,645
After three but within six months	2,226	3,184	58	5,468
After six but within 12 months	1,682	11,614	104	13,400
After 12 months	186	1,434	177	1,797
<b>Total</b>	<b>7,842</b>	<b>22,019</b>	<b>449</b>	<b>30,310</b>

A majority of our certificates of deposit accounts and other time deposits issued by our foreign offices is in the amount of US\$100,000 or more.

*Japanese Yen Deposits and Dispute with the Korean National Tax Service*

Beginning in 2002, commercial banks in Korea, including Shinhan Bank and Chohung Bank, offered to their customers deposit products that utilize Korean Won and Japanese Yen swaps to maximize the return for such customers. According to the terms of these deposit products, deposits made by customers in Korean Won are converted into Japanese Yen and repaid in Japanese Yen at maturity. The repayment amount is then converted back into Korean Won. While these deposit products typically carry a low interest rate, ranging from 0.05% to 0.3% per annum, the actual return to the customers were higher as a result of foreign exchange gains. These deposit products are attractive to customers, in particular high net worth customers, since the gains from foreign exchange were deemed not to be interest subject to income tax. However, in May 2005, the Korean National Tax Service announced a recommendation in which it decided that these gains were taxable as interest income and that the banks should refile its tax returns to include the unwithheld amounts. In June 2005, the Korean National Tax Service made a follow-up announcement confirming this position by stating that (i) its decision to tax such gains as taxable interest income is not considered a retroactive tax since it never made an official ruling that the gains would be tax free in the first place, (ii) any advice of the Korean National Tax Service posted on its website in response to inquiries from the commercial banks is not considered an official ruling having legal effect, and (iii) the tax is applied only to those gains derived from foreign currency deposits which are disguised as a derivative product and not to gains derived from bona fide derivative transactions, which are currently tax free. Eight of the commercial banks in Korea, who are subject to this adverse tax treatment, have announced their intention to challenge the foregoing decision by the Korean National Tax Service while complying with the Tax Service's information requests. As of June 1, 2005, Shinhan Bank and Chohung Bank would have been subject to a tax withholding liability of W17.2 billion and W1.5 billion, respectively.

The commercial banks had marketed these deposit products to their customers on the basis that such deposit products were exempt from income tax or tax withholding. We believe that few, if any, of these customers have



reported the gains from such deposit products as interest income subject to taxation in their tax returns. According to the Korean National Tax Service, these deposit customers are also responsible for including the income received from these deposits in their final individual tax returns relating to comprehensive financial taxable income. However, depending on the amount of income received from these products, the individual customers may be subject to (i) a higher tax rate on all of his or her taxable income, (ii) a fine for

**Table of Contents**

failing to properly report the interest income in an amount equal to 20% of the unreported amount, and (iii) a fine for failing to pay tax on such interest income in an amount equal to interest applied at a rate of 10.95% per annum to such unpaid tax amount. No assurance can be given that aggrieved customers will not bring claims against these commercial banks, including Shinhan Bank and Chohung Bank, if their tax liabilities are increased as a result of the foregoing events. Such claims, if there is merit, may lead to significant level of actual or contingent liabilities for us although we cannot ascertain the amount of such potential claims at this time. Such claims, to the extent material, may adversely affect our financial condition and results of operations.

See Item 3. Key Information Risk Factors Risks Relating to Our Banking Business Our current dispute with the Korean National Tax Service relating to certain deposit products, if adversely resolved, and together with potential claims from our customers, may materially and adversely affect our financial condition and results of operations.

**Table of Contents****Short-term Borrowings**

The following table presents information regarding our short-term borrowings (borrowings with an original maturity of one year or less) for the periods indicated.

2002				2003				2004			
Average Outstanding Balance	Highest Weighted Balances at Any Month-end	Average Interest Rate(2)	Year-end Interest Rate	Average Outstanding Balance	Highest Weighted Balances at Any Month-end	Average Interest Rate(2)	Year-end Interest Rate	Average Outstanding Balance	Highest Weighted Balances at Any Month-end	Average Interest Rate(2)	Year-end Interest Rate
(In billions of Won, except for percentages)											
W 1,067	W 1,374	2.34%	1.39- 6.75%	W 1,964	W 1,122	W 2,669	2.41%	1.12- 2.50%	W 1,568	W 1,737	W 2,050
1,464	2,717	3.96	0.15- 4.50%	179	1,803	3,742	3.55%	0.15- 3.65%	1,156	3,512	5,230
4,695	6,928	3.60	0.19- 5.90%	9,061	8,475	11,300	2.04%	0.05- 10.15%	8,230	9,685	11,160
W 7,226	W 11,019	3.50%		W 11,204	W 11,400	W 17,711	2.82%		W 10,954	W 14,934	W 18,460

*Notes:*

- (1) Average outstanding balances have been calculated using daily balances for our primary banking operations and quarterly balances for subsidiaries.
- (2) Weighted-average interest rates during this year are calculated by dividing the total interest expenses by the average amount borrowed.
- (3) Borrowings from the Bank of Korea generally mature within one month for borrowings in Won and six months for borrowings on foreign currencies.
- (4) Other short-term borrowings included borrowings from trust accounts, bills sold, borrowings in domestic and foreign currencies and short-term debentures.

Our short-term borrowings have maturities of less than one year which are generally unsecured with the exception of borrowings from the Bank of Korea.

## **Table of Contents**

### **Risk Management**

#### ***Overview***

As a financial services provider, we are exposed to various risks relating to our lending, securities investment, credit card, trading and leasing businesses, our deposit taking and borrowing activities and our operating environment. The principal risks to which we are exposed are credit risk, market risk, liquidity risk and operational risk. These risks are recognized, measured and reported in accordance with risk management guidelines established at our holding company level.

Our risk management is guided by several principles, including:

identifying and managing all inherent risks;

standardizing risk management process and methodology;

ensuring supervision and control of risk management independent of business activities;

continuously assessing risk preference;

preventing risk concentration;

operating a precise and comprehensive risk management system including statistical models; and

balancing profitability and risk management through risk-adjusted profit management.

#### ***Organization***

Risk management and oversight begins with the Group Risk Management Committee of the board of directors at the holding company level. The Group Risk Management Committee establishes the overall risk management guidelines and risk limits applicable to the group and each subsidiary, while delegating the day-to-day risk management and oversight functions to the Senior Executive Vice President of Risk Management. The Senior Executive Vice President of Risk Management discusses the risk management policies and strategies of the Group and its subsidiaries at the Group Risk Management Council, comprised of the Senior Executive Vice President of Risk Management, as its chairperson, and the executive officers of risk management from its subsidiaries.

In order to maintain the Group's risk at an appropriate level, we have established a hierarchical limit system, where the Group Risk Management Committee establishes risk limits for the holding company and each subsidiary, and each subsidiary establishes and manages more detailed risk limits by type of risk and type of product for each department and division within the respective subsidiary. In accordance with the group risk management policies and strategies, each subsidiary's risk management committee establishes its own risk management policies and strategies in more detail and the respective risk management department implements those policies and strategies. The risk management department, operating independently from business operations of each subsidiary, monitors, assesses, manages and controls the overall risk of its operations and reports all major risk-related issues to the Group's Senior Executive Vice President of Risk Management.

**Table of Contents**

The following table sets forth the levels of our risk management system.

***Group Risk Management Committee***

The Group Risk Management Committee consists of three outside directors of the holding company. The Group Risk Management Committee convenes at least once every quarter and may also convene on an *ad hoc* basis as needed. The Group Risk Management Committee makes decisions related to:

establishing basic risk management policies consistent with business strategy;

establishing risk limits appropriate for the group and each subsidiary;

establishing and amending, as necessary, risk management regulations, which regulates risk management activities of the group as well as each subsidiary, establishes risk limits and provides risk management guidelines; and

other risk management-related issues the board of directors or the Group Risk Management Committee see fit to discuss.

The results of Group Risk Management Committee meetings are reported to the board of directors of the holding company. The Group Risk Management Committee makes decisions through affirmative votes by a majority of the committee members.

***Group Risk Management Council***

The Group Risk Management Council provides a forum for risk management executives from each subsidiary to discuss the group's risk management guidelines and strategy in order to maintain consistency in

**Table of Contents**

the group risk policies and strategies. The Group Risk Management Council consists of the holding company's Senior Executive Vice President of Risk Management, as chairman, the head of the Treasury & Risk Management Team of the holding company and the executive officers of risk management of each subsidiary. The Group Risk Management Council discusses:

- changes in risk management policies and strategies for each subsidiary;
- matters warranting discussion of risk management at the group level and cooperation among the subsidiaries;
- the effect of externalities on the group's risk; and
- other risk management-related matters.

The Group Risk Management Council has a sub-council, consisting of working-level risk management officers, to discuss the above-related matters in advance.

***Credit Risk Management of Shinhan Bank***

As we acquired Chohung Bank only recently, risk management of Chohung Bank has not yet been fully integrated with us, although subject to overall group risk management policies. For a detailed description of Chohung Bank's risk management, see Risk Management of Chohung Bank.

Credit risk, which is the risk of loss from default by an obligor or counter-party, is the greatest risk we face. A substantial majority of our credit risk is derived from Shinhan Bank, Chohung Bank and Shinhan Card. The discussion in this section focuses on credit risk management of Shinhan Bank.

Shinhan Bank's credit risk management is guided by the following principles:

- achieve profit level corresponding to the level of risks involved;

- improve asset quality and achieve optimal industrial and rating loan portfolio;

- focus on the small- and medium-sized enterprises and markets;

- avoid excessive loan concentration to a particular borrower or sector;

- focus on borrower's ability to repay the debt; and

- financially support our select customers' growth.

Major policies for Shinhan Bank's credit risk management are determined by the Credit Committee, the executive decision-making body for management of credit risk. The Credit Committee is led by the Chief Credit Officer, who is the head of the Credit Policy & Risk Management Department. The Credit Committee further consists of chief officers from five business divisions. In addition to making all credit-related decisions, the Credit Committee evaluates and approves large credits in excess of W5 billion for unsecured and W15 billion for secured lending. Meetings to approve these large credits are held twice a week. The Credit Committee makes decisions by 2/3 or more votes of the attending members, which must constitute at least two-thirds of the committee members to satisfy the quorum.

Shinhan Bank performs credit risk management procedures pursuant to internal guidelines and regulations and continually monitors and improves these guidelines and regulations. Its credit risk management procedures include:

- credit evaluation and approval;

- credit review and monitoring; and

- credit risk assessment and control.



**Table of Contents***Credit Evaluation and Approval*

All loan applicants and guarantors are subject to credit review evaluation before approval of any loans. Credit evaluation of loan applicants are carried out on a separate level by Credit Officer and Senior Credit Officer and (senior) credit officer committees consisting of loan evaluation specialists from different areas. Loan evaluation is carried out by a group rather than by an individual level through objective and deliberate process. Shinhan Bank uses a credit scoring system for consumer loans and credit-risk rating system for commercial loans.

*Consumer loans*

Loan applications for consumer loans are reviewed in accordance with Shinhan Bank's credit scoring system and the objective statistics methodology regarding secured and unsecured loans maintained and operated by Shinhan Bank's Retail Banking Division. The credit scoring system is an automated credit approval systems used to evaluate loan applications and determine the appropriate pricing for the loan.

Shinhan Bank's credit scoring system takes into account factors such as a borrower's personal information, transaction history with Shinhan Bank and other financial institutions and other relevant credit information. The applicant is given a score which is used to decide whether to approve loans as well as determine loan amounts. The score determines whether the applicant is approved for credit, denied or placed in a gray-zone. If the applicant's score falls into the gray-zone, then the appropriate discretionary body, independent of Shinhan Bank's business operations, makes a reassessment, which considers qualitative factors as well as quantitative factors, such as credit history, occupation and past relationship with Shinhan Bank.

For mortgage loans and loans secured by real estate, Shinhan Bank evaluates the value of the real estate offered as collateral for a loan using a database Shinhan Bank has developed, which contains information about real estate values throughout Korea. In addition, Shinhan Bank uses information from a third party provider of information about the real estate market in Korea, which gives Shinhan Bank up-to-date market value information for Korean real estate values. Staffs from the processing centers appraise the real estate. In addition, Shinhan Bank hires certified appraisers to appraise real estate collateral of which value is W5 billion or greater. Shinhan Bank reevaluates internally, on a summary basis, the appraisal value of collateral at least every two years. To protect against fraudulent transfers, Shinhan Bank has established an underwriting standard for adequacy of collaterals and the procedure of legal screening for whether or not there is a perfection of ownership.

For loans secured by securities, Shinhan Bank evaluates the value of the securities based upon the market value of the securities. If the value of the securities declines over the life of a loan, the borrower will be required to post additional securities as collateral. For loans secured by deposits, Shinhan Bank will grant loans in an amount up to 100% of the deposit amount if the deposit is held with Shinhan Bank or, if the deposits are held with another financial institution, up to 90% of the deposit amount. Shinhan Bank also requires borrowers in respect of secured obligations to observe specified collateral ratios.

*Corporate loans*

Shinhan Bank rates all of its corporate borrowers using a rating system. Shinhan Bank uses internally developed credit evaluation models to rate potential borrowers. Shinhan Bank fully integrated the corporate credit rating systems in October 1998.

The credit risk-rating systems take into account a variety of evaluation criteria in order to standardize credit decisions, by focusing on the quality of borrowers rather than the volume of loans. The systems include both quantitative factors based on the borrower's financial and other data, and qualitative factors based on the judgment of Shinhan Bank's credit officers. Financial evaluation factors Shinhan Bank considers include financial variables and ratios based on Shinhan Bank's customer's financial statements, such as return on assets and cash flow to total debt ratios. Non-financial evaluation factors include the industry in which the borrower operates, its competitive position in its industry, its operating and funding capabilities, Shinhan Bank's belief regarding its financial prospects, the quality of its management and controlling stockholders



**Table of Contents**

(based in part on interviews with its officers and employees), technological capabilities, labor relations, the status of its auditors and information gathered from outside sources such as rating agencies or industrial associations.

Shinhan Bank consults reports prepared by external credit rating services, such as Korea Information Service, National Information & Credit Evaluation Inc. and Korea Management Consulting & Credit Rating Corporation. Shinhan Bank uses these services to provide it with support for the accuracy of the credit review it conducts.

We established a task force to integrate and harmonize the credit decision-making processes of Shinhan Bank and Chohung Bank, and as a result, implemented a uniform credit risk rating system that applies similarly to both Shinhan Bank and Chohung Bank, effective February 2005. Based on the scores calculated under the new credit rating system, which takes into account the evaluation criteria described above and the probability of default, Shinhan Bank assigns the borrower one of twenty grades (AAA to D). Grades AA through B are further broken down into + , 0 or - . Grades AAA through B- are classified as normal, grade CCC precautionary, and grades CC through D non-performing. The credit risk-rating model is further differentiated by the size of the corporate borrower and the type of credit facilities.

Shinhan Bank monitors and improves the effectiveness of the credit risk-rating systems using a database that it updates continually with actual default records.

*Loan Approval Process*

Evaluations of general loans are approved after combined evaluation and approval of the relationship manager of each branch and the committee of the applicable business unit. Depending on the size and the importance of the loan, the approval process passes through review of Credit Officer Committee or Senior Credit Officer Committee. In the case where the loan is considered significant or the amount exceeds the discretion limit of the Senior Credit Officer Committee, the credit evaluation is carried out at the highest decision-making credit approval body, the Credit Committee.

The chart below summarizes the credit approval process of our banking operation. The Senior Credit Officer and the Head of Business Division does not make individual decisions on loan approval, but is part of the decision-making process at the group level.

The discretion at each level of the approval process is determined by the credit level of the applicant based on credit review, whether the loan is secured by collateral and the level of credit risk established by the credit rating system.

The discretionary levels are divided into six categories depending on the credit rating assigned and the existence and value of collateral. The loan amount determines the approval body branch manager, branch

**Table of Contents**

manager and Credit Officer, Credit Officer Committee, Senior Credit Officer Committee or Credit Committee.

<b>Category</b>	<b>Approval Body</b>	<b>Approval Limit of Loan Amount</b>
1	Branch Manager (Individual Loans)	
	Unsecured	W100 million or less
	Secured	W500 million W1 billion or less
2	Branch Manager (Corporate loans)	
	Unsecured	W300 million or less
	Secured	W2 billion or less
3	Branch Manager and Credit Officer	
	Unsecured	W500 million or less
	Secured	W3 billion or less
4	Credit Officer Committee	
	Unsecured	W1 billion or less
	Secured	W5 billion or less
5	Senior Credit Officer Committee	
	Unsecured	W5 billion or less
	Secured	W15 billion or less
6	Credit Committee	
	Unsecured	More than W5 billion
	Secured	More than W15 billion

*Credit Review and Monitoring*

Shinhan Bank continually reviews and monitors existing credit risks primarily with respect to borrowers. In particular, Shinhan Bank's automated early warning system conducts weekly examination for borrowers using over 60 financial and non-financial factors, and the relationship manager and the credit officer must conduct periodic loan review and report to independent loan review team which analyzes in detail the results and adjusts credit rating accordingly. Based on these reviews, Shinhan Bank adjusts a borrower's credit rating, credit limit, applied interest rates and credit policies. In addition, the group credit rating of the borrower's group, if applicable, may be adjusted following a periodic review of the main debtor groups identified by the Governor of the Financial Supervisory Service based on their outstanding credit exposures, of which 29 were identified most recently in April 2005. Shinhan Bank also continually reviews other factors, such as industry conditions in which borrowers operate and their domestic and overseas asset base and operations, to ensure that ratings are appropriate. The Credit Review Department provides credit review reports, independent of underwriting, to Chief Risk Officer and CEO on a monthly basis.

The early warning system makes automatic weekly check for borrowers with whom Shinhan Bank has more than W1 billion of exposure. The relationship manager and the Credit Officer monitor those borrowers, and then the Credit Review Department further reviews the results of the monitoring. In addition, Shinhan Bank carries out special review of each borrower in accordance with changing credit risk based on changing commercial environment. The results of such special review are continually reported to the Chief Risk Officer of Shinhan Bank.

Depending on the nature of the problem detected by the early warning system, a borrower may be classified as a deteriorating credit and undergo evaluation for a possible downgrade in its customer rating, or may be initially classified as a borrower showing early warning signs or re-attain normal borrower status. For borrowers classified as showing early warning signs, the relevant relationship manager gathers information and conducts a review of the borrower to determine whether it should be classified as a deteriorating credit or whether to impose management improvement warnings or implement joint creditors' management. In the case where the borrower becomes non-performing, Shinhan Bank's collection department

**Table of Contents**

directly manages such borrower's account in order to maximize recovery rate, and conducts auctions, court proceedings, sale of assets or corporate restructuring as needed.

*Credit Risk Assessment and Control*

To assess credit risk in a systematic manner, Shinhan Bank has developed systems designed to quantify credit risks based on selection and monitoring of various statistic, including delinquency rate, non-performing loan ratio, expected loan loss and weighted average risk rating.

Shinhan Bank controls loan concentration by monitoring and managing loans at two levels – portfolio level and individual loan account level. In order to prevent concentration of loans, Shinhan Bank has established a credit limit per country, industry, affiliates, corporation and financial institution, and has encouraged extension of credit to customers with good credit and reduction of credit to customers with less than good credit. In addition, Shinhan Bank utilizes the results of credit portfolio analysis in allocating asset quality based on forward looking criteria, increasing discretion and adjusting loan to value ratio.

Shinhan Bank measures credit risk using internally accumulated data. Shinhan Bank measures expected and unexpected losses with respect to total assets monthly, which Shinhan Bank refers to when setting risk limits for, and allocate capital to, its business groups. Expected loss is calculated based on credit rating and the past bankruptcy rate and recovery rate, and Shinhan Bank provides allowance for loan losses under Korean GAAP accordingly. Shinhan Bank selects the higher of the two provisioning levels, as determined by the Financial Supervisory Service requirement or Shinhan Bank's internal calculation. Unexpected loss is predicted based on Value at Risk, or VaR, under the historical simulation method. Shinhan Bank plans to apply the more advanced Monte Carlo simulation method rather than the historical simulation method going forward, and plans to operate an integrated and systematic credit risk management rather than risk management based on credit limitation.

*Credit Card Approval Process of Shinhan Card*

Approval of credit card applications is processed using automated credit scoring system retooled for credit cards. Credit scoring system for credit cards is divided into two sub-systems: Application Scoring System and Behavior Scoring System. Behavior Scoring System is based largely on the credit history and Application Scoring System is based largely on personal information of the applicant. For credit card applicants with whom we have an existing relationship, credit scoring system factors in internally gathered information such as repayment ability, total assets, the length of the existing relationship and the applicant's contribution to profitability. Credit scoring system also automatically conducts credit checks on all credit card applicants. Shinhan Card gathers information about applicants transaction history with financial institutions, including banks and credit card companies, from a number of third party credit reporting agencies including National Information & Credit Evaluation Inc., other credit card companies in Korea, the Korea Federation of Banks, Korea Non-bank Financing Association and credit rating agencies. These credit checks reveal a list of the delinquent customers of all the credit card issuers in Korea.

If the credit score awarded to an applicant is above a minimum threshold, then the application is approved unless overridden by other policy factors such as delinquencies with other credit card companies. In respect of credit card applications by our long-standing customers with good credit history, Shinhan Card has discretion to waive the application of the awarded credit score unless overridden by other policy factors. All of these factors also act as the basis for setting a credit limit if Shinhan Card approves an application.

*Market Risk Management of Shinhan Bank*

Market risk is the risk of loss generated by fluctuations in market prices such as interest rates, foreign exchange rates and equity prices. The principal market risks to which we are exposed are interest rate risk and, to a lesser extent, equity price risk, foreign exchange risk and commodity risk. These risks stem from our trading and nontrading activities relating to financial instruments such as loans, deposits, securities and financial derivatives. We divide market risk into risks arising from trading activities and risks arising from nontrading activities.

**Table of Contents**

Market risk to which we are exposed arises primarily from Shinhan Bank and Chohung Bank and the other subsidiaries do not incur significant market risk, except for Good Morning Shinhan Securities, our securities trading and brokerage subsidiary, which incurs market risk relating to its trading activities. For Shinhan Bank's market risk management, the Risk Management Committee establishes overall market risk management principles for both the trading and nontrading activities of Shinhan Bank. Based on these principles, the Asset & Liability Management Committee, or the ALM Committee, of Shinhan Bank assesses and controls market risks arising from trading and nontrading activities. The ALM Committee, which consists of eight executive vice presidents and the head of the Treasury Department, is the executive decision-making body for Shinhan Bank's risk management and asset and liability management operations. At least on a monthly basis, the ALM Committee reviews and approves reports, which include the position and value-at-risk, or VaR, with respect to Shinhan Bank's trading activities and the position, VaR, duration gap and market value analysis and net interest income simulation with respect to its nontrading activities. Shinhan Bank measures market risk with respect to all assets and liabilities in the bank accounts and trust accounts in accordance with the regulations promulgated by the Financial Supervisory Commission.

Good Morning Shinhan Securities manages its market risk based on its overall risk limit established by its risk management committee as well as the risk limits and detailed risk management guidelines for each product and department established by its management's committee. Good Morning Shinhan Securities assesses the adequacy of these limits at least annually.

For detailed discussions on Chohung Bank's market risk management, see Risk Management of Chohung Bank Market Risk Management .

We use Korean GAAP numbers on a nonconsolidated basis for our market risk management and, unless otherwise specified, the numbers presented for quantitative market risk disclosure were prepared in accordance with Korean GAAP on a nonconsolidated basis.

*Market Risk Exposure from Trading Activities*

Shinhan Bank's trading activities consist of:

trading activities to realize short-term trading profits in debt and stock markets and foreign exchange markets based on Shinhan Bank's short-term forecast of changes in market situation and customer demand, for its own account as well as for the account of the trust accounts of Shinhan Bank's customers; and

trading activities primarily to realize profits from arbitrage transactions in derivatives such as swap, forward, futures and option transactions, and, to a lesser extent, to sell derivative products to Shinhan Bank's customers and to cover market risk incurred from those trading activities.

As a result of these trading activities, Shinhan Bank is exposed to interest rate risk, foreign exchange risk and equity risk.

*Interest Rate Risk*

Shinhan Bank's exposure to interest rate risk arises primarily from Won-denominated debt securities, directly held or indirectly held through beneficiary certificates, and, to a lesser extent, from interest rate derivatives. Shinhan Bank's exposure to interest rate risk arising from foreign currency-denominated trading debt securities is minimal since its net position in those securities is not significant. As Shinhan Bank's trading accounts are marked-to-market daily, it manages the interest rate risk related to its trading accounts using VaR, a market value-based tool.

*Foreign Exchange Risk*

Foreign exchange risk arises because of Shinhan Bank's assets and liabilities, including derivatives such as foreign exchange forwards and futures and currency swaps, which are denominated in currencies other than the Won. Shinhan Bank manages foreign exchange risk on an overall position basis, including its overseas

**Table of Contents**

branches, by covering all of its foreign exchange spot and forward positions in both trading and nontrading accounts.

Shinhan Bank's net foreign currency open position, which is the difference between its foreign currency assets and liabilities as offset against forward foreign exchange positions, is Shinhan Bank's foreign exchange risk. The ALM Committee oversees Shinhan Bank's foreign exchange exposure for both trading and nontrading activities by establishing limits for the net foreign currency open position, stop loss limits and VaR limits. The management of Shinhan Bank's foreign exchange position is centralized at the FX & Derivatives Department. Dealers in the FX & Derivatives Department manage Shinhan Bank's overall position within the set limits through spot trading, forward contracts, currency options, futures and swaps and foreign exchange swaps. Shinhan Bank sets forth the limit for net open position by currency and the limits for currencies other than the U.S. dollars and Japanese yen are restrictive to minimize other foreign exchange trading.

The net open foreign currency positions held by the other subsidiaries are not significant. In the case of Shinhan Capital which incurs a considerable amount of foreign exchange exposure from its leasing business, it maintains its net exposure below US\$1 million by hedging its foreign exchange positions using forwards and currency swaps.

The following table shows Shinhan Bank's net foreign currency open positions at the end of 2002, 2003 and 2004. Positive amounts represent long exposures and negative amounts represent short exposures.

Currency	As of December 31,		
	2002	2003	2004
	(In millions of US\$)		
U.S. dollars	US\$ (16.4)	US\$ 4.6	US\$ 52.3
Japanese yen	(16.6)	(8.7)	(1.6)
Euro	1.1	0.7	0.9
Others	0.9	1.0	(1.7)
<b>Total</b>	<b>US\$ (31.0)</b>	<b>US\$ (2.4)</b>	<b>US\$ 51.9</b>

*Equity Risk*

Equity risk for Shinhan Bank's trading activities results from the trading of equity portfolio of Korean companies and Korea Stock Price Index futures and options. The trading equity portfolio consists of stocks listed on the Stock Market or the KOSDAQ Market of the Korea Exchange and nearest-month or second nearest-month futures contracts under strict limits on diversification as well as limits on positions. This has been an area of particular focus due to the level of volatility in the stock market. In addition, Shinhan Bank pays close attention to the loss limits. Although Shinhan Bank holds a substantially smaller amount of equity securities than debt securities in its trading accounts, the VaR of trading account equity risk is generally higher than that of trading account interest rate risk due to high volatility in the value of equity securities. As of December 31, 2003 and 2004, Shinhan Bank held W74.8 billion and W60.2 billion, respectively, of equity securities in its trading accounts (including the trust accounts).

**Table of Contents***Management of Market Risk from Trading Activities*

The following tables present an overview of market risk, measured by VaR, from trading activities of Shinhan Bank and Good Morning Shinhan Securities, respectively, for the year ended and as of December 31, 2004. For market risk management purposes, Shinhan Bank includes its trading portfolio in bank accounts and assets in trust accounts for which it guarantees principal or fixed return in accordance with the Financial Supervisory Commission regulations.

**Trading Portfolio VaR for the Year 2004(1)**

	Average		Minimum		Maximum		As of December 31	
	(In billions of Won)							
<b>Shinhan Bank:</b>								
Interest rate	W	20.5	W	5.5	W	72.6	W	11.0
Foreign exchange(2)		2.0		0.3		5.1		4.0
Equities		22.0		10.2		33.8		24.0
Less: portfolio diversification(3)		N/A		N/A		N/A		(9.0)
Total VaR(4)	W	32	W	12.3	W	83.1	W	31.0
<b>Good Morning Shinhan Securities(5):</b>								
Interest rate	W	0.3	W	0.1	W	0.9	W	0.2
Equities		1.1		0.5		3.0		0.8
Beneficiary certificates(7)			(6)	(6)		0.1		(6)
Less: portfolio diversification(3)		N/A		N/A		N/A		(0.1)
Total VaR	W	1.1	W	0.5	W	2.9	W	0.9

*Notes:*

- (1) One-day VaR results with a 99% confidence level.
- (2) Includes both trading and nontrading accounts as Shinhan Bank manages foreign exchange risk on a total position basis.
- (3) Calculation of portfolio diversification effects for the minimum and maximum VaRs as the minimum and maximum may occur on different days for different risk components. The average and December 31, 2004 VaRs are less than the sum of the VaRs due to offsets resulting from portfolio diversification.
- (4) Includes trading portfolio in Shinhan Bank's bank accounts and assets in trust accounts for which it guarantees principal or fixed return.
- (5) The change in market value of Good Morning Shinhan Securities' trading portfolio was W2.1 billion per day.
- (6) Less than W0.1 billion.
- (7)

Beneficiary certificates that Good Morning Shinhan Securities holds temporarily in connection with its beneficiary certificate sales business. Most of market risk arising from the holding of these beneficiary certificates is interest rate risk and there is minimal amount of equity risk.

Shinhan Bank generally manages its market risk from trading activities at the entire portfolio level. To control its market risk for trading portfolio, Shinhan Bank uses position limits, VaR limits, and stop loss limits. Shinhan Bank prepared its risk control and management guidelines for derivative trading based on the regulations and guidelines promulgated by the Financial Supervisory Commission.

Shinhan Bank measures market risk from trading activities to monitor and control the risk of its operating divisions and teams that perform trading activities.

*Value-at-Risk analysis.* We use one-day VaRs to measure Shinhan Bank's market risk. Shinhan Bank calculates VaRs on a monthly basis based on data for the previous 12 months for the holding periods of one

**Table of Contents**

day. A one-day VaR is a statistically estimated maximum amount of loss that can occur for a day under normal market conditions. We use a 99% confidence level to measure the VaRs, which means the actual amount of loss may exceed the VaR, on average, once out of 100 business days.

We use one-day VaRs to measure market risk of Good Morning Shinhan Securities. Good Morning Shinhan Securities calculates VaRs on a daily basis based on data for the previous 12 months for the holding periods of one day. We use a 99% confidence level to measure the VaRs for Good Morning Shinhan Securities. Good Morning Shinhan Securities is currently using a variance-covariance methodology called delta-normal method for its overall VaR calculation and uses historical simulation and Monte Carlo simulation for stress test and calculation of VaRs for individual risks of options. Variance-covariance method assumes a normal distribution of risks which may underestimate market risk when the distribution of market risk is not normal. This method also does not provide accurate analysis for risks of non-linear products such as options.

Value-at-risk is a commonly used market risk management technique. However, VaR models have the following shortcomings:

By its nature as a statistical approach, VaR estimates possible losses over a certain period at a particular confidence level using past market movement data. Past market movement, however, is not necessarily a good indicator of future events, particularly potential future events that are extreme in nature.

This model may underestimate the probability of extreme market movements.

The time periods used for the model, generally one or ten days, are assumed to be a sufficient holding period before liquidating the relevant underlying positions. If these holding periods are not sufficient, or too long, the VaR results may understate the potential loss.

The use of a 99% confidence level, does not take account of, nor makes any statement about, any losses that might occur beyond this confidence level.

Shinhan Bank calculates VaRs at the end of every month and therefore do not reflect market changes during a month until the end of the month.

VaR does not capture all complex effects of various risk factors on the value of positions and portfolios and could underestimate potential losses.

Currently, Shinhan Bank does not perform back-testing of VaR results whereas Good Morning Shinhan Securities conducts back-testing of VaR results against actual outcomes on a daily basis.

When Shinhan Bank calculates the VaRs for trading accounts, it measures interest risk VaRs, but not equity risk VaRs, for its equity-linked securities which are insignificant in amount. As of December 31, 2004, Shinhan bank held no equity-linked securities in its trading accounts.

Shinhan Bank plans to implement a new integrated market risk management system which will manage both Shinhan Bank's Won-denominated and foreign-denominated accounts. The new system is expected to use historical simulation, Monte Carlo simulation and variance-covariance methods to measure both linear risks arising from such products as equity and debt securities and nonlinear risks arising from other products including options. Monte Carlo simulation method is similar to historical simulation, except that it uses random numbers to generate different levels of market values instead of using historical data. Variance-covariance method is a parameter-based methodology, which takes into account diversification effects among different market risk components as well as within the same risk component to calculate VaRs. We expect the new system, when implemented, would enable Shinhan Bank to generate elaborate and consistent VaR numbers and perform sensitivity analysis and back testing to check the validity of the models on a daily basis.

*Stress test.* In addition to VaR, Shinhan Bank performs stress test to measure market risk. As VaR assumes normal market situations, Shinhan Bank assesses its market risk exposure to unlikely abnormal market fluctuations through



stress test. Stress test is an important way of supplement VaR since VaR does not cover potential loss if the market moves in a manner which is outside Shinhan Bank's normal expectations.

**Table of Contents**

Stress test projects the anticipated change in value of holding positions under certain scenarios assuming that no action is taken during a stress event to change the risk profile of a portfolio.

Shinhan Bank uses relatively simple but fundamental seven scenarios for stress test taking into account four market risk components such as foreign exchange rates, stock prices and Won-denominated and foreign currency-denominated interest rates. For the worst case scenario, we assumed instantaneous and simultaneous movements in the four market risk components depreciation of Won by 115.7%, decrease in Korea Exchange Composite Index by 46%, and increases in Won-denominated and foreign currency-denominated interest rates by 150.7% and 1.2%, respectively which were based on the historical worst case movements for three months during the Asian crisis from September 1997 to December 1997. In the case of this worst-case scenario, the changes in market value of Shinhan Bank's trading portfolio was W61.8 billion as of December 31, 2004. Shinhan Bank performs stress test at least semiannually and reports the results to the Risk Management Committee and the ALM Committee.

Good Morning Shinhan Securities uses five scenarios for stress test taking into account two market risk components: stock prices and Won-denominated interest rates. As of December 31, 2004, for the worst case scenario, which was in the case of instantaneous and simultaneous drops in Korea Stock Price Index 200 by 10% and a 1% point increase in the three-year government bond yield, the changes in market value of Good Morning Shinhan Securities' trading portfolio was W2.1 billion for one day.

Although Shinhan Bank has not set any limits on stress testing, it monitors the impact of market turmoil or any abnormality. Good Morning Shinhan Securities sets limits on stress testing for its overall operations as well as at its department level. Both in Shinhan Bank and Good Morning Shinhan Securities, if the impact is large, their respective chief risk officer may request a portfolio restructuring or other proper action.

*Hedging and Derivative Market Risk*

The principal objective of our hedging strategy is to manage its market risk within established limits. We use derivative instruments to hedge its market risk as well as to make profits by trading derivative products within pre-approved risk limits. Our derivative trading includes interest rate and cross-currency swaps, foreign currency forwards and futures, stock index and interest rate futures, and stock index and currency options.

While we use derivatives for hedging purposes, derivative transactions themselves incur market risk as we take trading positions and trades them for the purpose of making profits. These activities consist primarily of the following: arbitrage transactions to make profits from short-term discrepancies between the spot and derivative markets or within the derivative markets;

sales of tailor-made derivative products that meet various needs of our corporate customers, principally of Shinhan Bank and Good Morning Shinhan Securities, and related transactions to reduce its exposure resulting from those sales (in the case of Good Morning Shinhan Securities, these activities commenced from February 2003 when it acquired the relevant license);

taking positions in limited cases when we expect short-swing profits based on its market forecasts; and

trading to hedge our interest rate and foreign currency risk exposure as described above.

Market risk from derivatives is not significant since derivative trading activities of Shinhan Bank and Good Morning Shinhan Securities are primarily driven by arbitrage and customer deals with very limited open trading positions.

*Market Risk Management for Nontrading Activities**Interest Rate Risk*

Principal market risk from nontrading activities of Shinhan Bank is interest rate risk. Interest rate risk is the risk of loss resulting from interest rate fluctuations that adversely affect the financial condition and results

**Table of Contents**

of operations of Shinhan Bank. Shinhan Bank's interest rate risk arises primarily due to differences between the timing of rate changes for interest-earning assets and interest-bearing liabilities.

Interest rate risk affects Shinhan Bank's earnings and the economic value of Shinhan Bank's net assets:

**Earnings:** interest rate fluctuations have an effect on Shinhan Bank's net interest income by affecting its interest-sensitive operating income and expenses.

**Economic value of net assets:** interest rate fluctuations influence Shinhan Bank's net worth by affecting the present value of cash flows from the assets, liabilities and other transactions of Shinhan Bank.

Accordingly, Shinhan Bank measures and manages interest rate risk for nontrading activities by taking into account effects of interest rate changes on both its income and net asset value. Shinhan Bank measures and manages interest rate risk on a daily basis with respect to all interest-earning assets and interest-bearing liabilities in Shinhan Bank's bank accounts (including derivatives denominated in Won) and in the trust accounts, except that it measures VaRs on a monthly basis. Most of Shinhan Bank's interest-earning assets and interest-bearing liabilities are denominated in Won.

*Interest Rate Risk Management*

The principal objectives of Shinhan Bank's interest rate risk management are to generate stable net interest income and to protect Shinhan Bank's net asset value against interest rate fluctuations. To this end, the ALM Committee sets out Shinhan Bank's interest rate risk limits at least annually and the Risk Management Office monitors Shinhan Bank's compliance with these limits and reports the monitoring results to the ALM Committee on a monthly basis. Shinhan Bank uses interest rate swaps to control its interest rate exposure limits.

On a daily basis, Shinhan Bank uses various analytical methodologies to measure and manage its interest rate risk for nontrading activities, including the following:

**Interest Rate Gap Analysis:** Interest rate gap analysis measures the difference in the amounts of interest-earning assets and interest-bearing liabilities at each maturity and re-pricing date for a specific time frame.

**Duration Gap Analysis:** Duration gap analysis measures durations of Shinhan Bank's interest-earning assets and interest-bearing liabilities, which are weighted average maturities of these assets and liabilities calculated based on discounted cash flows from these assets and liabilities using yield curves.

**Market Value Analysis:** Market value analysis measures changes in the market value of Shinhan Bank's interest-earning assets and interest-bearing liabilities based on the assumption of parallel shifts in interest rates.

**Net Interest Income Simulation Analysis:** Net interest income simulation analysis uses deterministic analysis methodology to measure changes in Shinhan Bank's annual net interest income (interest income less interest expenses) under the current maturity structure, using different scenarios for interest rates (assuming parallel shifts) and funding requirements.

**Earnings at Risk Analysis:** Earnings-at-risk analysis, or EaR analysis, measures changes in Shinhan Bank's annual pretax earnings from its interest-earning assets and interest-bearing liabilities at a 99% confidence level using Monte Carlo simulation. Currently, Shinhan Bank uses EaR analysis as a supplemental measure for interest rate risk management.

*Interest Rate Gap Analysis*

Interest rate gap analysis measures the difference in the amounts of interest-earning assets and interest-bearing liabilities at each maturity and re-pricing date by preparing interest rate gap tables in which Shinhan Bank's interest-earning assets and interest-bearing liabilities are allocated to the applicable time buckets based on the expected cash flows and re-pricing dates. On a daily basis, Shinhan Bank performs interest rate gap analysis for Won and foreign currency denominated assets and liabilities in its bank and trust accounts.



**Table of Contents**

Shinhan Bank's gap analysis includes Won-denominated derivatives (which are interest rate swaps) but excludes foreign currency-denominated derivatives, whose management is centralized at the FX & Derivatives Department. Through the interest rate gap analysis that measures interest rate sensitivity gaps, cumulative gaps and gap ratios, Shinhan Bank assesses its exposure to future interest risk fluctuations.

For interest rate gap analysis, we assume and use the following maturities for different assets and liabilities:

With respect to the maturities and re-pricing dates of Shinhan Bank's assets, we assume that maturity of Shinhan Bank's prime rate-linked loans the same as its fixed-rate loans. We also assume that the debt securities in Shinhan Bank's trading accounts have maturities three months. Shinhan Bank excludes equity securities from interest-earning assets.

With respect to the maturities and re-pricing of Shinhan Bank's liabilities, we assume that money market deposit accounts and non-core demand deposits under the Financial Supervisory Commission guidelines have a maturity of three months or less. With respect to core demand deposits under the Financial Supervisory Commission guidelines, we assume a maturity of over three years.

The following tables show Shinhan Bank's interest rate gaps as of December 31, 2004 for (1) Won-denominated nontrading bank accounts, including derivatives and (2) foreign currency-denominated nontrading bank accounts, excluding derivatives.

**Won-denominated nontrading bank accounts (including derivatives):**

As of December 31, 2004

	0-3 Months	3-6 Months	6-12 Months	1-2 Years	2-3 Years	Over 3 Years	Total
(In billions of Won, except percentages)							
<b>Interest-earning assets</b>	W 32,938	W 9,064	W 4,513	W 3,601	W 869	W 3,805	W 54,791
Fixed rates	6,799	2,697	3,716	3,391	832	2,823	20,258
Floating rates	25,839	6,249	657	150	7	132	33,034
Interest rate swaps	300	118	140	60	30	850	1,498
<b>Interest-bearing liabilities</b>	W 23,386	W 6,511	W 11,227	W 3,654	W 1,412	W 7,319	W 53,509
Fixed liabilities	10,609	6,264	10,633	3,180	1,406	7,319	39,410
Floating liabilities	11,327	199	594	474	6		12,601
Interest rate swaps	1,450	48					1,498
Sensitivity gap	9,552	2,553	(6,714)	(53)	(543)	(3,514)	1,282
Cumulative gap	9,552	12,105	5,391	5,338	4,795	1,282	
% of total assets	17.4%	22.1%	9.8%	9.7%	8.8%	2.3%	

**Foreign currency-denominated nontrading bank accounts (excluding derivatives):**

As of December 31, 2004

	0-3 Months	3-6 Months	6-12 Months	1-3 Years	Over 3 Years	Total
--	---------------	---------------	----------------	--------------	--------------------	-------

**(In millions of US\$, except percentages)**

Interest-earning assets	\$ 6,796	\$ 1,283	\$ 368	\$ 36	\$ 23	\$ 8,506
Interest-bearing Liabilities	6,361	1,693	358	41	544	8,997
Sensitivity gap	435	(410)	10	(5)	(521)	(491)
Cumulative gap	435	25	35	30	(491)	
% of total assets	5.1%	0.3%	0.4%	0.4%	(5.8%)	

*Duration and Market Value Analysis*

Shinhan Bank performs a duration gap analysis to measure effects of interest rate risk on the market value of its assets and liabilities. Shinhan Bank measures, on a daily basis and for each operating department, account, product and currency, durations of interest-earning assets and interest-bearing liabilities. Shinhan

**Table of Contents**

Bank also measures, on a daily basis, changes in the market value of Shinhan Bank's interest-earning assets and interest-bearing liabilities.

The following tables show duration gaps and market values of Shinhan Bank's Won-denominated interest-earning assets and interest-bearing liabilities in its not-trading accounts as of December 31, 2004 and changes in these market values when interest rate increases by one percentage point.

	<b>Duration as of December 31, 2004(1)</b>
	<b>(In months)</b>
Interest-earning assets	8.4
Interest-bearing liabilities	13.6
Gap	5.2

**Market Value as of December 31, 2004(1)**

	<b>Actual</b>	<b>1% Point Increase</b>	<b>Changes</b>
	<b>(In billions of Won)</b>		
Interest-earning assets	W 57,388	W 57,093	W (295)
Interest-bearing liabilities	53,922	53,464	(458)
Gap	3,466	3,629	(163)

*Note:*

(1) Includes interest rate swaps.

*Net Interest Income Simulation*

Shinhan Bank performs a net interest income simulation to measure effects of interest rate risk on Shinhan Bank's results of operations. Net interest income simulation measures changes in Shinhan Bank's annual net interest income (interest income less interest expenses) under the current maturity structure, using different scenarios for interest rates and funding requirements. Shinhan Bank applies three scenarios of parallel shifts in interest rate: (1) no change, (2) a 1% point increase in interest rates and (3) a 1% point decrease in interest rates. For funding requirement changes, Shinhan Bank uses three scenarios: (1) no change in funding requirement, (2) a 10% increase in funding requirement and (3) an increase in funding requirement by the growth rate assumed in Shinhan Bank's annual financial plan.

The following tables illustrate by way of an example the simulated changes in Shinhan Bank's annual net interest income for 2005 with respect to Won-denominated interest-earning assets and interest-bearing liabilities, using Shinhan Bank's net interest income simulation model, when it assumes (a) the maturity structure and funding requirement of Shinhan Bank as of December 31, 2004 and (b) the same interest rates as of December 31, 2004 and a 1% point increase or decrease in the interest rates.

**Simulated Net Interest Income for 2005  
(For Nontrading Won-denominated Bank Accounts)(1)**

<b>Change in Net Interest</b>	<b>Change in Net Interest</b>
-----------------------------------	-----------------------------------

	Assumed Interest Rates			Income		Income	
	No Change	1% Point Increase	1% Point Decrease	Amount	% Change	Amount	% Change
				(1% Point Increase)	(1% Point Increase)	(1% Point Decrease)	(1% Point Decrease)
(In billions of Won, except percentages)							
Simulated interest income	W 3,137	W 3,524	W 2,751	W 387	12.3%	W 386	(12.3)%
Simulated interest expense	1,806	2,084	1,527	278	15.4	279	(15.4)
Net interest income	1,331	1,440	1,224	109	8.2	107	(8.0)

*Note:*

(1) Includes interest rate swaps.



**Table of Contents**

Shinhan Bank's Won-denominated interest earning assets and interest-bearing liabilities in nontrading accounts have a maturity structure that benefits from an increase in interest rates, because the re-pricing periods of the interest-earning assets in Shinhan Bank's nontrading accounts are shorter than those of the interest-bearing liabilities in these accounts. This is primarily due to a continuous decrease in interest rate in the recent years in Korea, which resulted in a significant increase in floating rate loans, resulting in the maturities or re-pricing periods of Shinhan Bank's loans shorter. As a result, Shinhan Bank's net interest income increases when the interest rates rise.

*Interest Rate VaRs for Nontrading Assets and Liabilities*

Shinhan Bank measures VaRs for interest rate risk from nontrading activities on a monthly basis. The following table shows, as of and for the year ended December 31, 2004, the VaRs of (1) interest rate risk from Shinhan Bank's available-for-sale investment securities and (ii) interest rate mismatch risk for other assets and liabilities, which arises from mismatches in the re-pricing dates of Shinhan Bank's nontrading interest-earning assets and interest-bearing liabilities other than the available-for-sale investment securities. Under the Financial Supervisory Commission regulations, Shinhan Bank includes in calculation of these VaRs interest-earning assets and interest-bearing liabilities in its bank accounts and its trust accounts.

	<b>VaR for the Year 2004(1)</b>			
	<b>Average</b>	<b>Minimum</b>	<b>Maximum</b>	<b>As of December 31</b>
	<b>(In billions of Won)</b>			
Interest rate available-for-sale securities	W133.6	W101.9	W162.4	W103.4
Interest rate mismatch other assets and liabilities	25.6	17.2	36.7	23.6

*Note:*

(1) One-day VaR results with a 99% confidence level.

*Equity Risk*

Substantially all of our equity risk results from its equity portfolio of Korean companies. As of December 31, 2004, we (not including Chohung Bank) held an aggregate amount of W3 billion of equity shares in unlisted foreign companies.

The equity securities in Won held in Shinhan Bank's investment portfolio consist of stocks listed on the Stock Market or the KOSDAQ Market of the Korea Exchange and certain non-listed stocks. Shinhan Bank measures VaRs for all of these equity securities but does not manage most of the related risk using VaR limits, as most of these securities are held for reasons other than normal investment purposes. As of December 31, 2004, Shinhan Bank held equity securities in an aggregate amount of W713.4 billion in its nontrading accounts, unlisted securities that Shinhan Bank held for private equity investment in the amount of W2.6 billion other equity securities that it held, among other reasons, for management control purposes or as a result of debt-to-equity conversion as a part of reorganization proceedings of the companies to which it had extended loans.

Shinhan Bank previously held shares of our common stock, which it received in exchange for its treasury shares Shinhan Bank held when we restructured into a holding company in September 2001. Under the Financial Holding Companies Act, Shinhan Bank was required to dispose of these shares within three years from the date of purchase. On March 3, 2004, Shinhan Bank sold these shares for W21,000 per share, amounting to W627 billion, pursuant to a block trading on the Korea Exchange before trading hours.

As of December 31, 2004, Shinhan Bank also held Won-denominated convertible and exchangeable bonds in an aggregate amount of W194.4 billion (all of which contained conversion or exchange rights) and foreign currency convertible and exchangeable bonds in an aggregate amount of US\$55.3 million in its nontrading accounts. Shinhan

Bank does not measure equity risk with respect to convertible and exchangeable bonds and the interest rate risk of these bonds are measured together with the other debt securities. As such, Shinhan Bank measures interest rate risk VaRs but not equity risk VaRs for these equity-linked securities.

**Table of Contents**

The following table shows the VaRs of Shinhan Bank's equity risk from nontrading activities for the year and as of December 31, 2004.

	VaR for the Year 2004(1)			As of
	Average	Minimum	Maximum	December 31
		(In billions of Won)		
Equities	W153	W10	W268	W268

*Notes:*

(1) One-day VaR results with a 99% confidence level.

*Liquidity Risk Management*

Liquidity risk is the risk of insolvency, default or loss due to disparity between inflow and outflow of funds, including having to obtain funds at a high price or to dispose of securities at an unfavorable price due to lack of available funds or losing attractive investment opportunities.

Shinhan Bank applies the following basic principles for liquidity risk management:

maintain an appropriate level of liquidity risk through liquidity risk management based on liquidity gap or debt-to-equity ratio at each maturity date;

assess and monitor net cash flows by currency and by maturity and continuously evaluate available sources of funds and possibility of disposal of any liquid assets;

diversify sources and uses of funds by product and by maturity to prevent excessive concentration in certain periods or products; and

prepare contingency plans to cope with liquidity crisis.

Each subsidiary manages liquidity risk in accordance with the risk limits and guidelines established internally as well as those directed by the relevant regulatory authorities. Pursuant to principal regulations applicable to financial holding companies and banks as promulgated by the Financial Supervisory Commission, We, at the holding company, are required to keep specific Won and foreign currency liquidity ratios. These ratios require us to keep the ratio of liquid assets to liquid liabilities above certain minimum levels.

Shinhan Bank manages its liquidity risk within the limits set on Won and foreign currency accounts in accordance with the regulations of the Financial Supervisory Commission. The Financial Supervisory Commission requires Korean banks to maintain a Won liquidity ratio of at least 100.0% and a foreign currency liquidity ratio of at least 85%. The Financial Supervisory Commission defines the liquidity ratio as liquid assets (including marketable securities) due within three months divided by liabilities due within three months.

The Treasury Department is in charge of liquidity risk management with respect to Shinhan Bank's Won and foreign currency funds. The Treasury Department submits Shinhan Bank's monthly funding and asset management plans to the ALM Committee for its approval, based on the analysis of various factors, including macroeconomic indices, interest rate and foreign exchange movements and maturity structures of Shinhan Bank's assets and liabilities. The Risk Management Office measures Shinhan Bank's liquidity ratio and liquidity gap ratio on a daily basis and reports whether they are in compliance with the limits to the ALM Committee on a monthly basis.

**Table of Contents**

The following tables show Shinhan Bank's liquidity status and limits for Won and foreign currency accounts (including derivatives) as of December 31, 2004 in accordance with the regulations of the Financial Supervisory Commission.

**As of December 31, 2004**

<b>Won-denominated Accounts</b>	<b>0-3 Months</b>	<b>3-6 Months</b>	<b>6-12 Months</b>	<b>1-3 Years</b>	<b>Over 3 Years</b>	<b>Substandard or Below</b>	<b>Total</b>
<b>(In billions of Won except percentage)</b>							
Assets:	W22,392	W9,395	W12,915	W8,980	W12,431	W628	W66,741
Liabilities:	18,036	7,690	14,568	6,245	14,449		60,988
For three months or less:							
Liquidity gap	4,356						
Liquidity ratio	124.1%						
Limit:	105.0%						

**As of December 31, 2004**

<b>Foreign Currencies Denominated Accounts:</b>	<b>7 Days or Less</b>	<b>7 Days-1 Months</b>	<b>3 Months</b>	<b>3-6 Months</b>	<b>6-12 Months</b>	<b>Over 1 Years</b>	<b>Substandard or Below</b>	<b>Total</b>
<b>(In millions of US\$ except percentage)</b>								
Assets:	\$ 2,863	\$ 2,264	\$ 3,614	\$ 2,108	\$ 2,002	\$ 2,252	\$ 92	\$ 15,195
Liabilities:	2,770	2,098	3,620	2,214	1,786	3,084		15,572
For three months or less:								
Assets			8,741					
Liabilities			8,488					
Liquidity ratio			103.0%					
Limit			85.0%					

Shinhan Bank maintains diverse sources of liquidity to facilitate flexibility in meeting its funding requirements. Shinhan Bank funds its operations principally by accepting deposits from retail and corporate depositors, accessing the call loan market (a short-term market for loans with maturities of less than one month), issuing debentures and borrowing from the Bank of Korea. Shinhan Bank uses the funds primarily to extend loans or purchase securities. Generally, deposits are of shorter average maturity than loans or investments.

Our subsidiaries other than Shinhan Bank and Chohung Bank fund their operations primarily through call money, bank loans, commercial paper, corporate debentures and asset-backed securities. Our holding company acts as a funding vehicle for long-term financing of our subsidiaries whose credit ratings are lower than the holding company, including Shinhan Card and Shinhan Capital, to lower the overall funding costs within regulatory limitations. Under the Monopoly Regulation and Fair Trade Act of Korea, however, a financial holding company is prohibited from borrowing funds in excess of 100% of its total stockholders' equity. In addition, pursuant to our liquidity risk management policies designed to ensure compliance with required capital adequacy and liquidity ratios, we have set

limits to the amount of liquidity support by our holding company to our subsidiaries to 70% of our total stockholders equity and the amount of liquidity support to a single subsidiary to 35% of our total stockholders equity.

In addition to liquidity risk management under the normal market situations, we have contingent plans to effectively cope with possible liquidity crisis. Liquidity crisis arises when we would not be able to effectively manage the situations with our normal liquidity management measures due to, among other reasons, inability to access our normal sources of funds or epidemic withdrawals of deposits as a result of various external or internal factors, including a collapse in the financial markets or abrupt deterioration of our credit. We have contingency plans corresponding to different stages of liquidity crisis, cautionary stage, near-crisis stage and crisis stage, based on the following liquidity indices:

indices that reflect the market movements such as interest rates and stock prices;

indices that reflect financial market psychology such as the size of money market funds; and

indices that reflect our internal financial condition.

**Table of Contents*****Operational Risk Management***

Operational risk is difficult to quantify and subject to different definitions. We define operational risk as the risks related to our overall management other than credit risk, market risk, interest rate risk and liquidity risk. These include risks arising from system failure, human error or non-adherence to policy and procedures, from fraud or inadequate internal controls and procedures, from a mistake in strategic decision or from environmental changes, resulting in financial or reputational loss.

The Group Internal Audit Activity, reporting directly to our Audit Committee, oversees our operational activities, with a special focus on legal, regulatory, operational and reputational risk. Our Audit Committee, which is a committee under our Board of Directors, oversees and monitors the compliance with legal and regulatory requirements. For the operational risk management at the group level, we clearly define each subsidiary's operational process and establish an internal review system for each subsidiary. Each subsidiary's operational risk is internally managed and controlled at the subsidiary level and the Group Internal Audit Activity continuously monitors the integrity of our subsidiaries' operational risk management system. Our Board of Directors, the Group Risk Management Committee and our Audit Committee establish the basic principles for our operational risk management and monitor and review management of our operational risk at the group level.

To monitor and control operational risk at Shinhan Bank, Shinhan Bank maintains a system of comprehensive policies and has put in place a control framework designed to provide a stable and well-managed operational environment throughout the organization. The primary responsibility for ensuring compliance with Shinhan Bank's operational risk procedures remains with its business units and operational departments. In addition, the Audit & Examination Department, Risk Management Office and Compliance Office also play important roles in reviewing and maintaining the integrity of Shinhan Bank's internal control environment.

The audit committee of Shinhan Bank, which consists of three board members, including two outside directors, is an independent inspection authority that supervises Shinhan Bank's internal controls and its observance of ethical and legal principles in addition to reviewing the financial statements. The audit committee performs audits of, among other matters, Shinhan Bank's overall management and accounting, and has the Audit & Examination Department as its execution body. The audit committee also reviews and evaluates Shinhan Bank's accounting policies and their changes, financial activities and accuracy of financial reporting.

The audit committee and the Audit & Examination Department supervise and perform the following audits:  
 general audits, including full-scale audits performed annually for the overall operations, sectional audits of selected operations performed when necessary, and periodic and irregular spot audits;

special audits, performed when the Audit Committee or standing auditor deems it necessary or pursuant to requests by the chief executive officer or supervisory authorities such as the Financial Supervisory Service;

day-to-day audits, performed by the standing auditor for material transactions or operations that are subject to approval by the heads of Shinhan Bank's operational departments or senior executives;

real-time monitoring audits, performed by the computerized audit system to identify any irregular transactions and take any necessary actions; and

self-audits as a self-check by each operational department to ensure its compliance with Shinhan Bank's business regulations and policies, which include daily audits, monthly audits and special audits.

General audits, special audits, day-to-day audits and real-time monitoring audits are performed by Shinhan Bank's examiners and self-audits are performed by the self-auditors of the relevant operational departments.

**Table of Contents**

The Financial Supervisory Service conducts general annual audits of our operations at the holding company level and also performs general annual audits of operations at Shinhan Bank and Chohung Bank. The Financial Supervisory Service also performs special audits as the need arises on particular aspects of the operations such as risk management, credit monitoring and liquidity. In the ordinary course of these audits, the Financial Supervisory Service routinely issue warning notices where it determines that a regulated financial institution or its employees have failed to comply with the applicable laws or rules, regulations and guidelines of the Financial Supervisory Service. We have in the past received, and expect in the future to receive, such notices and we have taken and will continue to take appropriate actions in response to such notices. None of the actions we have taken so far has had a material adverse effect on us.

The Compliance Office operates Shinhan Bank's compliance inspection system. This system is designed to ensure that all of Shinhan Bank's employees comply with the law. The compliance inspection system's main function is to monitor the degree of improvement in compliance with the law, maintain internal controls (including ensuring that each department has established proper internal policies and that it complies with those policies) and educate employees about observance of the law.

We consider legal risk as a part of operational risk. The uncertainty of the enforceability of obligations of Shinhan Bank's customers and counterparties, including foreclosure on collateral, creates legal risk. Changes in laws and regulations could also adversely affect us. Legal risk is higher in new areas of business where the law is often untested in the courts although legal risk can also increase in Shinhan Bank's traditional business to the extent that the legal and regulatory landscape in Korea is changing and many new laws and regulations governing the banking industry remain untested. The Compliance Office seeks to minimize legal risk by using stringent legal documentation, employing procedures designed to ensure that transactions are properly authorized and consulting legal advisers. Shinhan Bank's compliance officers review loan documentation to ensure that these are correctly drawn up to withstand scrutiny in court should such scrutiny occur.

In addition to these audits and compliance activities, the Risk Management Office continuously monitors, manages and reports important operational risk related matters, including risk limit monitoring results, trading status and sources and uses of funds. The Risk Management Team also reviews in advance new business or service plans proposed by Shinhan Bank's operational departments to minimize operational risk.

Shinhan Bank and Chohung Bank, in concert, have launched a task force, including an Operational Risk Management Team, to address issues relating to the adoption of a new firm-wide system for operational risk management to apply a standardized approach that meets the recommendations by the BIS New Basle Accord for Measurement and Management of Operational Risk. The Operational Risk Management Team consists of 12 members. Beginning in May 2004, we received outside consulting services regarding gap analyses and defining the related work scope. As a result, we established a loss data accumulation process in early 2005 and expect to introduce, on a trial basis, a New Basel Accord-compliant operational risk management system by the end of 2005. Following a two-year parallel operating period from early 2006, we expect to this new risk management system to be fully introduced by the end of 2007 after obtaining the necessary regulatory approval.

***Risk Management of Chohung Bank***

Chohung Bank has a multi-layered risk management governance structure. The highest decision-making body is the board of directors. The board formulates risk management policies and determines Chohung Bank's risk tolerance. The board delegates authority and responsibility for risk management activities to the Risk Management Committee (RMC), which consists of one standing director and two non-standing directors. The primary functions of the RMC are risk reduction within the overall aim of durable profit improvement and evaluation of compliance with risk limits and policies. The RMC allocates available capital within acceptable limits by business unit and risk in accordance with directives of the board. In addition, the RMC determines risk limits by individual case and by industry with regard to credit risk. The Asset and Liabilities Management Committee (ALM Committee), consisted of eight Deputy Presidents, manages

**Table of Contents**

risk involving Chohung Bank's assets and liabilities. The ALM Committee sets Chohung Bank's policies with respect to managing liquidity, interest rate and market risks.

For the risk management infrastructure, Chohung Bank has implemented the following systems:

implemented in September 2000, the Credit Management System (CMS) measures default rates by credit rating and credit risk based on the default volatility in order to apply such results to credit portfolio management and management of credit risks limit for each business unit;

implemented in September 2000, the Market Risk Management System measures Value-at-Risk (VaR) to be used for management of market risk;

upgraded in December 2000, the Asset-Liability System for accurate cash flow management and for improved measurement of interest rate risk using Monte Carlo simulations; and

implemented in April 2001, the Capital Allocation System and Risk Adjusted Performance Measurement System allocates risk adjusted capital, to set risk limits and to measure risk adjusted return on risk capital and economic value-added for risk adjusted performance measurement.

*Credit Risk Management*

Chohung Bank formulates and implements its credit policies in compliance with relevant regulations issued by the Financial Supervisory Commission. See Supervision and Regulation Principal Regulations Applicable to Banks .

*Credit Planning*

The Board of Directors functions as the highest decision-making body with respect to the direction of Chohung Bank's overall credit policies. The Credit Planning Division is responsible for overall credit risk management. The Credit Planning Division has three working level entities for planning, reviewing and managing loan portfolios. Specifically, the Credit Planning Division recommends loan policies, manages loan portfolios and develops and modifies related regulations and procedures. It also is responsible for development of various management infrastructures concerning loan portfolios.

*Credit and Approval Limits*

The following table shows the credit limits for a single borrower and levels of approval.

<b>Level of Approval</b>	<b>Credit Limits</b>	
	<b>(In billions of Won)</b>	
<i>Headquarters level</i>		
Credit Review Committee(1)	More than W40	
Credit Officer Committee(2)	W16	W40
Review Team(3)	W5	W15
<i>Branch level</i>		
Collateralized		
Chief Relationship Manager	W2	W5
Non-collateralized		
Chief Relationship Manager	W0.3	W2

*Notes:*

(1) Consists of heads of the Credit Management Group, Treasury and International Business Group, Corporate Banking Group and the head of the relevant business group.

(2)



Consists of general managers of the Credit Assessment Division, Loan Recovery Division and Credit Planning Office.

(3) Consists of three to four loan review officers.

133

---

## **Table of Contents**

### *Loan Review*

In order to ensure the quality of its loans, Chohung Bank's Loan Review Division reviews and monitors its existing loans. In reviewing a loan, Chohung Bank focuses on (i) whether the loan has been approved in compliance with the credit approval procedures in place, (ii) whether the loan's current asset quality and the borrower's credit rating are adequate and (iii) whether such loan is profitable. In addition, according to the circumstances, Chohung Bank takes other factors into account in conducting its loan review. Chohung Bank's loan reviews can be further divided into three types: regular reviews, spot reviews, special reviews.

The purposes of loan reviews include:

evaluation of the validity of loan approval and credit ratings;

evaluation of the validity and timeliness of the follow-up management of the borrowers subject to credit monitoring, the borrowers in workout plans and the borrowers who have non-performing loans; and

evaluation of Chohung Bank's credit portfolio based on various factors that affect asset quality.

Chohung Bank performs periodic regular reviews for borrowers by examining the changes in the borrower's credit qualities and repayment capabilities and, as a result of such reviews, takes certain measures to prevent credit deterioration and ensure the soundness of asset quality through credit enhancements. In addition to regular reviews, Chohung Bank performs spot reviews for companies which received low grades in their regular reviews and require additional remedial measures and special reviews for companies with substantial amounts of overdue payments.

Following a loan review, Chohung Bank's Loan Review Division may, if it deems necessary, take the following actions:

request a reclassification of the loan's asset quality or its borrower's credit rating;

change the terms of the loan;

transfer the loan to the Loan Recovery Division for special management if the loan is classified to be substandard or below; and

request a special audit by the Internal Audit Division in respect of such loan if misconduct or negligence has been found during the review.

The responsible divisions or branch offices must then report to the Loan Review Division on the implementation of such actions. The Internal Audit Division must also notify the Loan Review Division of the results of the special audit if such audit had been requested and performed. With respect to certain borrowers, the Loan Review Division must report the results of its reviews to the President and the Board Steering Committee of Chohung Bank.

### *Credit Management System*

In September 2000, Chohung Bank implemented CMS, an integrated credit management system that combines the functions of credit approval, monitoring and follow-up management. CMS is designed to efficiently manage the entire process from loan application, approval, extension, credit ratings, and limit control, to follow-up management, and credit risk management.

CMS consists of the following three modules:

**Credit Risk Control:** A module consisting of two systems, a credit risk measurement system and a credit portfolio management system.

**Loan Approval Support:** A module consisting of a financial analysis support system, credit risk rating system (CRRS), loan limit management system, collateral management system, loan pricing system, loan application support system and loan approval system.

**Table of Contents**

Follow-up Management: This module includes a loan monitoring and review system, default/ delinquency information management system and credit information analysis system.

*Total Exposure Management System*

Total Exposure Management System (TEMS) was developed in late 1997. This system enables Chohung Bank to make real-time inquiries on the exposures to customers by company or by business group and to manage the credit limits for all kinds of business transactions.

Chohung Bank manages its total exposure in respect of the assets of (i) the top 60 chaebol companies designated by the Financial Supervisory Commission based on the outstanding total credits from all financial institutions and (ii) companies with total credits in the outstanding amount of W50 billion. The assets that are subject to total exposure management include credits (which is defined to include loans, loans from trust accounts, guarantees and acceptances, advances for customers, foreign exchange related credits, credits from overseas branches and international financing credits), securities (which include commercial papers, corporate debt securities and securities in foreign currencies), call loans, due from banks, advances, derivatives and other assets designated by the head of the Credit Planning Division.

In connection with its total exposure management, Chohung Bank also manages its foreign currency exposure in respect of the assets of certain companies (including their overseas branches and subsidiaries) whose outstanding foreign currency exposure is US\$10 million or more. The assets that are subject to foreign currency exposure management include loans in foreign currencies, guarantees and acceptances in foreign currencies (which guarantees and acceptances are included in the calculation of individual credit limitation pursuant to the Bank Act and which include guarantees and acceptances related to derivatives, securities in foreign currencies (including investment securities in connection with capital contributions), offshore financing, advances for customers under guarantees and acceptances in foreign currencies, due from banks in foreign currencies and other assets designated by the head of the Credit Planning Division.

Chohung Bank's total exposure or foreign currency exposure to each group is managed by both the Risk Management Division and the Credit Planning Division. While the Risk Management Division is responsible for managing Chohung Bank's overall risk, including market risk and credit risk, reviewing Chohung Bank's overall policy and its asset portfolio and coordinating the operations of several of Chohung Bank's departments in respect of Chohung Bank's credit and foreign currency limits, the Credit Planning Division is responsible for all practical operations related to TEMS and reports management results periodically to the Credit Review Committee. The Credit Planning Division is responsible for creating and managing the total risk management guidelines, setting credit and foreign currency limits, reviewing Chohung Bank's compliance with such limits, reviewing the credit risks of the companies under review, establishing and implementing Chohung Bank's risk management policy, reporting the management status of Chohung Bank's total exposure and foreign currency exposure and carrying out other related activities.

*Credit Risk Rating System*

Chohung Bank's credit risk rating system for corporate customers (CRRS) standardizes Chohung Bank's credit decisions, focusing on forward-looking criteria based on the probability of recovery of the credits and the likelihood of defaults.

Chohung Bank implemented CRRS in late 1999. CRRS enables Chohung Bank to make risk-based pricing decisions. The system was designed to aid Chohung Bank to focus more on the quality of its assets rather than its market share or asset size. This system focuses on forward-looking criteria by estimating the probability of recovery of the extended credits and calibrating the likelihood of defaults. It is also designed to perform sensitivity analysis with respect to macroeconomic indices such as interest rates or foreign exchange rates. The main components of Chohung Bank's credit risk rating system consist of the following:

A standardized credit application form that contains detailed questions for credit evaluation;

A comprehensive risk assessment framework that enables Chohung Bank's relationship managers and credit officers to assess risks;



**Table of Contents**

Quantitative risk scores calibrated to probability of defaults and recovery; and

Risk premiums and loan loss provisions linked to such credit risk ratings.

To measure default risks, the system takes into account various factors such as a customer's financial condition, its competitive position in the industry, its industry situation, the quality of its management, its technological merits and its operations. In calculating the probability of default and recovery, the system also takes into account non-financial information and adjusts the calculation to best reflect the characteristics of the customer groups.

We established a task force to integrate and harmonize the credit decision-making processes of Shinhan Bank and Chohung Bank, and as a result, implemented a uniform credit risk rating system that applies similarly to both Shinhan Bank and Chohung Bank, effective February 2005. Based on the scores calculated under this new credit rating system, which takes into account the evaluation criteria described above and the probability of default, Chohung Bank assigns the borrower one of twenty grades (AAA to D). Grades AA through B are further broken down into +, 0 or - . Grades AAA through B- are classified as normal, grade CCC precautionary, and grades CC through D non-performing. The credit risk-rating model is further differentiated by the size of the corporate borrower and the type of credit facilities.

*Credit Scoring System*

For consumer customers, Chohung Bank operates a credit scoring system (CSS). This system was developed in April 1999 for consumer customers and has been used for individual loan management, credit card management and other individual-based credit management. CSS is an automated credit approval system used to evaluate loan applications by assigning a credit score to each application based on a predetermined set of criteria. One of the principal benefits of this system is to significantly limit the scope of employee discretion in the loan assessment and approval process.

CSS is applied to the extension of credits of W50 million or less to individuals (including sole proprietorships) and the issuance of credit cards. CSS consists of (i) an application scoring system (ASS) which evaluates information on applicants' credits, transaction records and application and (ii) a behavioral scoring system (BSS) for follow-up management whereby Chohung Bank will trace the behavioral patterns of borrowers after loans are extended to them, such as checking whether borrowers paid interest on loans on time or whether they fulfilled their financial obligations on credit cards. The adoption of CSS has improved the speed and accuracy of retail loan underwritings, and is expected to improve the accuracy and efficiency of retail loan approval and credit card issuance procedures.

*Market Risk Management*

Market risk is the risk of loss that results from changes in market prices such as interest rates, foreign exchange rates and equity prices. The principal market risks to which Chohung Bank is exposed are interest rate risk and, to a lesser extent, foreign exchange risk and equity price risk. These risks stem from Chohung Bank's trading and nontrading activities relating to financial instruments such as loans, deposits, securities and financial derivatives. Chohung Bank is not exposed to commodity risk, the other recognized form of market risk, as Chohung Bank does not hold any commodity positions. Chohung Bank divides market risk into risks arising from trading activities and risks arising from nontrading activities.

Chohung Bank's Risk Management Committee establishes and oversees implementation of the overall risk management policies for both trading and nontrading activities of Chohung Bank.

Chohung Bank uses Korean GAAP numbers on a nonconsolidated basis for its market risk management and, unless specified otherwise, the numbers presented for quantitative market risk disclosure were prepared in accordance with Korean GAAP on a nonconsolidated basis.

**Table of Contents***Market Risk Exposure from Trading Activities*

Chohung Bank's trading activities consist of:

Trading activities to realize short-term trading profits in debt and equity markets and foreign exchange markets based on its short-term forecasts of changes in market conditions and customer demand, for its proprietary account as well as for the trust accounts of its customers; and

Trading activities primarily to realize profits from arbitrage transactions in derivatives such as swap, forward, futures and option transactions, and, to a lesser extent, to sell derivative products to its customers and to hedge market risk incurred from those trading activities.

As a result of these trading activities, Chohung Bank is exposed to interest rate risk, foreign exchange risk and equity risk.

*Interest Rate Risk*

Chohung Bank's exposure to interest rate risk arises primarily from Won-denominated debt securities, directly held or indirectly held through beneficiary certificates, and, to a lesser extent, from interest rate derivatives and foreign currency-denominated trading debt securities. As its trading accounts are marked-to-market daily, Chohung Bank manages the interest rate risk related to its trading accounts using value at risk or VaR, a market value-based tool.

*Foreign Exchange Risk*

Foreign exchange risk arises because its assets and liabilities, including derivatives such as foreign exchange forwards, futures, options and currency swaps, are denominated in currencies other than the Won. Chohung Bank's exposure to foreign exchange risk arises primarily from bank's foreign exchange spot and forward positions in both trading and nontrading accounts.

Chohung Bank measures foreign exchange risk with its net foreign currency open position, which is the difference between its foreign currency assets and liabilities as offset against forward foreign exchange positions. Chohung Bank's ALM Committee establishes limits for the net foreign currency open position, stop loss limits and VaR limits.

The management of Chohung Bank's foreign exchange position is centralized at the Treasury Department. Dealers in the Treasury Department manage Chohung Bank's overall position within the set limits through spot trading, forward contracts, currency options, futures and swaps and foreign exchange swaps. Chohung Bank sets VaR limit for each dealer to control foreign exchange risk.

The following table shows Chohung Bank's net foreign currency open positions at the end of 2002, 2003 and 2004. Positive amounts represent long exposures and negative amounts represent short exposures.

Currency	As of December 31,		
	2002	2003	2004
	(In millions of US\$)		
U.S. dollars	US\$ (5.7)	US\$ 8.4	US\$ 41.7
Japanese Yen	10.5	0.3	0.2
Euro	1.3	0.3	6.7
Others	7.9	9.0	10.5
<b>Total</b>	<b>US\$ 14.0</b>	<b>US\$ 18.0</b>	<b>US\$ 59.1</b>

*Equity Risk*

Equity risk for Chohung Bank's trading activities results from the trading of equity portfolio of Korean companies and Korea Stock Price Index futures and options. Although Chohung Bank holds a substantially smaller amount of equity securities than debt securities in its trading accounts, the equity risk VaR of trading



**Table of Contents**

accounts is relatively higher than that of trading account interest rate risk due to high volatility in the prices of equity securities. As of December 31, 2004, Chohung Bank held W3.90 billion of trading equity securities in trust accounts for which it guaranteed principal and fixed return. Chohung Bank's own trading accounts had no equity securities as of December 2004.

*Market Risk Management for Trading Activities*

The following tables present an overview of market risk, measured by VaR, from trading activities of Chohung Bank for the year ended and as of December 31, 2004. For market risk management purposes, Chohung Bank includes its trading portfolio in bank accounts and trading assets in trust accounts for which it guarantees principal or fixed return in accordance with the Financial Supervisory Commission regulations.

**Trading Portfolio Ten-day VaR for the Year 2004(1)**

	<b>Average</b>	<b>Minimum</b>	<b>Maximum</b>	<b>As of December 31</b>
<b>(In billions of Won)</b>				
<b>Chohung Bank:</b>				
Interest rate	W 96.6	W 20.0	W 212.8	W 156.6
Foreign exchange(2)	37.9	6.7	117.2	95.6
Equities	6.3	1.0	15.3	5.6
<b>Total VaR(3)</b>	<b>W 10.7</b>	<b>W 32.9</b>	<b>W 223.8</b>	<b>W 194.1</b>

*Notes:*

- (1) Ten-day VaR results at a 99% confidence level.
- (2) Includes both trading and nontrading accounts as Chohung Bank manages foreign exchange risk on a total position basis.
- (3) Due to portfolio diversification effects, the total VaR figures are different from the simple additions of interest rate, foreign exchange and equity risks.

Chohung Bank generally manages market risk from trading activities at the entire trading portfolio level. To control its market risk for trading portfolio, Chohung Bank uses VaR limits, and stop loss limits. Chohung Bank has prepared risk control and management guidelines for derivative trading based on the regulations and guidelines promulgated by the Financial Supervisory Commission.

Chohung Bank measures market risk from trading activities to monitor and control the risk of operating divisions and teams that perform trading activities.

*Value-at-Risk Analysis.* Chohung Bank uses ten-day VaRs to measure market risk. Chohung Bank calculates VaRs on a daily basis using data for the previous 12 months or 250 business days based on a holding period of one day. Chohung Bank then calculates ten-day VaRs using these one-day VaRs. A VaR is a statistically estimated maximum amount of loss that can occur for the specified period under normal market conditions. Chohung Bank uses a 99% confidence level to measure the VaRs, which means the actual amount of loss may exceed the VaR, on average, once out of 100 business days. Chohung Bank is currently using:

a variance-covariance methodology called delta-normal method for its overall VaR calculations;



a Monte Carlo simulation for its back testing and stress testing to measure nonlinear risk products such as options; and

a historical simulation for its back testing.

The Variance-covariance method is a parameter-based methodology, which takes into account diversification effects among different market risk components as well as within the same risk component to calculate VaRs. The Variance-covariance method assumes a normal distribution of risks which may underestimate market risk when the distribution of market risk is not normal. This method also does not provide accurate analysis for risks of non-linear products such as options. The Monte Carlo simulation method is similar to

**Table of Contents**

historical simulation, except that it uses random numbers to generate different levels of market values instead of using historical data.

Value-at-risk is a commonly used market risk management technique. However, VaR models have the following shortcomings:

By its nature as a statistical approach, VaR estimates possible losses over a certain period at a particular confidence level using past market movement data. Past market movement, however, is not necessarily a good indicator of future events, particularly potential future events that are extreme in nature.

This model may underestimate the probability of extreme market movements.

The time periods used for the model, generally one or ten days are assumed to be a sufficient holding period before liquidating the relevant underlying positions. If these holding periods are not sufficient, or too long, the VaR results may understate the potential loss.

The use of a 99% confidence level, does not take account of, nor makes any statement about, any losses that might occur beyond this confidence level.

VaR does not capture all complex effects of various risk factors on the value of positions and portfolios and could underestimate potential losses.

*Back Testing.* Chohung Bank currently performs back testing of VaR results on a daily basis, using both (1) actual losses and (2) estimated losses when the actual movements of interest rates, foreign exchange rates and equity values were applied while assuming that its portfolio position remains same. In 2004, there were two days when Chohung Bank's estimated loss exceeded the VaR limits set by the Financial Supervisory Service.

Since February 2001, Chohung Bank has implemented an integrated market risk management system which manages its Won-denominated and foreign-denominated bank accounts and trust accounts which are marked to market and guaranteed by Chohung Bank. This system uses the historical simulation, the Monte Carlo simulation and the variance-covariance method to measure both linear risks arising from such products as equity and debt securities and nonlinear risks arising from other products including options. This system enables Chohung Bank to generate elaborate and consistent VaR numbers and perform sensitivity analysis and back testing to check the validity of the models on a daily basis.

*Stress Testing.* In addition to VaR, Chohung Bank performs stress test to measure market risk. As VaR assumes normal market situations, Chohung Bank assesses its market risk exposure to unlikely abnormal market fluctuations through stress test. Stress test is an important way of supplement VaR since VaR does not cover potential loss if the market moves in a manner which is outside Chohung Bank's normal expectations. Stress test projects the anticipated change in value of holding positions under certain scenarios assuming that no action is taken during a stress event to change the risk profile of a portfolio.

For stress testing, Chohung Bank assumes unexpected changes in the following four market risk components: foreign exchange rates, stock prices and Won-denominated and foreign currency-denominated interest rates. For the worst case scenario, Chohung Bank assumed instantaneous and simultaneous movements in these four market risk components within the following ranges: (1) depreciation and appreciation of Won against the U.S. dollars by 45% in the direction adverse to Chohung Bank, (2) decline in Korea Exchange Composite Index by 25%, (3) increase in Won-denominated interest rates by 250 basis points, and (4) increase in foreign currency-denominated interest rates by 100 basis points. In the worst case scenario assuming appreciation of Won against the U.S. dollars by 45%, a decline in Korea Exchange Composite Index by 25%, and increases in Won-denominated and foreign currency-denominated interest rates by 250 basis points and 100 basis points, respectively, the changes in market value of Chohung Bank's trading portfolio was W440.3 billion as of December 31, 2004.

Chohung Bank performs stress testing at least monthly and reports the results to the ALM Committee. Based on these stress testing results, Chohung Bank takes measures to manage the risk exposure, including



**Table of Contents**

warnings and contingency plans. In addition, Chohung Bank's Risk Management Division continuously monitors movements of the market risk components and takes actions to prevent crisis situation when there is an abrupt market movement.

*Hedging and Derivative Market Risk*

The principal objective of Chohung Bank's hedging strategy is to manage market risk within established limits. Chohung Bank uses derivative instruments to hedge its market risk as well as to generate profits by trading derivative products within pre-approved risk limits. Chohung Bank's derivative trading includes interest rate and cross-currency swaps, foreign currency forwards and futures, stock index and interest rate futures, and stock index and currency options.

While Chohung Bank uses derivatives for hedging purposes, derivative transactions themselves incur market risk as Chohung Bank take trading positions and trade them for the purpose of making profits. These activities consist primarily of the following:

arbitrage transactions to make profits from short-term discrepancies between the spot and derivative markets or within the derivative markets;

sales of tailor-made derivatives products to meet various needs of Chohung Bank's corporate customers and the related transactions to reduce its exposure resulting from those sales;

taking positions in limited cases when Chohung Bank expects short-swing profits based on its market forecasts; and

trading to hedge Chohung Bank's interest rate and foreign currency risk exposure as described above.

Market risk from derivatives is not significant since Chohung Bank's derivative positions are primarily driven by arbitrage and customer transactions which result in very limited open trading positions.

*Market Risk Management for Nontrading Activities*

*Interest Rate Risk*

The principal market risk from nontrading activities of Chohung Bank is interest rate risk. Interest rate risk is the risk of loss resulting from interest rate fluctuations that adversely affect the financial condition and results of operations of Chohung Bank. Chohung Bank's interest rate risk arises primarily due to differences between the timing of rate changes for interest-earning assets, such as loans and investment securities, and interest-bearing liabilities, such as deposits and borrowings.

Interest rate risk affects Chohung Bank's earnings and the economic value of Chohung Bank's net assets:

*Earnings:* interest rate fluctuations have an effect on Chohung Bank's net interest income by affecting its interest-sensitive operating income and expenses.

*Economic value of net assets:* interest rate fluctuations influence Chohung Bank's net worth by affecting the present value of cash flows from the assets, liabilities and other transactions of Chohung Bank.

Accordingly, Chohung Bank measures and manages interest rate risk for nontrading activities by taking into account effects of interest rate changes on both its income and net asset value. Chohung Bank measures and manages interest rate risk on a monthly basis with respect to all interest-earning assets and interest-bearing liabilities in Chohung Bank's bank accounts (including derivatives denominated in Won) and in the trust accounts. Most of Chohung Bank's interest-earning assets and interest-bearing liabilities are denominated in Won.

*Interest Rate Risk Management*

Chohung Bank's interest rate risk arises primarily due to differences between the timing of rate changes for interest-earning assets, such as loans and investment securities, and interest-bearing liabilities, such as

**Table of Contents**

deposits and borrowings. The principal objectives of interest-rate management are to generate stable net interest income and to protect Chohung Bank's net asset value against interest-rate fluctuations. To this end, the ALM Committee sets the interest-rate risk limits at least annually, and the Risk Management Division monitors compliance with these limits and reports the monitoring results to the ALM Committee on a monthly basis. Chohung Bank primarily uses interest rate swaps to control its interest-rate exposure limits.

On a monthly basis, Chohung Bank uses various analytical methodologies to measure and manage its interest rate risk for nontrading activities. The principal methodology that Chohung Bank uses for its non-trading interest rate risk is an earnings at risk analysis, or EaR analysis.

Other supplemental analytical methodologies that Chohung Bank uses include the following:

*Interest Rate Gap Analysis:* Interest rate gap analysis measures the difference in the amounts of interest-earning assets and interest-bearing liabilities at each maturity and re-pricing date for a specific time frame.

*Duration Gap Analysis:* Duration gap analysis measures durations of Chohung Bank's interest-earning assets and interest-bearing liabilities, which are weighted average maturities of these assets and liabilities calculated based on discounted cash flows from these assets and liabilities using yield curves.

*Market Value Analysis:* Market value analysis measures changes in the market value of Chohung Bank's interest-earning assets and interest-bearing liabilities based on the assumption of parallel shifts in interest rates.

*Net Interest Income Simulation Analysis:* Net interest income simulation analysis uses statistical analysis methodology to measure changes in Chohung Bank's annual net interest income (interest income less interest expenses) under the current maturity structure, using different scenarios for interest rates (assuming parallel shifts) and funding requirements.

*Earnings-at-Risk Analysis*

Chohung Bank measures EaRs for interest rate risk from nontrading activities on a monthly basis. Chohung Bank uses EaR as the principal analytical tool to measure and manage its interest rate risk for non-trading activities.

Chohung Bank calculates EaRs with respect to Won-denominated and foreign-currency denominated nontrading assets and liabilities in its bank accounts. On a monthly basis, Chohung Bank calculates 500 sets of annual interest income and expense scenarios based on 500 different sets of yield curves generated by a Monte Carlo simulation. Based on these annual interest and expense scenarios, it then calculates the average and the minimum of the interest income, interest expense and net interest income at a 99% confidence level. EaRs are the differences between these average and minimum values.

The following table presents the minimum and average values of interest income, interest expense and net interest income, and the EaRs corresponding to them for 2004.

**Simulation Results for 2004**

	<b>Minimum(1)</b>	<b>Average</b>	<b>EaR(1)</b>
	<b>(In billions of Won)</b>		
Interest income (from interest-earning assets)	W3,418.2	W3,514.1	W95.9
Interest expense (from interest-bearing liabilities)	1,458.0	1,500.4	42.4
Net interest income	1,960.2	2,013.7	53.5

*Note:*

(1) At a 99% confidence level.



**Table of Contents***Interest Rate Gap Analysis*

Interest rate gap analysis measures the difference in the amounts of interest-earning assets and interest-bearing liabilities at each maturity and re-pricing date by preparing interest rate gap tables in which Chohung Bank's interest-earning assets and interest-bearing liabilities are allocated to the applicable time buckets based on the expected cash flows and re-pricing dates. On a monthly basis, Chohung Bank performs interest rate gap analysis for Won and foreign currency denominated assets and liabilities in Chohung Bank's bank and trust accounts. Chohung Bank's gap analysis includes Won-denominated derivatives (which are interest rate swaps) but excludes foreign currency-denominated derivatives, whose management is centralized at the Treasury Department. Through the interest rate gap analysis that measures interest rate sensitivity gaps, cumulative gaps and gap ratios, Chohung Bank assesses its exposure to future interest risk fluctuations.

For interest rate gap analysis, Chohung Bank assumes and uses the following maturities for different assets and liabilities:

With respect to the maturities and re-pricing dates of Chohung Bank's assets, Chohung Bank assumes that maturity of Chohung Bank's prime rate-linked loans are the same as its fixed-rate loans. For debt securities in its trading accounts, Chohung Bank assumes a maturity of three months. Chohung Bank excludes equity securities from interest-earning assets and also excluded assets classified as substandard or below from its interest rate gap analysis.

With respect to the maturities and re-pricing of Chohung Bank's liabilities, Chohung Bank assumes that money market deposit accounts and non-core demand deposits have a maturity of three months or less. With respect to core demand deposits under the Financial Supervisory Commission guidelines, Chohung Bank assumes a maturity of three years.

The following tables show Chohung Bank's interest rate gaps as of December 31, 2004 for (1) Won-denominated nontrading bank accounts, including derivatives and (2) foreign currency-denominated non-trading bank accounts, excluding derivatives.

**Won-denominated nontrading bank accounts (including derivatives):****As of December 31, 2004**

	<b>0-3 Months</b>	<b>3-6 Months</b>	<b>6-12 Months</b>	<b>1-3 Years</b>	<b>Over 3 Years</b>	<b>Total</b>
<b>(In billions of Won, except percentages)</b>						
<b>Interest-earning assets</b> (Including interest rate swaps)	W 30,948	W 3,170	W 3,513	W 4,913	W 4,129	W 46,673
<b>Interest-bearing liabilities</b> (Including interest rate swaps)	16,017	6,405	6,765	3,718	9,331	42,236
Sensitivity gap	14,931	(3,234)	(3,252)	1,195	(5,202)	4,437
Cumulative gap	15,331	11,670	8,444	9,639	4,854	
% of total assets	25.86%	(5.60)%	(5.63)%	2.07%	(9.01)%	7.68%

**Foreign currency-denominated nontrading bank accounts (excluding derivatives):****As of December 31, 2004**

	<b>1-3 Years</b>	<b>Total</b>
--	------------------	--------------

**0-3                      3-6                      6-12                      Over**  
**Months                      Months                      Months                      3 Years**

**(In millions of US\$, except percentages)**

Interest-earning assets	\$ 3,720	\$ 768	\$ 225	\$ 56	\$ 34	\$ 4,803
Interest-bearing liabilities	3,646	780	386	36	395	5,243
Sensitivity gap	74	(12)	(161)	20	(361)	(440)
Cumulative gap	74	62	(99)	(79)	(440)	
% of total assets	1.29%	(0.21)%	(2.78)%	0.35%	(6.22)%	(7.58)%



**Table of Contents***Duration and Market Value Analysis*

Chohung Bank performs a duration gap analysis to measure effects of interest rate risk on the market value of its assets and liabilities. Chohung Bank measures, on a monthly basis and for each operating department, account, product and currency, durations of interest-earning assets and interest-bearing liabilities. Chohung Bank also measures, on a monthly basis, changes in the market value of Chohung Bank's interest-earning assets and interest-bearing liabilities.

The following tables show duration gaps and market values of Chohung Bank's Won-denominated interest-earning assets and interest-bearing liabilities in its nontrading accounts as of December 31, 2004 and changes in these market values when interest rate increases by 100 basis point.

	<b>Duration as of December 31, 2004(1)</b>
	<b>(In months)</b>
Interest-earning assets	0.51
Interest-bearing liabilities	0.82
Gap	(0.27)

**Market Value as of December 31, 2004(1)**

	<b>Actual</b>	<b>1% Point Increase</b>	<b>Changes</b>
	<b>(In billions of Won)</b>		
Interest-earning assets	W43,620	W43,368	W(252)
Interest-bearing liabilities	40,070	39,737	(333)
Gap	3,550	3,631	81

*Note:*

(1) Includes interest rate swaps.

*Net Interest Income Simulation*

Chohung Bank performs a net interest income simulation to measure effects of interest rate risk on Chohung Bank's results of operations. Net interest income simulation measures changes in Chohung Bank's annual net interest income (interest income less interest expenses) under the current maturity structure, using different scenarios for interest rates and funding requirements. Chohung Bank applies three scenarios of parallel shifts in interest rate: (1) no change, (2) a 1% point increase in interest rates and (3) a 1% point decrease in interest rates. For funding requirement changes, Chohung Bank uses simulated funding requirements based on its funding plans.

The following table illustrates by way of an example the simulated changes in Chohung Bank's annual net interest income for 2005 with respect to Won-denominated interest-earning assets and interest-bearing liabilities, using its net interest income simulation model, when Chohung Bank assumes (a) the maturity structure and funding requirement of Chohung Bank as of December 31, 2004 and (b) the same interest rates as of December 31, 2004 and a 1% point increase or decrease in the interest rates.

**Simulated Net Interest Income for 2005  
(for Nontrading Won-denominated Bank Accounts)(1)**

	Assumed Interest Rates			Change in Net Interest Income		Change in Net Interest Income	
	No Change	1% Point	1% Point	Amount	%	Amount	%
		Increase	Decrease	(1% Point Increase)	(1% Point Increase)	(1% Point Decrease)	(1% Point Decrease)
<b>(In billions of Won, except percentages)</b>							
Simulated interest income	W 3,517.7	W 3,728.8	W 3,306.1	W 211.1	6.00%	W 211.6	6.02%
Simulated interest expense	1,503.4	1,660.5	1,352.0	157.1	10.45	151.4	10.07
Net interest income	2,014.3	2,068.3	1,954.1	54.0	2.68	60.2	2.99

**Table of Contents**

*Note:*

(1) Includes interest rate swaps.

Chohung Bank's Won-denominated interest earning assets and interest-bearing liabilities in nontrading accounts have a maturity profile that benefits from an increase in interest rates, because the re-pricing periods of the interest-earning assets in Chohung Bank's nontrading accounts are shorter than those of the interest-bearing liabilities in these accounts. This is primarily due to a continuous decrease in interest rate in the recent years in Korea, which has resulted in a significant increase in floating rate loans, making the maturities or re-pricing periods of Chohung Bank's loans shorter, while fixed-rate longer-term deposits have increased. As a result, Chohung Bank's net interest income increases when the interest rates rise.

*Interest Rate VaRs for Nontrading Assets and Liabilities*

Chohung Bank measures VaRs for interest rate risk from nontrading activities on a monthly basis, except for available-for-sale securities for which it measures interest rate risk on a daily basis. The following table shows, as of and for the year ended December 31, 2004, the ten-day VaRs of interest rate risk from Chohung Bank's available-for-sale investment securities. Under the Financial Supervisory Commission regulations, Chohung Bank includes in the calculation of these VaRs interest-earning assets and interest-bearing liabilities in its bank accounts and its trust accounts.

**Ten-day VaR for the Year 2004(1)**

	<b>Average</b>	<b>Minimum</b>	<b>Maximum</b>	<b>As of December 31</b>
	<b>(In billions of Won)</b>			
Interest rate available-for-sale securities	W 29.3	W 24.7	W 35.2	W 32.9

*Note:*

(1) Ten-day VaR results at a 99% confidence level.

*Equity Risk*

All of Chohung Bank's equity risk results from listed and unlisted equity securities issued by Korean companies. Chohung Bank measures VaRs the listed equity securities but does not manage most of the related risk using VaR limits, as most of these securities are held for reasons other than normal investment purposes. For unlisted equity securities, Chohung Bank does not measure VaRs. These unlisted securities were equities of its consolidated subsidiary and affiliates and those held as a result of debt-to-equity conversion as a part of reorganization proceedings of companies to which it had extended loans. As of December 31, 2003, Chohung Bank held equity securities in an aggregate amount of W820 billion in its nontrading accounts, including W377 billion of unlisted securities. As of December 31, 2004, it held equity securities in an aggregate amount of W1,409 billion in its nontrading accounts, including W230.9 billion of unlisted securities.

The following tables show the VaRs of Chohung Bank's equity risk from nontrading activities as of and for the year ended December 31, 2004.

**Trading Portfolio Ten-day VaR for the Year 2004(1)**

<b>Average</b>	<b>Minimum</b>	<b>Maximum</b>	<b>As of December 31</b>
<b>(In billions of Won)</b>			

Equities	W	221.8	W	121.7	W	303.5	W	251.3
----------	---	-------	---	-------	---	-------	---	-------

(1) Ten-day VaR results at a 99% confidence level.

*Liquidity Risk Management*

Liquidity risk is the risk of insolvency, default or loss due to disparity between inflow and outflow of funds, including having to obtain funds at a high price or to dispose of securities at an unfavorable price due to lack of available funds or losing attractive investment opportunities.

144

---

**Table of Contents**

Chohung Bank has the following basic principles for liquidity risk management:

maintain an appropriate level of liquidity risk through liquidity risk management based on liquidity gap or debt-to-equity ratio at each maturity date;

assess and monitor net cash flows by currency and by maturity and continuously evaluate available sources of funds and the possibility of disposal of any liquid assets;

diversify sources and uses of funds by product and by maturity to prevent excessive concentration in certain periods or products; and

prepare contingency plans to cope with a potential liquidity crisis.

Each subsidiary manages liquidity risk in accordance with the risk limits and guidelines established internally as well as those directed by the relevant regulatory authorities. Pursuant to principal regulations applicable to financial holding companies and banks as promulgated by the Financial Supervisory Commission, Chohung Bank is required to keep specific Won and foreign currency liquidity ratios. These ratios require us to keep the ratio of liquid assets to liquid liabilities above certain minimum levels.

Chohung Bank manages its liquidity risk within the limits set on Won and foreign currency accounts in accordance with the regulations of the Financial Supervisory Commission. The Financial Supervisory Commission requires Korean banks to maintain a Won liquidity ratio of at least 100.0% and a foreign currency liquidity ratio of at least 85%. The Financial Supervisory Commission defines the liquidity ratio as liquid assets (including marketable securities) due within three months divided by liabilities due within three months.

The Treasury Department is in charge of liquidity risk management with respect to Chohung Bank's Won and foreign currency funds. The Treasury Department submits Chohung Bank's monthly funding and asset management plans to the ALM Committee for approval, based on the analysis of various factors, including macroeconomic indices, interest rate and foreign exchange movements and the maturity profile of Chohung Bank's assets and liabilities. The ALM Committee measures Chohung Bank's liquidity ratio and liquidity gap ratio on a monthly basis and reports whether they are in compliance with the limits to the ALM Committee on a monthly basis.

The following tables show Chohung Bank's liquidity status and limits for Won and foreign currency accounts as of December 31, 2004 in accordance with the regulations of the Financial Supervisory Commission.

**As of December 31, 2004**

<b>Won-denominated Accounts</b>	<b>0-3 Months</b>	<b>3-6 Months</b>	<b>6-12 Months</b>	<b>1-3 Years</b>	<b>Over 3 Years</b>	<b>Substandard or Below</b>	<b>Total</b>
<b>(In billions of Won except percentage)</b>							
Assets:	W 29,842.9	W 10,685.9	W 14,657.9	W 4,665.0	W 11,312.9	W 820.8	W 71,985.4
Liabilities:	24,295.9	7,386.7	11,792.0	4,135.3	23,233.9	0	70,843.8
For three months or less:							
Liquidity gap	5,547.0						
Liquidity ratio	122.83%						
Limit:	105.00%						

**Table of Contents**

As of December 31, 2004

Foreign Currencies Denominated Accounts	7 Days or Less	7 Days-					Total
		1 Months	3 Months	3-6 Months	6-12 Months	Over 1 Years	
(In millions of US\$ except percentage)							
Assets:	\$ 3,791.5	\$ 3,490.7	\$ 5,124.0	\$ 2,752.7	\$ 2,048.0	\$ 1,155.1	\$ 18,362.1
Liabilities	3,707.0	3,259.8	5,148.3	3,269.4	2,946.0	1,355.9	19,686.4
For three months or less:							
Assets			\$ 12,406.2				
Liabilities			12,115.1				
Liquidity ratio			102.40%				
Limit			85.00%				

Chohung Bank maintains diverse sources of liquidity to facilitate flexibility in meeting its funding requirements. Chohung Bank funds its operations principally through deposits from retail and corporate customers, accessing the call loan market (a short-term market for loans with maturities of less than one month), issuing debentures and borrowings from the Bank of Korea. Chohung Bank uses the funds primarily to extend loans or purchase securities. Generally, deposits are of shorter average maturity than loans or investments.

In addition to liquidity risk management under the normal market conditions, Chohung Bank has contingency plans to cope with a potential liquidity crisis. A liquidity crisis arises when Chohung Bank would not be able to effectively manage the situations with Chohung Bank's normal liquidity management measures due to, among other reasons, inability to access its normal sources of funds or epidemic withdrawals of deposits as a result of various external or internal factors, including a collapse in the financial markets or abrupt deterioration of its credit. Chohung Bank has contingency plans corresponding to different stages of liquidity crisis, cautionary stage, near-crisis stage and crisis stage, based on the following liquidity indices:

indices that reflect the market movements such as interest rates and stock prices;

indices that reflect financial market psychology such as the size of money market funds; and

indices that reflect Chohung Bank's internal financial condition.

**Operational Risk Management**

Operational risk is risk that is difficult to quantify and subject to different definitions. The Basle Committee defines operational risk as the risk of loss resulting from inadequate or failed internal processes, people and systems or from other external events. Similarly, Chohung Bank defines operational risk as the risk related to overall management other than credit risk, market risk, interest rate risk and liquidity risk. Chohung Bank monitors and assesses operational risks related to its business operations, including administrative risk, information technology risk, managerial risk, legal risk and reputation risk.

To monitor and control operational risk, Chohung Bank maintains a system of comprehensive policies and has put in place a control framework designed to provide a stable and well-managed operational environment throughout the organization. The primary responsibility for ensuring compliance with Chohung Bank's operational risk procedures remains with its business units and operational teams. In addition, Examination Division, Risk Management Division and Compliance Department also play important roles in reviewing and maintaining the integrity of Chohung Bank's internal control environment.

Each operational team checks operational risk based on the checklists established by the Risk Management Committee and reports the results to the Risk Management Division that collects the operational divisions' results to report to the Risk Management Committee and the ALM Committee.

General audits, special audits, day-to-day audits and real-time monitoring audits are performed by our examiners and self-audits are performed by the self-auditors of the relevant operational departments.

**Table of Contents**

The Financial Supervisory Service conducts general annual audits of operations at Shinhan Financial Group and also performs general annual audits of our operations. The Financial Supervisory Service also performs special audits as the need arises on particular aspects of the operations such as risk management, credit monitoring and liquidity. In the ordinary course of these audits, the Financial Supervisory Service routinely issue warning notices where it determines that a regulated financial institution or such institution's employees have failed to comply with the applicable laws or rules, regulations and guidelines of the Financial Supervisory Service. We have in the past received, and expect in the future to receive, such notices and we have taken and will continue to take appropriate actions in response to such notices. In April 2005, the Financial Supervisory Service discovered that one of Chohung Bank's employees had embezzled approximately W40 billion of Chohung Bank's funds. Pending the official report by the Financial Supervisory Service on the results of their investigation and discovery, Chohung Bank recovered approximately W4 billion of the embezzled fund and suspended the employee in question from his duties. In addition, Chohung Bank took remedial measures, which include increasing staffing at our back office function involving funds settlement, improving fund transfer procedures, further specification of borrowing entries, centralization of managing policy loans, establishment of a new internal audit and inspection unit to audit back office functions, introduction of an ad hoc audit and improving overall internal control procedures. Except as described, none of the actions we have taken so far has had a material adverse effect.

We consider legal risk as a part of operational risk. The uncertainty of the enforceability of obligations of our customers and counterparties, including foreclosure on collateral, creates legal risk. Changes in laws and regulations could also adversely affect us. Legal risk is higher in new areas of business where the law is often untested in the courts although legal risk can also increase in our traditional business to the extent that the legal and regulatory landscape in Korea is changing and many new laws and regulations governing the banking industry remain untested. We seek to minimize legal risk by using stringent legal documentation, employing procedures designed to ensure that transactions are properly authorized and consulting legal advisers.

The Risk Management Division set operational risk limits for 2005 based on the standardized approach that is specified in the new Basel II Accord and guidelines of the Financial Supervisory Service. The operational risk limit in 2005 is W388.10 billion.

For a description of joint efforts with Shinhan Bank to adopt a new firm-wide operational risk management system, see Description of Assets and Liabilities Risk Management Operational Risk Management .

***Proposed Upgrades and Integration of Risk Management***

For an effective response to the adoption of Basle II, Shinhan Bank and Chohung Bank jointly formed a Basel II project team in 2004, and completed the analysis on Basel II requirements and related system implementation. The two banks are currently implementing the credit risk system, operational risk system, capital adequacy system, risk data market and other systems that can perform risk management as well as evaluation of capital adequacy and computation of capital required per risk. In order to fully satisfy the requirements under Basel II, the two banks are also coordinating their system efforts with other related systems, such as the loan process systems and maintaining close communications with relevant regulatory authorities. The two banks' Basel II project team seek to develop systems, processes and organizations that will meet the relevant qualitative and quantitative requirements by applying the A-IRB method to credit risks and an advanced evaluation approach to operational risks and have enlisted the support of a global consulting firm to benchmark the best practices of the more advanced global banks. We believe that the Basel II project help us not only to meet the capital adequacy requirements but also to have a source of information that will be critical to making important decisions, such as managing risks within reasonable bounds and establishing an asset portfolio strategy, by enabling us to have a more accurate understanding of the risks embedded in substantially all aspects of our banking operations. We plan to complete the implementation of the Basel II-related systems and commence its use in 2006 for evaluating our capital adequacy as well as assisting with our decision-making process.



**Table of Contents**

**SUPERVISION AND REGULATION**

**Principal Regulations Applicable To Financial Holding Companies**

***General***

The Korean financial holding companies and their subsidiaries are regulated by the Financial Holding Companies Act (Law No. 6692, April 27, 2002). In addition, Korean financial holding companies and their subsidiaries come under the regulations and supervision of the Financial Supervisory Commission and the Financial Supervisory Service.

The Financial Supervisory Commission, established on April 1, 1998, exerts direct control over financial holding companies pursuant to the Financial Holding Companies Act, including approval for the establishment of financial holding companies, issuing regulations on capital adequacy of financial holding companies and their subsidiaries, and drafting regulations relating to the supervision of financial holding companies.

The Financial Supervisory Service was established on January 2, 1999, as a unified body of the former Banking Supervisory Authority (the successor to the Office of Bank Supervision, the Securities Supervisory Board, the Insurance Supervisory Board and the Credit Management Fund). The Financial Supervisory Service is subject to the instructions and directives of the Financial Supervisory Commission and carries out supervision and examination of financial holding companies and their subsidiaries. In particular, the Financial Supervisory Service sets requirements regarding financial holding companies' liquidity and for capital adequacy and establishes reporting requirements within the authority delegated under the Financial Supervisory Commission regulations, pursuant to which financial holding companies are required to submit quarterly reports on business performance, financial status and other matters identified in the Presidential Decree of the Financial Holding Companies Act.

Under the Financial Holding Companies Act, the establishment of a financial holding company must be approved by the Financial Supervisory Commission. A financial holding company is required to be mainly engaged in controlling its subsidiaries by holding the shares or equities of the subsidiaries in the amount of not less than 50% of aggregate amount of such financial holding company's assets based on the latest balance sheet. A financial holding company is prohibited from engaging in any profit-making businesses other than controlling the management of its subsidiaries and certain ancillary businesses as identified in the Presidential Decree of the Financial Holding Companies Act which include the following businesses:

financially supporting its subsidiaries and the subsidiaries of its subsidiaries (the direct and indirect subsidiaries);

raising capital necessary for the investment in subsidiaries or providing financial support to its direct and indirect subsidiaries;

supporting the business of its direct and indirect subsidiaries for the joint development and marketing of new product and the joint utilization of facilities or IT systems; and

any other businesses exempted from authorization, permission or approval under the applicable laws and regulations.

The Financial Holding Companies Act requires every financial holding company or its subsidiaries to obtain the prior approval from the Financial Supervisory Commission before acquiring control of another company or to file with the Financial Supervisory Commission a report within thirty (30) days after acquiring such control. Permission to liquidate or to merge with any other company must be obtained in advance from the Financial Supervisory Commission. A financial holding company must report to the Financial Supervisory Commission when there is a change in its officers or largest shareholder, or when it ceases to control any of its direct and indirect subsidiaries by disposing of the shares of such direct and indirect subsidiaries.

**Table of Contents*****Capital Adequacy***

The Financial Holding Companies Act does not provide for a minimum paid-in capital of financial holding companies. All financial holding companies, however, are required to maintain a specified level of solvency. In addition, in its allocation of the net profit earned in a fiscal term, a financial holding company is required to set aside in its legal reserve an amount equal to at least 10% of the net income after tax each time it pays dividends on its net profits earned until its legal reserve reaches at least the aggregate amount of its paid-in capital.

All financial holding companies must meet the minimum Requisite Capital Ratio of 100%, as regulated by the Financial Supervisory Commission.

Requisite Capital Ratio means (1) Net Total Equity Capital, as defined below, to (2) Requisite Capital, as defined below.

1. Net Total Equity Capital means:

(a) the sum of:

- (i) in the case of a financial institution subsidiary (except for a financial holding company's indirect subsidiary which is consolidated into a direct subsidiary of a financial holding company), that is subject to minimum capital requirements under the Financial Supervisory Commission regulations, the actual equity capital maintained by such financial institution (e.g., in the case of commercial banks and merchant banks, total Tier I and Tier II capital actually maintained by a bank or a merchant bank); and
- (ii) in the case of a financial holding company or a financial institution subsidiary (except for a financial holding company's indirect subsidiary which is consolidated into a direct subsidiary of a financial holding company), that is not subject to minimum capital requirements under the Financial Supervisory Commission regulations, the total stockholders' equity as recorded on its balance sheet less (x) intangible assets and (y) deferred tax assets, if any.

(b) less the sum of:

- (i) the book value of investments among a financial holding company and its direct and indirect subsidiaries, if any; and
- (ii) the book value of investments among direct and indirect subsidiaries, if any.

2. Requisite Capital means the sum of:

- (a) in the case of a financial institution subsidiary (except for a financial holding company's indirect subsidiary which is consolidated into a direct subsidiary of a financial holding company), that is subject to minimum capital requirements under the Financial Supervisory Commission regulations, the minimum equity capital amount necessary to meet such requirements (e.g., in the case of commercial banks and merchant banks, the amount of Total Tier I and Tier II capital necessary to meet the 8% minimum capital adequacy ratio requirement);
- (b) in the case of a financial institution subsidiary (except for a financial holding company's indirect subsidiary which is consolidated into a direct subsidiary of a financial holding company), that is not subject to minimum capital requirements under the Financial Supervisory Commission regulations, 8% of its total assets on its balance sheet (including off-balance assets, if any); and
- (c) in the case of a financial holding company, 8% of its total assets on its balance sheet (including off-balance assets, if any, but excluding the book value of investments in and financial supports to its direct and indirect subsidiaries, if any).

**Table of Contents*****Liquidity***

All financial holding companies are required to match the maturities of their assets and liabilities in accordance with the Financial Holding Companies Act in order to ensure liquidity. Financial holding companies are required to make quarterly reports regarding their liquidity to the Financial Supervisory Service and must:

maintain a Won liquidity ratio (defined as Won assets due within three months, including marketable securities, divided by Won liabilities due within three months) of not less than 100%;

maintain a foreign currency liquidity ratio (defined as foreign currency liquid assets due within three months divided by foreign currency liabilities due within three months) of not less than 80%;

maintain a ratio of foreign currency liquid assets due within seven days less foreign currency liabilities due within seven days divided by total foreign currency assets of not less than 0%; and

maintain a ratio of foreign currency liquid assets due within a month less foreign currency liabilities due within a month divided by total foreign currency assets of not less than negative 10%.

A financial holding company may not invest in securities as defined in the Securities and Exchange Act (other than those securities issued by its direct and indirect subsidiaries) in excess of the amount of its shareholders' equity less the total amount of investment in subsidiaries, subject to certain exceptions such as capital reductions, a change in securities price, a merger of a financial holding company or an acquisition of all of the business by a financial holding company, an execution of collaterals or an acquisition of securities as payment. A financial holding company whose investment exceeds the amount of its shareholders' equity less the total amount of investment in subsidiaries as a result of these exceptions are required to take actions to comply with the foregoing limit within one year from the date it exceeded such limit.

***Financial Exposure to Any Individual Customer and Major Shareholder***

Subject to certain exceptions, the total sum of credit (as defined in the Financial Holding Companies Act, the Bank Act, the Merchant Bank Act and the Securities and Exchange Act, respectively) of the financial holding company and its direct and indirect subsidiaries which are banks, merchant banks or securities companies ( Financial Holding Company Total Credit ) to a single group of companies that belong to the same conglomerate as defined in the Monopoly Regulations and Fair Trade Act will not be permitted to exceed 25% of the Net Total Equity Capital.

Net Total Equity Capital for the purpose of the calculation of financial exposure to any individual customers and Major Shareholder is defined under the Presidential Decree of the Financial Holding Companies Act as

- (a) the sum of:
  - (i) in case of a financial holding company, the net asset which is total assets less total liabilities on balance sheet as of the end of the most recent quarter;
  - (ii) in case of a bank, the capital amount as defined in article 2(1), item 5 of the Bank Act;
  - (iii) in case of a merchant bank, the capital amount as defined in article 2, item 3 of the Merchant Bank Act; and
  - (iv) in case of a securities company, the total asset amount less the total liability amount in the balance sheet as of the end of the recent financial year and adjusted as determined by the Financial Supervisory Commission, such as the amount of increase or decrease of paid-in capital after the end of the recent financial year;
- (b) less the sum of:
  - (i) the amount of shares of direct and indirect subsidiaries held by the financial holding company;

**Table of Contents**

(ii) the amount of shares which are cross-held by each direct and indirect subsidiary that is a bank, merchant bank or securities company; and

(iii) the amount of shares of a financial holding company held by such direct and indirect subsidiaries which are banks, merchant banks

or securities companies.

The Financial Holding Company Total Credit to a single individual or judicial person will not be permitted to exceed 20% of the Net Total Equity Capital. In addition, the Financial Holding Company Total Credit to a shareholder holding (together with the persons who have special relationship with such shareholder (as defined under the Presidential Decree of the Financial Holding Companies Act)) in aggregate more than 10% of the total issued and outstanding shares of the financial holding company will not be permitted to exceed the smaller of (x) 25% of the Net Total Equity Capital and (y) the amount of the equity capital of the financial holding company multiplied by the shareholding ratio of such shareholder (together with the persons who have special relationship with such shareholder).

Furthermore, the total sum of credits (as defined under the Financial Holding Companies Act, the Bank Act, the Merchant Bank Act and the Securities and Exchange Act, respectively) of a financial holding company controlling banks and its direct and indirect subsidiaries that are banks, merchant banks or securities companies as applicable ( Bank Holding Company Total Credit ) extended to a Major Shareholder (together with the persons who have special relationship with such Major Shareholder) (as defined below) will not be permitted to exceed the smaller of (x) 25% of the Net Total Equity Capital and (y) the amount of the equity capital of the financial holding company multiplied by the shareholding ratio of such Major Shareholder, except for certain cases.

Major Shareholder is defined under the Financial Holding Companies Act as follows:

- (a) a shareholder holding (together with persons who have a special relationship with such shareholder as defined in the Presidential Decree of the Financial Holding Companies Act) in excess of 10% (or in the case of a financial holding company controlling regional banks only, 15%) in the aggregate of the financial holding company's total issued voting shares; or
- (b) a shareholder holding (together with persons who have a special relationship with such shareholder as defined in the Presidential Decree of the Financial Holding Companies Act) more than 4% in the aggregate of the total issued voting shares of the financial holding company controlling nationwide banks (excluding a financial holding company controlling regional banks only), excluding shares related to the shareholding restrictions on non-financial business group companies as described below, where such shareholder is the largest shareholder or has actual control over the major business affairs of the financial holding company through, for example, appointment and dismissal of the officers pursuant to the Presidential Decree of the Financial Holding Companies Act.

In addition, the total sum of the Bank Holding Company Total Credit granted to all of a financial holding company's Major Shareholder must not exceed 25% of the Net Total Equity Capital. Furthermore, the financial holding company and its direct and indirect subsidiaries that intend to extend the Bank Holding Company Total Credit to the financial holding company's Major Shareholder not less than the lesser of (i) the amount equivalent to 0.1% of the Net Total Equity Capital or (ii) W5 billion, with respect to a single transaction, must obtain prior unanimous board resolutions and then immediately after the completion of credits, must file a report to the Financial Supervisory Commission and disclose the filing of such report (e.g., via the internet).

***Restrictions on Transactions Among Direct and Indirect Subsidiaries and Financial Holding Company***

Generally, a direct or indirect subsidiary of a financial holding company may not extend credit to the financial holding company which directly or indirectly controls such subsidiary. In addition, a direct and indirect subsidiary of a financial holding company may not extend credit to the other single direct or indirect subsidiary of the financial holding company in excess of 10% of its shareholders' equity and to the other direct and indirect subsidiaries of the financial holding company in excess of 20% of its shareholders' equity in the



**Table of Contents**

aggregate. The direct or indirect subsidiaries of a financial holding company must obtain appropriate collaterals for the credits extended to the other direct and indirect subsidiaries unless otherwise approved by the Financial Supervisory Commission.

Subject to certain exceptions, a direct or indirect subsidiary of a financial holding company is prohibited from owning the shares of any other direct or indirect subsidiaries (other than those directly controlled by the direct and indirect subsidiaries in question) in common control by the financial holding company. In April 2005, the Ministry of Finance and Economy announced that it will allow a direct or indirect subsidiary of a financial holding company to invest as a limited partner in a private equity fund that is another direct or indirect subsidiary of the same financial holding company. Before the announcement, under the Financial Holding Companies Act, a direct or indirect subsidiary of a financial holding company was prohibited from acquiring the shares of another subsidiary of the same financial holding company. A direct or indirect subsidiary of a financial holding company is also generally prohibited from owning the shares of the financial holding company controlling the direct or indirect subsidiary in question. The transfer of certain assets subject to or below the precautionary criteria between the financial holding company and its direct or indirect subsidiary or between the direct and indirect subsidiaries of a financial holding company is prohibited except for (i) the transfer to an asset-backed securitization company (an SPV), or the entrustment with a trust company, under the Asset-Backed Securitization Act, (ii) the transfer to a mortgage-backed securitization company under the Mortgage-Backed Securitization Company Act or (iii) the transfer or in-kind contribution to a corporate restructuring vehicle under the Corporate Restructuring Investment Company Act.

***Disclosure of Management Performance***

For the purpose of protecting the depositors and investors in the subsidiaries of the financial holding companies, the Financial Supervisory Commission requires financial holding companies to disclose certain material matters including (i) financial condition and profit and loss of the financial holding company and its direct and indirect subsidiaries, (ii) raising capital by the financial holding company and its direct and indirect subsidiaries and the appropriation of such capital, (iii) any sanctions levied on the financial holding company and its direct and indirect subsidiaries under the Financial Holding Companies Act or any corrective measures or sanctions under the Law on Improvement of Structure of Financial Industry or (iv) occurrence of any non-performing assets or financial incident which may have a material adverse effect.

***Restrictions on Shareholdings in Other Companies***

Subject to certain exceptions, a financial holding company may not own more than 5% of the total issued and outstanding shares of another company (other than its direct and indirect subsidiaries). If the financial holding company owns shares of another company (other than its direct and indirect subsidiaries) which is not a finance-related company, the financial holding company is required to exercise its voting rights in the same manner and same proportion as the other shareholders of the company exercise their voting rights in favor of or against any resolutions under consideration before the shareholders' meeting of the company.

Generally, a financial holding company is not allowed to own its subsidiary's outstanding shares in excess of its net assets (total assets *minus* total liabilities), except, among other reasons, (i) where the financial holding company invests in its subsidiary up to 130% of its net assets (total assets *minus* total liabilities) for the purpose of the improvement of the financial condition of a subsidiary which is classified as an unsound financial institution under the Law on the Improvement of Structure of Financial Industry or as an unsound or potentially unsound financial institution under the Depositor Protection Act, (ii) where the financial holding company invests in a company controlled by the indirect subsidiaries up to 130% of its net assets (total assets *minus* total liabilities) in order to make the company as a subsidiary of the financial holding company, (iii) where the financial holding company has already been holding the outstanding shares of its subsidiary not more than 130% of its net assets (total assets *minus* total liabilities) at the time when it becomes a financial holding company, (iv) where in order to make its subsidiary as a 100% owned subsidiary or a special purpose vehicle under the Asset Backed Securitization Act as its subsidiary, the financial holding company invests in such company up to 130% of its net assets, (v) where as the amount of investments in the subsidiaries increases, the financial holding company's net assets increase so that the ratio of the total amount of



**Table of Contents**

investments in subsidiaries divided by the financial holding company's net assets do not increase, or (vi) where the total investment amount in its subsidiaries exceeds its net assets due to (a) a reduction of the financial holding company's net assets, (b) a spin-off, merger or transfer of its whole business of a financial holding company, (c) a spin-off, merger or transfer of their whole business of its direct or indirect subsidiaries, or (d) a foreclosure of collaterals or receipts under accord and satisfaction. The financial holding company, however, must reduce the ownership of excessive shares within two years in case of (i) through (v) and within six months in case of (vi), unless otherwise extended by the Financial Supervisory Commission.

***Restrictions on Shareholdings by Direct and Indirect Subsidiaries***

In principal, a direct subsidiary of a financial holding company is prohibited from controlling any other company; *provided* that a direct subsidiary of a financial holding company may control (as an indirect subsidiary of the financial holding company): (i) subsidiaries in foreign jurisdiction which are engaged in the same business as the direct subsidiary, (ii) certain financial institutions which are engaged in the business that the direct subsidiary may conduct without any licenses or permits, (iii) certain financial institutions whose business is related to the business of the direct subsidiary as described by the Presidential Decree of the Financial Holding Companies Act (e.g., the companies which a bank subsidiary may control are limited to credit information companies, credit card companies, trust business companies, securities investment management companies, investment advisory companies, futures business companies, and asset management companies), (iv) certain financial institutions whose business is related to financial business as prescribed by the regulations of the Ministry of Finance and Economy, (v) certain companies which are not financial institutions but whose business is related to the financial business of the financial holding company as prescribed by the Presidential Decree of the Financial Holding Companies Act (e.g. finance-related research company, finance-related IT company, etc.) and (vi) private equity funds established in accordance with the Act on Business of Operating Indirect Investment and Asset. Acquisition by the direct subsidiaries of such indirect subsidiaries requires prior permission from the Financial Supervisory Commission or report to be submitted to the Financial Supervisory Commission, depending on the types of the indirect subsidiaries and the amount of total assets of the indirect subsidiaries.

The indirect subsidiary of a financial holding company is prohibited from controlling any other company, provided, however, that in the case where a company held control over another control at the time such company initially became an indirect subsidiary of a financial holding company, such indirect subsidiary shall be required to dispose of its interest in such other company within two (2) years after becoming an indirect subsidiary of a financial holding company.

In April 2005, the Ministry of Finance and Economy announced that it will allow a subsidiary of a financial holding company to invest into a special purpose company as its largest shareholder for purposes of making investments under the Act on Private Investment in Social Infrastructure without being deemed as controlling such special purpose company. Accordingly, such special purpose company will not be considered as a subsidiary of the financial holding company under the Financial Holding Companies Act.

***Restrictions on Transactions between a Financial Holding Company and its Major Shareholder***

A financial holding company which controls banks and its direct and indirect subsidiaries is prohibited from acquiring (including acquisition by a trust account of its subsidiary bank) shares issued by such financial holding company's Major Shareholder in excess of 1% of the Net Total Equity Capital as used in the calculation of financial exposure to Major Shareholder. In addition, the financial holding company and its direct and indirect subsidiaries which intends to acquire shares issued by such Major Shareholder not less than the lesser of (i) the amount equivalent to 0.1% of the Equity Capital or (ii) W5 billion, with respect to a single transaction, must obtain prior unanimous board resolutions and then, immediately after the acquisition, must file a report to the Financial Supervisory Commission and disclose the filing of such report (e.g., via the internet).



**Table of Contents*****Restriction on Financial Holding Company Ownership***

Under the Financial Holding Companies Act, subject to certain exceptions, a financial institution may not control any financial holding company. In addition, any single shareholder and persons who stand in a special relations with such shareholder (as described in the Presidential Decree to the Financial Holding Companies Act) may acquire beneficial ownership of up to 10% of the total issued and outstanding shares with voting rights of a financial holding company controlling nationwide banks and 15% of the total issued and outstanding shares with voting rights of a financial holding company controlling regional banks only. The Government and the Korea Deposit Insurance Corporation are not subject to such ceiling.

However, non-financial business group companies (as defined below) may not acquire beneficial ownership of shares of a financial holding company which controls nationwide banks in excess of 4% of such financial holding company's outstanding voting shares, provided that such non-financial business group companies may acquire beneficial ownership of up to 10% of such financial holding company's outstanding voting shares with the approval of the Financial Supervisory Commission under the condition that such non-financial business group companies will not exercise voting rights in respect of such shares in excess of the 4% limit. In addition, any person (whether a Korean national or a foreigner), with the exception of non-financial business group companies described above, may also acquire in excess of 10% of total voting shares issued and outstanding of a financial holding company which controls nationwide bank, provided that an approval from the Financial Supervisory Commission is obtained in instances where the total holding exceeds 10% (or 15% in the case of a financial holding company controlling regional banks only), 25% or 33% of the total voting shares issued and outstanding of such financial holding company which controls nationwide banks. Also, in the event a person (whether a Korean national or a foreigner, but excluding persons stipulated in the Presidential Decree to the Financial Holding Companies Act) (i) acquires in excess of 4% of the total voting shares issued and outstanding of any financial holding company (other than a financial holding company controlling regional banks only), (ii) becomes the largest shareholder of such financial holding company in which such person acquired in excess of 4% of the total voting shares issued and outstanding, or (iii) has its shareholding in such financial holding company, in which it had acquired in excess of 4% of the total voting shares issued and outstanding shares, changed by not less than 1% of the total voting share issued and outstanding of such financial holding company, a report as prescribed by the Presidential Decree to the Financial Holding Companies Act shall need to be filed with the Financial Supervisory Commission.

Non-financial business group companies are defined under the Financial Holding Companies Act as the companies, which include:

- (i) any same shareholder group with aggregate net assets of all non-financial business companies belonging to such group of not less than 25% of the aggregate net assets of all members of such group;
- (ii) any same shareholder group with aggregate assets of all non-financial business companies belonging to such group of not less than W2 trillion; or
- (iii) any mutual fund in which a same shareholder group identified in (1) or (2) above owns more than 4% of the total shares issued and outstanding of such mutual fund.

**Principal Regulations Applicable to Banks*****General***

The banking system in Korea is governed by the Bank Act of 1950, as amended (the Bank Act) and the Bank of Korea Act of 1950, as amended (the Bank of Korea Act). In addition, Korean banks come under the regulations and supervision of the Bank of Korea, the Bank of Korea's Monetary Policy Committee, the Financial Supervisory Commission and its executive body, the Financial Supervisory Service.

The Bank of Korea, established in June 1950 under the Bank of Korea Act, performs the customary functions of a central bank. It seeks to contribute to the sound development of the national economy by price stabilization through establishing and implementing efficient monetary and credit policies. The Bank of Korea

**Table of Contents**

acts under instructions of the Monetary Policy Committee, the supreme policy-making body of the Bank of Korea.

Under the Bank of Korea Act, the Monetary Policy Committee's primary responsibilities are to formulate monetary and credit policies and to determine the operations, management and administration of the Bank of Korea. The Financial Supervisory Commission, established on April 1, 1998, exerts direct control over commercial banks pursuant to the Bank Act, including establishing guidelines on capital adequacy of commercial banks, and prepares regulations relating to supervision of banks. Furthermore, pursuant to the Amendment to the Government Organization Act and the Bank Act on May 24, 1999, the Financial Supervisory Commission, instead of the Ministry of Finance and Economy, now regulates market entry into the banking business.

The Financial Supervisory Service is subject to the instructions and directives of the Financial Supervisory Commission and carries out supervision and examination of commercial banks. In particular, the Financial Supervisory Service sets requirements both for prudent control of liquidity and for capital adequacy and establishes reporting requirements within the authority delegated to it under the Financial Supervisory Commission regulations, pursuant to which banks are required to submit annual reports on financial performance and shareholdings, regular reports on management strategy and non-performing loans, including write-offs, and management of problem companies and plans for the settlement of bad loans.

Under the Bank Act, permission to commence a commercial banking business or a long-term financing business must be obtained from the Financial Supervisory Commission. Commercial banking business is defined as the lending of funds acquired predominantly from the acceptance of deposits for a period not exceeding one year or subject to the limitation established by the Financial Supervisory Commission, for a period between one year and three years. Long-term financing business is defined as the lending, for periods in excess of one year, of funds acquired predominantly from paid-in capital, reserves or other retained earnings, the acceptance of deposits with maturities of at least one year, or the issuance of bonds or other securities. A bank wishing to enter into any business other than commercial banking and long-term financing businesses, such as the trust business, must obtain permission from the Financial Supervisory Commission. Permission to merge with any other banking institution, to liquidate, to close a banking business or to transfer all or a part of a business must also be obtained from the Financial Supervisory Commission.

If the Korean government deems a bank's financial condition to be unsound or if a bank fails to meet the applicable capital adequacy ratio set forth under Korean law, the government may order:

capital increases or reductions;

stock cancellations or consolidations;

transfers of a part or all of business;

sales of assets;

closures of branch offices;

mergers or becoming a subsidiary under the Financial Holding Companies Act of a financial holding company;

acquisition of a bank by a third party;

suspensions of a part or all of business operation; or

assignments of contractual rights and obligations relating to financial transactions.

***Capital Adequacy***

The Bank Act provides for a minimum paid-in capital of W100 billion in the case of nationwide banks, such as Shinhan Bank and Chohung Bank, and W25 billion in the case of regional banks such as our Jeju Bank.



**Table of Contents**

In addition to minimum capital requirements, all banks including foreign bank branches in Korea are required to maintain a prescribed solvency position. Until March 31, 1999, a bank's outstanding liabilities arising from guarantees and other contingent liabilities (except those specifically excluded under the Bank Act) were not permitted to exceed 20 times its equity capital amount. However, beginning on April 1, 1999, such limitation on guarantees and contingent liabilities was eliminated and, for regulatory purposes, guarantees provided by banks are counted as an extension of credit and will be regulated accordingly. See Financial Exposure to Any Individual Customer and Major Shareholders below. Also, in its allocation of the net profit earned in a fiscal term, a bank is required to credit at least 10% of such profit to a legal reserve each time it pays dividends on net profits earned until such time when the reserve equals the amount of its total paid-in capital.

Under the Bank Act, the capital of a bank is divided into two categories pursuant to Bank for International Settlements standards, which were originally envisaged by the Basel Committee. Tier I capital (core capital) consists of stockholders' equity, capital surplus, retained earnings, equity representing new types of equity securities deemed to be functionally equivalent to capital which are designated by the Financial Supervisory Commission and unissued stock dividends. Tier II capital (supplementary capital) consists of revaluation reserves, gain on valuation of investment in securities, allowance for bad debts set aside for loans classified as normal or precautionary, perpetual subordinated debt, cumulative preferred shares, redeemable preferred shares (with a right to redeem after the fifth anniversary of the date of issuance) and certain other subordinated debt.

All banks must meet standards regarding minimum ratios of Tier I and Tier II capital (less any capital deductions) to risk-weighted assets, determined in accordance with the Financial Supervisory Commission requirements that have been formulated based on Bank for International Settlements (BIS) Standards. These standards were adopted by the Monetary Board and the Office of Bank Supervision (the predecessor of the Financial Supervisory Service) and became effective in 1993. Under these regulations, all domestic banks and foreign bank branches were required to satisfy at least 8% as of the end of 1995, and thereafter, in accordance with the standards regarding minimum ratios of Tier I and Tier II capital (less any capital deductions) to risk-weighted assets.

The Financial Supervisory Commission amended the Regulation on the Supervision of the Banking Business in November 2002 to include a more conservative risk-weighting system on certain newly extended mortgage and home equity loans. As a result, for mortgage and home equity loans extended after November 13, 2002, Korean banks are required to calculate a risk-weight of 60% on certain mortgage and home equity loans if either of the following two conditions are satisfied, and a risk-weight of 70% if both of the following two conditions are satisfied: (1) if the mortgage and home equity loans are overdue for at least 30 consecutive days as of the date of calculating the bank's BIS capital adequacy ratio, or the total number of overdue days for the past one year from the date of calculating the bank's BIS capital adequacy ratio is at least 30 days; and (2) the borrower's debt ratio (i.e., total borrowed amount, including the borrowed amount provided by other financial institutions, of the borrower against the borrower's annual income) exceeds 250%. For all other home mortgages, a 50% risk-weight is applicable.

Under Korean GAAP, pursuant to the loan loss allowance guidelines established by the Financial Supervisory Commission, banks are generally required to maintain allowances for outstanding loans and other credits (including confirmed guarantees and acceptances and trust account loans) in an aggregate amount covering not less than 0.5% of normal credits (excluding confirmed guarantees and acceptances), 2% of precautionary credits (excluding confirmed guarantees and acceptances), 20% of substandard credits, 50% of doubtful credits and 100% of estimated loss credits.

In April 2002, the Financial Supervisory Service issued guidelines pursuant to which the minimum ratio of allowances for outstanding loans by banks to individuals and households was increased to 0.75% of normal credits, 5% of precautionary credits and 55% of doubtful credits, and the minimum ratio of allowances for in respect of their outstanding credit card receivables and credit card loans was increased to 1% of normal credits, 7% of precautionary credits and 60% of doubtful credits. In addition, in October 2002, the Financial Supervisory Service issued new guidelines pursuant to which the minimum ratio of allowance for their

**Table of Contents**

outstanding loans to individuals and households was increased to 8% of credits classified as precautionary and the minimum ratio of allowance for their outstanding credit card receivables and credit card loans was increased to 12% of credits classified as precautionary. These guidelines were reflected in the Regulation on Supervision of Banking Business prescribed by the Financial Service Commission in November 2002.

The Bank for International Settlements adopted changes to its capital adequacy standards to take into account market risk from equity securities, foreign exchange and derivative instruments held by banks. These changes have become applicable to most Korean banks commencing in 2002. Before 2002, all assets received risk weighting according to the risk weights applicable to the type of assets. For example, assets relating to government received a risk weight of 0%, assets relating to securities companies and banks received a 20% risk weight and assets relating to general corporate received a risk weight of 100%. Starting from 2002, risk weights for assets that are subject to market risks, such as trading securities, foreign exchange and interest rate, are calculated in accordance with a formula based on market risk.

***Liquidity***

All banks are required to match the maturities of their assets and liabilities in accordance with the Bank Act in order to ensure adequate liquidity. Banks may not invest in excess of an amount exceeding 60% of their Tier I and Tier II capital (less any capital deductions) in stocks and other securities with a remaining to maturity of over three years. However, this stipulation does not apply to government bonds or to Monetary Stabilization Bonds issued by the Bank of Korea.

In 1999, the Financial Supervisory Commission adopted a new requirement to ascertain a bank's liquidity. Starting from January 1, 1999, the Financial Supervisory Commission requires each Korean bank to maintain a Won liquidity ratio (defined as Won assets due within three months, including marketable securities, divided by Won liabilities due within three months) of not less than 100% and to make quarterly reports to the Financial Supervisory Service. The Financial Supervisory Commission also requires each Korean bank to (1) maintain a foreign currency liquidity ratio (defined as foreign currency liquid assets due within three months divided by foreign-currency liabilities due within three months) of not less than 85%, (2) maintain a ratio of foreign currency liquid assets due within seven days less foreign currency liabilities due within seven days, divided by total foreign-currency assets of not less than 0% and (3) maintain a ratio of foreign currency liquid assets due within a month less foreign currency liabilities due within a month, divided by total foreign-currency assets, of not less than negative 10%. The Financial Supervisory Commission also requires each Korean bank to submit monthly reports with respect to maintenance of these ratios.

The Monetary Policy Committee is empowered to fix and alter minimum reserve requirements that banks must maintain against their deposit liabilities. The current minimum reserve ratio is 5.0% of average balances for Won currency demand deposits outstanding, 1.0% of average balances for Won currency employee asset establishment savings deposits, employee long-term savings deposits, employee house purchase savings deposits, long-term house purchase savings deposits, household long-term savings deposits and employee preferential savings deposits outstanding and 2.0% of average balances for Won currency time and savings deposits, mutual installments, housing installments and certificates of deposit outstanding. For foreign currency deposit liabilities, a 2.0% minimum reserve ratio is applied to savings deposits outstanding and a 5% minimum reserve ratio is applied to demand deposits, while a 1.0% minimum reserve ratio is applied for offshore accounts, immigrant accounts and resident accounts opened by foreign exchange banks.

***Financial Exposure to Any Individual Customer and Major Shareholders***

Under the Bank Act, the sum of large exposures by a bank, that is, the total sum of its credits to single individuals, juridical persons or business groups that exceed 10% of the sum of Tier I and Tier II capital (less any capital deductions), must not exceed five times the sum of Tier I and Tier II capital (less any capital deductions), subject to certain exceptions. Beginning on January 1, 2000, subject to certain exceptions, no bank is permitted to extend credit (including loans, guarantees, purchases of securities (only in the nature of a credit) and such other transactions which directly or indirectly create credit risk) in excess of 20% of the sum of Tier I and Tier II capital (less any capital deductions) to a single individual or juridical person, and no bank



**Table of Contents**

may grant credit in excess of 25% of the sum of Tier I and Tier II capital (less any capital deductions) to a single group of companies that belong to the same conglomerate as defined in the Monopoly Regulations and Fair Trade Act.

Pursuant to an amendment to the Bank Act, which became effective on July 28, 2002, the restrictions on extending credits to a major shareholder have been amended. The definition of a major shareholder is as follows:

a shareholder holding (together with persons who have a special relationship with such shareholder as defined in the Presidential Decree of the Bank Act) in excess of 10% (or in the case of regional banks, 15%) in the aggregate of the bank's total issued voting shares; or

a shareholder holding (together with persons who have a special relationship with such shareholder as defined in the Presidential Decree of the Bank Act) more than 4% in the aggregate of the bank's (excluding regional banks) total issued voting shares (excluding shares relating to the shareholding restrictions on non-financial group companies, which include:

any same shareholder group with the aggregate net assets of all non-financial companies belonging to such group of not less than 25% of the aggregate net assets of all members that are company of such group;

any same shareholder group with aggregate assets of all non-financial companies belonging to such group of not less than W2 trillion; or

any mutual fund in which a same shareholder group identified in (1) or (2) above, owns more than 4% of the total shares issued and outstanding),

where such shareholder is the largest shareholder or is able to actually control the major business affairs of the bank, for example, through appointment and dismissal of the chief executive officer or of the majority of the executives.

According to such amendment, banks are prohibited from extending credits in the amount greater than the lesser of (1) 25% of the sum of such bank's Tier I and Tier II capital (less any capital deductions) or (2) the relevant major shareholder's shareholding ratio multiplied by the sum of the bank's Tier I and Tier II capital (less any capital deductions) to a major shareholder (together with persons who have special relationship with such major shareholder as defined in the Presidential Decree of the Bank Act). Also, no bank is allowed to grant credit to all of its major shareholders in excess of 25% of its Tier I and Tier II capital (less any capital deductions).

Recently, there has been a rapid increase in the use of credit support agreements between banks and special purpose companies that have been established for asset-backed securitization. When managing the credit risk of banks, among the methods for providing credit support by banks, a loan agreement, a purchase agreement for asset-backed commercial papers, purchase of subordinate beneficiary certificates, and assumption of liability by providing warranty against default under asset-backed securitization are deemed as creating financial exposure to banks.

***Interest Rates***

Korean banks remain dependent on the acceptance of deposits as their primary source of funds. There are no legal controls on interest rates on loans in Korea. Historically, interest rates on deposits and lending rates were regulated by the Monetary Board of the Bank of Korea. Under the government's Financial Reform Plan issued in May 1993, controls on deposit interest rates in Korea have been gradually reduced. In February 2004, the Korean government removed restrictions on all interest rates, except for the prohibition on interest payments on current account deposits. Deregulation of interest rates on deposits has increased competition for deposits based on interest rates offered and therefore may increase our banking operation's interest expense.

**Table of Contents*****Lending to Small- and Medium-Sized Enterprises***

In order to obtain funding from the Bank of Korea at concessionary rates for their small- and medium-sized enterprise loans, banks are required to extend to small- and medium-sized enterprises a certain, minimum percentage of any monthly increase in their Won currency lending. Currently, this minimum percentage is 45% in the case of nationwide banks and 60% in the case of regional banks. If a bank does not comply with the foregoing, all or a portion of the Bank of Korea funds provided to such bank in support of loans to small- and medium-sized enterprises may have to be prepaid to the Bank of Korea or the credit limit from the Bank of Korea for such bank may be decreased.

***Disclosure of Management Performance***

For the purpose of reinforcing mandatory disclosure of management performance so that the general public, especially depositors and stockholders, will be in a better position to monitor banks, the Financial Supervisory Commission requires commercial banks to disclose certain matters as follows:

loans bearing no profit made to a single business group in an amount exceeding 10% of the sum of the bank's Tier I and Tier II capital (less any capital deductions) as of the end of the previous month (where the loan exposure to such borrower is calculated as the sum of substandard credits, doubtful credits and estimated loss credits) except where the loan exposure to a single business group is not more than W4 billion;

any financial incident involving embezzlement, malfeasance or misappropriation of funds the amount of which exceeds 1% of the sum of the bank's Tier I and Tier II capital (less any capital deductions) occurs, unless the bank has lost or expects to lose not more than 1 billion as a result thereof, or the Governor of the Financial Supervisory Service has made a public announcement regarding such an occurrence;

any loss due to court judgments or similar decisions in civil proceedings in an amount exceeding 1% of the sum of the bank's Tier I and Tier II capital (less any capital deductions) as of the end of the previous month except where the loss is not more than W 1 billion;

any event which can cause a material change in the financial status, such as a capital increase or reduction, issuance of convertible bonds, bonds with warrants, exchangeable bonds, or depositary receipts, cancellation of shares with profit, and split or consolidation of shares;

any event which can cause a material change in a bank's management, such as knowledge of imposition of a fine (such as negligence fine, surcharges or collection charges) in an amount exceeding 1% (or 0.5% in the case of a large company whose total assets as of the end of the most recent fiscal year is W2 trillion or more (hereinafter the Large Company)) or more of the bank's Tier I and Tier II capital, proposal or confirmation of a litigation that can have a material effect on the management of the bank such as litigation regarding appointment or dismissal of an officer, or a change in bank's largest shareholder, representative director, major shareholder, affiliate company, or a business objective;

any event which can cause a material change in the bank's property, such as a natural disaster which causes damages in an amount exceeding 5% (or 2.5% in the case of a Large Company) or more of its total assets as of the end of the most recent fiscal year, or giving or receiving of a gift in excess of 1% (or 0.5% in the case of a Large Company) or more of the bank's Tier I and Tier II capital;

any event which can cause a material change in the bank's credit or liability, such as dissolution or dishonoring of a bill or a check of an unlisted company in which the bank invested 3% (or 1.5% in the case of a Large Company) or more of the bank's Tier I and Tier II capital, or commencement or termination of any court receivership of the bank or notification from the court thereof;

any event which can cause a material change in the bank's investment, such as acquisition or sale of fixed assets in an amount exceeding 5% (or 2.5% in the case of a Large Company) of its total assets, investment in other



companies in an amount exceeding 5% (or 2.5% in the case of a Large Company)

## **Table of Contents**

or more of the bank's Tier I and Tier II capital, becoming an oligopoly shareholder (meaning anyone owning 51% or more of the total issued and outstanding shares of a company, including the shares owned by specially related persons, as defined under the Framework Act on National Taxes) of a mutual savings bank or a change in such shareholder status;

any event which can cause a material change in the bank's profit or loss, such as an increase or decrease in profit or loss of 30% (or 15% in the case of a Large Company) or more when compared to the previous fiscal year, or profit or loss from derivative transaction representing 5% (or 2.5% in the case of a Large Company) or more of the bank's Tier I and Tier II capital; and

any other events which can have material effects on the bank's operation, such as payment of cash dividend, changes in accounting policy, or distribution of stock option.

### ***Restrictions on Lending***

According to the Bank Act, commercial banks are prohibited from making any of the following categories of loans:

loans made for the purpose of speculation in commodities or securities;

loans made directly or indirectly on the pledge of a bank's own shares, or on the pledge of shares in excess of 20% of the issued and outstanding shares of any other corporation (subject to certain exceptions with respect to financing for infrastructure projects);

loans made directly or indirectly to enable a natural or juridical person to buy the bank's own shares;

loans made directly or indirectly to finance political campaigns and other activities;

loans made to any of the bank's officers or employees other than petty loans of up to (1) ₩20 million in the case of a general loan, (2) ₩50 million in the case of a general loan plus a housing loan, or (3) ₩60 million in the aggregate for general loans, housing loans and loans to pay damages arising from wrongful acts of employees in financial transactions;

credit (including loans) provided on the pledge of shares of a subsidiary corporation of the bank or to enable a natural or juridical person to buy shares of a subsidiary corporation of the bank; and

loans made to any officers or employees of a subsidiary corporation of the bank other than petty loans of up to ₩20 million in the case of a general loan or ₩50 million in the aggregate in the case of general and housing loans.

### ***Restrictions on Investments in Property***

A bank may possess real estate property only to the extent necessary for the conduct of its business; provided that the aggregate value of such real estate property must not exceed 60% of the sum of its Tier I and Tier II capital (less any capital deductions). Any property acquired by a bank (1) through the exercise of its rights as a secured party or (2) the acquisition of which is prohibited by the Bank Act must be disposed of within one year, subject to certain exceptions.

### ***Restrictions on Shareholdings in Other Companies***

Under the Bank Act, a bank may not own more than 15% of shares outstanding with voting rights of another company, except where, among other reasons:

the company issuing such shares is engaged in category of financial businesses set forth by the Financial Supervisory Commission (including private equity funds); or

the acquisition of shares by the bank is necessary for the corporate restructuring of the issuer and is approved by the Financial Supervisory Commission.

**Table of Contents**

In the above exceptional cases, a bank must satisfy either of the following requirements:

the total investment in companies in which the bank owns more than 15% of the outstanding shares with voting rights does not exceed 15% of the sum of Tier I and Tier II capital (less any capital deductions); or

the acquisition satisfies the requirements determined by the Financial Supervisory Commission.

According to an amendment to the Bank Act, which became effective on July 28, 2002, a bank using its bank accounts and its trust accounts is not permitted to acquire the shares issued by the Major Shareholder of such bank in excess of an amount equal to 1% of the sum of Tier I and Tier II capital (less any capital deductions).

***Restrictions on Bank Ownership***

Under an amendment to the Bank Act, which became effective on July 28, 2002, subject to certain exceptions, a single shareholder and persons who stand in a special relationship with such shareholder (as described in the Presidential Decree to the Bank Act) may acquire beneficial ownership of up to 10% of a nationwide bank's total issued and outstanding shares with voting rights and up to 15% of a regional bank's total issued and outstanding shares with voting rights. The government, the Korea Deposit Insurance Corporation and financial holding companies qualifying under the Financial Holding Companies Act are not subject to such ceilings. However, non-financial business group companies (i.e., (1) any same shareholder group with an aggregate net assets of all non-financial companies belonging to such group of not less than 25% of the aggregate net assets of all members that are corporations of such group, (2) any group with aggregate assets of all non-financial companies belonging to such group of not less than W2 trillion or (3) any mutual fund in which a same shareholder group, as described in items (1) and (2) above, owns more than 4% of the total shares issued and outstanding) may not acquire beneficial ownership of shares of a nationwide bank in excess of 4% of such bank's outstanding voting shares, provided that such non-financial business group companies may acquire beneficial ownership of:

up to 10% of a nationwide bank's outstanding voting shares with the approval of the Financial Supervisory Commission under the condition that such non-financial group companies will not exercise voting rights in respect of such shares in excess of the 4% limit; and

in the event that a foreigner, as defined in the Foreign Investment Promotion Act, owns in excess of 4% of a nationwide bank's outstanding voting shares, up to 10% of such bank's outstanding voting shares without the approval of the Financial Supervisory Commission, and in excess of 10%, 25% or 33% of such bank's outstanding voting shares, with the approval of the Financial Supervisory Commission, up to the number of shares owned by such foreigner.

In addition, any person (whether a Korean national or a foreigner), with the exception of non-financial business group companies described above, may also acquire in excess of 10% of a nationwide bank's total voting shares issued and outstanding, provided that an approval from the Financial Supervisory Commission is obtained in instances where the total holding exceeds 10% (or 15% in the case of regional banks), 25% or 33% of the bank's total voting shares issued and outstanding.

***Deposit Insurance System***

The Depositor Protection Act provides, through a deposit insurance system, insurance for certain deposits of banks in Korea. Under the Depositor Protection Act, all banks governed by the Bank Act, including Shinhan Bank, Chohung Bank and Jeju Bank, are required to pay to the Korea Deposit Insurance Corporation an insurance premium on a quarterly basis at such rate as determined by the Presidential Decree to the Depositor Protection Act, which shall not exceed 0.5% of the bank's insurable deposits in any given year. The current insurance premium is 0.025% of insurable deposits for each quarter. If the Korea Deposit Insurance Corporation pays the insured amount, it will acquire the claims of the depositors within the payment amount. Under current rules, the Korea Deposit Insurance Corporation insures only up to a total of W50 million for deposits and interest, regardless of when the deposits were made and the size of the deposits. However, the

**Table of Contents**

maximum limit of W50 million is not applicable to interest-free settlement accounts (for example, a checking account) during the period from January 1, 2001 to December 31, 2003.

***Restrictions on Foreign Exchange Position***

Under the Korean Foreign Exchange Transaction Regulations, a bank's net overpurchased and oversold positions are each limited to 20% of the stockholders' equity as of the end of the prior month.

***Trust Business***

A bank that intends to enter into the trust business must obtain the approval of the Financial Supervisory Commission. Trust activities of banks are governed by the Trust Act and Trust Business Act. Banks engaged in the banking business and trust business are subject to certain legal and accounting procedures requirements, including the following:

under the Bank Act, assets accepted in trust by a bank in Korea must be segregated from its other assets in the accounts of such bank; accordingly, banks engaged in the banking and trust businesses must maintain two separate accounts, the banking accounts and the trust accounts, and two separate sets of records which provide details of their banking and trust businesses, respectively; and

assets comprising the trust accounts are not available to depositors or other general creditors of such bank in the event the trustee is liquidated or is wound up.

With respect to each unspecified money trust account for which a bank guarantees the principal amount and a minimum yield thereon, the bank must make a special reserve of 25% or more of fees and commissions from such trust account until the total reserve for such trust account equals 5% of the trust amount in such trust account. However, effective January 1, 1999, Korean banks have been prohibited from offering new guaranteed fixed rate trust account products whose principal and interest are guaranteed by the bank.

In addition, a trustee bank must deposit with a court an amount equal to 0.05% of its paid-in capital each year until the aggregate amount of such court deposits reaches 10% or more of its paid-in capital. In the event that a trustee bank breaches its duty of care as a trustee and causes loss to its customers, the court deposits will be available as compensation for such loss.

On January 17, 2005, in accordance with the amendment to the Trust Business Act, a comprehensive trust system was introduced to allow banks engaged in trust businesses to accept in trust two or more properties such as money, securities, or real estate with one trust deed. In addition, intellectual property rights can also be held as trust asset.

The Act on Business of Operating Indirect Investment and Asset, which applies to unspecified money trust account products under the Trust Business Act, securities investment trusts under the Securities Investment Trust Business Act, securities investment companies under the Securities Investment Company Act and variable insurance products under the Insurance Business Act, took effect on January 5, 2004. In accordance with the Act on Business of Operating Indirect Investment and Asset, we ceased offering unspecified money trust account products from our banking subsidiaries and instead began to offer products developed by our investment trust management business that fulfills the requirements as an asset management company.

In the event that a bank qualifies and operates as an asset management company, a trustee, a custodian or a general office administrator under the Act on Business of Operating Indirect Investment and Asset, it is required to establish relevant operation and management systems to prevent potential conflicts of interest among the banking business, the asset management business, the trustee or custodian business and general office administration. These measures include:

prohibitions against officers, directors and employees of one particular business operation from serving as an officer, director and employee in another business operation, except where an officer or a director (1) serving in two or more business operations with no significant conflict of interest in accordance with the Presidential Decree on the Act on Business of Operating Indirect Investment and Asset or

**Table of Contents**

(2) serving in a trustee business or a custodian business and simultaneously serving in a general office administrator business in accordance with the Act on Business of Operating Indirect Investment and Asset;

prohibitions against the joint use or sharing of computer equipment or office equipment; and

prohibitions against the sharing of information by and among officers, directors and employees engaged in the different business operations.

In addition, a bank is also required to establish an Indirect Investment Asset Management Committee consisting of three directors, two of whom must be outside directors of such bank.

A bank which qualifies and operates as an asset management company may engage in the sale of beneficiary certificates of investment trusts which are managed by such bank. However, such bank is prohibited from engaging in the following activities:

acting as trustee of an investment trust managed by such bank;

purchasing with such bank's own funds beneficiary certificates of an investment trust managed by such bank;

using in its sales activities information relating to the trust property of an investment trust managed by such bank;

selling through a financial institution established under the Bank Act beneficiary certificates of an investment trust managed by such bank;

establishing a short-term financial indirect investment vehicle; and

establishing a mutual fund.

***Laws and Regulations Governing Other Business Activities***

To enter the foreign exchange business, a bank must register with the Ministry of Finance and Economy. The foreign exchange business is governed by the Foreign Exchange Transaction Law. To enter the securities business, a bank must obtain the permission of the Financial Supervisory Commission. The securities business is governed by regulations under the Securities and Exchange Act. Pursuant to the above-mentioned laws, we are permitted to engage in the foreign exchange business, securities brokerage business and securities (including, governmental/public bonds) underwriting business.

**Principal Regulations Applicable to Credit Card Companies**

***General***

Any person, including a bank, wishing to engage in the credit card business must obtain a license from the Financial Supervisory Commission. In addition, in order to enter the credit card business, a bank must obtain a license from the Financial Supervisory Commission (hereinafter, a bank which obtains such license is defined as "licensed bank engaged in the credit card business"). The credit card business is regulated and governed by the Specialized Credit Financial Business Act. As a result of recent amendments to the Specialized Credit Financial Business Act and regulations thereunder, a company in the same enterprise group (as defined in the Monopoly Regulation and Fair Trade Act) may engage in the credit card business even though another company in the same enterprise group is already engaged in such business, which was previously not permitted.

The Specialized Credit Financial Business Act establishes guidelines on capital adequacy and provides for other regulations relating to the supervision of credit card companies. The Specialized Credit Financial Business Act delegates regulatory authority over credit card companies to the Financial Supervisory Commission and its executive body, the Financial Supervisory Service.

**Table of Contents**

A licensed bank engaging in the credit card business is regulated by the Financial Supervisory Commission and the Financial Supervisory Service.

The Financial Supervisory Commission exerts direct control over credit card companies and licensed banks engaged in the credit card business by establishing guidelines or regulations on management of such companies. Moreover if the Financial Supervisory Commission deems the financial condition of a credit card company or a licensed bank engaged in the credit card business to be unsound or such companies fail to satisfy the guidelines or regulations, the Financial Supervisory Commission may take certain measures to improve the financial condition of such companies.

***Restrictions on Scope of Business***

Under the Specialized Credit Financial Business Act, a credit card company may conduct only the following types of business: (i) credit card business as licensed pursuant to the Specialized Credit Financial Business Act; (ii) the businesses ancillary to the credit card business, (*i.e.*, providing cash advance loans to existing credit card members, issuing and settling of debit cards and issuing, selling and settling of pre-paid cards); (iii) provision of unsecured or secured loans; (iv) notes discount; (v) purchase, management and collection of account receivables originated by companies in the course of providing goods and services; (vi) provision of payment guarantee; (vii) asset management business under the Asset Backed Securitization Act; (viii) credit investigation; and (ix) other incidental businesses related to the foregoing. As a result of the amendment to the Specialized Credit Financial Business Act on January 27, 2005, a credit card company's scope of business presently includes businesses that utilize existing manpower, assets or facilities in a credit card company, as designated by the Financial Supervisory Commission.

Pursuant to the Presidential Decree of the Specialized Credit Financial Business Act, as of the end of each quarter, a credit card company's average balance of claim amounts during such quarter from engaging in the businesses set forth above in (iii) and (iv), excluding claim amounts arising from the provision of loans to companies, extension of new loans in connection with rescheduling of outstanding loans, the provision of mortgage loans and the provision of cash advances or any other loans to credit card members, may not exceed the average balance of claim amounts during such quarter from engaging in the businesses set forth above in (i) and (v); provided, however, that with respect to any excess amount existing as of April 21, 2004, credit card companies have until December 31, 2008 to eliminate such excess amount.

***Capital Adequacy***

The Specialized Credit Financial Business Act provides for a minimum paid-in capital amount of: (i) W20 billion in the case of a specialized credit financial business company which wishes to engage in no more than two kinds of core businesses (*i.e.* credit card, installment finance, leasing and new technology business) and (ii) W40 billion in the case of an specialized credit financial business company, which wishes to engage in three or more kinds of core businesses.

Under the Specialized Credit Financial Business Act and regulations thereof, a credit card company must maintain a capital adequacy ratio, defined as the ratio of adjusted equity capital to adjusted total asset, of 8% or more and a delinquent claim ratio, defined as the ratio of delinquent claims to total claims as set forth under the regulations relating to the Specialized Credit Financial Business Act, of less than 10% for claims outstanding for one month or longer.

Under the Specialized Credit Financial Business Act and regulations thereof, the minimum ratio of allowances for losses on loans, leased assets and suspense receivables as of the date of accounting settlement (including semiannual preliminary accounts settlement) would be 0.5% of normal assets, 1% of precautionary assets and 20% of substandard assets, 75% of doubtful assets and 100% of estimated loss assets, and the minimum ratio of allowances for losses on credit card receivables and cash advances would be 1% of normal assets, 0.5% of the amount calculated by deducting sum of cash advances which were actually drawn by card members, from the maximum limit of sum of cash advances times 0.75 (excluding the maximum limit of sum of cash advances for card members who have not drawn cash advances for the latest 6 months), 12% of precautionary assets and 20% of substandard assets, 60% of doubtful assets and 100% of estimated loss assets.





**Table of Contents*****Liquidity***

Under the Specialized Credit Financial Business Act and regulations thereof, a credit card company must maintain a Won liquidity ratio (Won-denominated current assets/ Won-denominated current liabilities) of 100% or more. In addition, once a credit card company is registered as a foreign exchange business institution with the Ministry of Finance and Economy, such credit card company is required to (1) maintain a foreign-currency liquidity ratio (defined as foreign-currency liquid assets due within three months divided by foreign-currency liabilities due within three months) of not less than 80%, (2) maintain a ratio of foreign-currency liquid assets due within seven days less foreign-currency liabilities due within seven days, divided by total foreign-currency assets of not less than 0% and (3) maintain a ratio of foreign-currency liquid assets due within a month less foreign-currency liabilities due within a month, divided by total foreign-currency assets, of not less than negative 10%. The Financial Supervisory Commission requires a credit card company to submit quarterly reports with respect to maintenance of these ratios.

***Restrictions on Funding***

Under the Specialized Credit Financial Business Act, a credit card company may raise funds using only the following methods: (i) borrowing from financial institutions, (ii) issuing corporate debentures or notes, (iii) selling securities held by the credit card company, (iv) transferring claims held by the credit card company, (v) transferring claims held by the credit card company in connection with its businesses, or (vi) issuing securities backed by the claims held by the credit card company relating to its businesses.

Further, the credit card company may borrow funds offshore or issue foreign currency denominated securities once it is registered as a foreign exchange business institution with the Ministry of Finance and Economy.

With respect to the issuance of debentures and notes, the credit card company may issue debentures up to an amount equal to ten times the company's total equity capital. In addition, a credit card company may issue, on a temporary basis, debentures exceeding the maximum limit for the purpose of redeeming the outstanding debentures, but must repay such outstanding debentures within one month after the date of issuance of new debentures.

***Restrictions on Loans to Affiliate Companies***

Under the Specialized Credit Financial Business Act and regulations thereof, a credit card company may not provide loans exceeding 100% of its equity capital, in the aggregate, to its specially related persons (as defined under the relevant laws) including, but not limited to, its affiliates.

***Restrictions on Assistance to Other Companies***

Under the Specialized Credit Financial Business Act, a credit card company shall not engage in any of the following in conjunction with other financial institutions or companies; (i) holding voting shares under cross shareholding or providing credit for the purpose of avoiding the restrictions on loans to affiliate companies; (ii) acquiring shares under cross shareholding for the purpose of avoiding the limitation on purchase of its treasury shares under the Korean Commercial Code or the Securities and Exchange Act; or (iii) other acts which are likely to be very much against the interests of transaction parties as stipulated by the Presidential Decree to the Specialized Credit Financial Business Act, which are not yet provided.

A credit card company shall not grant credit for enabling to purchase the shares of such credit card company or to intermediate funds for the purpose of avoiding the restrictions on loans to affiliate companies.

***Restrictions on Investment in Real Property***

Under the Specialized Credit Financial Business Act and the regulations thereof, the Financial Supervisory Commission may limit the maximum amount a credit card company may invest in real estate investments for business purposes up to a percentage equal to or in excess of 100% of its equity capital.

**Table of Contents*****Restrictions on Shareholding in Other Companies***

Under the Specialized Credit Financial Business Act and the Law on Improvement of Structure of Financial Industry, a credit card company and its affiliate financial institutions (together a group) are required to obtain prior approval of the Financial Supervisory Commission if such credit card company, together with its affiliate financial institutions, (i) owns 20% or more of voting shares outstanding of a target company or (ii) owns 5% or more of voting shares outstanding of a target company, and shall be deemed to have control of the target company, including being the largest shareholder of such target company or otherwise.

The indirect subsidiary of the financial holding company is prohibited from controlling any other company.

***Disclosure and Reports***

Pursuant to the Specialized Credit Financial Business Act, a credit card company is required to disclose any material matters relating to management (ordinary disclosure) within three months from the end of each fiscal year and within two months from the end of the first half of the fiscal year. Also, a credit card company is required to disclose certain matters (on-going disclosure) such as the occurrence of non-performing loans, a financial accident or the occurrence of losses exceeding certain amounts. A credit card company is required to submit its business reports and reports on actual results of management to the Financial Supervisory Commission within one month from the end of each quarter. A licensed bank engaging in the credit card business must submit its business reports and reports with respect to its results of operations to the Financial Supervisory Commission within one month from the end of each quarter. In addition, all companies engaged in the specialized credit financial business under the Specialized Credit Financial Business Act, including, without limitation, credit card companies, must file a report with the Financial Supervisory Service regarding the result of settlement of accounts within one month after the end of its fiscal year. Also, these companies are required to conduct a provisional settlement of accounts for each quarter and file a report with the Financial Supervisory Service within one month after the end of such quarter.

***Risk of Loss due to Lost, Stolen, Forged or Altered Credit Cards***

Under the Specialized Credit Financial Business Act, upon notice from the holder of a credit card or debit card of its loss or theft, the credit card company or a licensed bank engaging in the credit card business, as the case may be, is liable for any loss arising from the unauthorized use of credit cards or debit cards thereafter as well as any loss from unauthorized transactions made within 60 days prior to such notice. However, a credit card company or a licensed bank engaged in the credit card business, as the case may be, may transfer to the cardholder all or part of the risks of loss associated with unauthorized transactions made within 60 days prior to such notice, in accordance with the standard terms and conditions executed between the credit card company or a licensed bank engaged in the credit card business, as the case may be, and the cardholder, provided that the loss or theft must be due to the cardholder's willful misconduct or negligence. Disclosure of a cardholder's password under duress or threat to the cardholder's or his/her family's life or health will not be deemed as the cardholder's willful misconduct or negligence.

Moreover, a credit card company or a licensed bank engaging in the credit card business, as the case may be, is also responsible for any losses resulting from the use of forged or altered credit cards, debit cards and pre-paid cards. However, a credit card company or a licensed bank engaging in the credit card business, as the case may be, may transfer all or part of this risk of loss to holders of credit cards in the event of willful misconduct or gross negligence by holders of such cards if the terms and conditions of the written agreement entered between the credit card company or a licensed bank engaging in the credit card business, as the case may be, and members of such cards specifically provide for that transfer. For these purposes, disclosure of a customer's password that is made intentionally or through gross negligence, or the transfer of or giving as collateral of the credit card or debit card, is considered willful misconduct or gross negligence.

In addition, the Specialized Credit Financial Business Act prohibits a credit card company from transferring to merchants the risk of loss arising from lost, stolen, forged or altered credit cards, debit cards or

**Table of Contents**

pre-paid cards; provided, however, that a credit card company may enter into an agreement with a merchant under which the merchant agrees to be responsible for such loss if caused by the merchant's gross negligence or willful misconduct.

Each credit card company or a licensed bank engaged in the credit card business must institute appropriate measures such as establishing provisions, purchasing insurance or joining a cooperative association in order to fulfill its obligations when the risk of loss arises from unauthorized use due to lost, stolen, forged or altered credit cards, debit cards or pre-paid cards.

Pursuant to the Specialized Credit Financial Business Act, the Financial Supervisory Commission may either restrict the limit or take other necessary measures against the credit card company or a licensed bank engaged in the credit card business including, without limitation, with respect to the following:

maximum limits for cash advances on credit cards;

use restrictions on debit cards with respect to per day or per transaction usage; or

aggregate issuance limits and maximum limits on the amount per card on pre-paid cards.

***Lending Ratio in Ancillary Business***

Pursuant to the Presidential Decree to the Specialized Credit Financial Business Act, as amended in December 2003, a credit card company or a licensed bank engaging in the credit card business, as the case may be, must maintain an aggregate quarterly average outstanding lending balance to credit card holders (including cash advances and credit card loans, but excluding restructured loans and revolving cash advances) no greater than its aggregate quarterly average outstanding credit card balance arising from the purchase of goods and services (excluding receivables arising from the purchase of goods and services by specially-related persons using exclusive use card for business purposes (as defined in the Restriction of Special Taxation Act)) plus its aggregate quarterly amount of payments made by members using their debit cards; provided that, with respect to any excess amount existing as of December 31, 2003, the credit card companies have a grace period until December 31, 2007 to eliminate such excess amount.

***Issuance of New Cards and Solicitation of New Card Holders***

The Presidential Decree to the Specialized Credit Financial Business Act establishes the conditions under which a credit card company or a licensed bank engaging in the credit card business may issue new cards and solicit new members. Specifically, new credit cards may be issued only to the following persons: (i) persons who are at the age of 18 years or more at the time of applying for issuance of a credit card; (ii) persons whose capability to pay bills as they come due, as determined according to standards established by the credit card company or a licensed bank engaging in the credit card business, is verified; (iii) in the case of minors, persons who submit a guardian's consent along with documents evidencing income, such as an employment certificate or a tax certificate; and (iv) person whose identity has been verified.

In addition, a credit card company or a licensed bank engaging in the credit card business, as the case may be, may not engage in the following methods of soliciting credit card members: (i) providing economic benefits or conditioning such benefits in excess of 10% of the annual credit card fee (in the case of no-annual fee credit cards, the average annual fees will be W10,000) in connection with issuance of credit cards; (ii) street solicitation of card members on roads and private roads as prescribed under the Road Act and Private Road Act, public place and along corridors used by the general public; and (iii) solicitation through visits, except those visits made upon prior consent and visits to a business area; and (iv) solicitation through pyramid sales methods.

Recent changes in the law have resulted in the application of more stringent standards in the issuance of credit cards and solicitation of credit card applicants, such as requiring a credit card company or a licensed bank engaged in the credit card business to check whether the credit card applicant has any delinquent debt outstanding against any other credit card company or other financial institutions which the applicant is unable to repay, and also requiring, in principle, with respect to solicitations made through the Internet, the certified



**Table of Contents**

electronic signature of the applicant. Moreover, persons who intend to engage in solicitation of credit card applicants must register with the Financial Supervisory Commission, unless the solicitation is made by officers or employees of a credit card company or a company in business alliance with such credit card company.

***Compliance Rules on Collection of Receivable Claims***

Pursuant to the Specialized Credit Financial Business Act and its regulations, a credit card company or a licensed bank engaging in the credit card business may not:

exerting violence or threat of violence;

demanding payment or pressuring a Related Party (a guarantor of the debtor, blood relative or fiancée of the debtor, a person living in the same household as the debtor or a person working in the same workplace as the debtor) without just cause with respect to payment for the obligations of the debtor;

providing false information relating to the debtor's obligation to the debtor or his/her Related Party;

threatening to sue or suing the debtor for fraud despite lack of affirmative evidence to establish that the debtor has submitted forged or false documentation with respect to his/her capacity to make payment;

visiting or telephoning the debtor during late hours between 21:00 – 08:00 hours; and

utilizing other uncustomary methods to collect the receivables thereby injuring the privacy or the peacefulness in the workplace of the debtor or his/her related party.

**Principal Regulations Applicable to Securities Companies**

***General***

The securities business is regulated and governed by the Securities and Exchange Act. Securities companies are under the regulation and supervision of the Financial Supervisory Commission, the Financial Supervisory Service and the Securities and Futures Commission.

Under the Securities and Exchange Act, permission to commence a brokerage business, a dealing business or an underwriting business must be obtained from the Financial Supervisory Commission. A securities company may also engage in certain businesses ancillary to the primary business without obtaining any separate license and certain other additional businesses by obtaining separate licenses from the Financial Supervisory Commission. Permission to merge with any other entity, transfer all or substantially all of a business must also be obtained from the Financial Supervisory Commission.

If the Korean government deems a securities company's financial condition to be unsound or if a securities company fails to meet the applicable Net Operating Equity Ratio (as defined below), the government may order any of the following:

capital increase or reduction;

a stock cancellation or consolidation;

a transfer of business;

closing of branch offices;

acquisition of such company by a third party;

a merger with any other entity or becoming a subsidiary (under the Financial Holding Companies Act) of a financial holding company;

a suspension or assignment of a part or all of business operation; or

an assignment of contractual rights and obligations relating to financial transactions.

**Table of Contents*****Scope of Business***

The 2005 amendment to the Securities and Exchange Act and the Presidential Decree and regulations thereunder resulted in enlarging the scope of business of securities companies by allowing them to engage in the following businesses:

brokerage, dealing, or underwriting business of equity of undisclosed association (as defined under the Korean Commercial Code) or limited partnership and certain derivative securities linked with prices, interest rates, indices and indicators relating to securities (under the Securities and Exchange Act and the Presidential Decree), foreign securities of similar character, currencies, commodities (under the Futures and Exchange Act), or linked with credit risks;

trust business under the Trust Business Act or over-the-counter derivative trading linked with credit risks, if the company obtains necessary license from the Financial Supervisory Commission. A securities company intending to engage in the business of over-the-counter derivative trading will be subject to the limit of 30% of its equity capital as the total amount of risks from over-the-counter derivative trading, and further subject to the limit of 5% of equity capital for the amount of risks from a credit-linked derivative transaction with a person or a company (including specially-related person of such person or company), with the W100 billion minimum equity capital requirement in order to conduct over-the-counter derivative trading; and

ancillary businesses such as (1) real estate brokerage or consulting business on real estates owned by clients who are being provided with services relating to brokerage on mergers and acquisitions or business management and financing consulting, (2) selling books, reports or electronic documents containing securities-related information and (3) arranging loans to customers of securities companies based on business alliances established with such securities companies.

***Regulations on Financial Soundness Capital Adequacy***

The Securities and Exchange Act and the Presidential Decree thereunder provide for a minimum paid-in capital of W50 billion in the case of a securities company engaged in the brokerage, dealing and underwriting businesses.

The financial soundness of a securities company is to be assessed under the Securities and Exchange Act and the regulations of the Financial Supervisory Commission in accordance with the net operating equity ratio of the company, which is to be calculated as follows and to be expressed as a percentage.

Net operating equity ratio = Net operating equity/ Total risk × 100

The terms Net Operating Equity and Total Risk for the purpose of the above-stated formula are defined and elaborated in the regulations of the Financial Supervisory Commission. Generally, the net operating equity and the Total risk is to be calculated according to the following formula:

Net operating equity = Net assets (total assets - total liabilities) - total deductible items + total addible items

Total risk = market risk + counterparty risk + basic risk + credit concentration risk - risk offsetting factor

The regulations of the Financial Supervisory Commission requires securities companies to maintain the net operating equity ratio at a level equal to or higher than 150%, in principle, at the end of the each quarter of the fiscal year.

In addition, all Korean companies, including securities companies, are required to set aside, as a legal reserve, 10% of the cash portion of the annual dividend or interim dividend in each fiscal year until the reserve reaches 50% of its stated capital.

**Table of Contents**

Under the Securities and Exchange Act and regulations thereunder, the minimum ratio of allowances for losses on loans and suspense receivables specified under such regulations is 0.5% of normal assets, 2% of precautionary assets, 20% of substandard assets, 75% of doubtful assets and 100% of estimated loss assets.

The regulations of the Financial Supervisory Commission as amended in 2004 outlined stricter standards on the capital adequacy ratio by allowing term subordinated debt with a maturity of five years or more, to be recognized as an additional item to the net operating equity and by also allowing only up to an amount equal to 50% of the net assets as an additional item.

***Other Provisions on Financial Soundness***

The Securities and Exchange Act, the Presidential Decree of the Securities and Exchange Act and the regulations of the Financial Supervisory Commission also include certain provisions which are designed to regulate certain types of activities relating to the management of the assets of a securities company with certain exceptions. Such provisions include:

restrictions on the holdings by a securities company of securities issued by another company which is the largest shareholder or the major shareholder (each as defined under the Securities and Exchange Act) of such securities company;

restrictions on providing money or credit to the largest shareholder (including specially-related persons of such shareholder), major shareholders, officers and specially-related persons of the securities company; and

special provisions concerning the payment guarantee by a securities company. For instance, a securities company is not allowed to provide payment guarantees for third parties other than its overseas subsidiaries. Also, a securities company is prohibited from providing new guarantees for corporate bonds, except for roll-over guarantees in connection with repayment of bonds previously guaranteed by the securities company with certain restrictions.

A securities company may invest in shares, bonds (whether listed or unlisted) and stock price index futures and options or other derivative transactions. However, a securities company may not enter into cross-border financial futures, swaps, options or other derivative transactions without obtaining prior approval from the Bank of Korea, except in the case when such securities company, which has been registered as a foreign exchange business institution with the Ministry of Finance and Economy, is confirmed by the Financial Supervisory Commission to satisfy certain conditions set forth in the Foreign Exchange Transaction Regulations and the counterparty (other than an individual) is an institutional investor, a company listed on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange or not a resident of Korea. Furthermore, a securities company provided that it is registered as a foreign exchange business institution, licensed to engage in over-the-counter derivative transactions may enter into Won currency derivative transactions (except for credit-linked derivative transactions) without obtaining prior approval from the Bank of Korea. As a result of the 2005 amendment to the Securities and Exchange Act and the Presidential Decree and regulations thereunder, a securities company licensed to engage in over-the-counter derivative trading may enter into credit-linked derivative transactions. However, a securities company must obtain prior approval from the Bank of Korea when entering into a cross-border credit-linked derivative transaction even if the securities company is registered as a foreign exchange business institution.

***Business Conduct Rules***

Effective May 2001, the Financial Supervisory Commission adopted the business conduct rules applicable to securities companies. The business conduct rules impose greater responsibilities on securities companies, strictly banning unfair practices such as front running or scalping and ensuring suitability of investment solicitation by securities companies.



**Table of Contents**

***Disclosure and Reports***

Pursuant to the Securities and Exchange Act, a securities company has a continuing obligation to disclose certain material matters including (i) financial condition, and profit and loss of the securities company, (ii) any sanctions levied on the securities company under the Securities and Exchange Act or any corrective measures or sanctions under the Law on Improvement of Structure of Financial Industry or (iii) occurrence of any matters which may have a material adverse effect to the operation or management of the securities company.

A securities company is also required to submit reports on actual results of management to the Financial Supervisory Commission within 45 days from the end of each quarter. In addition, a securities company is required to submit financial documents, including financial statements and audit reports to the Financial Supervisory Commission, within three months from the end of the fiscal year.

A securities company engaging in over-the-counter derivative trading is required to submit a detailed report of such trading during the month on every 10th day of the following month.

***Customer Protection***

Under Korean law, the relationship between a customer and a securities company in connection with a securities sell or buy order is deemed to be consignment and the securities acquired by a consignment agent (i.e., the securities company) through such sell or buy order are regarded as belonging to the customer in so far as the customer and the consignment agent's creditors are concerned. Therefore, in the event of a bankruptcy or reorganization procedure involving a securities company, the customer of the securities company is entitled to the proceeds of the securities sold by the securities company.

As the cash deposited with a securities company is regarded as belonging to the securities company, which is liable to return the same at the request of its customer, the customer cannot take back deposited cash from the securities company if a bankruptcy or reorganization procedure is instituted against the securities company and, therefore, can suffer from loss or damage as a result. However, the Depositor Protection Act provides that Korea Deposit Insurance Corporation will, upon the request of the investors, pay investors up to W50 million per depositor per financial institution in case of the securities company's bankruptcy, liquidation, cancellation of securities business license or other insolvency events. Securities companies pay the premiums related to this insurance. Pursuant to the Securities and Exchange Act, securities companies are required to deposit the cash received from its customers with the Korea Securities Finance Corporation, a special entity established pursuant to the Securities and Exchange Act. Set-off or attachment of cash deposits by securities companies with the Korea Securities Finance Corporation is prohibited. In addition, in the event of bankruptcy or dissolution of the securities company, the cash so deposited shall be withdrawn and paid to the customer senior to other creditors of the securities company.

**Table of Contents****PROPERTIES**

Our registered office and corporate headquarters are located at 120, 2-Ga, Taepyung-Ro, Jung-Gu, Seoul 100-102, Korea. Information regarding certain of our properties in Korea is presented in the following table.

Type of Facility	Location	Area (Square Meters)	
		Building	Site (If Different)
Registered office and corporate headquarters	120, 2-Ga, Taepyung-Ro, Jung-Gu, Seoul 100- 102, Korea	59,743	4,416
Good Morning Shinhan Securities	23-2, Yoido-Dong, Youngdungpo-Gu, Seoul, Korea 150-312	70,170	4,765
Chohung Bank headquarters	14, 1-Ga, Namdaemun-Ro, Jung-Gu, Seoul, Korea	20,379	6,724
Chohung Centennial Building	117, Samgak-Dong, Jung-Gu, Seoul, Korea	19,697	1,389
Chohung Myongdong Branch	53-1, 1-Ga, Myong-Dong, Jung-Gu, Seoul, Korea	8,936	1,014
Chohung Youngdungpo Branch	57, 4-Ga, Youngdungpo-Dong, Youngdungpo- Gu, Seoul, Korea	6,171	1,983
Shinhan IT center	781, Janghang-Dong, Ilsan-Gu, Goyang-Si, Kyunggi Province, Korea	24,496	5,856
Chohung IT center	731, Yoksam-Dong, Kangnam-Gu, Seoul, Korea	23,374	7,964
Chohung Cheongju IT back-up center	1704-Ga, Yongam-Dong, Sangdang-Gu, Cheongju-Si, Chungcheongbuk-Do	5,756	6,398

Our subsidiaries own or lease various land and buildings for their branches and sales offices.

As of December 31, 2004, Shinhan Bank had a countrywide network of 372 branches. Approximately 21.3% of these facilities were housed in buildings owned by us, while the remaining branches are leased properties. As of December 31, 2004, Chohung Bank had a countrywide network of 533 branches. Approximately 35.8% of these facilities were housed in buildings owned by us, while the remaining branches are leased properties. As of December 31, 2004, Jeju Bank had 31 branches of which we own 18 of the buildings in which the facilities are located, representing 58.1% of its total branches. Lease terms are generally from two to three years, and seldom exceed five years.

As of December 31, 2004, Good Morning Shinhan Securities had 79 branches of which we own 14 of the buildings in which the facilities are located, representing 17.7% of its total branches. Lease terms are generally from two to three years, and seldom exceed five years. As of December 31, 2004, Shinhan Card had 13 sales offices all of which are leased. Lease terms are generally from two to three years, and seldom exceed five years.

Shinhan Bank houses its central mainframe computer system at its information technology center in Ilsan, one of the suburban districts outside of Seoul. Chohung Bank's central mainframe computer system is located at its information technology center in Kangnam-Gu, Seoul and the back-up center is located separately in Cheongju, Korea.

The net book value of all the properties owned by us at December 31, 2004 was W1,488 billion. We do not own any material properties outside of Korea.



**Table of Contents****ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*You should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements included in this document. The following discussion is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP.*

**Overview*****The Korean Economy***

Economic conditions in Korea, elsewhere in Asia, in the United States and elsewhere in the world materially affect our business. Financial turmoil in Asia in the late 1990's adversely affected the Korean economy and in turn Korean financial institutions. In 1997 and 1998, Korea experienced a severe financial and economic downturn characterized by, among other things, significant corporate failures, instability in the financial sector, credit and liquidity concerns and volatility in the domestic financial and currency markets. In response, the International Monetary Fund provided a financial aid package to Korea and in late 1997, the government initiated a comprehensive program to address some of the structural weaknesses in the Korean economy. As part of that program, there have been certain significant changes in regulations specifically affecting financial institutions, including changes in loan classification and loss provisioning guidelines, Korean GAAP, securities valuation methods and liquidity requirements.

As a result of the downturn, in 1998 there was a general increase in interest rates in Korea and we experienced a decrease in the demand for loans and other products. In addition, Shinhan Bank's general level of non-performing loans increased. During 1999 and 2000, financial and economic conditions began to improve in Korea. The general level of interest rates decreased, demand for financial products increased, and Shinhan Bank's overall level of non-performing loans decreased. Chohung Bank experienced significant losses in its large corporate loan portfolio that led to government intervention and a support package. As a result, Korea Deposit Insurance Corporation acquired 80.04% of the outstanding shares of Chohung Bank. After the government intervention, Chohung Bank continued to be adversely affected by its exposure to the large corporate sector. During 1999 and 2000, financial and economic conditions began to improve in Korea. The general level of interest rates decreased and demand for financial products increased and Chohung Bank diversified its business into the retail, credit card and small- and medium-sized enterprises markets.

Deterioration in the Korean economy can also occur as a result of deterioration in the global economic conditions. The worldwide economy has been in a slump since the beginning of 2001, as the United States and other G8 countries have experienced recessionary conditions which have been exacerbated by the terrorist attacks in the United States on September 11, 2001, the looming prospect of war in Iraq throughout much of 2002, on-going tensions between the United States and North Korea and the impact of SARS, on global exports or GDP growth rates. Recently, we have witnessed mixed signals of recovery and continuing difficulties in the global economy. While the global economy has shown signs of recovery, the recent increase in oil price and other raw materials as well as concerns raised by the rapid economic growth and expansion in China have negatively affected this trend.

In addition, the economic conditions of Korea's major trading partners, such as China and the United States, and volatility in exchange rates and commodity prices (including oil prices) continue to affect the Korean economy. In particular, the recent and significant appreciation of the Korean Won against the U.S. dollar and other major foreign currencies have resulted in adverse effects on the price competitiveness of Korean companies in export markets.

***Government Regulation and Policy***

Over the past twelve years successive Korean government administrations have taken steps to reform the Korean economy in line with prevailing international standards. The reforms have focused on restructuring the large corporate sector and reducing *chaebol* influence; modernizing the banking sector to eliminate policy lending and most interest rate regulations, to improve credit risk evaluation and provisioning, and to increase transparency; creating a more liquid and efficient domestic capital market; and fostering changes in the law to

**Table of Contents**

support these developments. This ongoing proactive government role has had, and will continue to have, a profound effect on the Korean banking sector. Over the past several years nationwide banks have undergone consolidation and banks lending primarily to large corporate borrowers have shifted their focus to the retail and small- and medium-sized enterprise sectors. This shift has led to very intense competition in sectors which have historically been our principal markets. The result so far has been a major increase in retail sector lending levels, including credit cards and home mortgages, with attendant pressures on margins and credit quality for the sector as a whole. Government initiatives to further regulate this sector have also affected the market. We expect that the current focus on small-and medium-sized enterprise lending will lead to competitive pressures and possibly regulatory initiatives in this segment as well. Our ability to anticipate and respond to government initiatives and their competitive implications will have a significant effect on our future performance.

***Market Developments***

The Korean government's deregulation of the financial sector and policy to increase consumer spending through credit cards, and excessive competition among credit card companies resulted in the deterioration of credit companies assets and large number of individual credit delinquencies. These events have led to financial difficulties of LG Card which was Korea's largest credit card company in terms of assets. Currently, the principal creditor banks of LG Card commenced corporate restructuring procedures against LG Card based on a debt-to-equity swap plan.

Since 2001, home purchases through mortgage and home equity loans increased significantly due to soaring real estate prices. As a result, consumer debt has constantly increased since 2002. The recent increase in real estate prices can be attributable to increase in investment demand in real estate and a highly liquid market condition. However, consumer spending has not increased due to slowdown in the overall economy and decrease in consumer income, which was further aggravated by the effects from restructuring the credit card industry.

In 2003, the credit risk of large corporations increased significantly as a result of accounting irregularities discovered at SK Networks. In 2004, credit risk of large corporations improved as a result of reduced leverage through corporate restructuring and increase in cash flow from exports of corporate customers. However, decrease in consumer spending continued to adversely affect corporate expenditures as well as revenues earned by small-and medium-sized enterprises focusing on the domestic market, which in some cases led to heightened risk of insolvency for small- and medium-sized enterprises. Although small- and medium-size enterprises have gradually been adjusting to changes in market conditions, the financial difficulties of these small- and medium-size enterprises have continued through the first half of 2005.

**Table of Contents****Interest Rates**

Over the past ten years, we have operated in environments characterized by high interest rates, periods of significant interest-rate volatility and low interest rates. The following table shows certain benchmark Won-denominated borrowing interest rates as of the dates indicated.

	<b>Corporate Bond Rates(1)</b>	<b>Treasury Bond Rates(2)</b>	<b>Certificate of Deposit Rates(3)</b>
June 30, 1998	16.00	N/A	16.30
December 31, 1998	8.00	6.95	7.70
June 30, 1999	7.96	7.20	6.35
December 31, 1999	9.95	9.03	7.34
June 30, 2000	9.37	8.31	7.18
December 31, 2000	8.13	6.70	6.87
June 30, 2001	7.10	5.93	5.57
December 31, 2001	7.04	5.91	4.86
June 30, 2002	6.59	5.66	4.91
December 31, 2002	5.68	5.11	4.90
June 30, 2003	5.45	4.16	4.30
December 31, 2003	5.58	4.82	4.36
June 30, 2004	4.84	4.24	3.93
December 31, 2004	3.72	3.28	3.43
March 31, 2005	4.33	3.90	3.54

Source: The Bank of Korea.

N/A = not available.

Notes:

- (1) Measured by the yield on three-year AA- rated corporate bonds.
- (2) Measured by the yield on three-year treasury bonds.
- (3) Measured by the yield on certificates of deposit (with maturity of 91 days).

Interest rate movements on the asset and liability side have often been divergent, both in terms of the size of the movement as well as the timing thereof, and the movements together with this divergence have had a significant impact on our margins, particularly with respect to financial products that are sensitive to such fluctuations. We continually manage our respective balance sheet to minimize volatility exposure, but the impact has been, and may continue to be, significant in analyzing period-to-period margin comparisons and the trends that they may indicate for our business.

**Financial Holding Company Restructuring**

On September 1, 2001, we restructured our corporate existence as a financial holding company by exchanging the shares of our common stock for the respective shares of common stock held by the shareholders of Shinhan Bank, Shinhan Capital, Shinhan Securities and Shinhan Investment Trust Management Company. Upon successful restructuring into a financial holding company, Shinhan Bank, Shinhan Capital, Shinhan Securities and Shinhan Investment Trust Management Company have all become our wholly-owned subsidiaries. This restructuring has been accounted for using the purchase method of accounting, with Shinhan Bank being the accounting acquirer. Our

consolidated financial statements prior to September 1, 2001 reflect the historical financial results of operations and financial position of Shinhan Bank.

**Table of Contents*****Financial Impact of Acquisitions******Acquisition of Chohung Bank***

On August 19, 2003, we acquired 80.04% of the outstanding common shares of Chohung Bank. The acquisition of Chohung Bank was accounted for under the purchase method of accounting and has been reflected in our consolidated financial statements as of the acquisition date. The fair value of net assets acquired, including other tangible assets, amounted to W2,012 billion. In connection with this acquisition, we recorded core deposit intangible assets aggregating W957 billion and credit card relationship intangible assets aggregating W184 billion. In addition, a goodwill of W341 billion was recognized. As of December 31, 2003, Chohung Bank had total assets of W57,110 billion, representing 41.9% of our total consolidated assets, and total liabilities of W55,842 billion, representing 42.4% of our total consolidated liabilities. Accordingly, our total assets and liabilities as of December 31, 2003 represent a substantial increase from those as of December 31, 2002. Also included in our results of operations for the year ended December 31, 2003 are Chohung Bank's results of operations from September 1, 2003 to December 31, 2003, resulting in a significant increase from our results of operations of prior periods.

The following table sets forth the selected income statement data of Chohung Bank for the period from September 1, 2003 to December 31, 2003 and selected balance sheet data of Chohung Bank as of December 31, 2003.

	<b>From September 1 to December 31,</b>	
	<b>2003</b>	<b>2003</b>
	<b>(In billions of Won and millions of US\$, except per common share data)</b>	
Interest and dividend income	W 1,286	\$ 1,079
Interest expense	574	482
Net interest income	712	597
Provision for loan losses	427	358
Provision for guarantees and acceptances	(19)	(16)
Non interest income	163	137
Non interest expense	558	468
Income tax expense	19	16
Minority interest	1	1
Net loss	W (111)	\$ (93)



**Table of Contents**

	<b>As of December 31,</b>	
	<b>2003</b>	<b>2003</b>
	<b>(In billions of Won and millions of US\$)</b>	
<b>Assets</b>		
Cash and cash equivalents	W 1,276	\$ 1,070
Restricted cash	502	421
Interest-bearing deposits in banks	159	133
Call loans and securities purchased under resale agreements	392	329
Trading assets:		
Trading securities	1,191	999
Derivatives instruments	156	131
Securities:		
Available-for-sale securities	7,274	6,102
Held-to-maturity securities		
Loans (net of allowance for loan losses of W2,498 billion in 2003)	41,233	34,592
Customers liability on acceptances	1,107	928
Premises and equipment, net	1,164	977
Goodwill and intangible assets	35	29
Security deposits	483	405
Other assets	2,138	1,796
<b>Total assets</b>	<b>W 57,110</b>	<b>\$ 47,912</b>
<b>Liabilities and Stockholders Equity</b>		
<i>Liabilities:</i>		
<i>Deposits:</i>		
Interest-bearing	W 38,917	\$ 32,649
Noninterest-bearing	322	270
Trading liabilities	128	107
Acceptances outstanding	1,107	928
Short-term borrowings	4,804	4,030
Secured borrowings	1,432	1,201
Long-term debt	6,504	5,456
Accrued expenses and other liabilities	2,628	2,206
<b>Total liabilities</b>	<b>55,842</b>	<b>46,847</b>
Minority interest	15	12
<i>Stockholders equity:</i>		
Common stock	3,596	3,016
Additional paid-in capital	1,722	1,445
Accumulated deficit	(4,300)	(3,607)
Accumulated other comprehensive income, net of taxes	235	199
<b>Total stockholders equity</b>	<b>1,253</b>	<b>1,053</b>

Total liabilities, minority interest and stockholders' equity	W	57,110	\$	47,912
---	---	--------	----	--------

In December 2003, we injected an additional W200 billion into Chohung Bank to strengthen its capital base in light of increased delinquencies, provisions and net losses at Chohung Bank. In June 2004, we acquired

**Table of Contents**

the remaining 18.85% of the outstanding shares of Chohung Bank's common stock through a cash tender offer followed by a small-scale share swap pursuant to the applicable laws of Korea. See Item 4. Information on the Company Our Acquisition of Chohung Bank .

*Acquisition of Good Morning Securities*

During 2002, through a series of transactions, we acquired 31.7% of common stock (or 30.7% of voting equity securities) of Good Morning Securities. Subsequently, we merged Shinhan Securities into Good Morning Securities and renamed it Good Morning Shinhan Securities. As of December 31, 2002, following the foregoing transactions, we effectively owned 60.5% of Good Morning Shinhan Securities. The total fair value of net assets acquired amounted to W237 billion. In connection with this acquisition, we recorded goodwill of W282 billion, of which W244 billion relates to the brokerage unit and W38 billion relates to the capital markets unit, a component of our business. In addition, W80 billion of the intangible assets, primarily the brokerage relationship intangible assets, were acquired.

Later in 2002, however, we recorded W137 billion of impairment loss on goodwill due to a severe downturn in market conditions affecting Good Morning Shinhan Securities in the last six months of 2002. We believe that this market downturn was due primarily to:

the uncertainties of the global economy following the terrorist attack in Bali, Indonesia and as the Iraqi war began to unfold;

the uncertainties of the Korean economy due to the presidential election in late 2002 and increased tensions on the Korean peninsula with North Korea reported to have resumed its nuclear program; and

significant deterioration of the financial market and a 40% decline in the share price of Good Morning Shinhan Securities since the acquisition.

These adverse market developments have resulted in a significant decline in the market trading volume of the Good Morning Shinhan Securities brokerage unit, negatively impacting brokerage commission income, which is the main source of revenue for the brokerage unit. In addition, anticipated growth in the futures and options market and the sale of beneficial certificate products did not occur. This was further aggravated by a decline in the market share of Good Morning Shinhan Securities since the acquisition, which contradicted our original projection at the time of acquisition. The downturn in market conditions also had a negative impact on profits generated from proprietary trading at the capital market unit of Good Morning Shinhan Securities, resulting in a significant decline in the value of the capital market unit.

In December 2004, we acquired a 100% ownership in Good Morning Shinhan Securities through a small-scale share exchange pursuant to applicable Korean laws. Good Morning Shinhan Securities was delisted from the Stock Market Division of the Korea Exchange on January 5, 2005.

*Acquisition of Jeju Bank*

On April 4, 2002, we acquired 51% of the total outstanding common stock of Jeju Bank from Korea Depository Insurance Corporation and subsequently increased our ownership to 62% on July 5, 2002. The total purchase price was approximately W43 billion in cash. The acquisition of Jeju Bank was accounted for under the purchase method of accounting and has been reflected in our consolidated financial statements as of the acquisition date. The fair value of net assets acquired amounted to W69 billion. In connection with this acquisition, we recorded core deposit intangible assets of W17 billion. In addition, a negative goodwill of W26 billion was recognized. The negative goodwill was allocated to identifiable intangible assets and premises and equipment on a pro rata basis.

*Spin-off of Shinhan Card*

On June 4, 2002, Shinhan Bank spun off its credit card business into Shinhan Card Co., Ltd., a monoline credit card subsidiary. As a result of the spin-off, Shinhan Card was required to obtain its own funding, primarily through the issuance of short-term corporate debt securities with maturities of less than one

**Table of Contents**

year and commercial papers with maturities of three months. The amount of short-term borrowings of Shinhan Card was W183 billion as of December 31, 2004. While we, at the holding company level, may provide long-term funding to Shinhan Card, we are subject to certain regulatory limitations. See Liquidity and Capital Resources .

With the deterioration in asset quality of Korean credit card companies and investors' reluctance to invest in corporate debt securities of credit card companies, many credit card companies, including Shinhan Card, have begun to experience financial and liquidity difficulties. In respect of Shinhan Card, these change of events has led to increased funding requirements at the holding company level to provide liquidity support to Shinhan Card, subject to regulatory and internal limitations described above. Our long-term debt, as a result, increased in the first half of 2003. In addition, to the extent that Shinhan Card needs funding in excess of what the holding company is able to provide, Shinhan Card will be compelled to seek its own funding in an environment unfavorable to it, resulting in increased funding costs and/or liquidity difficulties for Shinhan Card and us.

**Critical Accounting Policies**

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, including prevailing practices within the financial services industry. The preparation of consolidated financial statements requires management to make judgments, involving significant estimates and assumptions, in the application of certain accounting policies about the effects of matters that are inherently uncertain. These estimates and assumptions, which may materially affect the reported amounts of certain assets, liabilities, revenues and expenses, are based on information available to us as of the date of the financial statements, and changes in this information over time could materially impact amounts reported in the financial statements as a result of the use of different estimates and assumptions. Certain accounting policies, by their nature, have a greater reliance on the use of estimates and assumptions, and could produce results materially different from those originally reported.

Based on the sensitivity of financial statement amounts to the methods, estimates and assumptions underlying reported amounts, the relatively more significant accounting policies followed by us have been identified by management as the determination of the allowance for loan losses, the valuation of financial instruments, scope of consolidation, and accounting for goodwill and other intangible assets, contingent liabilities, stock based compensation impairment and income taxes. These policies require subjective or complex judgments, and as such could be subject to revision as new information becomes available. The following is a discussion of these significant accounting policies. These accounting policies are described in more detail in Note 1 in Item 18. Financial Statements Notes to the consolidated financial statements of Shinhan Financial Group .

***Allowance for Credit Losses***

The allowance for credit losses includes allowance for loan losses and allowance for guarantees and acceptances. The allowance for credit losses represents the amount available for estimated probable credit losses existing in our lending portfolio. The methodology used to provide the appropriate level of reserve is inherently subjective and involves many complex estimates and assumptions. We perform periodic systematic reviews of our credit portfolios to identify inherent losses and assess the overall probability of collection. Each loan portfolio is evaluated based on its respective characteristics.

We evaluate large impaired corporate loans individually as part of our normal corporate review practice due to the unique characteristics of such borrowers. As described in more detail in the footnotes to our consolidated financial statements, we consider a loan to be impaired when, after consideration of risk characteristics and current information and events, we believe it is probable that we will be unable to collect all amounts owed under the contractual terms of the agreement, including principal and interest, according to the contractual terms of the loan.

**Table of Contents**

We generally consider the following corporate loans to be impaired:

loans classified as substandard or below according to the asset classification guidelines of the Financial Supervisory Commission;

loans that are 90 days or more past due; and

loans which are troubled debt restructuring as defined under U.S. GAAP.

Once we have identified a loan as impaired, we value that loan either based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Each of these variables involves judgment and the use of estimates. For instance, discounted cash flows are based on estimates of the amount and timing of expected future cash flows. Forecasts of expected future cash flows are based on various data including restructuring plans, due diligence reports, as well as industry forecasts among other quantitative tools. The fair value of collateral is determined by using third party valuation reports. Additional consideration is given to recent auction results and court valuations. If the resulting value is less than the carrying amount of the loan, we establish a specific allowance for the difference.

We generally evaluate consumer loans and certain smaller balance corporate loans, including leases, mortgage and home equity loans, and credit card balances, as individual pools for credit loss allowance purposes due to their homogeneous nature based on historical loss experience. Such allowances have been established using a risk rating migration model when considering consumer loans and a delinquency roll-rate model when considering credit cards.

The allowance for guarantees and acceptances represents the amount available for estimated probable credit loss existing in our guarantees and acceptances. As stated above, we perform periodic systematic reviews of our credit portfolios, including guarantees and acceptances, to identify inherent losses and assess the overall probability of collection.

When we evaluate large impaired corporate loans individually for specific allowance, the related guarantees and acceptances made to the same borrowers are also evaluated for inherent loss. We generally evaluate the remaining guarantees and acceptances, which are generally smaller balances, on a pool basis. Allowance for the remaining guarantees and acceptances is generally established using estimated payout ratios and loss severity which are based on historical loss experience and various factors such as macroeconomic factors.

The adequacy of the allowance for credit losses requires a great deal of judgment and the use of estimates as discussed above. As such, we have also considered changes in underwriting, credit monitoring, the Korean and global economic environment, industry concentrations, and delinquencies among other factors when concluding on the level of the allowance for credit losses.

***Fair Value of Financial Instruments***

Our securities and trading assets and liabilities include debt and marketable equity securities, equity securities that do not have readily determinable fair values and derivatives. Fair value of financial instruments is the current amount that would be exchanged between willing parties, other than in a forced sale or liquidation. The fair values of our securities and trading assets and liabilities are estimated based on quoted market prices or internally developed pricing models.

Fair value is best determined based on quoted market prices, if available. If quoted market prices are not available, fair value is estimated using the present value of expected future cash flows calculated by using market interest rates comparable with the credit rating and maturity of the security. An alternative to estimate fair value is to use internally developed pricing models based on external market variables including interest rate yield curves, option volatilities and foreign exchange rates. The estimation of fair value involves the assessment of various financial variables, prices of comparable financial instruments, credit ratings of counterparties, liquidity of the financial instruments and transaction costs. Our management applies judgments in assessing the variables used in the fair valuation process and also if certain external market variables



**Table of Contents**

are less readily available. Changes in model assumptions, market conditions and unexpected circumstances can affect the fair values of the securities and trading assets and liabilities.

Debt securities and equity securities with readily determinable fair values classified as available-for-sale are carried at fair value with corresponding changes recognized in other comprehensive income within stockholders equity net of taxes. Debt securities classified as held-to-maturity securities are recorded at amortized cost. Equity securities that do not have readily determinable fair values are carried at cost. Declines in values of available-for-sale securities, held-to-maturity debt securities and equity securities that do not have readily determinable fair values that are deemed to be other-than-temporary are reflected in earnings as realized losses. We perform regular assessment of various quantitative and qualitative factors to determine whether impairment is other-than-temporary. Such factors include the duration and extent of the decline in the fair values of securities, the current operating and future expected performance, market values of comparable companies, and changes in industry and market prospects. These factors can be adversely affected by changing economic conditions that are global or regional in nature or are issuer or industry specific. For certain securities without readily determinable fair values or with sales restrictions exceeding one year, we may periodically utilize external valuations performed by qualified independent valuation consulting firms.

Trading assets and liabilities are carried at fair value with the corresponding changes recognized in earnings. The majority of our trading assets and liabilities that are actively traded are valued based on quoted market prices except for derivatives. Since few derivatives are actively traded, the majority of our derivatives are valued using internally developed models based on external market variables that can be independently validated by third party sources. However, certain derivatives are valued based on external market variables that are less readily available and are subject to management judgment. For certain derivatives not valued by our internally developed models, we periodically utilize external valuations performed by qualified independent valuation consulting firms.

In August 2003, we issued Redeemable Preferred Stock and Redeemable Convertible Preferred Stock as part of the consideration paid to the Korea Deposit Insurance Corporation in connection with our acquisition of Chohung Bank. Redeemable Preferred Stock and Redeemable Convertible Preferred Stock are evaluated and recognized initially at fair value based on the present value of its future cash dividend payments and repayment provisions. In addition, the fair value of the Redeemable Convertible Preferred Stock is also based on the associated conversion features to our common stock, valued using a continuous binomial option pricing model. Changes in the expected future cash dividend payments, repayment provisions or model assumptions and variables used can affect the fair values of the preferred stock. Note 21 to our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group provides additional information related to Redeemable Preferred Stock.

***Goodwill and Other Intangible Assets***

Effective January 1, 2002, we adopted Statement of Financial Accounting Standards, or SFAS, No. 142, *Goodwill and Other Intangible Assets*, ( SFAS No. 142 ) as required by the accounting principles generally accepted in the United States.

SFAS No. 142 classified intangible assets into three categories: (1) intangible assets with definite lives subject to amortization; (2) intangible assets with indefinite lives not subject to amortization; and (3) goodwill. For intangible assets with definite lives, tests for impairment must be performed if conditions exist that indicate the carrying amount may not be recoverable. For intangible assets with indefinite lives and goodwill, tests for impairment must be performed at least annually.

We recognized a significant amount of goodwill in connection with our acquisition of Good Morning Securities. In addition, we acquired core deposit, brokerage customer relationship and Korea Securities Finance Corporation deposit in connection with our acquisitions of Good Morning Securities and Jeju Bank in 2002. We also recognized a significant amount of goodwill in connection with our acquisition of Chohung Bank. In addition, we acquired core deposit, credit card and core deposit intangible assets in connection with our acquisitions of Chohung Bank in 2003. For discussions on the nature and accounting for goodwill and





**Table of Contents**

intangible assets see Notes 1, 3 and 10 in Item 18. Financial Statements Notes to the consolidated financial statements of Shinhan Financial Group .

Our core deposit, credit card relationship and brokerage customer relationship intangibles determined to have definite lives are amortized over their useful lives. If conditions exist that indicate the carrying amount may not be recoverable, we review these intangible assets with definite lives for impairment to ensure they are appropriately valued. Such conditions may include adverse changes in business or political climate, actions by regulators and customer account run-off rates.

We do not amortize goodwill or indefinite-lived intangibles consisting of court deposits and borrowings from Korea Securities Finance Corporation. Instead, we perform tests for impairment of goodwill annually or more frequently if events or circumstances indicate it might be impaired. Such tests include comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value is less than the carrying value, a second test is required to measure the amount of goodwill impairment. The second step of the goodwill impairment test compares the implied fair value of reporting unit goodwill with the carrying value of that goodwill. If the carrying value of reporting unit goodwill exceeds the implied fair value of that goodwill, we recognize an impairment loss in an amount equal to that excess. Test for indefinite-lived intangible assets, including borrowings from Korea Securities Finance Corporation and court deposits at Chohung Bank, is also carried out on an annual basis on an asset-by-asset basis, or more frequently if events or circumstances indicate they might be impaired. Impairment assessments are performed using a variety of valuation methodologies, including discounted cash flow estimates. Management estimates the future cash flows expected to be derived from the use and, if applicable, the terminal value of the assets. The key variables that management must estimate include, among other factors, market trading volume, market share, fee income, growth rate and profitability margin. Although the assumptions used are consistent with our internal planning, significant management judgment is involved in estimating these variables, which include inherent uncertainties. A discount rate is applied to the cash flow estimates considering our cost of capital rate and specific country and industry risk factors. The cash flows of Chohung Bank's reporting units were discounted using discount rates ranging from 6.76% to 16.89%.

The sharp decline in the Korean financial industry during the second half of 2002 prompted a re-assessment of all key assumptions underlying our goodwill valuation judgments. As result of our review, we determined that goodwill impairment charges of W115 billion and W22 billion were required on the goodwill recorded in the brokerage and capital market units of Good Morning Shinhan Securities. The amount of these charges were equal to the difference between the carrying amount of goodwill and its implied fair value, which is based on the fair value of the net assets in respect of reporting units.

The assumptions and conditions for goodwill and intangible assets reflect management's best assumptions and estimates. However, these items involve inherent uncertainties, as described above, that may or may not be controllable by management. Economic and political conditions, such as movements in interest rates, delinquencies in Korea and tension with North Korea, represent uncertainties that are not controllable by management. As a result, if other assumptions and conditions had been used in the current period, the carrying amount of goodwill and other intangible assets could have been materially different. Furthermore, if management uses different assumptions, including the discount rates used to determine the implied fair value of reporting units, or if different conditions occur in future periods, future operating results could be materially impacted.

Notes 3, 10 and 19 to our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group provide additional information related to goodwill and intangible assets.

**Consolidation**

Under the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 46 and 46R, *Consolidation of Variable Interest Entities* ( FIN 46 and FIN 46R ), a variable interest entity ( VIE ) is consolidated by the company holding the variable interest that will absorb a majority of the VIE's expected losses, or receive a majority of the expected residual returns, or both. All other entities are evaluated for



**Table of Contents**

consolidation under Statement of Financial Accounting Standards, or SFAS, No. 94, *Consolidation of All Majority-owned Subsidiaries* ( SFAS 94 ). The company that consolidates a VIE is referred to as the primary beneficiary. A variety of complex estimation processes involving both qualitative and quantitative factors are used to determine whether an entity is a variable interest entity, to analyze and calculate expected losses and expected residual returns, which involves estimating the future cash flows of the VIE and analyzing the variability in those cash flows, and allocating the losses and returns among the parties holding variable interests. Also, there is a significant amount of judgment required in interpreting the provisions of FIN 46 and FIN 46R and applying them to specific transactions.

In our case, FIN 46 and FIN 46R apply to certain asset securitization transactions involving our corporate and consumer loans, financing activities conducted for corporate clients, including conduits that we administer and/or provide liquidity facilities, as well as for our own funding needs, and investing activities conducted for our own account, such as beneficial certificates in investment trusts and for our customers, such as guaranteed trusts.

Note 35 in Item 18. Financial Statements Notes to the consolidated financial statements of Shinhan Financial Group provides additional information related to VIEs.

In connection with certain asset securitization transactions, we do not sell assets to an entity referred to as a qualifying special-purpose entity (QSPE) as defined pursuant to the FASB Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, a replacement of FASB Statement 125*.

**Contingent Liabilities**

We are subject to contingent liabilities, including judicial, tax, regulatory and arbitration proceedings, recourse obligations related to loans sold to Korea Asset Management Corporation, contingent payments to the Korea Deposit Insurance Corporation related to our acquisition of Chohung Bank, commitments provided to our customers and other claims arising from the conduct of our business activities. We establish allowances against these contingencies in our financial statements based on our assessment of the probability of occurrence and our estimate of the obligation. We involve internal and external advisors, such as attorneys, consultants and other professionals, in assessing probability and in estimating any amounts involved. Throughout the life of a contingency, we or our advisors may learn of additional information that can affect our assessments about probability or about the estimates of amounts involved. Changes in these assessments can lead to changes in allowances recorded on our financial statements. In addition, the actual costs of resolving these claims may be substantially higher or lower than the amounts provided in our financial statements for those claims.

Note 30 in Item 18. Financial Statements Notes to the consolidated financial statements of Shinhan Financial Group provides additional information related to the commitments and contingencies, and Note 3 to our consolidated financial statements describe our contingent considerations to the Korea Deposit Insurance Corporation in connection with our acquisition of Chohung Bank.

**Stock Based Compensation**

We account for the stock-based compensation plans offered to the employees and key executives of Shinhan Financial Group, Shinhan Bank and Chohung Bank pursuant to FASB Statement No. 123, *Accounting for Stock-Based Compensation*. ( FAS 123 ). Under the fair value recognition provisions of FAS 123, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense, adjusted for estimated forfeitures, over the vesting period. We value stock options using Black-Scholes option pricing model, which involves the assessment of various variables, including the level of risk-free interest rate, the average life of the stock options, the level of forfeitures, and the volatility and dividend rate of the underlying common stock. Our management applies judgments in assessing the variables used in the fair valuation process and also if certain external market variables are less readily available. Changes in model assumptions, market conditions and unexpected circumstances can affect the fair values of the stock options. Note 27 in Item 18. Financial Statements Notes to the consolidated

**Table of Contents**

financial statements of Shinhan Financial Group provides additional information about our assumptions used in determining the fair value of stock options.

***Income Taxes***

Income taxation charged to income is comprised of current and deferred tax. Current tax is calculated based on the taxable income at the prevailing applicable rates of taxation of the year that is payable in tax. Deferred taxation is provided for under the asset and liability method, at the current taxation rate, in respect of temporary timing differences between profit as computed for taxation purposes and profit as stated in the consolidated financial statements to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future. In forming a conclusion about whether a tax asset is recoverable in the foreseeable future, we use judgment in assessing the potential events and circumstances affecting future recoverability while at the same time considering past experience. If our interpretations or judgments differ from those of tax authorities with respect to the utilization of tax losses carried forward, the income tax provision may vary in future periods.

**Table of Contents****Average Balance Sheet and Volume and Rate Analysis*****Average Balance Sheet and Related Interest***

The following table shows our average balances and interest rates, as well as the net interest spread, net interest margin and asset liability ratio, for the years ended December 31, 2002, 2003 and 2004.

	Year Ended December 31,									
	2002			2003			2004			
	Average Balance(1)	Interest Income/ Expense	Yield/ Rate	Average Balance(1)	Interest Income/ Expense	Yield/ Rate	Average Balance(1)	Interest Income/ Expense	Yield/ Rate	
(In billions of Won, except percentages)										
<b>Assets:</b>										
Interest-bearing deposits in banks	W 1,181	W 49	4.15%	W 1,618	W 66	4.08%	W 1,322	W 44	3.33%	
Call loans and securities purchased under resale agreements	1,150	42	3.65	1,609	48	2.98	3,012	93	3.09	
Trading assets	967	52	5.38	1,824	102	5.59	3,666	168	4.58	
Securities(2)	11,143	749	6.72	17,053	928	5.44	20,924	1,265	6.05	
<b>Loans:(3)</b>										
Commercial and industrial	14,690	822	5.60	25,294	1,279	5.06	35,753	1,876	5.25	
Other commercial	8,616	631	7.32	13,434	851	6.33	21,632	1,311	6.06	
Lease financing	617	62	10.05	786	70	8.91	1,039	62	5.97	
Total corporate	23,923	1,515	6.33	39,514	2,200	5.57	58,424	3,249	5.56	
Mortgage and home equity	9,973	627	6.29	12,076	697	5.77	21,408	1,138	5.32	
Credit cards	2,371	301	12.70	3,568	495	13.87	5,575	609	10.92	
Other consumer	4,530	390	8.61	10,747	795	7.40	14,481	1,146	7.91	
Total consumer	16,874	1,318	7.81	26,391	1,987	7.53	41,464	2,893	6.98	

Total loans	40,797	2,833	6.94	65,905	4,187	6.35	99,888	6,142	6.15
-------------	--------	-------	------	--------	-------	------	--------	-------	------

Other interest-earning assets	154	10	6.49						
-------------------------------	-----	----	------	--	--	--	--	--	--

<b>Total interest-earning assets</b>	W 55,392	W 3,735	6.74%	W 88,009	W 5,331	6.06%	W 128,812	W 7,712	5.99%
--------------------------------------	----------	---------	-------	----------	---------	-------	-----------	---------	-------

Non-interest-earning assets:

Cash and cash equivalents	1,201			2,165			3,467		
Other assets	5,951			5,990			12,507		

<b>Total assets</b>	W 62,544	W 3,735		W 96,164	W 5,331		W 144,786	W 7,712	
---------------------	----------	---------	--	----------	---------	--	-----------	---------	--

#### Liabilities:

Interest-bearing deposits:

Interest-bearing demand deposits	W 432	W 6	1.39%	W 2,653	W 37	1.39%	W 7,880	W 105	1.33%
Savings deposits	9,924	184	1.85	15,922	232	1.46	21,987	272	1.24
Certificates of deposit	3,146	154	4.90	4,955	220	4.44	6,735	275	4.08
Other time deposits	19,468	956	4.91	27,780	1,164	4.19	41,863	1,605	3.83
Mutual installment deposits	1,664	101	6.07	2,110	113	5.36	2,487	113	4.54

Total interest-bearing deposits	34,634	1,401	4.05	53,420	1,766	3.31	80,952	2,370	2.93
---------------------------------	--------	-------	------	--------	-------	------	--------	-------	------

**Table of Contents****Year Ended December 31,**

	2002			2003			2004		
	Average Balance(1)	Interest Income/ Expense	Yield/ Rate	Average Balance(1)	Interest Income/ Expense	Yield/ Rate	Average Balance(1)	Interest Income/ Expense	Yield/ Rate
<b>(In billions of Won, except percentages)</b>									
Short-term borrowings	7,226	253	3.50	11,400	322	2.82	14,934	370	2.48
Secured borrowings	4,508	243	5.39	5,331	207	3.88	7,102	299	4.21
Long-term debt	6,184	391	6.32	13,736	703	5.12	20,136	1,099	5.46
Other interest-bearing liabilities	384	17	4.43						
<b>Total interest bearing liabilities</b>	W 52,936	W 2,305	4.35%	W 83,887	W 2,998	3.57%	W 123,124	W 4,138	3.36%
Non-interest-bearing liabilities:									
Non-interest-bearing deposits	982			1,002			2,287		
Trading liabilities	424			290			668		
Acceptance outstanding	2,515			1,416			1,539		
Accrued expenses and other liabilities	2,003			5,765			11,455		
Minority interest				428			324		
Redeemable convertible preferred stock				263			723		
Stockholders equity	3,684			3,113			4,666		
<b>Total liabilities and stockholders equity</b>	W 62,544	W 2,305		W 96,164	W 2,998		W 144,786	W 4,138	
Net interest spread(4)		2.39%			2.48%			2.63%	

Net interest margin(5)	2.58%	2.65%	2.78%
Average asset liability ratio(6)	104.64%	104.91%	104.62%

*Notes:*

- (1) Average balances are based on (a) daily balances for Shinhan Bank, Chohung Bank and Jeju Bank and (b) quarterly balances for other subsidiaries.
- (2) The average balance and yield on securities are based on amortized cost. The yield on the available-for-sale portfolio is based on average historical cost balances, therefore, the yield information does not give effect to changes in fair value that are reflected as a component of stockholders' equity.
- (3) Non-accruing loans are included in the respective average loan balances. Income on such non-performing loans is no longer recognized from the date the loan is placed on nonaccrual status. We reclassify loans as accruing when interest (including default interest) and principal payments are current.
- (4) The difference between the average rate of interest earned on interest-earning assets and the average rate of interest paid on interest-bearing liabilities.
- (5) The ratio of net interest income to average interest-earning assets.
- (6) The ratio of average interest-earning assets to average interest-bearing liabilities.



**Table of Contents*****Analysis of Changes in Net Interest Income Volume and Rate Analysis***

The following tables provide an analyses of changes in interest income, interest expense and net interest income between changes in volume and changes in rates for (i) 2003 compared to 2002 and (ii) 2004 compared to 2003. Volume and rate variances have been calculated on the movement in average balances and the change in the interest rates on average interest-earning assets and average interest-bearing liabilities in proportion to absolute volume and rate change. The variance caused by the change in both volume and rate has been allocated in proportion to the absolute volume and rate change.

	<b>From 2002 to 2003</b>		
	<b>Interest Increase (Decrease)</b>		
	<b>Due to Change in</b>		
	<b>Volume</b>	<b>Rate</b>	<b>Change</b>
	<b>(In billions of Won)</b>		
<b>Increase (decrease) in interest income</b>			
Interest-bearing deposits in banks	W 18	W (1)	W 17
Call loans and securities purchased under resale agreements	15	(9)	6
Trading assets	48	2	50
Securities	342	(163)	179
Loans:			
Commercial and industrial	543	(86)	457
Other commercial	314	(94)	220
Lease financing	16	(8)	8
Total corporate	873	(188)	685
Mortgage and home equity	124	(54)	70
Credit cards	164	30	194
Other consumer	467	(62)	405
Total consumer	755	(86)	669
Total loans	1,628	(274)	1,354
Other interest-earning assets	(10)		(10)
Total interest income	2,041	(445)	1,596
<b>Increase (decrease) in interest expense</b>			
<b>Interest bearing deposits:</b>			
Demand deposits	31		31
Savings deposits	94	(46)	48
Certificates of deposit	81	(15)	66
Other time deposits	364	(156)	208
Mutual installment deposits	25	(13)	12
Total interest-bearing deposits	595	(230)	365

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Short-term borrowings	125	(56)	69
Secured borrowings	39	(75)	(36)
Long-term debt	399	(87)	312
Other interest-bearing liabilities	(17)		(17)
Total interest expense	1,141	(448)	693
<b>Net increase (decrease) in net interest income</b>	<b>W 900</b>	<b>W 3</b>	<b>W 903</b>

**Table of Contents**

	<b>From 2003 to 2004</b>					
	<b>Interest Increase (Decrease)</b>					
	<b>Due to Change in</b>					
	<b>Volume</b>		<b>Rate</b>		<b>Change</b>	
	<b>(In billions of Won)</b>					
<b>Increase (decrease) in interest income</b>						
Interest-bearing deposits in banks	W	(11)	W	(11)	W	(22)
Call loans and securities purchased under resale agreements		43		2		45
Trading assets		87		(21)		66
Securities		226		111		337
Loans:						
Commercial and industrial		547		50		597
Other commercial		498		(38)		460
Lease financing		19		(27)		(8)
Total corporate		1,064		(15)		1,049
Mortgage and home equity		500		(59)		441
Credit cards		235		(121)		114
Other consumer		292		59		351
Total consumer		1,027		(121)		906
Total loans		2,091		(136)		1,955
Other interest-earning assets						
Total interest income		2,436		(55)		2,381
<b>Increase (decrease) in interest expense</b>						
Interest bearing deposits:						
Demand deposits		70		(2)		68
Savings deposits		79		(39)		40
Certificates of deposit		74		(19)		55
Other time deposits		547		(106)		441
Mutual installment deposits		19		(19)		
Total interest-bearing deposits		789		(185)		604
Short-term borrowings		91		(43)		48
Secured borrowings		73		19		92
Long-term debt		347		49		396
Other interest-bearing liabilities						
Total interest expense		1,300		(160)		1,140

<b>Net increase (decrease) in net interest income</b>	W 1,136	W 105	W 1,241
---	---------	-------	---------

**Table of Contents****Operating Results****2004 Compared to 2003***Net Interest Income*

The following table shows, for the periods indicated, the principal components of our net interest income.

	<b>Year Ended December 31,</b>		
	<b>2003</b>	<b>2004</b>	<b>% Change</b>
<b>(In billions of Won, except percentages)</b>			
<b>Interest and dividend income:</b>			
Interest and fees on loans	W 4,187	W 6,142	46.7%
Interest and dividends on securities	928	1,265	36.3
Trading assets	102	168	64.7
Other interest income	114	137	20.2
Total interest and dividend income	W 5,331	W 7,712	44.7
<b>Interest expense:</b>			
Interest on deposits	W 1,766	W 2,370	34.2%
Interest on short-term borrowings	315	341	8.3
Interest on secured borrowings	207	299	44.4
Interest on long-term debt	703	1,099	56.3
Other interest expense	7	29	314.3
Total interest expense	2,998	4,138	38.0
Net interest income	W 2,333	W 3,574	53.2%
Net interest margin(1)	2.65%	2.78%	

*Note:*

(1) The ratio of net interest income to average interest earning assets. See Average Balance Sheet and Volume and Rate Analysis Average Balance Sheet and Related Interest.

*Interest and dividend income.* The 44.7% increase in interest and dividend income is primarily due to the 46.7% increase in interest and fees on loans. The average balance of our interest earning assets increased 46.4% from W88,009 billion in 2003 to W128,812 billion in 2004, principally as a result of the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003.

The 46.7% increase in interest and fees on loans was primarily a result of:

a 41.3% increase in commercial and industrial loans from W25,294 billion in 2003 to W35,753 billion in 2004, and an increase by 19 basis points in the average yield on such loans from 5.06% in 2003 to 5.25% in 2004;

a 61.0% increase in other commercial loans from W13,434 billion in 2003 to W21,632 billion in 2004, partially offset by a decline of 27 basis points in the average yield on such loans from 6.33% in 2003 to 6.06% in 2004;

a 77.3% increase in mortgage and home equity loans from W12,076 billion in 2003 to W21,408 billion in 2004, partially offset by a decline of 45 basis points in the average yield on such loans from 5.77% in 2003 to 5.32% in 2004; and

a 34.7% increase in other consumer loans from W10,747 billion in 2003 to W14,481 billion in 2004, and an increase by 51 basis points in the average yield on such loans from 7.40% in 2003 to 7.91% in 2004.

**Table of Contents**

The average volume of our loans increased as a result of full-year consolidation of Chohung Bank, while only the four-months result was included in 2003. Our average yield on loans decreased by 20 basis points from 6.35% to 6.15% primarily as a result of the continuing general decline in market interest rates during the periods under review. Our average volume growth in consumer loans and the average volume growth in corporate loans are primarily due to the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003.

Interest and dividends on investment securities increased 36.3% from W928 billion in 2003 to W1,265 billion in 2004. Approximately 78.03% of our securities portfolio consists of debt securities issued or guaranteed by the Korean government or government-controlled entities and debt securities issued by financial institutions and other Korean banks as of December 31, 2004. The increase in interest and dividends on investment securities in 2004 was primarily due to the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003.

*Interest Expense.* Interest expense increased 38.0% from W2,998 billion in 2003 to W4,138 billion in 2004, primarily due to a 34.2% increase in interest on deposits and a 56.3% increase in interest on long-term debt.

The 34.2% increase in interest expense on deposits from W1,766 billion in 2003 to W2,370 billion in 2004 was primarily the result of a 51.5% increase in average volume of interest bearing deposits from W53,420 billion in 2003 to W80,952 billion in 2004, partially offset by a decline of 38 basis points in the cost of interest bearing deposits from 3.31% in 2003 to 2.93% in 2004. The principal reason for the increase in average volume of interest bearing deposits is the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003. The principal reason for the decline in interest rates payable on these liabilities is the general decline in market interest rates. The average interest rate paid on our time deposits other than certificates of deposit, which accounted for 51.7% of our average interest-bearing deposits in 2004, decreased from 4.19% in 2003 to 3.83% in 2004 primarily due to a general decline in market interest rates in 2004. The average interest rate paid on our savings deposits, which accounted for 27.2% of our average interest-bearing deposits in 2004, decreased from 1.46% in 2003 to 1.24% in 2004.

The 46.8% increase in average balance of our interest bearing liabilities was primarily due to a 52.1% increase in average interest-bearing deposits. The 51.5% increase in average interest-bearing deposit volume from W53,420 billion in 2003 to W80,952 billion in 2004 was due to a 50.7% increase in average volume of other time deposits from W27,780 billion in 2003 to W41,863 billion in 2004 and a 38.1% increase in average volume of savings deposits from W15,922 billion in 2003 to W21,987 billion in 2004, resulting from the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003.

The 56.3% increase in interest expense on long-term debt was due to a 46.6% increase in average long-term debt from W13,736 billion in 2003 to W20,136 billion in 2004 resulting from the full-year consolidation of Chohung Bank, while only four month result was included in 2003, and an increase by 34 basis points in average interest rates paid on our long-term debt from 5.12% in 2003 to 5.46% in 2004, which reflects an increase in the issuance of subordinated debt which in general carries a higher interest rate and the recognition of a full-year interest on our Redeemable Preferred Stock issued to KDIC.

The 44.4% increase in interest on secured borrowings was primarily a result of a 33.2% increase in average secured borrowings from W5,331 billion in 2003 to W7,102 billion in 2004, resulting from the full-year consolidation of Chohung Bank, while only the four-months result was included in 2003.

*Net interest margin.* Net interest margin represents the ratio of net interest income to average interest earning assets. As net interest income increased 53.2% from W2,333 billion in 2003 to W3,574 billion in 2004 and the average volume of our interest earning assets increased 46.4% from W88,009 billion in 2003 to W128,812 billion in 2004, our overall net interest margin increased 13 basis points from 2.65% in 2003 to 2.78% in 2004.

**Table of Contents***Provision for Loan Losses*

Our provision for loan losses decreased 80.7% from W1,011 billion in 2003 to W195 billion in 2004 reflecting a reduction in impaired loans.

The following table sets forth for the periods indicated the components of provision for loan losses by product type.

	<b>As of December 31,</b>		
	<b>2003</b>	<b>2004</b>	<b>% Change</b>
	<b>(In billions of Won, except percentages)</b>		
Corporate	W 428	W (293)	N/M
Mortgages and home equity	1	(1)	N/M
Other consumer	63	130	106.4%
Credit cards	519	359	(30.8)
<b>Total provision for loan losses</b>	<b>W 1,011</b>	<b>W 195</b>	<b>(80.7)%</b>

We recorded reversal of provision for loan losses against corporate loans of W293 billion in 2004 as compared to recording provision for loan losses of W428 billion in 2003 primarily due to a reduction in impaired loans to large corporations including SK Networks, LG Card and Incheon Oil Refinery which were not classified as non-performing. Our loan loss allowance against corporate loans decreased 27.1% from W2,054 billion as of December 31, 2003 to W1,499 billion as of December 31, 2004 primarily due to a decrease in impaired loans. Non-performing corporate loans rose from W1,305 billion as of December 31, 2003 to W1,385 billion as of December 31, 2004, representing 2.4% and 2.5% of the total corporate loan portfolio, respectively. Total net charge offs declined 20.1% from W329 billion in 2003 to W263 billion in 2004.

We recorded a reversal of provision for loan losses against mortgage and home equity loans of W1 billion in 2004 as compared to recording provision for loan losses of W1 billion in 2003 primarily due to the improved quality of loans. Our loan loss allowance against mortgage and home equity loans decreased 32.1% from W53 billion as of December 31, 2003 to W36 billion as of December 31, 2004 while our mortgage and home equity loans increased 8.1% from W20,517 billion as of December 31, 2003 to W22,180 billion as of December 31, 2004 reflecting increased lending corresponding to increased demand. The ratio of non-performing loans to total loans within this portfolio declined from 0.65% in 2003 to 0.57% in 2004. Our provisions and allowances continue to be lower than the allowances recognized in other countries and the United States, reflecting its relatively low loan to value lending criteria.

Our provision for loan losses against other consumer loans increased 106.4% from W63 billion in 2003 to W130 billion in 2004 primarily reflecting an increase in the amount of write-offs. Other consumer loans have increased 6.6% from W14,580 billion as of December 31, 2003 to W15,546 billion as of December 31, 2004. However, the allowance for loan losses has decreased 44.0% from W659 billion as of December 31, 2003 to W368 billion as of December 31, 2004 reflecting the charge-offs of marketing scoring system loans extended by Chohung Bank and decreased levels of delinquencies within the portfolio. The ratio of non-performing loans to total loans within this portfolio declined from 1.6% as of December 31, 2003 to 1.0% as of December 31, 2004 due to an improvement in asset quality of this portfolio.

Our provision for loan losses against credit cards decreased 30.83% from W519 billion in 2003 to W359 billion in 2004 reflecting decreased delinquencies during 2004 and a decrease in the size of the portfolio. The level of net charge-offs within the credit card portfolio have increased from W696 billion in 2003 to W816 billion in 2004. Our



credit card balances resulted in a 22.6% decrease from W6,112 billion as of December 31, 2003 to W4,732 billion as of December 31, 2004. Our allowance has decreased 52.8% from W865 billion to W408 billion due to the decrease in volume and an improvement in asset quality. The ratio of non-performing loans to total loans within this portfolio decreased from 2.8% as of December 31, 2003 to 1.8% as of December 31, 2004.

**Table of Contents***Noninterest Income*

The following table sets forth for the periods indicated the components of our noninterest income.

	As of December 31,		
	2003	2004	% Change
	(In billions of Won, except percentages)		
<b>Commissions and fees from non-trust management:</b>			
Brokerage fees and commissions(1)	W 260	W 232	(10.8)%
Other fees and commissions(2)	580	947	63.3
Net trust management fees(3)	59	84	42.4
Net trading profits	72	143	98.6
Net gains (losses) on securities	(128)	(77)	(39.8)
Other(4)	275	763	177.5
 Total noninterest income	 W 1,118	 W 2,092	 87.1%

*Notes:*

- (1) Consists of commissions, fees and markup on securities brokerage activities.
- (2) Includes commissions received on remittance, commissions received on imports and export letters of credit and commissions received from foreign exchange transactions.
- (3) Consists principally of fees from management of trust accounts in our banking operations.
- (4) Includes primarily gain on disposal of premise and equipment and gain on foreign exchange spot contracts.

The 87.1% increase in noninterest income was attributable to a 63.3% increase in other fees and commissions, including commissions received on remittance, letters of credit and foreign exchange transactions, and a 177.5% increase in other commissions including a 288.0% increase in foreign exchange gains from W91 billion in 2003 to W353 billion in 2004, all of which results primarily from the full-year consolidation of Chohung Bank in 2004 while only the four-months results were included in 2003.

*Noninterest Expenses*

The following table shows, for the periods indicated, the components of our noninterest expense.

	Year Ended December 31,		
	2003	2004	% Change
	(In billions of Won, except percentages)		
Employee compensation and severance benefits	W 544	W 884	62.5%
Depreciation and amortization	247	429	73.7
General and administrative expenses	553	876	58.4

Impairment loss on intangible asset		2	
Write-down of other investments	40	16	(60.0)
Credit card fees	90	147	63.3
Other(1)	463	798	72.4
Total noninterest expenses	W 1,937	W 3,152	62.7%

*Note:*

(1) Includes other taxes, fees and losses from sale of tangible assets.

**Table of Contents**

The 62.7% increase in noninterest expenses was primarily due to full year consolidation of Chohung Bank in 2004 while only four month results were included in 2003 and, to a lesser extent, a 58.4% increase in general and administrative expenses primarily attributable to increases in employee welfare expenses and expenses relating to integration of Shinhan Bank and Chohung Bank and a 62.5% increase in employee compensation and severance benefits primarily due to an increase in our labor force following our acquisition of Chohung Bank.

*Income Tax Expense*

Income tax expense increased from W248 billion in 2003 to W764 billion in 2004 as a result of our increased income. The statutory tax rate was 29.7% in both 2003 and 2004.

Our effective rate of income tax decreased to 32.1% in 2004 from 45.1% in 2003 primarily due to a significant increase in the effective tax rate in 2003 resulting from the anticipated reduction of statutory tax rate from current 29.7% to 27.5% beginning January 2005.

*Net Income Before Extraordinary Item*

As a result of the foregoing and the effect of changes in accounting principles, our net income before extraordinary items increased by 431.6% from W275 billion in 2003 to W1,462 billion in 2004.

**2003 Compared to 2002***Net Interest Income*

The following table shows, for the periods indicated, the principal components of our net interest income.

	Year Ended December 31,		
	2002	2003	% Change
	(In billions of Won, except percentages)		
<b>Interest and dividend income:</b>			
Interest and fees on loans	W 2,833	W 4,187	47.8%
Interest and dividends on securities	749	928	23.9
Trading assets	52	102	96.2
Other interest income	101	114	12.9
<b>Total interest and dividend income</b>	<b>W 3,735</b>	<b>W 5,331</b>	<b>42.7%</b>
<b>Interest expense:</b>			
Interest on deposits	W 1,401	W 1,766	26.1%
Interest on short-term borrowings	253	315	24.5
Interest on secured borrowings	243	207	(14.8)
Interest on long-term debt	391	703	79.8
Other interest expense	17	7	(58.8)
<b>Total interest expense</b>	<b>2,305</b>	<b>2,998</b>	<b>30.1</b>
<b>Net interest income</b>	<b>W 1,430</b>	<b>W 2,333</b>	<b>63.1%</b>
<b>Net interest margin(1)</b>	<b>2.58%</b>	<b>2.65%</b>	

*Note:*

- (1) The ratio of net interest income to average interest earning assets. See Average Balance Sheet and Volume and Rate Analysis Average Balance Sheet and Related Interest.

*Interest and dividend income.* The 42.7% increase in interest and dividend income is primarily due to the 47.8% increase in interest and fees on loans. The average balance of our interest earning assets increased

**Table of Contents**

58.9% from W55,392 billion in 2002 to W88,009 billion in 2003, principally as a result of our acquisition of Chohung Bank in August 2003, which more than offset a 68 basis point decline in average yields from 6.74% in 2002 to 6.06% in 2003.

The 47.8% increase in interest and fees on loans was primarily a result of:

a 72.2% increase in commercial and industrial loans from W14,690 billion in 2002 to W25,294 billion in 2003, partially offset by a decline of 54 basis points in the average yield on such loans from 5.60% in 2002 to 5.06% in 2003.

a 137.2% increase in other consumer loans from W4,530 billion in 2002 to W10,747 billion in 2003, partially offset by a decline of 121 basis points in the average yield on such loans from 8.61% in 2002 to 7.40% in 2003.

The average volume of our loans increased as a result of our acquisition of Chohung Bank in August 2003 and, to a lesser extent, increased consumer loan demand in Korea. Our average yield on loans decreased by 59 basis points from 6.94% to 6.35% primarily as a result of the general decline in market interest rates during the periods under review. Our average volume growth in consumer loans, in particular other consumer loans, is primarily due to our acquisition of Chohung Bank in August 2003 and, to a lesser extent, increased demand for unsecured consumer lending by households and small unincorporated businesses. The average volume growth in corporate loans is a result of our acquisition of Chohung Bank in August 2003 and, to a lesser extent, increased lending to small-and medium-sized enterprises.

Interest and dividends on investment securities increased 23.9% from W749 billion in 2002 to W928 billion in 2003. Approximately 82.4% of our securities portfolio consists of debt securities issued or guaranteed by the Korean government or government-controlled entities and debt securities issued by financial institutions and other Korean banks as of December 31, 2003. The increase in interest and dividends on investment securities in 2003 was primarily due to an increase in average volume of our investment securities as a result of our acquisition of Chohung Bank in August 2003, which more than offset a decline in average yields from 6.72% in 2002 to 5.44% in 2003. The principal reason for the decline in gross yields on these securities is the general decline in market interest rates.

*Interest Expense.* Interest expense increased 30.1% from W2,305 billion in 2002 to W2,998 billion in 2003, primarily due to a 26.1% increase in interest on deposits and a 79.8% increase in interest on long-term debt.

The 26.1% increase in interest expense on deposits from W1,401 billion in 2002 to W1,766 billion in 2003 was primarily the result of a 54.2% increase in average volume of interest bearing deposits from W34,634 billion in 2002 to W53,420 billion in 2003, partially offset by a decline of 74 basis points in the cost of interest bearing deposits from 4.05% in 2002 to 3.31% in 2003. The principal reason for the increase in average volume of interest bearing deposits is our acquisition of Chohung Bank in 2003. The principal reason for the decline in interest rates payable on these liabilities is the general decline in market interest rates. The average interest rate paid on our time deposits other than certificates of deposit, which accounted for 52.0% of our average interest-bearing deposits in 2003, decreased from 4.91% in 2002 to 4.19% in 2003 primarily due to a general decline in market interest rates in 2003. The average interest rate paid on our savings deposits, which accounted for 29.8% of our average interest-bearing deposits in 2003, decreased from 1.85% in 2002 to 1.46% in 2003.

The 58.5% increase in average balance of our interest bearing liabilities was primarily due to a 54.2% increase in average interest-bearing deposits. The 54.2% increase in average interest-bearing deposit volume from W34,634 billion in 2002 to W53,420 billion in 2003 was due to a 42.7% increase in average volume of other time deposits from W19,468 billion in 2002 to W27,780 billion in 2003 and a 60.4% increase in average volume of savings deposits from W9,924 billion in 2002 to W15,922 billion in 2003, resulting from our acquisition of Chohung Bank in 2003.

The 79.8% increase in interest expense on long-term debt was due to a 122.1% increase in average long-term debt from W6,184 billion in 2002 to W13,736 billion in 2003 resulting from our acquisition of Chohung

**Table of Contents**

Bank in 2003, partially offset by a 120 basis point decline in average interest rates paid on our long-term debt from 6.32% in 2002 to 5.12% in 2003, reflects a continued decline in the market interest rates during the period under review.

The 24.5% increase in interest on short-term borrowings was primarily a result of a 57.8% increase in average short-term borrowings from W7,226 billion in 2002 to W11,400 billion in 2003, resulting from our acquisition of Chohung Bank in 2003, partially offset by a 68 basis point decline in average interest rates paid on our short-term borrowings from 3.50% in 2002 to 2.82% in 2003, reflecting a continued decline in the market interest rates during the period under review.

*Net interest margin.* Net interest margin represents the ratio of net interest income to average interest earning assets. As net interest income increased 63.1% from W1,430 billion in 2002 to W2,333 billion in 2003 and the average volume of our interest earning assets increased 58.9% from W55,392 billion in 2002 to W88,009 billion in 2003, our overall net interest margin increased 7 basis points from 2.58% in 2002 to 2.65% in 2003.

*Provision for Loan Losses*

Our provision for loan losses increased 328.4% from W236 billion in 2002 to W1,011 billion in 2003 reflecting our acquisition of Chohung Bank whose quality of loan portfolio has continued to experience deterioration and increased amount of charge-offs in our corporate and credit card lending portfolios.

The following table sets forth for the periods indicated the components of provision for loan losses by product type.

	As of December 31,		
	2002	2003	% Change
	(In billions of Won, except percentages)		
Corporate	W (6)	W 428	N/M
Mortgages and home equity	23	1	(95.7)%
Other consumer	53	63	18.9
Credit cards	166	519	212.7
<b>Total provision for loan losses</b>	<b>W 236</b>	<b>W 1,011</b>	<b>328.4%</b>

*N/M = not meaningful.*

Our provision for loan losses against corporate loans increased from W(6) billion in 2002 to W428 billion in 2003 primarily due to our acquisition of Chohung Bank and a deterioration of the asset quality of our corporate loans, primarily to small- and medium-sized enterprises customers. Our loan loss allowance against corporate loans increased 182.1% from W728 billion as of December 31, 2002 to W2,054 billion as of December 31, 2003 for the same reason. Non-performing corporate loans rose from W417 billion as of December 31, 2002 to W1,305 billion as of December 31, 2003, representing 1.6% and 2.4% of the total corporate loan portfolio respectively. Total net charge offs rose 439.3% from W61 billion in 2002 to W329 billion in 2003 due to charge-offs of loans to SK Networks.

Our provision for loan losses against mortgage and home equity loans decreased 95.7% from W23 billion as of December 31, 2002 to W1 billion as of December 31, 2003 primarily due to improved loss severity. Our loan loss allowance against mortgage and home equity loans increased 76.7% from W30 billion as of December 31, 2002 to W53 billion as of December 31, 2003 primarily as a result of our acquisition of Chohung Bank. Our mortgage and home equity loans have increased 77.8% from W11,539 billion as of December 31, 2002 to W20,517 billion as of

December 31, 2003 reflecting our acquisition of Chohung Bank. The ratio of non-performing loans to total loans within this portfolio rose from 0.3% in 2002 to 0.6% reflecting our acquisition of Chohung Bank whose mortgage and home equity loan portfolio has a higher ratio of non-performing loans. Our provisions and allowances continue to be lower than the allowances recognized in other



**Table of Contents**

countries and the United States, reflecting its relatively low loan to value lending criteria. Net-charge offs increased.

Our provision for loan losses against other consumer loans increased 18.9% from W53 billion in 2002 to W63 billion in 2003 primarily reflecting increased delinquencies during 2003 and the increased size of the portfolio. Other consumer loans have increased 193.8% from W4,962 billion as of December 31, 2002 to W14,580 billion as of December 31, 2003. The allowance for loan losses has increased 1,016.9% from W59 billion as of December 31, 2002 to W659 billion as of December 31, 2003 reflecting our acquisition of Chohung Bank and increased levels of delinquencies within the portfolio. The ratio of non-performing loans to total loans within this portfolio rose from 0.4% as of December 31, 2002 to 1.6% as of December 31, 2003 due to a deterioration in asset quality of this portfolio.

Our provision for loan losses against credit cards increased 212.7% from W166 billion in 2002 to W519 billion in 2003 reflecting increased delinquencies during 2003 and an increase in the size of the portfolio. The level of net charge-offs within the credit card portfolio have increased from W43 billion in 2002 to W696 billion in 2003 reflecting our acquisition of Chohung Bank and increased level of delinquencies within the portfolio. Our credit card balances resulted in a 121.2% increase from W2,763 billion as of December 31, 2002 to W6,112 billion as of December 31, 2003. Our allowance has increased 383.2% from W179 billion to W865 billion due to the increase in volume as well as higher delinquencies. The ratio of non-performing loans to total loans within this portfolio increased from 1.7% as of December 31, 2002 to 2.8% as of December 31, 2003.

*Noninterest Income*

The following table sets forth for the periods indicated the components of our noninterest income.

	<b>As of December 31,</b>		
	<b>2002</b>	<b>2003</b>	<b>% Change</b>
	<b>(In billions of Won, except percentages)</b>		
<b>Commissions and fees from non-trust management:</b>			
Brokerage fees and commissions(1)	W 170	W 260	52.9%
Other fees and commissions(2)	304	580	90.8
Net trust management fees(3)	129	59	(54.3)
Net trading profits	88	72	(18.2)
Net gains (losses) on securities	143	(128)	N/M
Other(4)	203	275	35.5
 Total noninterest income	 W 1,037	 W 1,118	 7.8%

*N/M = not meaningful.*

*Notes:*

- (1) Consists of commissions, fees and markup on securities brokerage activities.
- (2) Includes commissions received on remittance, commissions received on imports and export letters of credit and commissions received from foreign exchange transactions.
- (3) Consists principally of fees from management of trust accounts in our banking operations.

(4) Includes primarily gain on disposal of premise and equipment and gain on foreign exchange spot contracts.

The 7.8% increase in noninterest income was attributable primarily to a 77.2% increase in commissions and fees from non-trust management activities, consisting principally of commissions, fees and markup on securities brokerage activities such as fees from brokerage services, primarily as a result of our acquisition of Chohung Bank, which more than offset:

**Table of Contents**

a 54.3% decrease in net trust management fees due primarily to a shift in trust account volume from trust account products that carry higher management fees such as household long-term trusts to those with lower management fees such as specified money trusts; and

our recording a W128 billion of net loss on securities in 2003 as compared to a W143 billion of net gain in 2002, primarily reflecting impairment losses in 2003 relating to our securities exposure to LG Card, Hyundai Engineering & Construction and Ssangyong Cement Industrial and unusually large gains from dispositions of securities in 2002 which did not recur in 2003.

*Noninterest Expenses*

The following table shows, for the periods indicated, the components of our noninterest expense.

	<b>Year Ended December 31,</b>		
	<b>2002</b>	<b>2003</b>	<b>% Change</b>
	<b>(In billions of Won, except percentages)</b>		
Employee compensation and severance benefits	W 357	W 544	52.4%
Depreciation and amortization	104	247	137.5
General and administrative expenses	410	553	34.9
Impairment loss on goodwill	137		(100.0)
Write-down of other investments	31	40	29.0
Credit card fees	45	90	100.0
Other(1)	218	463	112.4
 Total noninterest expenses	 W 1,302	 W 1,937	 48.8%

*Note:*

(1) Includes other taxes, fees and losses from sale of tangible assets.

The 48.8% increase in noninterest expenses was primarily due to:

a 34.9% increase in general and administrative expenses primarily attributable to increases in employee welfare expenses and advertisement and marketing expenses to promote our corporate brand image as an integrated financial holding company;

a 52.4% increase in employee compensation and severance benefits primarily due to an increase in our labor force following our acquisition of Chohung Bank and the introduction of employee stock ownership plans by our holding company in 2003; and

a 112.4% increase in other expenses, primarily reflecting commissions paid on collection of over due loans and deposit insurance premiums paid to the Korea Deposit Insurance Corporation, which more than offset a W137 billion of an impairment loss on goodwill recorded in 2002 resulting from our acquisition of Good Morning Securities as described under Financial Impact of Acquisitions Acquisition of Good Morning Securities .

*Income Tax Expense*

Income tax expense decreased from W320 billion in 2002 to W248 billion in 2003 as a result of our decreased income. The statutory tax rate was 29.7% in both 2002 and 2003.

Our effective rate of income tax increased to 45.1% in 2003 from 34.8% in 2002 primarily due to a decrease in deferred tax assets and a corresponding increase in income tax expense resulting from the anticipated reduction of statutory tax rate from the current 29.7% to 27.5% beginning January 1, 2005.

**Table of Contents***Net Income Before Extraordinary Item*

As a result of the foregoing, our net income before extraordinary items decreased by 53.3% from W589 billion in 2002 to W275 billion in 2003.

**Business Outlook**

As a result of reduced domestic consumption, increase in credit card and other consumer loan delinquencies, lower levels of investments by corporations, increased unemployment, together with the on-going tensions between the United States and North Korea, we expect the Korean economy to continue to experience difficulties, with prospects of recovery remaining uncertain. These weak economic conditions in Korea, coupled with intense competition in the banking sector, will have an adverse impact on us in the near future.

In corporate banking, lending to small- and medium-sized enterprises has long been our core focus of business. Our small- and medium-sized enterprises lending portfolio has grown steadily from a balance of W14,649 billion in 2002 to W38,055 billion in 2003 and to W38,713 billion in 2004, with the sharp increase in 2003 due, to a large extent, to our acquisition of Chohung Bank. During this period, most of the nationwide banks have shifted their focus to, or increased their emphasis on, this type of lending, as opportunities in the large corporate and retail sectors diminish. While we expect the competition in this sector to intensify and result in lower margins from lending to this customer sector, we believe our established customer base, quality brand image and experienced lending staff will provide an opportunity to maintain steady growth in this environment. This increase in lending has brought with it increasing delinquencies in this portion of our portfolio, in particular in loans to the real estate, leasing and service industry and the hotel and leisure industry. We expect this increase in delinquencies to continue, resulting in higher charge-offs and provisions 2005.

In retail banking, over the past three years, we have experienced a significant growth in home mortgage-based secured consumer lending, both for home purchases as well as for general purpose borrowing through home equity loans. Our mortgage and home equity lending portfolio increased from an average balance of W9,973 billion during 2002 to W12,076 billion during 2003 and to W21,408 billion in 2004. The volume of such lending by us is significantly dependent on competitive conditions, real estate prices, interest rate levels and government policies affecting these markets, and the trends indicated by prior periods will be altered accordingly. In 2005, given the relative low home ownership ratio in Korea, the increasing demand for ownership of larger homes and the growing trend within the newly financial independent young population to seek their own housing, we expect the demand for home mortgage-based secured lending to be fairly strong and the banks to increase their lending. In addition, since the home mortgaged-based loans were introduced only in 2004, we believe that the market for such loans has a strong growth potential. We believe that consumer demand for the 15-year or longer term loans is likely to grow significantly given the tax benefits applicable to their interest payments. We have also experienced a significant increase in other consumer loans (principally general unsecured loans) as we seek to diversify our consumer lending portfolio. Our other consumer loans increased from an average balance of W4,530 billion during 2002 to W10,747 billion during 2003 and to W14,481 billion in 2004.

In the credit card business, we have witnessed our customers become more active borrowers until the first half of 2003 as the credit card markets expanded rapidly. Beginning in 2003, however, the growth in credit card usage and balances have been moderated as a result of heightened concerns about increasing delinquencies, credit defaults and asset quality deterioration. Our growth in this sector, represented by Shinhan Card, was not so dramatic as that experienced by other Korean banks and credit card companies, some of whom were shifting from large corporate lending to the credit card sector and others of whom chose to expand more aggressively. Our credit card portfolio growth trend reflects this difference, and this in turn was reflected in a lower level of credit defaults and delinquencies. Three credit card companies, including Shinhan Card, with sound asset quality recorded profit in 2004. We expect the credit card asset size to stabilize in 2005 after a continued decrease since 2003. We also expect a continued improvement in the profitability of the credit card companies in 2005 primarily as a result of a decrease in the provision for loan losses due to

**Table of Contents**

improved asset quality and, to a lesser extent, an increase in lending. Our acquisition of Chohung Bank, on the other hand, has led to a significant increase in our credit card assets, including considerable amounts of credit card assets with higher level of delinquencies and credit defaults compared to our credit card assets of Shinhan Card. However, in the first quarter of 2005, the credit card division of Chohung Bank recorded profit as its asset quality improved over the quarters, and our provision for possible losses relating to the credit card assets of Chohung Bank decreased significantly. We believe that the credit card industry has improved its overall asset quality resulting in lower provisioning for loan losses.

In securities brokerage services, we expect an increase in brokerage fees and commissions due primarily to improving stock market performance based on investor optimism for economic recovery in the second half of 2005, growing interest in asset management products and anticipated improvement in corporate earnings, as well as an anticipated increase in volume through the use of our banking network to promote our securities brokerage services and products.

We believe that, over the long term, the establishment of the Shinhan Financial Group as a diversified financial services platform and the addition of Chohung Bank to that platform will provide significant opportunities to enhance our prospects as and when economic conditions improve.

**Results by Principal Business Segment Under Korean GAAP**

We are organized into twelve major business segments as follows:

Shinhan Bank, further consisting of the following:

- retail banking;
- corporate banking;
- treasury and securities investment; and
- other banking services;

Chohung Bank, further consisting of the following:

- retail banking;
  - corporate banking;
  - treasury and international business;
  - credit card; and
  - other banking services;
- securities brokerage services of Good Morning Shinhan Securities;

credit card services of Shinhan Card; and

others.

**Table of Contents**

The following discussion of our results by principal business segment is provided on a Korean GAAP basis since this is the basis of accounting that we currently use to manage our business. Our chief operating decision maker regularly makes decisions about resources to be allocated to these activities and assesses performance of the activities using this information, and consequently this forms the basis of our segment reporting included in Note 33 to our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group .

	Segment Results(1)			Total Revenues(2)		
	Year Ended December 31,					
	2002	2003	2004	2002	2003	2004
(In billions of Won, except percentages)						
Shinhan Bank:						
Retail banking	W 422	W 560	W 655	W 923	W 1,221	W 1,401
Corporate banking	351	212	550	641	749	1,006
Treasury and securities investment	103	62	82	737	904	1,292
Other banking services	(190)	(148)	(87)	348	339	469
Chohung Bank:(3)						
Retail banking		30	132		513	1,395
Corporate banking		(58)	185		133	333
Treasury and international business		(53)	(5)		208	2,611
Credit card		(89)	(320)		237	590
Other banking services		(50)	275		(3)	498
Good Morning Shinhan Securities	35	69	44	581	656	697
Shinhan Card	158	(90)	6	291	322	348
Other subsidiaries	34	36	10	208	305	355
<b>Total(4)</b>	<b>W 913</b>	<b>W 481</b>	<b>W 1,527</b>	<b>W 3,729</b>	<b>W 5,584</b>	<b>W 10,995</b>

*Notes:*

- (1) Represents income per segment before income taxes.
- (2) Represents net interest income plus noninterest income.
- (3) As we acquired Chohung Bank in August 2003, the segment results for Chohung Bank only reflect the results of operations from the date of our acquisition to December 31, 2003 and is not available on a meaningful comparative basis.
- (4) Before elimination or adjustments.

**Table of Contents*****Shinhan Bank's Retail Banking***

Shinhan Bank's retail banking segment products include mortgage and home equity loans and other consumer loans, deposits and other savings products.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 718	W 782	W 844	8.9%	7.9%
Noninterest income	205	439	557	114.1	26.9
Total revenues	923	1,221	1,401	32.3	14.7
Provision for loan losses(1)	(46)	(64)	(30)	39.1	(53.1)
Noninterest expense including depreciation and amortization	(455)	(597)	(716)	31.2	19.9
Segment results(2)	W 422	W 560	W 655	32.7%	17.0%

*Notes:*

(1) Includes provision for guarantees and acceptances of W(0.5) billion in 2002. We recorded no such provision in 2003 and 2004.

(2) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result increased by 17.0% from W560 billion in 2003 to W655 billion in 2004.

The 7.9% increase in net interest income from retail banking activities was primarily due to an increase in average lending volume to individuals and households, particularly, mortgage and home equity loans, partially offset by an increase in average deposits, particularly, time deposits.

The increase in average lending volume to individuals, mortgage and home equity loans in particular, is primarily due to the recent trend and preference by commercial banks, including ourselves, to lend to consumers on a secured basis. The increase in average deposits, time deposits in particular, is primarily due to customer demand for stable time deposit products in Korean Won and the increase in time deposit products that utilize Korean Won and Japanese Yen swaps to maximize the return. We are currently experiencing a dispute with the Korean National Tax Service in respect of these time deposit products as described in Item 3. Key Information: Risk Factors Risks Relating to Our Banking Business Our current dispute with the Korean National Tax Service relating to certain deposit products, if adversely resolved, and together with potential claims from our customers, may materially and adversely affect our financial condition and results of operations.

Noninterest income increased by 26.9% primarily due to an increase in gross gains from derivatives transactions and an increase in gains from foreign currency transactions, each as a result of increase in transaction volume, partially offset by a decrease in agency fees and commissions income from cross-selling products of our other subsidiaries through Shinhan Bank's retail banking branch network. Agency fees decreased primarily due to a decrease in agency fees from credit card operations, which was substantially offset by increases in agency fees from cross-selling bancassurance products and beneficiary certificates.

Provision for loan losses on consumer loans decreased by 53.1% primarily due to improved asset quality despite the increase in Shinhan Bank's lending volume.



Noninterest expense including depreciation and amortization increased by 19.9% from W597 billion in 2003 to W716 billion in 2004, primarily due to an increase in gross losses from derivatives transactions, resulting from higher transaction volume and increased employee welfare and benefits paid to Shinhan Bank's

**Table of Contents**

employees, which more than offset a decrease in fees for perfecting security interests and related legal and administrative expenses.

*Comparison of 2003 to 2002*

Our overall segment result increased by 32.7% from W422 billion in 2002 to W560 billion in 2003.

The 8.9% increase in net interest income from retail banking activities was primarily due to an increase in average lending volume to individuals and households, particularly, mortgage and home equity loans, partially offset by an increase in average deposits, particularly, foreign currency time deposits and equity-linked deposits.

The increase in average lending volume to individuals, mortgage and home equity loans in particular, is primarily due to the recent trend and preference by commercial banks, including ourselves, to lend to consumers on a secured basis. The increase in average deposits, foreign currency time deposits and equity-linked deposits in particular, is primarily due to customer demand for products indirectly linked with the stock market performance, foreign currency deposits in anticipation of a devaluation in Won currency and short-term deposits in a low interest environment.

Noninterest income increased 114.1% primarily due to an increase in gross gains from derivatives transactions, reflecting a roughly threefold volume increase in derivatives transactions, and increase in agency fees and commissions income from cross-selling products of our other subsidiaries through Shinhan Bank's retail banking branch network. This increase was also attributable to the reclassification of agency fees from handling Shinhan Card's assets from interest income in 2002 to fee income in 2003.

Provision for loan losses on consumer loans increased by 39.1% primarily due to the increase in Shinhan Bank's lending volume resulting in higher level of allowance for loan losses required at the end of 2003.

Noninterest expense including depreciation and amortization increased 31.2% from W455 billion in 2002 to W597 billion in 2003, primarily due to an increase in gross losses from derivatives transactions, resulting from a volume increase in derivatives transactions, increased premiums paid to the Korea Deposit Insurance Corporation for deposit insurance due to an additional 0.1% of special contributions levied by the Korea Deposit Insurance Corporation and increased salaries and wages paid to Shinhan Bank's employees, which more than offset a decrease in fees for perfecting security interests and related legal and administrative expenses.

**Table of Contents*****Shinhan Bank's Corporate Banking***

Shinhan Bank's large corporate banking segment handles its transactions with all of its corporate customers, including small- and medium-sized enterprises, chaebols and public enterprises. Activities within the segment include loans, overdrafts and other credit facilities, gathering deposits and investment banking activities.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 366	W 434	W 530	18.6%	22.1%
Noninterest income	275	315	476	14.5	51.1
Total revenues	641	749	1,006	16.8	34.3
Provision for loan losses(1)	(15)	(273)	(66)	(1,720.0)	(75.8)
Noninterest expense including depreciation and amortization	(275)	(264)	(390)	(4.0)	47.7
Segment results(2)	W 351	W 212	W 550	(39.6)%	159.4%

*Notes:*

(1) Includes provision for guarantees and acceptances of W(8.4) billion in 2002. We recorded no such provision in 2003 and 2004.

(2) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result increased by 159.4% from W212 billion in 2003 to W550 billion in 2004, primarily due to a W257 billion increase in total revenues and a W207 billion decrease in provision for loan losses during the period under review.

Net interest income increased by 22.1% due primarily to the increase in average volume of lending to small- and medium-sized enterprises, which results primarily from the continued growth in the small- and medium-sized lending market, together with Shinhan Bank's continued efforts to focus its marketing on this customer sector to achieve growth.

Noninterest income increased by 51.1% due primarily to an increase in gross gains from derivatives transactions and, to a lesser extent, an increase in fees and commissions from Shinhan Bank's investment banking activities, including asset-backed securitization.

The lower level of provision for loan losses in 2004 is primarily due to resolutions of credit problems experienced by certain large corporate borrowers, including SK Networks and LG Card.

Noninterest expense including depreciation and amortization increased by 47.7% due primarily to an increase in gross losses from derivatives transactions, resulting from a volume increase in derivatives transactions.

*Comparison of 2003 to 2002*

Our overall segment result decreased 39.6% from W351 billion in 2002 to W212 billion in 2003, primarily due to a W258 billion increase in provision for loan losses during the period under review.

Net interest income increased 18.6% due primarily to the increase in average volume of lending to small- and medium-sized enterprises, which results primarily from the continued growth in the small- and medium-sized lending market, together with Shinhan Bank's continued efforts to focus its marketing on this customer sector to achieve

growth.

203

---

**Table of Contents**

Noninterest income increased 14.5% due primarily to the increase in fees and commissions from Shinhan Bank's investment banking activities, including asset-backed securitization.

The higher level of provision for loan losses in 2003 is primarily due to increased charge-offs and a deterioration in the financial condition of certain large corporate borrowers, including SK Networks and LG Card.

Noninterest expense including depreciation and amortization decreased 4.0% due primarily to a decrease in gross losses from derivatives transactions, resulting from a volume decrease in derivatives transactions, which more than offset increased premiums paid to the Korea Deposit Insurance Corporation for deposit insurance and increased salaries and wages paid to Shinhan Bank's employees.

***Shinhan Bank's Treasury and Securities Investment***

Shinhan Bank's treasury and securities investment segment primarily handles the trading of and investment in debt securities and, to a lesser extent, in equity securities for its own accounts, handling its treasury activities such as correspondence banking, and entering into derivatives transactions.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 54	W 65	W 4	20.4%	(93.8)%
Noninterest income	683	839	1,288	22.8%	53.5%
Total revenues	737	904	1,292	22.7%	42.9%
Provision for loan losses	20	11	(8)	(45.0)%	N/M
Noninterest expense including depreciation and amortization	(654)	(853)	(1,202)	30.4%	40.9%
Segment results(1)	W 103	W 62	W 82	(39.8)%	32.3%

**Note:**

(1) Net income per segment before income taxes.

***Comparison of 2004 to 2003***

Our overall segment result increased by 32.3% from W62 billion in 2003 to W82 billion in 2004.

Net interest income decreased by 93.8% primarily due to a decrease in the volume of investment portfolio.

Noninterest income increased by 53.5% from W839 billion in 2003 to W1,288 billion in 2004 due primarily to an increase in gains from increased volume of Shinhan Bank's derivatives transactions with customers as well as an increase in gains from foreign currency transactions with customers.

In 2004, Shinhan Bank recorded provision for loan losses in this segment of W8 billion in 2004 as compared to a reversal of provisions for loan losses of W11 billion in 2003. The provision for loan losses in 2004 resulted from Shinhan Bank's converting its credit exposure to LG Card to equity in connection with the rescue plan for LG Card. The reversal of provision for loan losses in 2003 was necessary to make adjustments in the contra-account to reflect increased provisioning in Shinhan Bank's overseas branches.

Noninterest expense including depreciation and amortization increased by 40.9% primarily due to an increase in derivative liabilities resulting from an increase in volume of back-to-back transactions to cover risk exposures that arose in connection with Shinhan Bank's transactions with customers, an increase in losses from foreign currency transactions with customers and, to a lesser extent, valuation losses from Shinhan



**Table of Contents**

Bank's equity investment in Shinhan Finance Limited, which was partially offset by decreases in impairment losses from securities and losses from dispositions of securities.

*Comparison of 2003 to 2002*

Our overall segment result decreased 39.8% from W103 billion in 2002 to W62 billion in 2003.

Net interest income increased 20.4% primarily due to an increase in inter-segment lending to other segments from funding raised through issuance of finance debentures and foreign currency borrowings.

Noninterest income increased 22.8% from W683 billion in 2002 to W839 billion in 2003 due primarily to an increase in gains from increased volume of Shinhan Bank's derivatives transactions with customers, which nearly tripled in line with derivatives market growth, which was partially offset by a decrease in realized gains on disposition of investment securities reflecting a continued decline in market interest rates.

In 2002 and 2003, Shinhan Bank recorded reversals of provision for loan losses in this segment of W20 billion in 2002 and W11 billion in 2003 in order to make adjustments in the contra-account to reflect increased provisioning in its overseas branches.

Noninterest expense including depreciation and amortization increased 30.4% primarily due to an increase in derivative liabilities resulting from increase in volume of back-to-back transactions to cover risk exposures that arose in connection with Shinhan Bank's transactions with customers, impairment losses in securities exposure to LG Card and valuation losses from Shinhan Bank's equity investment in Shinhan Finance Limited.

***Shinhan Bank's Other Banking Services***

The revenue-generating activities in this segment consist primarily of Shinhan Bank's trust account management services and any gains and losses from our overseas branches. This segment also reflects the expenses and provision for loan losses of Shinhan Bank that are not, as a matter of management policy, allocated to either retail banking or corporate banking.

For management reporting purposes, each of the retail banking and corporate banking segments computes and reflects provision for loan losses that are discounted based on average balances of loans to show a meaningful comparison of performance within and *vis-à-vis* other activities. This has the effect of understating the provisions for loan losses that are reflected in our segment reporting as compared to the bankwide provision for loan losses reflected in Shinhan Bank's financial statements. The excess provision for loan losses arising from the difference in computations are not allocated to retail banking or corporate banking but are reflected in this segment. As a result, segment results will generally be in the negative. In 2002, 2003 and 2004, those excess provision for loan losses that were not allocated to either retail banking or corporate banking amounted to W116 billion, W86 billion and W124 billion, respectively.

In addition, Shinhan Bank frequently issues subordinated debt securities, which carry interests that are higher than market interest rates. As subordinated debt securities has the overall effect of improving Shinhan Bank's capital adequacy and benefits Shinhan Bank in its entirety, the management believes it is inappropriate to allocate the higher costs associated with issuing subordinated debt to a particular business segment.

**Table of Contents**

Accordingly, we allocate and reflect the difference between the higher costs associated with subordinated debt and market interest rates in this segment as interest expenses.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 179	W 212	W 182	18.4%	(14.2)%
Noninterest income	169	127	287	(24.9)	126.0
Total revenues	348	339	469	(2.6)	38.3
Provision for loan losses(1)	(129)	(109)	(98)	(15.5)	(10.1)
Noninterest expense including depreciation and amortization	(409)	(378)	(458)	(7.6)	21.2
Segment results(2)	W (190)	W (148)	W (87)	(22.1)%	(41.2)%

*Notes:*

(1) Includes provision for guarantees and acceptances of W(0.5) billion, W(0.3) billion and W(1.0) billion in 2002, 2003 and 2004, respectively.

(2) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result improved from a loss of W148 billion in 2003 to a loss of W87 billion in 2004, showing a 41.2% decrease, primarily as a result of a 126.0% increase in noninterest income combined with a 10.1% decrease in provision for loan losses.

Net interest income decreased by 14.2% due primarily to a decrease in market interest which we use to record interest from inter-segment lendings and borrowings and, to a lesser extent, a decrease in net interest income from Shinhan Bank's overseas subsidiaries, reflecting the appreciation of the Korean Won against foreign currencies.

Noninterest income increased by 126.0% due primarily to the sale by Shinhan Bank of common shares of the holding company in March 2004, resulting in a gain of W228 billion, partially offset by the effect of eliminating certain double-counting between segments of investment banking and derivatives transactions.

Provision for loan losses decreased by 10.1% due to a lower amount of allocation of provisions to Shinhan Bank's other business segments based on average balance calculation and decreased provisioning at Shinhan Bank's overseas branches in 2004 resulting from improved asset quality of exposures to SK Networks.

Noninterest expense including depreciation and amortization increased by 21.2% due primarily to the incurrence of W95 billion of expenses relating to the change in Shinhan Bank's employee retirement plan.

*Comparison of 2003 to 2002*

Our overall segment result improved from a loss of W190 billion in 2002 to a loss of W148 billion in 2003, showing a 22.1% decrease, primarily as a result of a 18.4% increase in net interest income combined with a 15.5% decrease in provision for loan losses.

Net interest income increased 18.4% due primarily to an increase in net interest income from Shinhan Bank's overseas subsidiaries, resulting from an increase in overseas securities investments combined with a decrease in overseas borrowings.



Noninterest income decreased 24.9% due primarily to a W41 billion decrease in trust management fees.

Provision for loan losses decreased 15.5% due to allocation of higher provisions to Shinhan Bank's other business segments based on average balance calculation which more than offset increased provisioning at

206

---

**Table of Contents**

Shinhan Bank's overseas branches in 2003 resulting from Shinhan Bank's exposure to SK Networks' overseas operations.

Noninterest expense including depreciation and amortization decreased 7.6% due primarily to increased losses from disposition of and impairment losses on securities obtained through corporate restructuring, including equity securities of Hynix Semiconductor, in 2002, which did not recur in 2003.

**Chohung Bank's Retail Banking**

Chohung Bank's retail banking segment products include mortgage and home equity loans and other consumer loans, deposits and other savings products.

	From September 1 to December 31, 2003		Year Ended December 31, 2004		% Change 2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W	418	W	1,107	164.8%
Noninterest income		95		288	203.2
Total revenues		513		1,395	171.9
Provision for loan losses		(150)		(466)	210.7
Noninterest expense including depreciation and amortization		(333)		(797)	139.3
Segment results(1)	W	30	W	132	340.0%

*Note:*

(1) Net income per segment before income taxes.

Since we acquired Chohung Bank in August 2003, the segment results relating to Chohung Bank's business for the year ended December 31, 2003 only exist from September 1, 2003 to December 31, 2003 while Chohung Bank's segment results for the year ended December 31, 2004 reflects the segment results and other income statement information for this segment for the full year ended December 31, 2004. As a result, the comparison of the two periods are not available on a comparable basis and thus not meaningful.

**Chohung Bank's Corporate Banking**

Chohung Bank's large corporate banking segment handles its transactions with all of its corporate customers, including small- and medium-sized enterprises, chaebols and public enterprises. Activities within the segment include loans, overdrafts and other credit facilities, gathering deposits and investment banking activities.

	From September 1 to December 31,		Year Ended December 31,		% Change
--	---	--	----------------------------	--	-------------

2003

2004

2003/2004

(In billions of Won)

**Income statement data**

Net interest income	W	62	W	258	316.1%
Noninterest income		71		75	5.6
Total revenues		133		333	150.4
Provision for loan losses(1)		(145)		12	N/M
Noninterest expense including depreciation and amortization		(46)		(160)	247.8
Segment results(2)	W	(58)	W	185	419.0%

207

**Table of Contents***Notes:*

(1) Includes provision for guarantees and acceptances of W(35) billion in 2003 and W(22) billion in 2004.

(2) Net income per segment before income taxes.

Since we acquired Chohung Bank in August 2003, the segment results relating to Chohung Bank's business for the year ended December 31, 2003 only exist from September 1, 2003 to December 31, 2003 while Chohung Bank's segment results for the year ended December 31, 2004 reflects the segment results and other income statement information for this segment for the full year ended December 31, 2004. As a result, the comparison of the two periods are not available on a comparable basis and thus not meaningful.

***Chohung Bank's Treasury and International Business***

Chohung Bank's treasury and international business segment primarily handles the trading of and investment in debt securities and, to a lesser extent, in equity securities for its own accounts, handling its treasury activities such as correspondence banking, and entering into derivatives transactions and any gains and losses from our overseas branches and subsidiaries.

	<b>From September 1 to December 31, 2003</b>		<b>Year Ended December 31, 2004</b>		<b>% Change 2003/ 2004</b>
<b>(In billions of Won)</b>					
<b>Income statement data</b>					
Net interest income	W	(26)	W	(1)	(96.2)%
Noninterest income		234		2,612	1,016.2
Total revenues		208		2,611	1,155.3
Provision for loan losses				13	N/M
Noninterest expense including depreciation and amortization		(261)		(2,629)	907.3
Segment results(1)	W	(53)	W	(5)	(90.6)%

*Note:*

(1) Net income per segment before income taxes.

Since we acquired Chohung Bank in August 2003, the segment results relating to Chohung Bank's business for the year ended December 31, 2003 only exist from September 1, 2003 to December 31, 2003 while Chohung Bank's segment results for the year ended December 31, 2004 reflects the segment results and other income statement information for this segment for the full year ended December 31, 2004. As a result, the comparison of the two periods are not available on a comparable basis and thus not meaningful.

**Table of Contents*****Chohung Bank's Credit Card***

Chohung Bank's segment handles credit card activities primarily managed by BC Card, Chohung Bank's credit card business.

	From September 1 to December 31, 2003	Year Ended December 31, 2004	% Change 2003/2004
(In billions of Won)			
<b>Income statement data</b>			
Net interest income	W 237	W 588	148.1%
Noninterest income		2	N/M
Total revenues	237	590	148.9
Provision for loan losses	(199)	(673)	238.2
Noninterest expense including depreciation and amortization	(127)	(237)	86.6
Segment results(1)	W (89)	W (320)	259.6%

*Note:*

(1) Net income per segment before income taxes.

Since we acquired Chohung Bank in August 2003, the segment results relating to Chohung Bank's business for the year ended December 31, 2003 only exist from September 1, 2003 to December 31, 2003 while Chohung Bank's segment results for the year ended December 31, 2004 reflects the segment results and other income statement information for this segment for the full year ended December 31, 2004. As a result, the comparison of the two periods are not available on a comparable basis and thus not meaningful.

***Chohung Bank's Other Banking Services***

The revenue-generating activities in this segment consist primarily of Chohung Bank's merchant banking business and trust account management services. Chohung Bank's merchant banking segment products include short-term financing for both deposit and lending sides, including cash management accounts, factoring financing and bill discounting, leasing, investment banking activities, mergers and acquisitions advice and project financing services. This segment also reflects the expenses incurred by Chohung Bank's support and management functions performed at the headquarters level, including Chohung Bank's risk management and information technology systems.

	From September 1 to December 31, 2003	Year Ended December 31, 2004	% Change 2003/2004
(In billions of Won)			
<b>Income statement data</b>			

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Net interest income	W	(10)	W	138	N/M
Noninterest income		7		360	5,042.9%
Total revenues		(3)		498	N/M
Provision for loan losses				83	N/M
Noninterest expense including depreciation and amortization		(47)		(306)	551.1
Segment results(1)	W	(50)	W	275	N/M

*Note:*

(1) Net income per segment before income taxes.

209

---

**Table of Contents**

Since we acquired Chohung Bank in August 2003, the segment results relating to Chohung Bank's business for the year ended December 31, 2003 only exist from September 1, 2003 to December 31, 2003 while Chohung Bank's segment results for the year ended December 31, 2004 reflects the segment results and other income statement information for this segment for the full year ended December 31, 2004. As a result, the comparison of the two periods are not available on a comparable basis and thus not meaningful.

**Securities Brokerage Services**

Securities brokerage services segment primarily reflects securities brokerage and dealing services on behalf of customers, which is conducted by Good Morning Shinhan Securities, our principal securities brokerage subsidiary.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 22	W 34	W 54	54.5%	58.8%
Noninterest income	559	622	643	11.3	3.4
Total revenues	581	656	697	12.9	6.3
Provision for loan losses	6		5		N/M
Noninterest expense including depreciation and amortization	(552)	(587)	(658)	6.3	12.1
Segment results(1)	W 35	W 69	W 44	97.1%	(36.2)%

*Note:*

(1) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result decreased by 36.2% from a gain of W69 billion in 2003 to a gain of W44 billion in 2004.

The 58.8% increase in net interest income was due primarily to interest income from equity-linked securities that Good Morning Shinhan Securities acquired to hedge its position against the equity-linked securities sold to its customers.

The 3.4% increase in noninterest income was primarily due to an increase in brokerage fees resulting from increased sales of equity-linked securities and short-term marketable securities.

Noninterest expense including depreciation and amortization increased 12.1%, or by W71 billion, primarily due to an increase in losses from sales of short-term marketable securities.

*Comparison of 2003 to 2002*

Our overall segment result increased 97.1% from a gain of W35 billion in 2002 to a gain of W69 billion in 2003.

The 11.3% increase in noninterest income was primarily due to an increase in brokerage fees resulting from improved stock market performance.

Noninterest expense including depreciation and amortization increased 6.3%, or by W35 billion, primarily due to increases in losses from securities and salaries and wages which more than offset a decrease in losses from derivatives.

**Table of Contents*****Credit Card Services of Shinhan Card***

Credit Card Services segment handles credit card activities primarily managed by Shinhan Card, our wholly-owned subsidiary.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 291	W 322	W 348	10.7%	8.1%
Noninterest income					N/M
Total revenues	291	322	348	10.7	8.1
Provision for loan losses	(63)	(236)	(176)	274.6	(25.4)
Noninterest expense including depreciation and amortization	(70)	(176)	(166)	151.4	(5.7)
Segment results(1)	W 158	W (90)	W 6	N/M	N/M

*Note:*

(1) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result improved from a loss of W90 billion in 2003 to a gain of W6 billion in 2004.

The 8.1% increase in net interest income was primarily due to a reduction in funding cost corresponding to a decrease in market interest rates and a decrease in interest expense as a result of reduced borrowings corresponding to reduced credit card assets.

Provision for loan losses decreased by W60 billion, or 25.4%, in 2004 as a result of improvement in the asset quality of Shinhan Card's credit card assets.

Noninterest expense including depreciation and amortization decreased by 5.7% primarily due to impairment losses recorded from asset securitization transactions in 2003 and a reduction in fees for handling credit cards that Shinhan Card pays to our other distribution channels, primarily Shinhan Bank.

*Comparison of 2003 to 2002*

Our overall segment result decreased 157.0% from a gain of W158 billion in 2002 to a loss of W90 billion in 2003.

The 10.7% increase in net interest income was primarily due to the increase in average volume of credit card accounts as well as an increase in cash advance fees and other charge rates.

Provision for loan losses increased by W173 billion as a result of deterioration in Shinhan Card's credit card asset quality.

Noninterest expense including depreciation and amortization increased 151.4% primarily due to increased agency fees paid to Shinhan Bank for handling Shinhan Card's credit card assets, increased marketing expenses relating to customer attraction and increased salaries, wages and other expenses.



**Table of Contents****Other**

Other segment primarily reflects all other activities of our subsidiaries, including the results of operations of Jeju Bank, Shinhan Capital, SH&C Life Insurance, Shinhan Credit Information and Shinhan Macquarie Financial Advisory and back-office functions maintained at the holding company.

	Year Ended December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won)					
<b>Income statement data</b>					
Net interest income	W 108	W 198	W 155	83.3%	(21.7)%
Noninterest income	100	107	200	7.0	86.9
Total revenues	208	305	355	46.6	16.4
Provision for loan losses	(21)	9	(33)	N/M	N/M
Noninterest expense including depreciation and amortization	(153)	(278)	(312)	81.7	12.2
Segment results(1)	W 34	W 36	W 10	5.9%	(72.2)%

N/M = not meaningful.

Note:

(1) Net income per segment before income taxes.

*Comparison of 2004 to 2003*

Our overall segment result decreased from W36 billion in 2003 to W10 billion in 2004, primarily due to a decrease in net interest income and an increase in noninterest expense of the holding company.

Net interest income decreased from W198 billion in 2003 to W155 billion in 2004, primarily due to an increase in interest expense as a result of increased average balance of securities issued by our holding company to finance non-bank subsidiaries such as Shinhan Card and Shinhan Capital and a decrease in interest income from income Jeju Bank as a result of reduced credit card assets.

Noninterest income increased significantly due primarily to an increase in gross gains from foreign currency translation recorded at Shinhan Capital and the effects of including two additional subsidiaries, which were Shinhan MacQuarie Financial Advisory and Shinhan Credit Information, into consolidation during 2004.

We recorded provision for loan losses of W33 billion in 2004 primarily due to an increase in provision for loan losses with respect to finance leases of Shinhan Capital.

Noninterest expense including depreciation and amortization increased 9.4% due primarily to an increase in gross losses from foreign currency translation recorded at Shinhan Capital and the effects of including two additional subsidiaries, which were Shinhan MacQuarie Financial Advisory and Shinhan Credit Information, into consolidation during 2004.

*Comparison of 2003 to 2002*

Our overall segment result increased 5.9% from W34 billion in 2002 to W36 billion in 2003, primarily reflecting the results of operations of Jeju Bank.

Net interest income increased 83.3% from W108 billion in 2002 to W198 billion in 2003, primarily due to increased interest income earned by Shinhan Capital resulting from an increase in lease assets.



**Table of Contents**

Noninterest income increased 7.0% due primarily to a W43 billion in insurance premiums received at SH&C Life Insurance following the commencement of its bancassurance business in September 2003 which more than offset a decrease in gains from derivatives at Shinhan Capital.

Noninterest expense including depreciation and amortization increased 81.7% due primarily to a W48 billion in noninterest expenses incurred at SH&C Life Insurance following the commencement of its bancassurance business in September 2003, an increase in depreciation of lease assets at Shinhan Capital and the effect of the full year results of operations recorded at Jeju Bank in 2003 as compared to the results of operations for the nine-month-period in 2002.

**Financial Condition****Assets**

The following table sets forth, as of the dates indicated, the principal components of our assets.

	As of December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
<b>(In billions of Won, except percentages)</b>					
Cash and cash equivalents	W 282	W 1,897	W 2,444	572.7%	28.8%
Restricted cash	1,365	3,662	3,301	168.3	(9.9)
Interest-bearing deposits in banks	125	409	220	227.2	(46.2)
Call loans and securities purchased under resale agreements	576	1,898	1,591	229.5	(16.2)
Trading assets:					
Trading securities	926	2,857	4,639	208.5	62.4
Derivative assets	139	520	1,678	274.1	222.7
Securities:					
Available-for-sale securities	8,737	18,099	18,108	107.2	0.1
Held-to-maturity securities	4,408	3,605	3,099	(18.2)	(14.0)
Loans:					
Corporate	25,788	54,086	54,622	109.7	1.0
Consumer	19,264	41,209	42,458	113.9	3.0
Total loans, gross	45,052	95,295	97,080	111.5	1.9
Deferred origination costs	83	127	99	53.0	(22.0)
Less allowance for loan losses	996	3,631	2,311	264.6	(36.4)
Total loans, net	44,139	91,791	94,868	108.0	3.4
Customers liability on acceptances	928	2,365	2,012	154.8	(14.9)
Premises and equipment, net	828	2,003	1,848	141.9	(7.7)
Goodwill and intangible assets	219	1,676	1,660	665.3	(1.0)
Security deposits	466	966	968	107.3	0.2
Other assets	1,648	4,601	7,072	179.2	53.7
Total assets	W 64,786	W 136,349	W 143,508	110.5%	5.3%

2004 Compared to 2003

Our assets increased 5.3% from W136,349 billion as of December 31, 2003 to W143,508 billion as of December 31, 2004 principally due to increased lending, trading activities and derivatives transactions. Our loans increased 3.4% from W91,791 billion as of December 31, 2003 to W94,868 billion as of December 31, 2004. This increase was due largely to increases in mortgage and home equity loans and other consumer loans.

**Table of Contents**

Mortgage and home equity lending increased by 8.1% from W20,517 billion as of December 31, 2003 to W22,180 billion as of December 31, 2004, mainly due to increased demand for such loans. Other consumer lending increased 6.6% from W14,580 billion as of December 31, 2003 to W15,546 billion as of December 31, 2004, mainly due to a change in classification of certain loans to construction companies from mortgage and home equity loans as of December 31, 2003 to other unsecured loans as of December 31, 2004 as described in Item 4. Information on the Company Business Overview Our Principal Activities Retail Banking Services Consumer Lending Activities .

*2003 Compared to 2002*

Our assets increased 110.5% from W64,786 billion as of December 31, 2002 to W136,349 billion as of December 31, 2003 principally due to increased lending. Our loans increased 108.0% from W44,139 billion as of December 31, 2002 to W91,791 billion as of December 31, 2003. This increase was due largely to increases in corporate loans, in particular to commercial and industrial loans, and other consumer loans. Commercial and industrial lending increased 125.4% from W15,800 billion as of December 31, 2002 to W35,617 billion as of December 31, 2003, which included a 220.3% increase in commercial and industrial loans to small- and medium-sized enterprises from W7,842 billion as of December 31, 2002 to W25,121 billion as of December 31, 2003. Other consumer lending increased by 193.8% from W4,962 billion as of December 31, 2002 to W14,580 billion as of December 31, 2003. Mortgage and home equity lending increased 77.8% from W11,539 billion as of December 31, 2002 to W20,517 billion as of December 31, 2003. All of these increases in lending were mainly due to our acquisition of Chohung Bank.

For further information on our assets, see Item 4. Information on the Company Description of Assets and Liabilities .

**Table of Contents****Liabilities and Stockholders Equity**

The following table sets forth, as of the dates indicated, the principal components of our liabilities.

	As of December 31,			% Change	
	2002	2003	2004	2002/2003	2003/2004
(In billions of Won, except percentages)					
<b>Deposits:</b>					
Interest bearing	W 35,886	W 82,161	W 79,934	129.0%	(2.7)%
Noninterest bearing	1,163	1,328	2,746	14.2	106.8
Trading liabilities	131	513	1,758	291.6	242.7
Acceptances outstanding	928	2,365	2,012	154.8	(14.9)
Short-term borrowings	6,994	11,204	10,954	60.2	(2.2)
Secured borrowings	4,706	6,316	6,308	34.2	(0.1)
Long-term debt	8,235	21,218	23,617	157.7	11.3
Accrued expenses and other liabilities	3,193	6,555	9,713	105.3	48.2
<b>Total liabilities</b>	<b>61,236</b>	<b>131,660</b>	<b>137,042</b>	<b>115.0</b>	<b>4.1</b>
<b>Minority interest</b>	<b>288</b>	<b>583</b>	<b>66</b>	<b>102.4</b>	<b>(88.7)</b>
Redeemable convertible preferred stock		711	736	N/M	3.5
<b>Stockholders equity</b>	<b>3,262</b>	<b>3,395</b>	<b>5,664</b>	<b>4.1</b>	<b>66.8</b>
<b>Total liabilities, minority interest and stockholders equity</b>	<b>W 64,786</b>	<b>W 136,349</b>	<b>W 143,508</b>	<b>110.5%</b>	<b>5.3%</b>

N/M = not meaningful.

**2004 Compared to 2003**

Our total liabilities increased 4.1% from W131,660 billion as of December 31, 2003 to W137,042 billion as of December 31, 2004. This increase reflects an increase in trading liabilities and long-term debt.

Our trading liabilities increased 242.7% from W513 billion as of December 31, 2003 to W1,758 billion as of December 31, 2004 primarily due to increased volume of derivatives transactions.

Our long-term debt increased by W2,399 billion from W 21,218 billion as of December 31, 2003 to W23,617 billion as of December 31, 2004 primarily due to increased funding through issuance of financial debentures.

Our stockholders equity increased 66.8% from W3,395 billion as of December 31, 2003 to W5,664 billion as of December 31, 2004.

**2003 Compared to 2002**

Our total liabilities increased 115.0% from W61,236 billion as of December 31, 2002 to W131,660 billion as of December 31, 2003. This increase reflects an increase in interest bearing deposits and long-term debt and, to a lesser extent, an increase in short-term borrowings, which was primarily due to our acquisition of Chohung Bank in 2003.

Our interest bearing deposits increased 129.0% from W35,886 billion as of December 31, 2002 to W82,161 billion as of December 31, 2003 primarily due to our acquisition of Chohung Bank.



**Table of Contents**

The 157.7% increase in long-term debt from W8,235 billion as of December 31, 2002 to W21,218 billion as of December 31, 2003 is due primarily to our acquisition of Chohung Bank and, to a lesser extent, issuance of debentures by the holding company to provide funds to Shinhan Card and Shinhan Capital.

Short-term borrowings increased 60.2% from W6,994 billion as of December 31, 2002 to W11,204 billion as of December 31, 2003 due primarily to our acquisition of Chohung Bank.

Our stockholders' equity increased 4.1% from W3,262 billion as of December 31, 2002 to W3,395 billion as of December 31, 2003.

For further information on our sources of funding, see Item 4. Information on the Company Description of Assets and Liabilities Funding .

**Liquidity and Capital Resources**

We are exposed to liquidity risk arising from the funding of our lending, trading and investment activities and in the management of trading positions. The goal of liquidity management is for us to be able, even under adverse conditions, to meet all of our liability repayments on time and fund all investment opportunities. For an explanation of how we manage our liquidity risk, see Item 4. Information on the Company Description of Assets and Liabilities Risk Management Market Risk Management of Shinhan Bank Liquidity Risk Management and Risk Management of Chohung Bank Liquidity Risk Management .

The following table sets forth our capital resources as of December 31, 2004.

	<b>As of December 31, 2004</b>	
	<b>(In billions of Won)</b>	
Deposits	W	82,680
Long-term debt(1)		23,617
Call money		1,156
Borrowings from the Bank of Korea		1,568
Other short-term borrowings		8,230
Asset securitizations		6,308
Redeemable convertible preferred stock		736
Stockholders' equity		5,664
<b>Total</b>	<b>W</b>	<b>129,959</b>

*Note:*

(1) Long-term debt includes redeemable preferred stock.

Due to our history as a traditional commercial bank, our primary source of funding has historically been and continues to be customer deposits. Deposits amounted to W83,489 billion and W82,680 billion as of December 31, 2003 and 2004, respectively, which represented approximately 68.3% and 63.6%, respectively, of our total funding as of such dates.

As we offer competitive interest rates on our deposits, we do not anticipate any material losses in deposit customers to other banks and financial institutions. As of December 31, 2004, approximately 91.7% of our total deposits had current maturities of one year or less or were payable on demand. However, in the past, a substantial portion of such customer deposits has been rolled over upon maturity or otherwise maintained with us, and such short-term deposits have been a stable source of funding over time. For example, of our total deposits outstanding as of December 31, 2004 with remaining maturities of four months or less, 53.3% in the case of Chohung Bank and



57.2% in the case of Shinhan Bank were rolled over or otherwise maintained with us, respectively.

**Table of Contents**

We may use secondary and other funding sources to complement, or, if necessary, replace funding through customer deposits. As Shinhan Bank and Chohung Bank maintains the highest debt rating in the fixed-income market in Korea, we believe that Shinhan Bank and Chohung Bank will be able to obtain replacement funding through the issuance of long-term debt securities. Shinhan Bank's and Chohung Bank's interest rates on long-term debt securities are in general 20 to 30 basis points higher than the interest rates offered on their deposits. However, since long-term debt are not subject to premiums paid for deposit insurance and the Bank of Korea reserves, we estimate that our funding costs on long-term debt securities are on a par with our funding costs on deposits.

We depend on long-term debt as a significant source of funding, principally in the form of corporate debt securities. Since 1999, we have actively issued and continues to issue long-term debt securities with maturities of over one year in the Korean fixed-income market. Shinhan Bank has maintained the highest credit rating in the domestic fixed-income market since 1999 and our holding company has also maintained the highest credit rating since its inception in 2001. Chohung Bank has recently received an upgrade in its domestic credit rating and currently maintains the highest credit rating in the domestic fixed-income market. In addition, both Shinhan Bank and Chohung Bank may also issue long-term debt securities denominated in foreign currency in the overseas market. As of June 30, 2005, the credit ratings by S&P and Moody's assigned to Shinhan Bank and Chohung Bank were as follows:

	<b>As of June 30, 2005</b>	
	<b>S&amp;P</b>	<b>Moody's</b>
Shinhan Bank	BBB+	Baa1
Chohung Bank	BBB+	Baa1

The cost and availability of unsecured financing are influenced by credit ratings. We expect our domestic credit ratings to remain at the highest level and, accordingly, do not anticipate any material increase in funding cost. Shinhan Bank's overseas credit ratings have continued to improve since the financial crisis of late 1997 until 2002. During 2003, S&P lowered the debt ratings of Shinhan Bank one notch to BBB following the announcement of our acquisition of Chohung Bank. Chohung Bank's credit rating, on the other hand, was upgraded to match that of Shinhan Bank to BBB from BBB- in April 2004. In June 2005, S&P upgraded the credit ratings of Shinhan Bank and Chohung Bank to BBB+. Our holding company did not receive ratings by either of these credit rating agencies since it has not obtained funding from overseas sources to date.

As of December 31, 2002, 2003 and 2004, our long-term debt amounted to W8,235 billion, W21,218 billion and W23,617 billion, respectively.

Secondary funding sources include call money, borrowings from The Bank of Korea and other short-term borrowings which amounted to W6,994 billion, W11,204 billion and W10,954 billion as of December 31, 2002, 2003 and 2004 and represented 12.3%, 8.9% and 8.4%, respectively, of our total funding as of such dates.

Additional funding flexibility is provided by our ability to access the repurchase and asset securitization markets. These alternatives are evaluated on an ongoing basis to achieve the appropriate balance of secured and unsecured funding. The ability to securitize loans, and the associated gains on those securitizations, are principally dependent on the credit quality and yields on the assets securitized and are generally not dependent on the ratings of the issuing entity. Transactions between us and our securitization structures are reflected in our consolidated financial statements. See Note 14 to our consolidated financial statements in Item 18. Financial Statements Notes to consolidated financial statements of Shinhan Financial Group.

In limited situations, we may also issue redeemable preferred stock and redeemable convertible preferred stock (convertible into our common shares). As consideration for our purchase of Chohung Bank shares, in addition to cash consideration, we issued to the Korea Deposit Insurance Corporation (i) 46,583,961 shares of our Redeemable Preferred Stock, with a redemption price of W842,517,518,646 and (ii) 44,720,603 shares of our Redeemable Convertible Preferred Stock, which were convertible into 12.3% of our shares of common stock as of December 31, 2004, with a redemption price of W808,816,825,858. In August 2003, we raised W900 billion in cash through the

issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose

**Table of Contents**

vehicle. We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010. See Item 4. Information on the Company Our Acquisition of Chohung Bank Liquidity and Capital Resources and Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock .

Our policy is to encourage our subsidiaries to secure their own funding and liquidity source. With respect to Shinhan Capital and Shinhan Card, we have, in certain cases, provided funding through our holding company to take advantage of lower cost of funding within regulatory limitations. Under the Monopoly Regulation and Fair Trade Act of Korea, however, a financial holding company is prohibited from borrowing funds in excess of 100% of its total stockholders' equity. In addition, pursuant to our liquidity risk management policies designed to ensure compliance with required capital adequacy and liquidity ratios, we have set limits to the amount of liquidity support by our holding company to our subsidiaries to 70% of our total stockholders' equity and the amount of liquidity support to a single subsidiary to 35% of our total stockholders' equity.

In light of the financial market instability in Korea resulting from the liquidity problems faced by credit card companies during the first quarter of 2003, the Korean government announced temporary measures in April 2003 intended to provide liquidity support to credit card companies. These measures included, among other things:

a request by the government for credit card companies to effect capital increase in the aggregate amount of W4.6 trillion, as part of their self-rescue efforts;

banks and other financial institutions agreeing with each other to extend the maturity of all debt securities of credit card companies that they hold;

asset management companies agreeing with each other to extend the maturity of 50% of the aggregate amount of the debt securities of credit card companies that they hold which are scheduled to mature by June 2003; and

with respect to the remaining 50% of such credit card company debt securities, banks and other financial institutions agreeing with each other to contribute an aggregate amount of W5.6 trillion to purchase such debt securities from asset management companies.

We funded this obligation through the issuance of debt securities. In addition, Shinhan Bank agreed to extend the maturities of the W436 billion of credit card company debt securities that it held in April 2003 or that have become due in June 2003 (including W426 billion of such debt securities Shinhan Bank transferred from its trust accounts to its bank accounts). Of the W5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Shinhan Bank to purchase was approximately W263 billion, all of which were repaid as of July 31, 2003. Chohung Bank also agreed to extend the maturities of the W177 billion of loans to and debt securities issued by credit card companies that Chohung Bank held in April 2003 or that have become due in June 2003. Of the W5.6 trillion aggregate contribution made by Korean financial institutions to purchase credit card company debt securities held by asset management companies, the portion allocated for Chohung Bank to purchase was approximately W183 billion, all of which was repaid as of July 31, 2003.

We generally may not acquire our own shares except in certain limited circumstances including, without limitation, a reduction in capital. Notwithstanding, pursuant to the Securities and Exchange Act and regulations under the Financial Holding Companies Act, we may purchase our own shares on the Korea Exchange or through a tender offer, subject to the restrictions that (1) the aggregate purchase price of such shares may not exceed the total amount available for distribution of dividends at the end of the preceding fiscal year less the amounts of dividends and reserves for such fiscal year, and (2) the purchase of such shares shall meet the requisite ratio under the Financial Holding Companies Act and regulations thereunder. We may purchase our own shares for the purpose of cancellation with profits through the Korea Exchange, or acquire interests in our own shares through agreements with trust companies, subject to the same restrictions on the purchase price as described in this paragraph.



**Table of Contents**

In July and August 2001, pursuant to these procedures, Shinhan Bank repurchased 32,432,800 shares of common stock of Shinhan Bank and sold 5,935,721 shares of common stock so repurchased to BNP Paribas in connection with our alliance with BNP Paribas as described under Item 7. Major Shareholders and Related Party Transactions Related Party Transactions . We do not use equity derivatives contracts to hedge the risk relating to these repurchases. In addition, pursuant to the Securities and Exchange Act of Korea, in certain limited circumstances, dissenting holders of shares have the right to require us to purchase their shares.

In connection with our restructuring into a holding company, in August 2001, Shinhan Bank repurchased 3,376,216 shares of its common stock from the dissenting shareholders of Shinhan Bank. These shares were subsequently exchanged for shares of the holding company and Shinhan Bank disposed of such shares in March 2004. No share repurchases were made in 2002.

In June 2004, we acquired 108,438,628 shares of common stock of Chohung Bank that we previously did not own through a cash tender offer and a small-scale share swap pursuant to Korean laws. In connection with the share swap transaction, we issued 14,682,590 new shares of our common stock to the existing shareholders of Chohung Bank in exchange for the shares of Chohung Bank's common stock, of which 8,985,567 shares of our common stock was issued to Chohung Bank in exchange for its treasury shares. Chohung Bank acquired these treasury shares from its shareholders who dissented to the share swap at Chohung Bank's shareholders' meeting pursuant to the exercise by those dissenting shareholders the right to request Chohung Bank to purchase their shares in accordance with Korean law. Under the Financial Holding Companies Act of Korea, the voting rights relating to the 8,985,567 shares of our common stock currently held by Chohung Bank in treasury are restricted.

In December 2004, we issued 10,235,121 shares of our common stock issued in exchange for the minority equity interest, consisting of both common and preferred shares, of Good Morning Shinhan Securities through a cash tender offer and a small-scale share swap pursuant to Korean laws, of which 1,444 shares of our common stock was issued to Good Morning Shinhan Securities in exchange for its treasury shares. Good Morning Shinhan Securities acquired these treasury shares from its shareholders who dissented to the share swap at Good Morning Shinhan Securities's shareholders' meeting pursuant to the exercise by those dissenting shareholders the right to request Good Morning Shinhan Securities to purchase their shares in accordance with Korean law. Good Morning Shinhan Securities sold in the market the 1,444 shares of our common stock that it held in March 2005.

**Contractual Obligations, Commitments and Guarantees**

In the ordinary course of our business, we have certain contractual cash obligations and commitments which extend for several years. As we are able to obtain liquidity and funding through various sources as described in

Liquidity and Capital Resources above, we do not believe that these contractual cash obligations and commitments will have a material effect on our liquidity or capital resources.

***Contractual cash obligations***

The following table sets forth our contractual cash obligations as of December 31, 2004.

	<b>December 31, 2004</b>				
	<b>Payments Due by Period</b>				
	<b>Up to 1 Year</b>	<b>Between 1 and 3 Years</b>	<b>Between 3 and 5 Years</b>	<b>Beyond 5 Years</b>	<b>Total</b>
	<b>(In billions of Won)</b>				
Long-term debt(1)	W 10,280	W 6,544	W 3,655	W 3,353	W 23,832
Lease obligations	37	28	7		72
Secured borrowings	4,775	710	818	5	6,308
Provisions for accrued severance indemnities(2)	9	3	5	159	176
Deposits(3)	43,058	5,048	793	987	49,886

Total	W 58,159	W 12,333	W 5,278	W 4,504	W 80,274
-------	----------	----------	---------	---------	----------

**Table of Contents***Notes:*

- (1) Long-term debt includes senior debt, subordinated debt and redeemable preferred stock.
- (2) In accordance with our policy and the Korean Labor Standard Law, employees with one year or more of service are entitled, upon termination of employment, to receive a lump sum severance payment based upon the length of their service and the average of the last three months wages. We make provisions for accrued severance indemnities based upon the assumption that all employees terminate their employment with us at the same time.
- (3) Deposits include certificate of deposits, other time deposits and mutual installment deposits.

**Commitments and Guarantees**

The following table sets forth our commitments and guarantees as of December 31, 2004. These commitments, apart from certain guarantees and acceptances, are not included within our consolidated balance sheet. Guarantees issued after December 31, 2002 are recorded at their fair value at inception, which is amortized over the life of guarantees.

**As of December 31, 2004**  
**Commitment Expiration by Period**

	<b>Up to 1 Year</b>	<b>Between 1 and 5 Years</b>	<b>Beyond 5 Years</b>	<b>Total</b>
<b>(In billions of Won)</b>				
<b>Commitments to extend credit:</b>				
Corporate	W 36,922	W 1,259	W 1,142	W 39,323
Credit card lines(1)	10,899	12,707		23,606
Consumer(2)	5,648	312		5,961
Commercial letters of credit(3)	3,202	162		3,364
Financial Standby letters of credit	252	87	11	351
Other Financial guarantees	692	125	2	819
Performance letters of credit and guarantees	619	251	142	1,012
Liquidity facilities to SPEs	405	780	40	1,225
Acceptances	2,012			2,012
Loans sold with recourse			22	20
Market value guarantee on trust accounts	423	317	2,385	3,125
<b>Total</b>	<b>W 61,074</b>	<b>W 16,000</b>	<b>W 3,744</b>	<b>W 80,818</b>

*Notes:*

- (1) Relates to the unused portion of credit card limits that may be cancelled by us after notice to the borrower if we determine that the borrower's repayment ability is significantly impaired.
- (2) Excludes credit cards.
- (3) These are generally short-term and collateralized by the underlying shipments of goods to which they relate.



Commitments to extend credit represent unfunded portions of authorizations to extend credit in the form of loans. The commitments expire on fixed dates and a customer is required to comply with predetermined conditions to draw funds under the commitments.

Commercial letters of credit are undertakings on behalf of customers authorizing third parties to draw drafts on us up to a stipulated amount under specific terms and conditions. Commitments to extend credit, including credit lines, are in general subject to provisions that allow us to withdraw such commitments in the event there are material adverse changes affecting an obligor.

**Table of Contents**

Financial standby letters of credit are irrevocable obligations to pay third party beneficiaries when our customers fail to repay loans or debt instruments, which are generally in foreign currencies. A substantial portion of these standby letters of credit are secured by underlying assets, including trade-related documents.

Other financial guarantees are used in various transactions to enhance the credit standing of our customers. They represent irrevocable assurance, subject to satisfaction of certain conditions, that we will make payment in the event that our customers fail to fulfill their obligations to third parties. Such financial obligations include a return of security deposits and the payment of service fees.

Performance letters of credit and guarantees are issued to guarantee customers' tender bids on construction or similar projects or to guarantee completion of such projects in accordance with contractual terms. They are also issued to support a customer's obligation to supply products, commodities, maintenance or other services to third parties.

Liquidity facilities to SPEs represent irrevocable commitments to provide contingent credit lines including commercial paper purchase agreements to SPEs for which we serve as the administrator.

Loans sold with recourse represent certain non-performing loans we sold to Korea Asset Management Corporation prior to 1999. The sales agreements contain a recourse obligation under which Korea Asset Management Corporation can obligate us to repurchase the related loans. The recourse obligation has no expiration date.

Market value guarantees on trust funds represent guarantee of principal issued to trust fund investors.

Acceptances are a guarantee by us to pay a bill of exchange drawn on a customer. We expect most acceptances to be presented, but reimbursement by the customer is normally immediate.

Details of our credit commitments and obligations under guarantees are provided in Note 30 in Item 18. Financial Statements - Notes to the consolidated financial statements of Shinhan Financial Group .

**Off-Balance Sheet Arrangements**

We have several types of off-balance sheet arrangements, including guarantees for loans, debentures, trade financing arrangements, guarantees for other financings, credit lines, letters of credit and credit commitments. In the normal course of our banking activities, we make various commitments and guarantees to meet the financing needs of our customers. Commitments and guarantees are usually in the form of, among others, commitments to extend credit, commercial letters of credit, standby letter of credit and performance guarantees. The contractual amount of these financial instruments represents the maximum possible loss amount if the account party draws down the commitment or we should fulfill our obligation under the guarantee and the account party fails to perform under the contract. See

Item 4. Information on the Company - Description of Assets and Liabilities - Credit-Related Commitments and Guarantees .

Details of our off-balance sheet arrangements are provided in Note 30 in Item 18. Financial Statements - Notes to the consolidated financial statements of Shinhan Financial Group .

**Selected Financial Information under Korean GAAP**

The selected consolidated financial and other data shown below have been derived from our consolidated financial statements, prepared in accordance with Korean GAAP.

Under Korean GAAP, consolidated financial statements include the accounts of fully or majority owned subsidiaries and substantially controlled affiliates that have assets in the amount equal to or more than 7 billion as of the end of the previous fiscal year. Substantial control is deemed to exist when the investor is the largest shareholder and owns more than 30% of the investee's voting shares. Korean GAAP does not require the consolidation of subsidiaries, or substantially controlled affiliates, where activities are dissimilar from ours.

Under Korean GAAP effective since 1994, financial statements of our trust accounts, on which we guarantee a fixed rate of return and/or the repayment of principal, are consolidated, whereby assets and liabilities of third parties held by such trusts are reflected as assets and liabilities, and revenues and expenses

**Table of Contents**

generated from such third party assets are reflected in the statement of operations. Activities between trust accounts and us are eliminated.

Beginning January 1, 1999, the financial statements are prepared in accordance with financial accounting standards generally accepted for banking institutions issued by the Korean Securities and Futures Commission.

Capital adequacy ratios have been calculated from the financial statements prepared in accordance with Korean GAAP and using the guidelines issued by the Financial Supervisory Commission.

We have included narrative disclosure in the footnotes to more clearly identify where significant accounting policy changes have taken place, which line items would be affected and how the balances would be affected. The areas where such significant changes have occurred are as follows:

Trading and investment securities;

Deferred taxation;

Guarantees and acceptances (including allowances for losses); and

Provision for loan loss allowances.

**Consolidated Income Statement Data**

	Year Ended December 31,					
	2000(1)	2001(1)	2002(2)	2003(2)	2004(2)	2004(2)(3)
	Shinhan Bank	Shinhan Bank	Shinhan Financial Group	Shinhan Financial Group	Shinhan Financial Group	Shinhan Financial Group
	(In billions of Won and millions of US\$, except per share data)					
Interest income	W 3,627	W 3,607	W 3,646	W 4,996	W7,016	\$ 6,778
Interest expense	2,734	2,542	2,352	2,997	3,986	3,851
Net interest income	893	1,065	1,294	1,999	3,030	2,927
Provision for loan losses	510	510	193	1,150	1,317	1,272
Net interest income after provision for loan losses	383	555	1,101	849	1,713	1,655
Noninterest revenue(4)	1,173	1,206	2,284	3,076	7,327	7,079
Noninterest expenses(5)	1,094	1,309	2,446	3,139	7,570	7,313
Operating income	462	452	939	786	1,470	1,421
Non-operating income (loss), net	93	44	(86)	(155)	(136)	(131)
Net income before income tax Expense	555	496	853	631	1,334	1,290
Income tax expenses	182	149	255	254	213	206
Net income before consolidation Adjustment	373	347	598	377	1,121	1,084
	(4)		4	(14)	(71)	(69)

Minority interest in loss  
(earnings) of consolidated  
subsidiaries

Net income	W	369	W	347	W	602	W	363	W1,050	\$	1,015
------------	---	-----	---	-----	---	-----	---	-----	--------	----	-------

Per common share data (in  
currency unit):

Earnings per share-basic	W	1,428	W	1,365	W	2,294	W	1,022	W3,197	\$	3,089
Earnings per share-diluted		1,143		1,160				1,063	2,820		2,724
Cash dividends per common share		750		1,000		600		600	750		725

*Notes:*

(1) Represents the consolidated income statement of Shinhan Bank for the periods indicated.

**Table of Contents**

- (2) Represents the consolidated income statement of Shinhan Financial Group for the periods indicated.
- (3) Won amounts are expressed in U.S. dollars at the rate of W1,035.10 per US\$1.00, the noon buying rate in effect on December 31, 2004 as quoted by the Federal Reserve Bank of New York in the United States.
- (4) Noninterest revenue includes fees & commissions income, dividends on securities, gains on security valuations and disposals, gains on foreign currency transaction and gains from derivative transactions.
- (5) Noninterest expense is composed of fees & commissions paid or payable, general and administrative expenses, losses on securities valuations and disposals, losses on foreign currency transactions and losses from derivative transactions.

**Consolidated Balance Sheet Data**

	<b>Year Ended December 31,</b>					
	<b>2000(1)</b>	<b>2001(1)</b>	<b>2002(1)</b>	<b>2003(2)</b>	<b>2004(2)</b>	<b>2004(2)(3)</b>
	<b>Shinhan Bank</b>	<b>Shinhan Bank</b>	<b>Shinhan Bank</b>	<b>Shinhan Financial Group</b>	<b>Shinhan Financial Group</b>	<b>Shinhan Financial Group</b>
	<b>(In billions of Won and millions of US\$)</b>					
Cash and due from banks	W 2,394	W 2,144	W 2,817	W 6,418	W 6,859	\$ 6,626
Loans(4)	30,604	35,382	46,030	97,757	99,276	95,910
Less allowance for doubtful accounts(5)	709	602	786	2,836	1,917	1,852
Trading securities	2,481	2,042	2,076	4,877	7,065	6,825
Investment securities	12,260	13,403	13,408	23,127	20,469	19,775
Premises and equipments(6)	684	604	1,101	2,854	2,922	2,823
Other assets(7)	1,854	2,590	2,122	7,024	12,186	11,773
<b>Total assets</b>	<b>49,568</b>	<b>55,563</b>	<b>66,768</b>	<b>139,221</b>	<b>146,860</b>	<b>141,880</b>
Deposits	29,712	34,217	38,722	87,593	87,529	84,561
Borrowings(8)	11,812	9,674	11,352	17,209	14,895	14,390
Debentures	1,722	3,513	8,395	17,748	20,114	19,432
Other liabilities(9)	3,233	4,988	4,337	10,552	16,487	15,928
<b>Total liabilities</b>	<b>46,479</b>	<b>52,392</b>	<b>62,806</b>	<b>133,102</b>	<b>139,025</b>	<b>134,311</b>
Minority interests in consolidated subsidiaries	65		321	596	88	85
Stockholders equity	3,024	3,171	3,641	5,523	7,747	7,484
<b>Total liabilities, minority interest and stockholders Equity</b>	<b>W 49,568</b>	<b>W 55,563</b>	<b>W 66,768</b>	<b>W 139,221</b>	<b>W 146,860</b>	<b>\$ 141,880</b>

*Notes:*

- (1) Represents the consolidated balance sheet data of Shinhan Bank as of the dates indicated.
- (2) Represents the consolidated balance sheet data of Shinhan Financial Group as of the dates indicated. The balance sheet as of December 31, 2003 include restatements to retroactively apply the adoption of SKAS No. 15, *Equity Method of Accounting*, and prior period adjustments that were not material.
- (3) Won amounts are expressed in U.S. dollars at the rate of W1,035.10 per US\$1.00, noon buying rate in effect on December 31, 2004 as quoted by the Federal Reserve Bank of New York in the United States.
- (4) Loans represent the gross amount of loans, before adjustment for the allowance for loan losses. Accrued interest income is included within other assets. The amount of credit card loans was W1,586 billion, W2,093 billion, W2,796 billion, W4,931 billion and W4,248 billion in 2000, 2001, 2002, 2003 and 2004 respectively. The amount of payment in guarantees was W50 billion, W39 billion, W90 billion, W108 billion and W31 billion in 2000, 2001, 2002, 2003 and 2004, respectively. The amount of bonds

**Table of Contents**

purchased under the resale agreement was W900 billion, W7 billion, W0 billion, W470 billion and W160 billion in 2000, 2001, 2002, 2003 and 2004, respectively.

- (5) Pursuant to the regulations promulgated by the Financial Supervisory Commission, loans are classified as normal, precautionary, substandard, doubtful or estimated loss, and the allowance for loan losses is determined by applying a percentage within a certain range to those classifications.
- (6) Accumulated depreciation is recorded as a deduction from premises and equipment.
- (7) Other assets include leasehold deposits, accounts receivables, accrued interest income, prepaid expenses and unsettled debit of domestic exchange (which represents outstanding balances due from other banks generated in the process of fund settlements of domestic exchange, such as checks, bills, drafts, remittance exchange, ATM use and credit card network). Leasehold deposits are recorded as other assets on the balance sheet.
- (8) Borrowings consist mainly of borrowings from Bank of Korea, the Korean government and banking institutions.
- (9) Under Korean GAAP, effective as of December 31, 1999, contingent losses with respect to guarantees and acceptances are recognized by applying the same classification methods and provision percentages used in determining the allowance for loan losses. Provisions are only applied to acceptances and guarantees classified as substandard, doubtful and estimated loss. The amounts of provisions as of December 31, 2000, 2001, 2002, 2003 and 2004 were W12 billion, W13 billion, W4 billion, W57 billion and W37 billion, respectively. These amounts are included in other liabilities.

**Profitability Ratios**

	Year Ended December 31,				
	2000(1)	2001(1)	2002(2)	2003(2)	2004(2)
	Shinhan Bank	Shinhan Bank	Shinhan Financial Group	Shinhan Financial Group	Shinhan Financial Group
	(Percentages)				
Net income as a percentage of:					
Average total assets(3)	0.81%	0.67%	0.91%	0.37%	0.72%
Average stockholders' equity(3):					
Common shares only	13.94	11.76	17.12	9.97	14.52
Including redeemable preferred shares(4)	12.56	11.21	N/A	8.42	14.08
Dividend payout ratio(5)	51.59	43.45	26.15	66.34	22.16
Net interest spread(6)	1.36	1.67	1.63	2.25	2.09
Net interest margin(7)	2.06	2.15	2.08	2.30	2.28
Efficiency ratio(8)	52.98	57.65	68.38	61.85	73.09
Cost-to average assets ratio(9)	2.38	2.50	3.67	3.19	5.18
Equity to average asset ratio(10):	6.40	5.91	5.27	4.38	5.10
Common shares only	5.76	5.63	5.27	3.70	4.95
Including redeemable preferred shares(4)	6.40	5.91	N/A	4.38	5.10

*N/A = not applicable.*

*Notes:*

- (1) Represents the profitability ratios of Shinhan Bank for the periods indicated.
- (2) Represents the profitability ratios of Shinhan Financial Group for the periods indicated.
- (3) Average balances are based on (a) daily balances for Shinhan Bank, Chohung Bank and Jeju Bank and (b) quarterly balances for other subsidiaries.
- (4) In 2000 and 2001, Shinhan Bank had W292.5 billion of redeemable preferred stock outstanding that it had issued to the Korea Deposit Insurance Corporation in connection with its acquisition of the assets

224

---



**Table of Contents**

and liabilities of Dongwha Bank, one of the failed banks in Korea, in 1998. These redeemable preferred stock was redeemed in 2001. As consideration for our acquisition of Chohung Bank, on August 19, 2003, we issued to the Korea Deposit Insurance Corporation (i) 46,583,961 shares of our Redeemable Preferred Stock and (ii) 44,720,603 shares of our Redeemable Convertible Preferred Stock convertible into 12.28% of our common shares as of December 31, 2004. Pursuant to the terms of the Redeemable Preferred Stock issued to Korea Deposit Insurance Corporation, we are required to redeem such shares in five equal annual installments commencing three years from the date of issuance and, pursuant to the terms of the Redeemable Convertible Preferred Stock, we are required to redeem the full amount of such shares outstanding five years from the date of issuance to the extent not converted into our common shares. Each share of Redeemable Convertible Preferred Stock is convertible into one share of our common stock. The dividend ratios on the Redeemable Preferred Stock and the Redeemable Convertible Preferred Stock are 4.04% and 2.02%, respectively. In August 2003, we also raised W900 billion in cash through the issuance of 6,000,000 shares of redeemable preferred stock, all of which were sold in the domestic fixed-income market through Strider Securitization Specialty Co., Ltd., a special purpose vehicle. These redeemable preferred shares have terms that are different from the preferred shares issued to Korea Deposit Insurance Corporation. We are required to redeem these preferred shares issued to the special purpose vehicle in three installments in 2006, 2008 and 2010. See Item 4. Information on the Company Our Acquisition of Chohung Bank Liquidity and Capital Resources and Item 10. Additional Information Articles of Incorporation Description of Capital Stock Description of Redeemable Preferred Stock . Under Korean GAAP, all of these redeemable preferred stock are included in stockholder s equity.

- (5) The dividend payout ratio represent the ratio of total dividends paid on common stock as a percentage of net income attributable to common stock.
- (6) Net interest spread represents the difference between the yield on average interest earning assets and cost of average interest bearing liabilities.
- (7) Net interest margin represents the ratio of net interest income to average interest earning assets.
- (8) Represents the ratio of noninterest expense to the sum of net interest income and noninterest income, a measure of efficiency for banks and financial institutions. Efficiency ratio may be reconciled to comparable line-items in our income statement for the periods indicated as follows:

**Year Ended December 31,**

	<b>2000</b>	<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>
	<b>Shinhan Bank</b>	<b>Shinhan Bank</b>	<b>Shinhan Financial Group</b>	<b>Shinhan Financial Group</b>	<b>Shinhan Financial Group</b>
	<b>(In billions of Won, except percentages)</b>				
Non-interest expense(A)	W 1,094	W 1,309	W 2,446	W 3,139	W 7,570
<i>Divided by</i>					
The sum of net interest income and noninterest income(B)	2,066	2,271	3,578	5,075	10,357
Net interest income	893	1,065	1,294	1,999	3,030
Noninterest revenue	1,173	1,206	2,284	3,076	7,327
Efficiency ratio ((A) as a percentage of(B))	52.98%	57.65%	68.38%	61.85%	73.09%

- (9) Cost-to-average-assets ratio, a measure of cost of funding used by banks and financial institutions, represents the ratio of noninterest expense to average total assets.
- (10) Represents the ratio of average stockholders' equity to average total assets

225

---

**Table of Contents****Capital Ratios**

	<b>As of or for the Year Ended December 31,</b>				
	<b>2000</b>	<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>
	<b>(Percentages)</b>				
Requisite capital ratio(1)	N/A	134.43%	130.93%	118.41%	129.41%
Total capital adequacy (BIS) ratio of Shinhan					
Bank(2)	12.30%	11.99	10.92	10.49	11.94
Tier I(2)	9.24	8.24	6.81	6.34	7.45
Tier II(2)	3.06	3.75	4.11	4.15	4.49
Total capital adequacy (BIS) ratio of Chohung					
Bank(2)	9.78	10.43	8.66	8.87	9.40
Tier I(2)	5.24	5.91	4.61	4.47	4.99
Tier II(2)	4.54	4.52	4.05	4.40	4.41
Adjusted equity capital ratio of Shinhan Card(3)	N/A	N/A	10.86	13.78	16.48

*N/A = not applicable.*

*Notes:*

- (1) We were restructured as a financial holding company on September 1, 2001 and became subject to minimum capital requirements as reflected in the requisite capital ratio. Under the guidelines issued by the Financial Supervisory Commission applicable to financial holding companies, We, at the holding company level, are required to maintain a minimum requisite capital ratio of 100%. Requisite capital ratio represents the ratio of net aggregate amount of our equity capital to aggregate amounts of requisite capital. This computation is based on our consolidated financial statement in accordance with Korean GAAP. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Capital Adequacy .
- (2) Shinhan Bank comprised 48.9% of our total assets and Chohung Bank comprises 45.6% of our total assets as of December 31, 2004. The capital adequacy ratios of Shinhan Bank and Chohung Bank are computed in accordance with the guidelines issued by the Financial Supervisory Commission, which was revised as of December 31, 2002 to take into account market risk as well as credit risk. For Shinhan Bank, the capital ratios as of December 31, 2001 were recalculated using these revised guidelines but the capital ratios as of December 31, 2000 do not reflect the revised guidelines. For Chohung Bank, the capital ratios as of December 31, 2002 were calculated using these revised guidelines but the capital ratios as of December 31, 2000 and 2001 do not reflect the revised guidelines. Under the guidelines of the Financial Supervisory Commission, each of Shinhan Bank and Chohung Bank is required to maintain a minimum capital adequacy ratio of 8%. Applying the previous calculation, which only takes into account credit risks, Shinhan Bank's total capital adequacy ratio as of December 31, 2001, 2002, 2003 and 2004 would have been 12.02%, 10.91%, 10.59% and 11.96%, respectively. Applying the previous calculation, which only takes into account credit risks, Chohung Bank's total capital adequacy ratio as of December 31, 2002, 2003 and 2004 would have been 8.64%, 8.89% and 9.39%, respectively. This computation is based on consolidated financial statements prepared in accordance with Korean GAAP of Shinhan Bank and Chohung Bank, as the case may be. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Banks Capital Adequacy.
- (3)

Represents the ratio of total adjusted stockholders' equity to total adjusted assets and are computed in accordance with the guidelines issued by the Financial Supervisory Service for credit card companies. Under these guidelines, Shinhan Card is required to maintain a minimum adjusted equity capital ratio of 8%. This computation is based on Shinhan Card's nonconsolidated financial statements prepared in accordance with Korean GAAP.

**Table of Contents***Asset Quality Ratios*

As of December 31,

	2000(1)	2001(1)	2002(2)	2003(2)	2004(2)
	<b>(In billions of Won, except percentages)</b>				
Substandard and below loans(3)	W 1,351	W 540	W 843	W 3,207	W 1,660
Substandard and below loans as a percentage of total loans	4.63%	1.52%	1.83%	3.37%	1.70%
Substandard and below loans as a percentage of total assets	2.73	0.97	1.26	2.30	1.13
Precautionary loans as a percentage of total loans(4)	5.23	2.74	1.72	3.55	3.18
Precautionary and below loans as a percentage of total loans(4)	9.86	5.17	3.55	6.92	4.88
Precautionary and below loans as a percentage of total assets(4)	5.80	3.30	2.45	4.73	3.25
Allowance for loan losses as a percentage of substandard and below loans	52.47	81.01	35.25	85.85	112.63
Allowance for loan losses as a percentage of precautionary and below loans(4)	18.41	22.51	25.38	41.80	39.21
Allowance for loan losses as a percentage of total loans	2.42	1.74	1.71	2.89	1.91
Substandard and below credits as a percentage of total credits(5)	2.31	1.44	1.00	3.57	1.66
Loans in Korean Won as a percentage of deposits in Korean Won(6)	74.94	83.36	96.35	99.37	99.30

*Notes:*

- (1) Represents the asset quality ratios of Shinhan Bank as of the dates indicated.
- (2) Represents the asset quality ratios of Shinhan Financial Group as of the dates indicated.
- (3) Substandard and below loans are defined in accordance with regulatory guidance in Korea, except excludes loans provided from Shinhan Bank's trust accounts and confirmed guarantees and acceptances (including bills purchased and privately placed debentures). In 1999, as well as classifying credit quality into five categories, which are normal, precautionary, substandard, doubtful and estimated loss, in accordance with standards defined by the Financial Supervisory Commission, we also took into account the repayment capability of borrowers. See Item 4. Information on the Company - Supervision and Regulation - Principal Regulations Applicable to Banks .
- (4) As defined by the Financial Supervisory Commission.
- (5) Credits include loans provided from our trust accounts (including bills purchased and privately placed debentures) and confirmed guarantees and acceptances, as well as the total loan portfolio of the banking accounts.

- (6) Under Korean GAAP, loans in Korean Won do not include bills bought in Won, advances for customers, credit card accounts, bonds purchased under resale agreements, call loans, private placement corporate bonds and loans in restructurings that have been swapped for equity in the restructured borrower.

**Recent Accounting Pronouncements**

***FIN No. 46 and FIN No. 46R, Consolidation of Variable Interest Entities, an interpretation of ARB No. 51***

In January 2003, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation 46, which provides a new framework for identifying variable interest entities ( VIEs ) and determining when a

**Table of Contents**

company should include the assets, liabilities, noncontrolling interests and results of activities of VIEs in its consolidated financial statements. FIN 46 requires VIEs to be consolidated by a company if that company is subject to a majority of the risk of loss from the VIEs' activities or entitled to receive a majority of the entity's residual returns, or both.

The provisions of FIN 46 were applicable to variable interests in VIEs created after January 31, 2003. Variable interest in VIEs created before February 1, 2003, were originally subject to the provisions of FIN 46 no later than July 1, 2003. In October 2003, the FASB issued guidance that provided for a deferral of the effective date of applying FIN 46 to entities created before February 1, 2003, to no later than December 31, 2003.

In December 2003, the FASB issued a revision to FIN No. 46 ( FIN No. 46R ) to address certain technical corrections and implementation issues that had arisen since the issuance of FIN 46. More information related to the adoption of FIN 46 and FIN 46R is presented in Note 35 to our consolidated financial statements in Item 18. Financial Statements Notes to the consolidated financial statements of Shinhan Financial Group .

***Statement of Position No. 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer***

In December 2003, the American Institute of Certified Public Accountants issued Statement of Position No. 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer ( SOP No. 03-3 ). SOP No. 03-3 requires that loans purchased at a discount due to poor credit quality be recorded at fair value and prohibits the recognition of a loss accrual or valuation allowance at the time of purchase. SOP No. 03-3 also limits the yield that may be accreted to the excess of the undiscounted cash flows over the initial investment of the loan. Subsequent increases in expected cash flow are recognized prospectively through an adjustment of yield over its remaining life and decreases in expected cash flows are recognized as an impairment. SOP No. 03-3 is effective for loans acquired in fiscal years beginning after December 31, 2004. SOP No. 03-3 is not expected to have a material impact on the Group's results of operations or financial condition.

***SFAS No. 123 (revised 2004), Share-Based Payment***

In December 2004, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 123 (revised 2004), Share-Based Payment , ( SFAS No. 123R), which revised SFAS 123 and supercedes Accounting Principles Board ( APB ) Opinion No. 25, Accounting for Stock Issued to Employees . Accounting and reporting under SFAS No. 123R is generally similar to the SFAS 123 approach, however, SFAS 123R requires all share-based payments, including grants of employee stock options, to be recognized in the income statement using a fair value-based method. SFAS No. 123R also amends SFAS No. 95, Statement of Cash Flows, requiring the benefits of tax deductions in excess of recognized cash flows to be reported as a financing cash flow, rather than as an operating cash flow as currently required. The Group plans to adopt SFAS No. 123R beginning January 1, 2006. The adoption of SFAS No. 123R is not expected to have a material impact on the Group's results of operations or financial condition.

***EITF No. 03-01, The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments***

In March 2004, the Emerging Issues Task Force ( EITF ) issued EITF No. 03-1 The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments ( EITF No. 03-1 ). EITF No. 03-1 provides recognition and measurement guidance regarding when impairments of equity and debt securities are considered other than temporary thereby requiring a charge to earnings, and also requires additional annual disclosures for investments in unrealized loss positions.

In September 2004, the FASB issued FASB Staff Position ( FSP ) EITF No. 03-1-1, which indefinitely delays the recognition and measurement provisions of EITF No. 03-1 pending the issuance of further implementation guidance. The proposed FSP addressing these issues is expected to be finalized in

**Table of Contents**

2005. Accordingly, the impact of EITF 03-1, if any, to the Group's investment portfolios will not be known until the final consensus is issued.

**Staff Accounting Bulletin No. 105, Application of Accounting Principles to Loan Commitments**

In March 2004, the Securities Exchange Commission (SEC) issued Staff Accounting Bulletin No. 105, Application of Accounting Principles to Loan Commitments (SAB No. 105), which summarizes the views of the SEC staff regarding the application of U.S. GAAP to loan commitments accounted for as derivative commitments. SAB No. 105 states the value of the servicing asset should not be included in the estimates of fair values of interest rate lock commitments. The adoption of SAB No. 105 is effective for commitments entered into after March 31, 2004. The adoption of SAB No. 105 did not have a significant impact on the Group's results of operations or financial condition.

**Reconciliation with Korean Generally Accepted Accounting Principles**

Our consolidated financial statements and related footnotes appearing in Item 18. Financial Statements, which are prepared in accordance with U.S. GAAP, and other financial data appearing in Items 3, 4 and 5 are presented on a consolidated basis under U.S. GAAP, unless otherwise specifically mentioned. Our consolidated financial statements prepared in accordance with U.S. GAAP, differ in certain significant respects from Korean GAAP, the basis on which the consolidated financial data appearing in Selected Financial Information under Korean GAAP are presented. Differences between Korean GAAP and U.S. GAAP, which have significant effects on the consolidated net income and stockholders' equity of Shinhan Financial Group, are summarized as follows:

	<b>2004</b>
	<b>(In millions of Won)</b>
<b>U.S. GAAP net income</b>	W1,466,870
1. Provision for loan losses	(741,268)
2. Sale of loans and related recourse obligations to the Korea Asset Management Corporation	(13,976)
3. Deferred loan origination fees and costs	26,250
4. Write-off of other assets and receivables	(16,556)
5. Securities and derivatives for nontrading purposes	
a. Changes in foreign exchange rates on available-for-sale securities	(132,914)
b. Impairment loss and reclassification of securities	(68,446)
c. Reversal of hedge accounting treatment for derivatives	10,724
6. Stock based compensation	2,351
8. Reclassification of leases	1,293
9. Equity method	(11,056)
10. Foreign currency translation	(5,635)
11. Derecognition and amortization and impairment of goodwill	(81,292)
13. Negative goodwill	685
14. Amortization of intangible assets	212,510
15. Recognition of minority interest	(82,594)
16. Reversal of asset revaluation	(15,957)
17. Adjustments for Redeemable Preferred Stock	128,233
18. Sale-leaseback	(10,471)
19. Others	(41,313)
Total of adjustments	(839,432)
Tax effect of adjustments	422,857



**Korean GAAP net income**

W1,050,295

229

---

**Table of Contents**

	<b>2004</b>
	<b>(In millions of Won)</b>
<b>U.S. GAAP stockholders equity</b>	W5,664,719
1. Allowance for loan losses	(600,065)
2. Sale of loans and related recourse obligations to the Korea Asset Management Corporation	(29,269)
3. Deferred loan origination fees and costs	(28,881)
4. Write-off of other assets and receivables	42,883
5. Securities and derivatives for nontrading purposes	
a. Changes in foreign exchange rates on available-for-sale securities	107
b. Impairment loss and reclassification of securities	122,572
c. Reversal of hedge accounting treatment for derivatives	36,331
6. Stock based compensation	(3,868)
7. Formation of Shinhan Financial Group	(43,053)
8. Reclassification of leases	(180,410)
9. Equity method	(11,554)
10. Foreign currency translation	(4,070)
11. Derecognition and amortization and impairment of goodwill	(118,781)
12. Sale of Shinhan Securities	(10,642)
13. Negative goodwill	75,930
14. Amortization of intangible assets	280,588
15. Minority interest	65,540
16. Reversal of asset revaluation	114,387
17. Adjustments for Redeemable Preferred Stock	1,944,194
18. Sale-leaseback	21,519
19. Others	(15,837)
Total of adjustments	1,657,621
Tax effect of adjustments	512,884
<b>Korean GAAP stockholders equity</b>	<b>W7,835,224</b>

The following is a summary of the significant adjustments made to consolidated net income and stockholders equity to reconcile the U.S. GAAP results with Korean GAAP. The numbered paragraphs below refer to the corresponding item numbers set forth above.

1. Under U.S. GAAP, the allowance for loan losses for specifically identified impaired loans is based on (1) the present value of expected future cash flows discounted at the loan's effective interest rate or as a practical expedient, (2) the loans observable market price or (3) the fair value of the collateral if the loan is collateral dependent.

For homogeneous pools of corporate and consumer loans, allowances are based on historical losses using a risk rating migration model adjusted for qualitative factors, while a delinquency roll-rate model adjusted for qualitative factors is used for homogeneous pools of credit cards.

Under Korean GAAP, the allowance for loan losses is generally established based on the classification guidelines promulgated by the Financial Supervisory Commission, which requires that the minimum allowance be established based on loan classification. Both Shinhan Bank and Chohung Bank used these guidelines, as modified, to establish minimum allowances.



**Table of Contents**

Our reserve is established based on the following percentages as of December 31, 2004.

	<b>Shinhan Bank</b>		<b>Chohung Bank</b>	
	<b>Corporate</b>	<b>Consumer</b>	<b>Corporate</b>	<b>Consumer</b>
	<b>(Percentage)</b>		<b>(Percentage)</b>	
Normal	0.20-2.0	0.75	0.5	0.75
Precautionary	4.0	8.0	2.0	8.0
Substandard	20	20	20	20
Doubtful	95	55	95	55
Estimated Loss	100	100	100	100

This adjustment reflects the differences in the methodologies used to determine the allowance for loan losses under U.S. GAAP and Korean GAAP. It also includes the offsetting effects of (1) the consolidation of our trust accounts, which include loans and related reserves under Korean GAAP and (2) the deconsolidation of certain securitized loans and related reserves, which it recorded as sales under Korean GAAP.

2. Prior to fiscal year 2001, we sold a number of non-performing loans to the Korea Asset Management Corporation. Based on the sales agreement, the Korea Asset Management Corporation can return certain loans to us when the performance requirements of such loans are not met. Under U.S. GAAP, we have recognized a recourse liability for the obligation to repurchase such loans. Under Korean GAAP, we have not estimated a recourse liability.

3. Under U.S. GAAP loan origination fees and the related costs are deferred and amortized over the life of the loan as an adjustment to the yield of the loan. Under Korean GAAP, origination fees were recognized in income when received or paid and did not provide for the deferral or related costs. Beginning January 1, 2003, origination fees and certain related costs, which differ from U.S. GAAP, are deferred and amortized over the life of the loan as an adjustment to the yield of the loan under Korean GAAP.

4. Korean GAAP permits banks to capitalize certain costs related to the collection of delinquent loans and reflect losses related to the misappropriation of bank assets by employees as receivables. The substantial majority of this adjustment relates to these two items. Under U.S. GAAP, such items must be expensed as incurred. This adjustment reflects the recognition of these items as expense during 2004.

5a. Under U.S. GAAP, effects of changes in foreign exchange rates of foreign available-for-sale securities are reflected as a component of other comprehensive income. Under Korean GAAP, effects of such changes in foreign exchange rates are reflected in earnings. This item reflects the adjustment of such effects from earnings to other comprehensive income.

5b. Under U.S. GAAP, declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other-than-temporary are recorded in earnings. Various quantitative and qualitative factors are assessed to determine whether impairment is other-than-temporary such as the duration and extent of the decline, the current operating and future expected performance, market values of comparable companies, changes in industry and market prospects, and the intent and ability of the holder to hold the security for a sufficient period of time for subsequent expected recovery in market value. Under Korean GAAP, declines in the fair value that are deemed to be permanent are recorded in earnings. The determination of whether a decline in the fair value of a security is permanent is generally based on whether the issuer is in bankruptcy or liquidation. This item reflects the recognition of additional losses, adjustment of the proper cost basis for the disposal gains or losses and reclassification of securities that are not within the scope of SFAS No. 115 into proper categories under U.S. GAAP.

5c. Under U.S. GAAP, for a derivative to qualify for hedge accounting, it must be highly effective at reducing the risk associated with the exposure being hedged. The hedging relationship must be designated and formally documented at inception along with the particular risk management objective and strategy for the hedge, identification of the derivative used as the hedging instrument, the hedged item and the risk exposure being hedged, and the method of assessing hedge effectiveness. As the criteria for documenting the designation of hedging relationships and hedge

effectiveness are more rigorous under U.S. GAAP, the

**Table of Contents**

majority of the derivatives accounted for as hedges under Korean GAAP do not qualify for hedge accounting under U.S. GAAP. This item reflects the reversal of the hedge accounting treatment applied under Korean GAAP.

6. Under U.S. GAAP, to apply fair value based method of accounting for stock-based compensation, stock options issued are valued based upon option-pricing model, which takes into account certain assumptions whereas under Korean GAAP, a different set of assumptions are taken into consideration. The income statement adjustment represents the difference in amortization expense resulting from the difference in valuation of stock options derived from different assumptions.

Under Korean GAAP, compensation costs related to stock options to be settled in cash are recorded as a liability. Compensation costs related to stock options to be settled in shares are recorded as a separate component of stockholders' equity. Under U.S. GAAP, compensation costs related to all stock options granted to employees are recorded as a separate component of stockholders' equity. The stockholders' equity adjustment reflects the amount of stock compensation costs recorded as liability under Korean GAAP.

7. Under Korean GAAP, the formation of a holding company results in changes in Shinhan Bank's original investment cost basis in its investees, whereas under U.S. GAAP, the transaction is accounted for under the purchase method with Shinhan Bank being the accounting acquirer, resulting in no change to Shinhan Bank's original investment costs in Shinhan Capital, Shinhan Securities and Shinhan Investment Trust Management Company. In addition, under Korean GAAP, the value of consideration was measured based on the stock price on the consummation date of the acquisition, whereas under U.S. GAAP, the value of consideration was measured based on our average closing price on the Korea Exchange two days before and after the date the formation was agreed to and announced. Furthermore, costs that were directly related to the formation were expensed under Korean GAAP, whereas such costs were included in the cost of the formation under the U.S. GAAP. This adjustment reflects differences in the accounting related to the formation of the holding company under U.S. GAAP.

8. As a lessor, we recorded certain equipment financing as operating leases under Korean GAAP. Under U.S. GAAP, such leases are classified as direct financing leases. As such, the equipment subject to U.S. GAAP direct financing lease requirements are removed from the balance sheet and replaced with the net investment in the respective leases. The difference between U.S. and Korean GAAP relates to the difference between the depreciation expense and rental income that is recorded under Korean GAAP versus the amortization of the unearned income related to the lease receivable that is recorded under U.S. GAAP.

Under U.S. GAAP, on the date the financing lease is cancelled, the net investment in the leased is terminated and the leased assets are reinstated on the financial statements as fixed assets and depreciated. In practice, under Korean GAAP, subsequent to the cancellation of the lease, the principal amount is reclassified from lease receivable to other receivable.

Under Korean GAAP, foreign exchange gains and losses from translating from foreign debts incurred for acquisition of operating lease assets are deferred and amortized over the related lease assets. Under U.S. GAAP, foreign exchange gains are recorded as a period expense in the income statement.

9. The results of each of our subsidiaries have been affected by the conversion to U.S. GAAP from Korean GAAP. Consequently, allocation to our share of the converted results of the respective subsidiaries has been affected.

10. Under U.S. GAAP and Korean GAAP, assets and liabilities of foreign branches and subsidiaries are translated at current exchange rates established at balance sheet date from the respective functional currency to the reporting currency, the Korean Won. Under U.S. GAAP, income and expenses for those foreign entities are translated at the average exchange rate for the period. Under Korean GAAP, income and expenses for those foreign entities are translated at the current exchange rate at the balance sheet date. Under U.S. GAAP and Korean GAAP, the resulting unrealized gains and losses arising from the translation of foreign entities are recorded as a separate component of stockholders' equity. This reconciliation adjusts the different rates used in the translation of income statement items for foreign entities under U.S. GAAP to Korean GAAP.

**Table of Contents**

11. Under Korean GAAP, goodwill is amortized over its useful life during which future economic benefits are expected to flow to the enterprise, not exceeding twenty years. We amortize goodwill over ten years. Under U.S. GAAP, goodwill is not amortized, but rather it is tested for impairment at least annually. The income statement adjustment reflects goodwill impairment charge recorded under U.S. GAAP, net of the goodwill amortization that was recorded under Korean GAAP. Under Korean GAAP, acquisition of the remaining interest in its consolidated subsidiary is accounted for under the book basis with no goodwill recognized, rather, any excess amount paid results in a reduction of capital surplus. Furthermore, consolidation is required when the investor owns more than 30% of the investee's voting shares and is also the largest shareholder. Under U.S. GAAP, acquisition of the remaining interest in its equity investee is accounted for under the purchase method with the excess cost over the fair value of the net assets acquired recognized as goodwill. The stockholders' equity adjustment reflects the additional amount of goodwill recognized under U.S. GAAP.

12. Under Korean GAAP, the merger between Shinhan Securities and Good Morning Securities is accounted for as a common control merger with no gain or loss recognized on this transaction. Under U.S. GAAP, the merger was accounted for in accordance with EITF 90-13 which accounts for the transaction as a sale of portion of the Shinhan Financial Group's interest in Shinhan Securities to the minority interest holders of the Good Morning Securities and acquisition of additional interest in Good Morning Securities. A gain is recognized to the extent that Shinhan Securities was sold.

13. Under Korean GAAP, negative goodwill arising in connection with an acquisition is not allocated as a reduction to non-monetary assets. Under U.S. GAAP, negative goodwill is first allocated as a reduction to non-current assets and any remaining amount is recorded as extraordinary gain.

14. Under U.S. GAAP, finite-lived intangible assets which meet certain criteria are recognized in a business combination transaction and amortized over their useful lives. Under Korean GAAP, because the criteria that must be met in order to recognize intangible assets is not clearly specified, in practice, they are included as part of goodwill. We did not recognize any intangible assets in connection with the formation of the Shinhan Financial Group and the acquisitions of Chohung Bank, Jeju Bank and Good Morning Securities under Korean GAAP. However, finite-lived and indefinite-lived intangible assets were recognized under U.S. GAAP in connection with the above transactions. The income statement adjustment represents the amortization of the finite-lived intangible assets under U.S. GAAP.

15. The operating results of each of our subsidiaries have been affected by the conversion to U.S. GAAP from Korean GAAP. Consequently, the minority interest holders' share of the difference in the results of the respective subsidiaries' operations under U.S. GAAP and Korean GAAP affect our consolidated net income and stockholders' equity.

Under Korean GAAP, minority interest is treated as a component of stockholders' equity. Under U.S. GAAP, minority interest is not considered part of stockholders' equity and is disclosed in the consolidated balance sheet between the liability section and the stockholders' equity section.

16. Under Korean GAAP, certain fixed assets were revalued upward in 1998. As a result, the revaluation gain is included in stockholders' equity, and depreciation expense related to revalued fixed assets is determined based on the new cost basis. Under U.S. GAAP, upward revaluation of fixed assets is not permitted, and depreciation expense is based on the historical cost basis adjusted for any impairment loss. This adjustment is to reverse the revaluation effects on the fixed assets under Korean GAAP, and to adjust the gain or loss relating to subsequent disposals of those fixed assets under the different cost basis.

17. Under Korean GAAP, redeemable preferred stocks and redeemable convertible preferred stocks were recorded in stockholders' equity. Under U.S. GAAP, certain financial instruments previously classified as mezzanine equity, are classified as liabilities on the balance sheet pursuant to SFAS No. 150. Accordingly, redeemable preferred stocks are classified as liabilities and redeemable convertible preferred

**Table of Contents**

stocks are classified as mezzanine equity. Dividends paid to holders of redeemable preferred stocks are recognized as interest expense rather than reduction from the retained earnings.

18. Under U.S. GAAP, a seller-lessee in a sale-leaseback transaction of assets, such as equipment, accounts for the lease meeting certain criteria as a capital lease, otherwise, as an operating lease. Any profit or loss on the sale of the asset is generally deferred and amortized in proportion to the amortization of the leased asset, if capital lease, or in proportion to the related gross rental charged to expense over the lease term, if operating lease. Under Korean GAAP, if sale-leaseback transaction of used assets meets certain criteria as an operating lease, which differs in certain respects from U.S. GAAP, any profit or loss on the sale of the asset is recognized immediately in the income statement.

19. This adjustment reflects the effect of miscellaneous items that are individually immaterial.



**Table of Contents****ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****DIRECTORS AND SENIOR MANAGEMENT****Executive Directors**

Our executive directors are as follows.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Director Since</b>	<b>Date Term Ends</b>
<i>Eung Chan Ra</i>	67	Chairman of the Board of Directors and Head of Board Steering Committee	September 1, 2001	March 25, 2007
<i>In Ho Lee</i>	62	President and Chief Executive Officer and a member of the Board Steering Committee	September 1, 2001	March 25, 2007
<i>Young Hwi Choi</i>	60	Executive Director	March 31, 2003	March 25, 2007

*Eung Chan Ra* is the Chairman of our board of directors. Prior to being elected to his current position in 2001, he was the Vice-Chairman of Shinhan Bank and also served as President and Chief Executive Officer of Shinhan Bank. Mr. Ra also currently serves as Vice-Chairman of Korea-Japan Economy Association and the chief of committee in the Economy and Science Division of the Advisory Council on Democratic and Peaceful Unification. Mr. Ra was a director of Cheil Investment Finance from 1977 until 1982, when he first joined us as an executive vice president of Shinhan Bank. Mr. Ra graduated from Seonrin Commercial High School.

*In Ho Lee* is our President and Chief Executive Officer. Prior to being elected to his current position on May 17, 2005, he has served as a non-executive director of Shinhan Financial Group since the date of our inception. Mr. Lee previously served as President and Chief Executive Officer of Shinhan Bank. Mr. Lee first joined us as one of Shinhan Bank's incorporators in 1982. Mr. Lee received a B.A. in economics from Yonsei University.

*Young Hwi Choi* currently serves as our executive director. He served as President and Chief Executive Officer of Shinhan Financial Group between March 31, 2003 and May 16, 2005. He also served as Deputy President of Shinhan Bank before he joined Shinhan Financial Group in 2001. Mr. Choi began his banking career by joining the Bank of Korea in 1969. He served as a deputy director of the Ministry of Finance and Economy from 1978 until 1982, when he first joined us as one of the incorporators of Shinhan Bank. Mr. Choi received a B.A. in economics from Sungkyunkwan University.

**Non-Executive Directors**

Non-executive directors are directors who are not our employees and do not hold executive officer positions in us. Outside directors are non-executive directors who also satisfy the requirements set forth under the Securities and Exchange Act to be independent of our major shareholders, affiliates and the management. Our non-executive directors are selected based on the candidates' talents and skills in diverse areas, such as law, finance, economy, management and accounting. Currently, 12 non-executive directors are in office, all of whom were nominated by our board of directors.

**Table of Contents**

Our non-executive directors are as follows.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Director Since</b>	<b>Date Term Ends(1)</b>
<i>Young Seok Choi</i>	76	Non-Executive Director	March 31, 2003	March 25, 2007
<i>Yong Woong Yang</i>				
<i>Yang</i>	57	Non-Executive Director	March 25, 2004	March 25, 2007
<i>Pyung Joo Kim</i>	67	Outside Director	September 1, 2001	March 30, 2006
<i>Il Sup Kim</i>	59	Outside Director	March 31, 2003	March 30, 2006
<i>Sang Yoon Lee</i>	63	Outside Director	March 25, 2004	March 30, 2006
<i>Yoon Soo Yoon</i>	60	Outside Director	March 25, 2004	March 30, 2006
<i>Shee Yul Ryoo</i>	66	Outside Director	March 30, 2005	March 30, 2006
<i>Byung Hun Park</i>	77	Outside Director	September 1, 2001	March 30, 2006
<i>Young Hoon Choi</i>				
<i>Choi</i>	76	Outside Director	March 30, 2005	March 30, 2006
<i>Dong Hyun Kwon</i>				
<i>Kwon</i>	69	Outside Director	March 25, 2004	March 30, 2006
<i>Si Jong Kim</i>	68	Outside Director	March 30, 2005	March 30, 2006
<i>Philippe Reynieix</i>	56	Outside Director	March 25, 2004	March 30, 2006

*Note:*

(1) The date on which each term will end will be the date of the general stockholders' meeting in the relevant year.

*Young Seok Choi* has been a non-executive director since March 31, 2003. Mr. Choi is the founding member and current Chief Executive Officer of AERTH 21. Mr. Choi received a B.A. in business from Meiji University of Japan. Mr. Choi previously served as a non-executive director of Shinhan Bank.

*Yong Woong Yang* has been a non-executive director since March 25, 2004. Mr. Yang is currently the President of Doen. Mr. Yang previously served as an outside director of Shinhan Bank and Shinhan Financial Group. He received a B.A. from Chosun University.

*Pyung Joo Kim* has been an outside director since the date of our inception. Mr. Kim currently serves as a professor of Korea Development Institute. Mr. Kim previously served as Dean of the Graduate School of International Studies at Sogang University and as President of Korean Economic Association and also served as an outside director of Shinhan Bank and chairman of the Merger Committee for the merger of Kookmin Bank and H&CB. Mr. Kim received a B.A. in economics from Seoul National University, an M.A. from Seoul National University and a Ph.D in economics from Princeton University in the United States.

*Il Sup Kim* has been an outside director since March 31, 2003. Mr. Kim is currently the president of Dasan Accounting Corporation. Mr. Kim was a professor of Business Administration and served as Vice-President for Planning & Finance at Ewha Womans University. Mr. Kim previously served as Vice Chairman of Samil Accounting Corporation and as chairman of Korea Accounting Institute and Korea Accounting Standard Board. Mr. Kim received a B.A., MBA and Ph.D in business administration from Seoul National University.

*Sang Yoon Lee* has been an outside director since March 25, 2004. Mr. Lee is currently the Representative Director and President of Nongshim Ltd., and serves as the Non-statutory Vice-Chairman of Korea Food Industry Association. He received a B.A. in Commerce from Seoul National University.

*Yoon Soo Yoon* has been an outside director since March 25, 2004. Mr. Yoon is currently the Chairman/ CEO of Fila Korea Ltd. He received a B.A. in Political Science & Diplomacy from Hankuk University of Foreign Studies.

*Shee Yul Ryoo* has been an outside director since March 30, 2005. Mr. Ryoo currently serves as an advisor of Shin & Kim, a Korean law firm. Mr. Ryoo previously served as President of Korea First Bank and as chairman of the Korea Federation of Banks. Mr. Ryoo received a bachelor of arts degree in law from Seoul National University.



**Table of Contents**

*Byung Hun Park* has been an outside director since the date of our inception. Mr. Park currently serves as the chairman of Daeseong Electric Industries Co., Ltd. Mr. Park previously served as the chairman of the Korean Residents Union in Japan. Mr. Park received a B.A. in economics and an LL.B. from Meiji University of Japan. Mr. Park also received an honorary Ph.D. in political science from Chung Ang University.

*Young Hoon Choi* has been an outside director since March 30, 2005. Mr. Choi currently serves as chairman of EISHIN Group. Mr. Choi previously served as a non-executive director of Shinhan Bank. Mr. Choi received a bachelor of arts degree in law from Ritsumeikan University of Japan.

*Dong Hyun Kwon* has been an outside director since March 25, 2004. Mr. Kwon is currently the Chairman of Aichi Shogin in Japan. He previously served as an outside director of Shinhan Bank and Shinhan Financial Group. Mr. Kwon graduated from Tsukyo Commercial High School in Japan.

*Si Jong Kim* has been an outside director since March 30, 2005. Mr. Kim currently serves as a standing advisor to KANAGAWA Prefecture branch of Korean Residents Union in Japan and as chairman of Star Limited Corporation.

*Philippe Reynieix* has been an outside director since March 25, 2004. Mr. Reynieix was nominated by BNP Paribas and elected to our board of directors pursuant to the alliance agreement, dated December 2001, which we entered into with BNP Paribas. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions. He is currently CEO and General Manager of BNP Paribas Korea. Mr. Reynieix received a Master of Business Law from Paris II University.

**Executive Officers**

In addition to the executive directors who are also our executive officers, we currently have the following executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
<i>Jae Woo Lee</i>	54	Senior Executive Vice President of Subsidiary Management Team I, Integration Management Team and Integration Planning Team (regarding Human Resource)
<i>Chil Sun Hong</i>	59	Senior Executive Vice President of Subsidiary Management Team II, Synergy Management Team, Audit & Compliance Team and Integration Planning Team (regarding Business Process Reengineering, Basel II and Customer Relation Management)
<i>Byung Jae Cho</i>	54	Chief Financial Officer and Senior Executive Vice President of Planning & Financial Management Team and Investor Relations Team
<i>Baek Soon Lee</i>	52	Senior Executive Vice President of Information & Technology Planning Team, Public Relations Team, General Service Team and Joint Procurement Planning Team

None of the executive officers have any significant activities outside Shinhan Financial Group.

*Jae Woo Lee* has been a Senior Executive Vice President since December 22, 2004. Mr. Lee currently serves as an outside director of Shinhan Bank and Chohung Bank. He previously served as Deputy President of Shinhan Bank. Mr. Lee graduated from Kunsan Commercial High School and studied business administration in Graduate School of Business Administration, Dongguk University.

*Chil Sun Hong* has been a Senior Executive Vice President since September 5, 2003. Mr. Hong currently serves as an outside director of Shinhan Card. Mr. Hong previously served as Deputy President of Chohung Bank. Mr. Hong received a B.A. in business administration from Sungkyunkwan University.

*Byung Jae Cho* has been the Chief Financial Officer and a Senior Executive Vice President since September 5, 2003. Mr. Cho currently serves as an outside director of Chohung Bank and Shinhan Capital. Mr. Cho previously served in various positions with Chohung Bank, including as a branch manager. Mr. Cho received a B.A. in business administration from Seoul National University.



**Table of Contents**

*Baek Soon Lee* has been a Senior Executive Vice President since January 13, 2004. Mr. Lee previously served as the Deputy Head of Small- and Medium-sized Enterprises Banking Division of Shinhan Bank. Mr. Lee graduated from DukSoo Commercial High School.

Any director wishing to enter into a transaction with Shinhan Financial Group including the subsidiaries in his or her personal capacity is required to obtain the prior approval of the Board of Directors. The director having an interest in the transaction may not vote at the meeting of the Board of Directors to approve the transaction.

**COMPENSATION**

The aggregate remuneration paid and benefits-in-kind paid by us to our president and chief executive officer, our other executive directors, our non-executive directors and our executive officers for the year ended December 31, 2004 was W4,047 million, consisting of W2,686 million in salaries and wages and W1,361 million in bonus payments.

We do not have service contracts with any of our directors or officers providing for benefits upon termination of their employment with us.

We have granted stock options to our chairman, our president and chief executive officer and other directors and executive officers as described below in *Share Ownership* *Stock Options* . For our options granted prior to May 21, 2004, we will pay in cash the difference between the exercise and the market price at the date of exercise. For those options issued on or after May 21, 2004, we may either issue common stock or pay in cash the difference between the exercise and the market price at the date of exercise. These options contain restrictions on vesting, such as vesting only after two or three years after grant and continued employment for a specified period. Upon vesting, options may be exercised during the following three or four years.

In 2004, we recognized W3,716 million as compensation expense for the stock options granted under our incentive stock option plan.

Beginning on April 1, 1999, as a result of an amendment of the Korean National Pension Law, we contribute an amount equal to 4.5% of employee wages and contribute 4.5% of employees' wages which are deducted from such wages to the National Pension Management Corporation. In accordance with our policy and the Korean Labor Standard Law, employees with one year or more of service are entitled, upon termination of employment, to receive a lump sum severance payment based upon the length of their service and the average of the last three months' wages. We make provisions for accrued severance indemnities based upon the assumption that all employees terminate their employment with us at the same time. As of December 31, 2004, the provisions for accrued severance benefits were W176 billion (US\$170 million), which represents 100.4% of the amount required under the Korean Labor Standard Law. By the end of 2005, we plan to deposit 57.4% of such provisions for accrued severance indemnities with insurance companies and other banks. Under Korean law, we may not terminate full time employees except under certain circumstances.

**CORPORATE GOVERNANCE**

We are committed to high standards of corporate governance. We complied throughout the year with the corporate governance provisions of the Korean Commercial Code, the Financial Holding Companies Act of Korea, the Securities and Exchange Act and the Listing Rules of the Korea Exchange. We, like all other companies in Korea, must comply with the corporate governance provisions of the Korean Commercial Code. In addition, as a listed company, we are subject to the Securities and Exchange Act, and as a holding company, we are also subject to the Financial Holding Companies Act. In addition, each financial institution that is our subsidiary must comply with the corporate governance provisions of the relevant laws under which it was established.

**Table of Contents****Differences in Korean/ New York Stock Exchange corporate governance practices**

In November 2003, the U.S. Securities and Exchange Commission approved new corporate governance rules of the New York Stock Exchange ( NYSE ) for listed companies. Under these new rules, as a NYSE-listed foreign private issuer, we must disclose any significant ways in which its corporate governance practices differ from those followed by U.S. companies under NYSE listing standards. We believe the following to be the significant differences between our corporate governance practices and NYSE corporate governance rules applicable to U.S. companies.

U.S. companies listed on the NYSE are required to adopt and disclose corporate governance guidelines. The listing rules of the Korea Exchange require each company, at the time of its initial listing, to disclose information related to its corporate governance, such as its board of directors, internal audit, shareholder voting, and remuneration of officers and directors. The Korea Exchange, among other things, will review the corporate governance practices of the company in determining whether to approve such company for listing. Under the Korea Exchange listing rules and in accordance with the requirements prescribed under the Securities and Exchange Act, at least one-fourth of a listed company's directors must be outside directors provided that there must be at least three outside directors. In the case of

Large Listed Company, which is defined as a company that has total assets as of the end of the most recent fiscal year of W2 trillion or more, at least one-half of its directors must be outside directors and, pursuant to an amendment to the Securities and Exchange Act, more than one-half of a Large Listed Company's directors must be outside directors effective from July 1, 2004. A Large Listed Company must also establish an audit committee of which at least two-thirds of its members must be outside directors and whose chairman must be an outside director. In addition, effective from December 31, 2003, at least one member of the audit committee who is an outside director must also be an accounting or financial expert, *provided* that companies have until the first occasion when its existing audit committee member is replaced for any reason or a new member is appointed to implement this change. A company that has failed to satisfy any of the foregoing requirements continuously for the past two years are prescribed by the Securities and Exchange Act to be delisted from the Korea Exchange. We qualify as a Large Listed Company under the Securities and Exchange Act and have complied with these corporate governance requirements throughout 2003.

***Majority of Independent Directors on the Board***

Under the NYSE listing standards, independent directors must comprise a majority of the board of directors of a U.S. company listed on the NYSE. As a foreign private issuer, we are exempt from this requirement. The NYSE rules include detailed tests for determining director independence while the Financial Holding Companies Act of Korea, which we follow, prescribes a different standard for determining outside or non-executive directors. An outside director for purposes of the Financial Holding Companies Act and the Securities and Exchange Act means a director who does not engage in the regular affairs of the financial holding company, and who is elected at a shareholders meeting, after having been nominated by the outside director nominating committee. None of the largest shareholder, those persons specially related to the largest shareholder of such company, persons who during the past two years have served as an officer or employee of such company, the spouses and immediate family members of an officer of such company, and certain other persons specified by law may qualify as an outside director of such company. Currently, our board of directors consists of fifteen directors, including ten outside directors. Of our fifteen directors, five directors satisfy the requirements of independence as set forth in Rule 10A-3 under the Exchange Act.

***Executive Sessions***

Pursuant to the NYSE listing standards, non-management directors of U.S. companies listed on the NYSE must meet on a regular basis without management present and independent directors must meet separately at least once per year. While no such requirement currently exists under applicable Korean law or listing standards, pursuant to our board of directors regulations, outside directors are required to hold two exclusive sessions each year in order to promote the exchange of diverse opinions by outsider directors.

**Table of Contents*****Nominating and Corporate Governance Committee***

Under the NYSE listing standards, U.S. companies listed on the NYSE are required to have a nominating/corporate governance committee, composed entirely of independent directors. In addition to identifying individuals qualified to become board members, this committee must develop and recommend to the board a set of corporate governance principles. Under the Securities and Exchange Act, large listed companies, financial holding companies, commercial banks, and certain other financial institutions are required to have an outside director nominating committee of which at least one-half of its members must be outside directors. However, there is no requirement to establish a corporate governance committee under applicable Korean law. We currently have an outside director nomination committee and a board of directors administration committee which manage corporate governance practices applicable to us. The outside director nomination committee consists of five directors, including four outside directors. The chairman of the committee must be an outside director pursuant to our outside director nomination committee regulations. The board of director administration committee consists of five directors, including three outside directors.

***Compensation Committee***

Under the NYSE listing standards, U.S. companies listed on the NYSE are required to have a compensation committee, composed entirely of independent directors. While no such requirement currently exists under applicable Korean law or listing standards, we have a compensation committee composed of five outside directors. Each member of the compensation committee satisfies the independent director requirements as set forth in Rule 10A-3 under the Exchange Act.

***Establish Corporate Governance Guidelines and Adopt Code of Business Conduct and Ethics***

The NYSE listing standards require U.S. companies listed on the NYSE to establish corporate governance guidelines and to adopt a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. As a foreign private issuer, we are exempt from this requirement. While we have not adopted official corporate governance guidelines, our board of directors, outside director nomination committee and board of directors administration committee review and determine corporate policies as needed to ensure efficient and transparent corporate governance practices. Pursuant to the requirements of the Sarbanes-Oxley Act, we are in the process of adopting a Code of Ethics applicable to our Chairman & Chief Executive Officer and all other directors and executive officers including the Chief Financial Officer and the Chief Accounting Officer. In May 2005, our board of directors approved a code of ethics for such officers and we plan to implement the code as of July 1, 2005, together with an insider reporting system in compliance with Section 301 of the Sarbanes-Oxley Act. The code of ethics will be available on our website [www.shinhangroup.com](http://www.shinhangroup.com). We further plan to adopt a code of business conduct and ethics that applies to all of our employees in 2006.

***Shareholder Approval of Equity Compensation Plans***

The NYSE listing standards require the shareholders of U.S. companies listed on the NYSE to approve all equity compensation plans. We currently have two equity compensation plans, consisting of a stock option plan for directors and key employees and the Employee Stock Ownership Plan for all employees. Stock options may be granted up to 20% of the total number of outstanding shares in accordance with the relevant rules set forth in our Articles of Incorporation. Under applicable Korean laws, granting of stock options requires a shareholder resolution. Shares under the Employee Stock Ownership Plan may be granted up to 1% of the total number of outstanding shares and without a shareholder resolution pursuant to applicable Korean laws.

***Annual Certification of Compliance***

Lastly, a chief executive officer of a U.S. company listed on the NYSE must annually certify that he or she is not aware of any violation by the company of NYSE corporate governance standards. In accordance with NYSE listing rules applicable to foreign private issuers, we are not required to provide the NYSE with this



**Table of Contents**

annual compliance certification. However, in accordance with rules applicable to both U.S. companies and foreign private issuers, we are required to promptly notify the NYSE in writing after any executive officer becomes aware of any material noncompliance with the NYSE corporate governance standards applicable to us. Beginning in 2005, foreign private issuers, including us, are required to submit to the NYSE an annual written affirmation relating to compliance with Sections 303A.06 and 303A.11 of the NYSE listed company manual, which are the NYSE corporate governance standards applicable to foreign private issuers. All written affirmations must be executed in the form provided by the NYSE, without modification. In 2005, each foreign private issuer listed on the NYSE must submit to the NYSE an initial annual written affirmation no later than 30 days after July 31, 2005 (or August 30, 2005). In subsequent years, the annual written affirmation must be submitted within 30 days of the foreign private issuer's filing of its annual report on Form 20-F with the SEC.

**BOARD PRACTICES****Board of Directors**

Our board of directors, which currently consists of three executive directors and 12 non-executive directors, has the ultimate responsibility for the management of our affairs.

Our articles of incorporation provide for no less than three but no more than 15 directors and the number of executive directors must be less than 50% of the total number of directors. All outside directors are elected for a one-year term of office, and all other directors are elected for a three-year term. Terms are renewable and are subject to the Korean Commercial Code, the Financial Holding Companies Act and related regulations.

Our board of directors meets on a regular basis to discuss and resolve material corporate matters. Additional extraordinary meetings may also be convened at the request of the president and chief executive officer or a director designated by the board.

**Committees of the Board of Directors**

We currently have five management committees that serve under the board:

the Board Steering Committee;

the Risk Management Committee;

the Audit Committee

the Outside Director Nomination Committee; and

the Compensation Committee.

Each committee member is appointed by the board of directors, except for members of the Audit Committee, who are elected at the general meeting of stockholders.

***Board Steering Committee***

The Board Steering Committee consists of five directors, consisting of Pyung Joo Kim, Byung Hun Park, Shee Yul Ryoo, together with the chairman of our Board of Directors and the president and chief executive officer. The committee is responsible for ensuring the efficient operations of the board and the facilitation of the board's functions. The committee's responsibilities also include reviewing and assessing the board's structure and the effectiveness of that structure in fulfilling the board's fiduciary responsibilities. The committee holds regular meetings every quarter.

***Risk Management Committee***

The Risk Management Committee consists of three outside directors, consisting of Pyung Joo Kim, Yoon Soo Yoon and Philippe Reynieix. The committee oversees and makes determinations on all issues relating to our comprehensive risk management function. In order to ensure our stable financial condition and to

**Table of Contents**

maximize our profits, the committee monitors our overall risk exposure and reviews our compliance with risk policies and risk limits. In addition, the committee reviews risk and control strategies and policies, evaluates whether each risk is at an adequate level, establishes or abolishes risk management divisions, reviews risk-based capital allocations, and reviews the plans and evaluation of internal control. The committee holds regular meetings every quarter.

***Audit Committee***

The Audit Committee consists of five non-executive directors, consisting of Il Sup Kim, Young Seok Choi, Si Jong Kim, Dong Hyun Kwon and Sang Yoon Lee. The committee oversees our financial reporting, approves the appointment of and interaction with our independent auditors and our internal audit-related officers. The committee also reviews our financial information, audit examinations, key financial statement issues and the administration of our financial affairs by the board of directors. In connection with the general meetings of stockholders, the committee examines the agenda for, and financial statements and other reports to be submitted by, the board of directors to each general meeting of stockholders. The committee holds regular meetings every quarter.

***Outside Director Recommendation Committee***

The Outside Director Recommendation Committee consists of the chairman of our board of directors together with two to four directors, at least one-half of whom must also be outside directors. From February 2005 to March 2005, Byung Hun Park, Eung Chan Ra, Pyung Joo Kim, Dong Hyun Kwon and Yoon Soo Yoon acted as members of the Outside Director Recommendation Committee. This committee is responsible for recommending and nominating candidates for our outside director positions and related matters. The committee meetings are called by the chairman of this committee, who must be an outside director.

***Compensation Committee***

The Compensation Committee consists of five independent directors, at least one-half of whom must also be outside directors. This committee currently consists of Yoon Soo Yoon, Pyung Joo Kim, Il Sup Kim, Sang Yoon Lee and Shee Yul Ryoo. This committee is responsible for reviewing and approving the management's evaluation and compensation programs. The committee meetings are called by the chairman of this committee, who must be an outside director.

**EMPLOYEES**

As of December 31, 2004, at the holding company level, we had approximately 87 regular employees employed, almost all of whom are employed within Korea. As of December 31, 2004, our subsidiaries had approximately 13,643 regular employees, almost all of whom are employed within Korea. In addition, as of December 31, 2004, we had four non-regular employees at the holding company level and approximately 2,758 non-regular employees at the subsidiary level. Of the total number of regular and non-regular employees at both the holding company and subsidiaries, 56.2% were managerial or executive employees. Approximately 3,686 employees at Shinhan Bank, 5,213 employees at Chohung Bank and 257 employees at Jeju Bank were members of Korea Financial Industry Union and 1,183 employees at Good Morning Shinhan Securities were members of Korea Securities Trade Union as of December 31, 2004. In June 2003, our then-proposed acquisition of Chohung Bank encountered opposition from the labor union of Chohung Bank, including through actions such as a strike. In connection with the finalization of our acquisition, our management, together with the managements of Korea Deposit Insurance Corporation and Chohung Bank, reached a written understanding with the labor union of Chohung Bank. Labor related issues relating to Chohung Bank will be resolved through consultation. See Item 4. Information on the Company Our Acquisition of Chohung Bank The Acquisition . Except for the foregoing, we have not experienced any general employee work stoppages and consider our employee relations to be good.

**Table of Contents****SHARE OWNERSHIP**

As of May 9, 2005, the persons who are currently our directors or executive officers, as a group, held an aggregate of 4,114,855 shares of our common stock representing approximately 1.29% of our outstanding common stock as of such date. None of these persons individually held more than 1% of our outstanding common stock as of such date.

**Stock Options**

The following table is the breakdown of stock options with respect to our common stock that we have granted to our directors and officers, describing the grant dates, positions held by such directors and officers, exercise period, price and the number of options as of March 30, 2005, the date of our last shareholders meeting.

Name and Position	Grant Date	Exercise Period		Exercise Price  (In Won)	Number of Granted Options	Percentage of Shares Outstanding  (Percentage)	Number of Exercised Options
		From	To				
<b>Shinhan Financial Group</b>							
<i>Eung Chan Ra</i> (Chairman of Board of Directors)							
	5/22/2002	5/23/2004	5/22/2008	W18,910	94,416	0.03%	0
	5/15/2003	5/16/2005	5/15/2009	11,800	95,390	0.03	0
	3/25/2004	3/25/2006	3/24/2009	21,595	100,000	0.03	0
	3/30/2005	3/30/2008	3/29/2012	28,006	100,000	0.03	0
<i>In Ho Lee</i> (President & CEO)							
	5/22/2002	5/23/2004	5/22/2008	18,910	32,162	0.01	0
<i>Young Hwi Cho</i> (Executive Director)							
	5/22/2002	5/23/2004	5/22/2008	18,910	47,208	0.02	0
	5/15/2003	5/16/2005	5/15/2009	11,800	85,851	0.03	0
	3/25/2004	3/25/2006	3/24/2009	21,595	90,000	0.03	0
	3/30/2005	3/30/2008	3/29/2012	28,006	90,000	0.03	0
<i>Pyung Joo Kim</i> (Outside Director)							
	3/30/2005	3/30/2008	3/29/2012	28,006	10,000	0.00	0
<i>Il Sup Kim</i> (Outside Director)							
	3/30/2005	3/30/2008	3/29/2012	28,006	10,000	0.00	0
<i>Sang Hoon Lee</i> (Outside Director)							
	3/30/2005	3/30/2008	3/29/2012	28,006	10,000	0.00	0
<i>Yoon Soo Yoon</i> (Outside Director)							
	3/30/2005	3/30/2008	3/29/2012	28,006	10,000	0.00	0
<i>Shee Yul Ryoo</i> (Outside Director)							
	3/30/2005	3/30/2008	3/29/2012	28,006	10,000	0.00	0
<i>Jae Woo Lee</i> (Senior Executive Vice President)							
	5/22/2002	5/23/2004	5/22/2008	18,910	18,873	0.01	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,290	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Chil Sun Hong</i> (Senior Executive Vice President)							
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0

President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Byung Jae Cho</i> (Senior Executive Vice President)	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0

**Table of Contents**

Name and Position	Grant Date	Exercise Period		Exercise Price (In Won)	Number of Granted Options	Percentage of Shares Outstanding	Number of Exercised Options
		From	To				
<i>Baek Soon Lee</i>							
(Senior Executive Vice President)	5/22/2002	5/23/2004	5/22/2008	18,910	1,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<b>Shinhan Bank</b>							
<i>Sang Hoon Shin</i>							
(President & CEO)	5/22/2002	5/23/2004	5/22/2008	18,910	28,325	0.01	0
	5/15/2003	5/16/2005	5/15/2009	11,800	77,160	0.03	0
	3/25/2004	3/25/2006	3/24/2009	21,595	80,000	0.03	0
	3/30/2005	3/30/2008	3/29/2012	28,006	80,000	0.03	0
<i>Jae Ho Cho</i>							
(Director & Standing Auditor)	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Gwang Lim Youn</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	18,873	0.01	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,290	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Min Ky Han</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	1,000	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,078	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Do Heui Han</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,290	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Jin Won Suh</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Shin Keun Yang</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Sang Young Oh</i> (Executive Vice President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	15,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0

**Table of Contents**

Name and Position	Grant Date	Exercise Period		Exercise Price (In Won)	Number of Granted Options	Percentage of Shares Outstanding (Percentage)	Number of Exercised Options
		From	To				
<i>Hyu Won Lee</i>							
(Executive Vice President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	1,800	0.00	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Sang Woon Choi</i>							
(Executive Vice President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	2,200	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	1,800	0.00	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Eun Sik Kim</i>							
(Executive Vice President)	5/22/2002	5/23/2004	5/22/2008	18,910	1,000	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	1,700	0.00	0
	3/25/2004	3/25/2006	3/24/2009	21,595	1,800	0.00	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<b>Chohung Bank</b>							
<i>Dong Soo Choi</i>							
(President & CEO)	3/30/2005	3/30/2008	3/29/2012	28,006	80,000	0.01	0
<i>Jee Hong Yoo</i>							
(Director & Standing Auditor)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Bhang Gil Choi</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	18,883	0.01	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,078	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	30,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Hee Soo Kim</i>							
(Deputy President)	5/22/2002	5/23/2004	5/22/2008	18,910	2,500	0.00	0
	5/15/2003	5/16/2005	5/15/2009	11,800	19,290	0.01	0
	3/25/2004	3/25/2006	3/24/2009	21,595	20,000	0.01	0
	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Kwang Yub Chung</i>							
(Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Hong Hee Chae</i>							
(Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Yong Uk O</i>							
(Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0

<i>Jeong Woo Chang</i> (Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Jae Yoo Kim</i> (Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>In Joon Chaey</i> (Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Chang Seong Moon</i> (Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
<i>Sung Yoon Kim</i> (Deputy President)	3/30/2005	3/30/2008	3/29/2012	28,006	20,000	0.01	0
Total					2,108,757	0.66%	0



**Table of Contents**

During 2000 and 2001, a number of our directors and executive officers received options to purchase common stock of Shinhan Bank. However, these options were not converted into options to purchase common stock of our holding company following our holding company restructuring in September 2001. Shinhan Bank was delisted from the Korea Exchange and is currently not listed elsewhere. On March 4, 2004, our shareholders resolved to settle these stock options for cash based on the market price calculated in reference to the market price of the common stock of our holding company. On March 12, 2004, all of our current directors and executive officers who then owned such stock options exercised the cash settlement option and received cash in the aggregate W5,265 million.

During the past five years, a number of our directors and executive officers, in particular those of Chohung Bank, received options to purchase common stock of Chohung Bank. The following table is the breakdown of these stock options granted by Chohung Bank, describing the grant dates, position held by such director, exercise period, exercise price and the number of options as of March 30, 2005, the date of our last shareholders meeting.

Grant Date	Position (Name)	Exercise Period		Exercise Price (In Won)	Number of Granted Options	Percentage of Shares Outstanding	Number of Exercised Options
		From	To				
<b>Shinhan Financial Group</b>							
3/27/2000	Senior Executive Vice President	3/28/2003	3/27/2006	W5,000	5,678	0.00%	0
3/9/2001	( <i>Chil Sun Hong</i> )	3/10/2004	3/9/2007	5,000	714	0.00	0
3/29/2002		3/30/2004	3/29/2007	5,600	15,600	0.00	0
3/29/2002		3/30/2004	3/29/2007	5,860	1,508	0.00	0
3/28/2003		3/29/2005	3/28/2008	5,260	6,450	0.00	0
3/28/2003		3/29/2005	3/28/2008	5,000	3,150	0.00	0
<b>Chohung Bank</b>							
3/27/2000	President & CEO	3/28/2003	3/27/2006	5,000	15,897	0.00	0
3/25/2004	( <i>Dong Soo Choi</i> ) Director & Standing Auditor	3/26/2006	3/25/2009	5,000	100,000	0.01	0
3/25/2004	( <i>Ji Hong Yoo</i> ) Deputy President	3/26/2006	3/25/2009	5,000	30,000	0.00	0
3/25/2004	( <i>Kwang Yub Chung</i> ) Deputy President	3/26/2006	3/25/2009	5,000	30,000	0.00	0
3/25/2004	( <i>Hong Hee Chae</i> ) Deputy President	3/26/2006	3/25/2009	5,000	30,000	0.00	0
3/25/2004	( <i>Yong Uk O</i> ) Deputy President	3/26/2006	3/25/2009	5,000	30,000	0.00	0
3/25/2004	( <i>Jeong Woo Chang</i> ) Deputy President	3/26/2006	3/25/2009	5,000	30,000	0.00	0
3/25/2004	( <i>Jae Yoo Kim</i> )	3/26/2006	3/25/2009	5,000	30,000	0.00	0
Total					328,997	0.05%	0

In 2004, we acquired all of the minority shareholding in Chohung Bank that we did not own and delisted Chohung Bank from the Stock Market Division of the Korea Exchange. In consultation with the holders of these options, we

agreed to settle these stock options in cash based on the difference between the market price of a common share of Chohung Bank (calculated based on an adjustment to the market price of a common share of Shinhan Financial Group as described below) and the exercise price of each of the stock options. Because Chohung Bank's common shares were delisted, the market price of a common share of Chohung Bank will be derived by multiplying 0.1354 to the market price of a common share of Shinhan Financial Group.

**Table of Contents**

In addition, members of the employee stock ownership association have certain pre-emptive rights in relation to our shares that are publicly offered under the Securities and Exchange Act. As of June 20, 2005, our employee stock ownership association owned 2,310,089 shares of our common stock (including 1,943,014 shares paid for and currently held by us for the benefit of eligible employees subject to certain conditions for grant).

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**  
**MAJOR SHAREHOLDERS**

The following table sets forth certain information relating to the share ownership of our common stock as of December 31, 2004.

Name of Shareholder	Number of Common Shares Held	Percentage of Total Common Shares
Korea National Pension Fund	16,498,516	5.17%
BNP Paribas	13,557,832	4.25%
Euro-Pacific Growth Fund	12,570,230	3.94%
Emerging Market Growth	10,516,430	3.29%
Chohung Bank(1)	8,985,567	2.81%
Capital World Growth	8,155,100	2.55%
Templeton Foreign Fund	7,605,410	2.38%
Others	241,429,926	75.61%
<b>Total(2)</b>	<b>319,319,011</b>	<b>100.00%</b>

*Notes:*

- (1) In June 2004, we acquired 108,438,628 shares of common stock of Chohung Bank that we previously did not own through a cash tender offer and a small-scale share swap pursuant to Korean laws. In connection with the share swap transaction, we issued 14,682,590 new shares of our common stock to the existing shareholders of Chohung Bank in exchange for the shares of Chohung Bank's common stock, of which 8,985,567 shares of our common stock was issued to Chohung Bank in exchange for its treasury shares. Chohung Bank acquired these treasury shares from its shareholders who dissented to the share swap at Chohung Bank's shareholders' meeting pursuant to the exercise by those dissenting shareholders the right to request Chohung Bank to purchase their shares in accordance with Korean law. Following this transaction, the total number of shares of our common stock increased to 309,083,890 shares. Under the Financial Holding Companies Act of Korea, the voting rights relating to the 8,985,567 shares of our common stock currently held by Chohung Bank in treasury are restricted. The newly issued 14,682,590 shares of our common stock were listed on the Stock Market Division of the Korea Exchange in July 2004.
- (2) Includes 10,235,121 shares of our common stock issued in exchange for the equity shares (both common and preferred shares) of Good Morning Shinhan Securities in connection with our obtaining the then minority interest in Good Morning Shinhan Securities in December 2004 through a cash tender offer and a small-scale share swap pursuant to Korean laws, of which 1,444 shares of our common stock was issued to Good Morning Shinhan Securities in exchange for its treasury shares. Good Morning Shinhan Securities acquired these treasury shares from its shareholders who dissented to the share swap at Good Morning Shinhan Securities's shareholders' meeting pursuant to the exercise by those dissenting shareholders the right to request Good Morning Shinhan Securities to purchase their shares in accordance with Korean law. Good Morning Shinhan Securities sold the 1,444 shares of

our common stock that it held in March 2005. Following this transaction, the total number of shares of our common stock increased to 319,319,011 shares. The newly issued 10,235,121 shares of our common stock were listed on the Stock Market Division of the Korea Exchange in January 2005.

**Table of Contents**

The following table sets forth certain information relating to the share ownership of our redeemable preferred stock as of December 31, 2004.

<b>Name of Shareholder</b>	<b>Number of Preferred Shares Held</b>	<b>Percentage of Total Preferred Shares</b>
Korea Deposit Insurance Corporation	46,583,961	88.59%
Strider Securitization Specialty Co., Ltd.	6,000,000	11.41
<b>Total</b>	<b>52,583,961</b>	<b>100.00%</b>

In addition, we had a total of 44,720,603 shares of convertible redeemable preferred stock outstanding as of December 31, 2004, all of which were owned by Korea Deposit Insurance Corporation.

Other than those listed above, no other shareholders owned more than 1% of our issued and outstanding shares. None of our shareholders have different voting rights.

Currently, our total authorized share capital is 1,000,000,000 common stock, par value W5,000 per share. As of December 31, 2004, 319,319,011 common shares were issued.

As of December 31, 2004, the latest date available on which we closed our shareholders registry, 345 shareholders of record were in the United States, holding in the aggregate 31.1% of our then total outstanding shares (including Citibank, as the depository for our global depository shares, each representing two shares of our common stock).

In September 2003, we issued 1,864,065 additional shares of our common stock to BNP Paribas. See Related Party Transactions below.

#### **RELATED PARTY TRANSACTIONS**

None of our directors or officers have or had any interest in any transactions effected by us that are or were unusual in their nature or conditions or significant to our business which were effected during the current or immediately preceding year or were effected during an earlier year and remain in any respect outstanding or unperformed.

In December 2001, BNP Paribas acquired 4.00% of our common stock in return for an investment of approximately W155 billion in cash pursuant to an alliance agreement. As of December 31, 2002, BNP Paribas owned 4.00% of our common stock. Under the terms of the alliance agreement, for so long as BNP Paribas does not sell or otherwise transfer (except to any of its wholly-owned subsidiaries) any portion of its ownership interest in our common stock and maintains, after any issuances of new shares by us from time to time, its shareholding percentage of not less than 3.5% of our issued common stock, we are required to call a meeting of our shareholders to recommend that one nominee of BNP Paribas be elected to our board of directors. In addition, under the alliance agreement, BNP Paribas has the right to subscribe for new issuances of our common shares in the event that such new issuances would result in the dilution of the shareholding percentage of BNP Paribas below 3.5%. Although BNP Paribas still owns 4.25% of our common stock, the shareholding percentage (on a diluted basis taking into account the Redeemable Convertible Preferred Stock) of BNP Paribas fell to 3.469% following our acquisition of Chohung Bank and as a result of our issuance of Redeemable Convertible Preferred Stock to Korea Deposit Insurance Corporation as part of the purchase price. BNP Paribas exercised its right to subscribe for new issuances of our common shares under the alliance agreement. As a result, in September 2003, we issued 1,864,065 additional shares of our common stock to BNP Paribas. The alliance agreement further sets forth the parties' intention to enter into a number joint ventures, in particular in the business areas relating to investment trust management and bancassurance, pursuant to which we have formed Shinhan BNP Paribas Investment Trust Management and SH&C Life Insurance.

As of December 31, 2004, the outstanding balance of beneficiary certificates invested into Shinhan BNP Paribas Investment Trust were W2,333 billion.



**Table of Contents**

As of May 20, 2005, we had principal loans outstanding to our directors, executive officers and their affiliates in the principal amount of W187 billion, which were made in the ordinary course of business on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons, and did not involve more than the normal risk of collectibility or present other unfavorable features.

**ITEM 8. FINANCIAL INFORMATION****CONSOLIDATED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION****Consolidated Financial Statements**

Our consolidated financial statements are set forth under Item 18. Financial Statements .

**Dividend Policy**

See Item 10. Additional Information Articles of Incorporation Dividends . For a description of tax consequences of dividends paid to our shareholders, see Item 10. Additional Information Taxation Korean Taxation Dividends on Shares of Common Stock or American Depositary Shares and Item 10. Additional Information Taxation United States Taxation Distributions on Shares or American Depositary Receipts .

**Legal Proceedings**

As of March 31, 2005, Shinhan Bank and Chohung Bank were joint defendants in three different court proceedings. While we are unable to predict the ultimate disposition of these claims, the ultimate disposition of these claims will not, in the opinion of management, have a material adverse effect on us. Neither we nor any of our subsidiaries is involved in any material litigation, arbitration or administrative proceedings relating to claims which may have a significant effect on our financial condition or results of operations, including the financial condition or results of operations of Shinhan Bank, Chohung Bank or our other consolidated subsidiaries, and we are not aware of any such litigation, arbitration or administrative proceeding that is pending or threatened except as described below.

In October 2001, the trustees of the TRA Rights Trust (as sole successor in interest to Seagate) instituted litigation against several defendants, including Shinhan Bank. The plaintiff argued that Shinhan Bank is jointly and severally liable for damages as it had actively participated in certain financing activities that contributed to the fraudulent inflation of the revenues, income and assets as reflected in the financial statements of L&H Korea, a principal subsidiary of Lernout & Hauspie ( L&H ). The plaintiff seeks damages for the impact of the fraud on the price of L&H shares and, in particular, treble damages in the amount of approximately US\$167 million under Racketeer Influenced and Corrupt Organizations, one of its alleged causes of claim ( Filler Case ).

In April 2001, L&H also lodged a criminal complaint with the prosecutor's office in Korea against one of Shinhan Bank's branch managers, along with branch managers of other Korean banks, alleging aiding and abetting a criminal act of fraud in connection with this matter. The branch managers were subsequently found not guilty and the criminal complaint was dismissed on February 20, 2002.

In addition, in November 2001, Stonington Partners Inc., Stonington Capital Appreciation 1994 Fund L.P. and Stonington Holdings, L.L.C., the former shareholders of L&H, instituted litigation against several defendants, including Shinhan Bank, alleging the same causes of action against Shinhan Bank under the same operative facts as the above-described litigation. ( Stonington Case ) These plaintiffs seek compensatory damages for the impact of the fraud on the price of L&H shares, and punitive damages to be determined at trial. Alleging the same cause of action, Janet Baker, James Baker, JKBaker LLC and JMBaker LLC also instituted litigation against several defendants, including Shinhan Bank, in March 2002. ( Baker Case ) However, the plaintiffs of the latter two cases withdrew their claims filed in the State of Massachusetts in September 2002 recognizing the lack of jurisdiction. In October 2002, the plaintiffs in the

**Table of Contents**

Baker Case and the Stonington Case brought their complaints to the State of New York. In June 2003, the court dismissed the Stonington Case in its entirety on procedural grounds. As for the Baker Case and the Filler Case, the court ruled that the plaintiffs could not claim damages under the RICO Act and the securities laws of the United States and subsequently dismissed such complaint. The common law fraud claims survived the dismissal but, in October 2004, the court issued its final decision generally in favor of the defendants. In February 2002, the plaintiffs appealed this decision and the appellate proceedings are currently in process. No assurance can be given that appellate courts will not overturn the trial court's decision or issue rulings that are materially adverse to us.

In addition to the proceedings described above, Chohung Bank also claimed sovereign immunity from these lawsuits reinstated in the courts of the State of New York on the ground that Korea Deposit Insurance Corporation, an entity controlled by the Korean government, owned and controlled Chohung Bank at the time this cause of action arose. In early 2003, the court granted judgment in favor of Chohung Bank on the grounds that its sovereign immunity applies under the Foreign Sovereign Immunity Act. In July 2003, these rulings were overturned by the court, to which we subsequently appealed. A hearing was held on April 2, 2004 to review this appeal but the court dismissed the appeal in August 2004. As a result, Chohung Bank were rejoined as parties to these lawsuits. We currently plan to appeal these decisions to the Court of Appeals of New York.

We believe that the transactions with L&H Korea were conducted in the ordinary course of our banking practices, where the transaction involved a customary secured lending without any financing for receivables. We intend to vigorously defend against any additional claims or appeals.



**Table of Contents****ITEM 9. THE OFFER AND LISTING****MARKET PRICE INFORMATION AND TRADING MARKET****Market Prices of Common Stock and ADSs**

Our shares of common stock were listed on the Korea Exchange on September 10, 2001. The Korea Exchange is the principal trading market for our shares of common stock. As of the date hereof, we have 319,319,011 shares of common stock issued (including 8,998,017 shares of common stock held in the form of treasury shares). Our American depositary shares have been listed on the New York Stock Exchange since September 16, 2003 and are identified by the symbol SHG. The table below sets forth, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the Korea Exchange for our common stock since September 10, 2001, and their high and low closing prices and the average daily volume of trading activity on the New York Stock Exchange for our American depositary shares since September 16, 2003.

	Korea Exchange			New York Stock Exchange		
	Closing Price per Common Stock		Average Daily Trading Volume	Closing Price per ADS		Average Daily Trading Volume
	High	Low		High	Low	
					(Shares)	(ADSs)
<b>2001</b> (from September 10)	W17,550	W 9,400	1,654,506			
Third Quarter (from September 10)	11,650	9,400	1,180,076			
Fourth Quarter	17,550	10,100	1,771,170			
<b>2002</b>	20,600	11,450	1,639,306			
First Quarter	20,450	16,300	2,050,143			
Second Quarter	20,600	16,150	1,745,556			
Third Quarter	18,150	13,850	1,152,088			
Fourth Quarter	14,650	11,450	1,631,030			
<b>2003</b>	19,700	9,500	1,408,358			
First Quarter	13,650	9,500	1,504,051			
Second Quarter	13,900	10,100	1,592,993			
Third Quarter(1)	18,300	12,500	1,341,422	\$ 31.40	\$ 27.40	2,944
Fourth Quarter	19,700	15,650	1,200,222	32.75	27.70	2,900
<b>2004</b>	23,400	15,200	1,372,443	45.65	26.50	6,039
First Quarter	23,050	18,000	1,894,713	39.63	30.80	6,566
Second Quarter	21,250	15,700	1,355,687	40.80	27.60	5,111
Third Quarter	23,400	15,200	1,154,295	37.20	26.50	6,798
Fourth Quarter	23,750	20,500	1,117,511	45.65	35.90	5,655
<b>2005</b> (through June 23)	29,750	23,400	1,216,454	60.43	44.00	12,102
January	26,150	23,400	1,475,594	51.30	44.00	9,100
February	29,750	25,550	1,468,088	60.40	50.50	14,468
March	29,650	26,900	1,135,699	60.43	51.26	17,818
April	27,650	25,750	1,122,803	55.65	50.50	11,171
May	25,800	24,100	1,148,780	53.00	48.51	10,219

June (through June 23)	27,350	25,750	925,892	54.14	51.55	9,065
------------------------	--------	--------	---------	-------	-------	-------

*Source:* Korea Exchange; New York Stock Exchange

(1) Trading of our American depositary shares on the New York Stock Exchange commenced on September 16, 2003.

## **Table of Contents**

### **The Korean Securities Market**

#### ***The Korea Exchange***

Pursuant to the Korea Stock and Futures Exchange Act, as of January 27, 2005, Korea Exchange unified the Korea Stock Exchange, which began its operations in 1956, the Korea Securities Dealers Automated Quotation ( KOSDAQ ), which began its operation in July 1, 1996 by the Korea Securities Dealers Association, and the Korea Futures Exchange (as an exchange operating futures market and options market), which began its operation in February 1, 1999.

The Korea Exchange was established in a form of a limited liability stock company in accordance with the Korean Commercial Code with the minimum paid-in capital of W100 billion in accordance with the Korea Stock and Futures Exchange Act. The Korea Exchange is presently the only exchange in Korea that serves as a spot market and a futures market. It operates and supervises three market divisions, the Stock Market Division, the KOSDAQ Market Division, and the Futures Market Division. It has its principal office in Pusan.

The Korea Exchange has been introduced to support the national economy by (i) making the capital market more effective, (ii) reducing transaction fees to investors or users and (iii) integrating computer networks used for transaction.

Even though the Korea Stock and Futures Exchange Act prescribed that the Korea Exchange be established in a form of a limited liability stock company, the Korea Exchange is expected to play a public role as a public organization. In order to safeguard against a possible conflict, the Korea Stock and Futures Exchange Act placed restrictions on the ownership and operation of the Korea Exchange as follows:

Any person's ownership of shares in the Korea Exchange is limited to 5% or less except for an investment trust company or investment company established under the Act on Business of Operating Indirect Investment and Assets, or the Korean government. However, upon prior approval from the Financial Supervisory Commission, more than 5% ownership in Korea Exchange is permitted if necessary for forming strategic alliance with a foreign stock or futures exchange;

The number of outside directors on the board of directors of the Korea Exchange shall be more than half of the number of total directors;

Any amendment to the articles of incorporation, transfer or consolidation of business, business split, stock swap in its entirety or transfer of shares in its entirety of the Korea Exchange will receive prior approval from the Ministry of Finance and Economy; and

In the event the minister of Ministry of Finance and Economy determines that the chief executive officer of the Korea Exchange is not appropriate for the position, the minister of the Ministry of Finance and Economy can request the Korea Exchange upon reasonable cause, within one month from the chief executive officer's election, to dismiss the chief executive officer. Subsequently, the chief executive officer will be suspended from performing his duties and the Korea Exchange will elect a new chief executive officer within two months from the request.

As of June 23, 2005, the aggregate market value of equity securities listed on the Stock Market Division of the Korea Exchange was approximately W470 trillion. The average daily trading volume of equity securities for 2004 was approximately 373 million shares with an average transaction value of W2.2 trillion.

The Korea Exchange has the power in some circumstances to suspend trading in the shares of a given company or to de-list a security. The Korea Exchange also restricts share price movements. All listed companies are required to file accounting reports annually, semiannually and quarterly and to release immediately all information that may affect trading in a security.

The Government has in the past exerted, and continues to exert, substantial influence over many aspects of the private sector business community which can have the intention or effect of depressing or boosting the market. In the past, the Government has informally both encouraged and restricted the declaration and



**Table of Contents**

payment of dividends, induced mergers to reduce what it considers excess capacity in a particular industry and induced private companies to offer publicly their securities.

The Korea Exchange publishes the Korea Composite Stock Price Index ( KOSPI ) every thirty seconds, which is an index of all equity securities listed on the Korea Exchange. On January 4, 1983, the method of computing KOSPI was changed from the Dow Jones method to the aggregate value method. In the new method, the market capitalizations of all listed companies are aggregated, subject to certain adjustments, and this aggregate is expressed as a percentage of the aggregate market capitalization of all listed companies as of the base date, January 4, 1980.

Historical movements in KOSPI are set out in the following.

	Opening	High	Low	Closing
1980	100.00	119.36	100.00	106.87
1981	97.95	165.95	93.14	131.37
1982	123.60	134.49	106.00	127.31
1983	122.52	134.46	115.59	121.21
1984	116.73	142.46	114.37	142.46
1985	139.53	163.37	131.40	163.37
1986	161.40	279.67	153.85	272.61
1987	264.82	525.11	264.82	525.11
1988	532.04	922.56	527.89	907.20
1989	919.61	1,007.77	844.75	909.72
1990	908.59	928.82	566.27	696.11
1991	679.75	763.10	586.51	610.92
1992	624.23	691.48	459.07	678.44
1993	697.41	874.10	605.93	866.18
1994	879.32	1,138.75	855.37	1,027.37
1995	1,013.57	1,016.77	847.09	882.94
1996	888.85	986.84	651.22	651.22
1997	653.79	792.29	350.68	376.31
1998	385.49	579.86	280.00	562.46
1999	587.57	1,028.07	498.42	1,028.07
2000	1,059.04	1,059.04	500.60	504.62
2001	520.95	704.50	468.76	693.70
2002	724.95	937.61	584.04	627.55
2003	635.17	822.16	515.24	810.71
2004	821.26	936.06	719.59	895.92
2005 (through June 23)	893.71	1,022.79	870.84	1,010.80

Source: The Korea Exchange

Shares are quoted ex-dividend on the first trading day of the relevant company's accounting period. Ex-dividend refers to a share no longer carrying the right to receive the following dividend payment because the settlement date occurs after the record date for determining which shareholders are entitled to receive dividends. Ex-rights refers to shares no longer carrying the right to participate in the following rights offering or bonus issuance because the settlement date occurs after the record date for determining which shareholders are entitled to new shares. The calendar year is the accounting period for the majority of listed companies, this may account for the drop in KOSPI between its closing level at the end of one calendar year and its opening level at the beginning of the following calendar year.



**Table of Contents**

With certain exceptions, principally to take account of a share being quoted ex-dividend and ex-rights, permitted upward and downward movements in share prices of any category of shares on any day are limited under the rules of the Korea Exchange to 15% of the previous day's closing price of the shares, rounded down as set out below:

Previous Day's Closing Price	Rounded Down to Won
Less than 5,000	5
5,000 to less than 10,000	10
10,000 to less than 50,000	50
50,000 to less than 100,000	100
100,000 to less than 500,000	500
500,000 or more	1,000

As a consequence, if a particular closing price is the same as the price set by the fluctuation limit, the closing price may not reflect the price at which persons would have been prepared, or would be prepared to continue, if so permitted, to buy and sell shares. Orders are executed on an auction system with priority rules to deal with competing bids and offers.

Due to deregulation of restrictions on brokerage commission rates, the brokerage commission rate on equity securities transactions may be determined by the parties, subject to commission schedules being filed with the Korea Exchange by the securities companies. In addition, a securities transaction tax of 0.15% of the sales price will generally be imposed on the transfer of shares or certain securities representing rights to subscribe for shares on the Korea Exchange. A special agricultural and fishery tax of 0.15% of the sales prices will also be imposed on transfer of these shares and securities on the Korea Exchange. See Item 10. Additional Information Taxation Korean Taxation.

The number of companies listed on the Korea Exchange, the corresponding total market capitalization at the end of the periods indicated and the average daily trading volume for those periods are set forth in the following table.

Year	Number of Listed Companies	Total Market Capitalization		Average Daily Trading Volume, Value		
		(Millions of Won)	(Thousands of Dollars)(1)	Thousands of Shares	(Millions of Won)	(Thousands of Dollars)(1)
1979	355	W 2,609,414	\$ 5,391,351	5,382	W 4,579	\$ 4,641
1980	352	2,526,553	3,828,691	5,654	3,897	5,905
1981	343	2,959,057	4,224,207	10,565	8,708	12,433
1982	334	3,000,494	4,407,711	9,704	6,667	8,904
1983	328	3,489,654	4,386,743	9,325	5,941	7,468
1984	336	5,148,460	6,222,456	14,847	10,642	12,862
1985	342	6,570,404	7,380,818	18,925	12,315	13,834
1986	355	11,994,233	13,924,115	31,755	32,870	38,159
1987	389	26,172,174	33,033,162	20,353	70,185	88,584
1988	502	64,543,685	94,348,318	10,367	198,364	289,963
1989	626	95,476,774	140,489,660	11,757	280,967	414,431
1990	669	79,019,676	110,301,055	10,866	183,692	256,500
1991	686	73,117,833	96,182,364	14,022	214,263	281,850
1992	688	84,711,982	107,502,515	24,028	308,246	391,175

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

1993	693	112,665,260	139,419,948	35,130	574,048	676,954
1994	699	151,217,231	191,729,721	36,862	776,257	984,223
1995	721	141,151,399	182,201,367	26,130	487,762	629,614
1996	760	117,369,988	139,031,021	26,571	486,834	575,733



**Table of Contents**

Year	Number of Listed Companies	Total Market Capitalization		Average Daily Trading Volume, Value		
		(Millions of Won)	(Thousands of Dollars)(1)	Thousands of Shares	(Millions of Won)	(Thousands of Dollars)(1)
1997	776	70,988,897	50,161,742	41,525	555,759	392,707
1998	748	137,798,451	114,090,455	97,716	660,429	471,432
1999	725	349,503,966	305,137,040	278,551	3,481,620	3,039,654
2000	704	188,041,490	148,393,204	306,154	2,602,159	2,053,796
2001	589	255,850,070	192,934,221	473,241	1,947,420	1,506,236
2002	683	258,680,756	215,445,465	857,245	3,041,598	2,533,820
2003	684	355,362,626	298,121,331	542,010	2,216,636	1,859,594
2004	683	412,588,139	398,597,371	372,895	2,232,109	2,156,419
2005 (through June 23)	679	469,504,884	446,934,683	439,760	2,454,600	2,336,602

Source: The Korea Exchange

Note:

(1) Converted at the Market Average Exchange Rate at the end of the periods indicated.

The Korean securities markets are principally regulated by the Financial Supervisory Commission and the Securities and Exchange Act. The Securities and Exchange Act was amended fundamentally numerous times in recent years to broaden the scope and improve the effectiveness of official supervision of the securities markets. As amended, the law imposes restrictions on insider trading and price manipulation, requires specified information to be made available by listed companies to investors and establishes rules regarding margin trading, proxy solicitation, takeover bids, acquisition of treasury shares and reporting requirements for shareholders holding substantial interests.

**Further Opening of the Korean Securities Market**

A stock index futures market was opened on May 3, 1996, and a stock index option market was opened on July 7, 1997, in each case at the Korea Exchange. Remittance and repatriation of funds in connection with investment in stock index futures and options are subject to regulations similar to those that govern remittance and repatriation in the context of foreign portfolio investment in Korean stocks.

In addition, the Korea Exchange opened new option markets for seven individual stocks (Samsung Electronics, SK Telecom, KT, KEPCO, POSCO, Kookmin Bank and Hyundai Motor Company) in January 2002. Non-Koreans are permitted to invest in such options for individual stocks subject to certain procedural requirements.

Starting from May 1, 1996, foreign investors were permitted to invest in warrants representing the right to subscribe for shares of a company listed on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange, subject to certain investment limitations. A foreign investor may not acquire such warrants with respect to shares of a class of a company for which the ceiling on aggregate investment by foreigners has been reached or exceeded.

As of December 30, 1997, foreign investors were permitted to invest in all types of corporate bonds, bonds issued by national or local governments and bonds issued in accordance with certain special laws without being subject to any aggregate or individual investment ceiling. The Financial Supervisory Commission sets forth procedural requirements for such investments. The Government announced on February 8, 1998, its plans for the liberalization of the money market with respect to investment in money market instruments by foreigners in 1998. According to the plan, foreigners have been permitted to invest in money market instruments issued by corporations, including

commercial paper, starting February 16, 1998, with no restrictions as to the amount. Starting May 25, 1998, foreigners have been permitted to invest in certificates of deposit and repurchase agreements.

255

---

**Table of Contents**

Currently, foreigners are permitted to invest in securities including shares of all Korean companies which are not listed on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange and in bonds which are not listed.

***Protection of Customer's Interest in Case of Insolvency of Securities Companies***

Under Korean law, the relationship between a customer and a securities company in connection with a securities sell or buy order is deemed to be consignment and the securities acquired by a consignment agent (i.e., the securities company) through such sell or buy order are regarded as belonging to the customer in so far as the customer and the consignment agent's creditors are concerned. Therefore, in the event of a bankruptcy or reorganization procedure involving a securities company, the customer of the securities company is entitled to the proceeds of the securities sold by the securities company. In addition, the Securities and Exchange Act recognizes the ownership of a customer in securities held by a securities company in such customer's account.

When a customer places a sell order with a securities company which is not a member of the Korea Exchange and this securities company places a sell order with another securities company which is a member of the Korea Exchange, the customer is still entitled to the proceeds of the securities sold received by the non-member company from the member company regardless of the bankruptcy or reorganization of the non-member company.

Likewise, when a customer places a buy order with a non-member company and the non-member company places a buy order with a member company, the customer has the legal right to the securities received by the non-member company from the member company because the purchased securities are regarded as belonging to the customer in so far as the customer and the non-member company's creditors are concerned.

In addition, under the Securities and Exchange Act, the Korea Exchange is obliged to indemnify any loss or damage incurred by a counterparty as a result of a breach by its members. If a securities company which is a member of the Korea Exchange breaches its obligation in connection with a buy order, the Korea Exchange is obliged to pay the purchase price on behalf of the breaching member. Therefore, the customer can acquire the securities that have been ordered to be purchased by the breaching member.

As the cash deposited with a securities company is regarded as belonging to the securities company, which is liable to return the same at the request of its customer, the customer cannot take back deposited cash from the securities company if a bankruptcy or reorganization procedure is instituted against the securities company and, therefore, can suffer from loss or damage as a result. However, the Depositor Protection Act provides that the Korea Deposit Insurance Corporation will, upon the request of the investors, pay investors up to W50 million per depositor per financial institution in case of the securities company's bankruptcy, liquidation, cancellation of securities business license or other insolvency events. The premiums related to this insurance are paid by securities companies. Pursuant to the Securities and Exchange Act, as amended, securities companies are required to deposit the cash received from its customers with the Korea Securities Finance Corporation, a special entity established pursuant to the Securities and Exchange Act. Set-off or attachment of cash deposits by securities companies with the Korea Securities Finance Corporation is prohibited. In addition, in the event of bankruptcy or dissolution of the securities company, the cash so deposited shall be withdrawn and paid to the customer senior to other creditors of the securities company.

**Table of Contents****ITEM 10. ADDITIONAL INFORMATION****ARTICLES OF INCORPORATION****Description of Capital Stock**

This section provides information relating to our capital stock, including brief summaries of material provisions of our articles of incorporation, the Korean Commercial Code, the Securities and Exchange Act, the Financial Holding Companies Act and certain related laws of Korea, all as currently in effect. The following summaries are subject to the articles of incorporation and the applicable provisions of the Securities and Exchange Act, the Korean Commercial Code, and certain other related laws of Korea.

***General***

As of December 31, 2004, our authorized share capital is 1,000,000,000 shares. Our articles of incorporation provide that we are authorized to issue shares of preferred stock up to one-half of all of the issued and outstanding shares of common stock. Furthermore, through an amendment of the articles of incorporation, we have created new classes of shares, in addition to the common shares and the preferred shares. See Description of Redeemable Preferred Stock . As of December 31, 2002, 2003 and 2004, 292,361,125 shares, 294,401,300 shares and 319,319,011 shares, respectively, of common stock were issued. Of these amounts, as of December 31, 2002, 2003 and 2004, we held 29,874,062 shares, 29,986,159 shares and 8,998,017 shares, respectively, of common stock as treasury shares. All of the 1,444 treasury shares held by Good Morning Shinhan Securities were sold in March 2005.

In June 2004, we acquired 108,438,628 shares of common stock of Chohung Bank that we previously did not own through a cash tender offer and a small-scale share swap pursuant to Korean laws. In connection with this share swap transaction, we issued 14,682,590 new shares of our common stock to the existing shareholders of Chohung Bank in exchange for the shares of Chohung Bank s common stock, of which 8,985,567 shares of our common stock was issued to Chohung Bank in exchange for its treasury shares. Chohung Bank acquired these treasury shares from its shareholders who dissented to the share swap at Chohung Bank s shareholders meeting pursuant to the exercise by those dissenting shareholders the right to request Chohung Bank to purchase their shares in accordance with Korean law. Following this transaction, the total number of shares of our common stock increased to 309,083,890 shares. Under the Financial Holding Companies Act of Korea, the voting rights relating to the 8,985,567 shares of our common stock currently held by Chohung Bank in treasury are restricted. The newly issued 14,682,590 shares of our common stock were listed on the Korea Exchange in July 2004.

In December 2004, we acquired the then minority interest in Good Morning Shinhan Securities that we previously did not own through a cash tender offer and a small-scale share swap pursuant to Korean laws. In connection with this share swap transaction, we issued 10,235,121 new shares of our common stock to the existing shareholders of Good Morning Shinhan Securities in exchange for the equity shares (both common and preferred shares) of Good Morning Shinhan Securities, of which 1,444 shares of our common stock was issued to Good Morning Shinhan Securities in exchange for its treasury shares. Good Morning Shinhan Securities acquired these treasury shares from its shareholders who dissented to the share swap at Good Morning Shinhan Securities s shareholders meeting pursuant to the exercise by those dissenting shareholders the right to request Good Morning Shinhan Securities to purchase their shares in accordance with Korean law. Good Morning Shinhan Securities sold the 1,444 shares of our common stock that it held in March 2005. Following this transaction, the total number of shares of our common stock increased to 319,319,011 shares. The newly issued 10,235,121 shares of our common stock were listed on the Stock Market Division of the Korea Exchange in January 2005.

Other than the redeemable preferred stock and the redeemable convertible preferred stock discussed below, no shares of preferred stock were issued and outstanding as of December 31, 2004. All of the issued and outstanding shares are fully-paid and non-assessable, and are in registered form. As of the date hereof, our authorized but unissued share capital consists of 583,376,425 shares. We may issue the unissued shares

**Table of Contents**

without further shareholder approval but subject to a board resolution as provided in the articles of incorporation. See [Preemptive Rights and Issuance of Additional Shares](#) and [Distribution of Free Shares](#) . Share certificates are issued in denominations of one, five, ten, 50, 100, 500, 1,000 and 10,000 shares.

***Dividends***

Dividends are distributed to shareholders in proportion to the number of shares of the relevant class of capital stock owned by each shareholder following approval by the shareholders at an annual general meeting of shareholders. We pay full annual dividends on newly issued shares (such as the shares representing the American depositary shares) for the year in which the new shares are issued. We declare our dividend annually at the annual general meeting of shareholders which is held within three months after the end of the fiscal year. The annual dividend must be paid to the shareholders of record as of the end of the preceding fiscal year within one month after the annual general meeting. Annual dividends may be distributed either in cash or in shares provided that shares must be distributed at par value and, if the market price of the shares is less than their par value, dividends in shares may not exceed one-half of the annual dividend. Under the Korean Commercial Code we do not have an obligation to pay any annual dividend unclaimed for five years from the payment date.

In addition, the Korean Commercial Code and our Articles of Incorporation provide that we may pay interim dividends once during each fiscal year (in addition to the annual dividends). Unlike annual dividends, interim dividends may be paid upon the resolution of the board of directors and are not subject to shareholder approval. The interim dividends, if any, will be paid to the shareholders of record at 12:00 a.m. midnight, July 1 of the relevant fiscal year in cash.

Under the Korean Commercial Code, an interim dividend shall not be more than the net assets on the balance sheet of the immediately preceding fiscal period, after deducting (i) the capital of the immediately preceding fiscal period, (ii) the sum of the capital reserve and legal reserve accumulated up to the immediately preceding fiscal period, (iii) the amount of earnings for dividend payment confirmed at the general shareholders meeting of the immediately preceding fiscal period, (iv) other special reserves accumulated up to the immediately preceding fiscal period, either pursuant to the provisions of the Articles of Incorporation or to the decision of the general meeting of shareholders, and (v) amount of legal reserve that should be set aside for the current fiscal period following the interim dividend payment.

The Financial Holding Companies Act and the regulations thereunder provide that a financial holding company shall not pay an annual dividend unless it has set aside in its legal reserve an amount equal to at least one-tenth of its net income after tax and shall set aside such amount in its legal reserve until its legal reserve reaches at least the aggregate amount of its stated capital.

For information regarding Korean taxes on dividends, see [Taxation](#) [Korean Taxation](#) .

***Distribution of Free Shares***

In addition to permitting dividends in the form of shares to be paid out of retained or current earnings, the Korean Commercial Code permits a company to distribute to its shareholders, in the form of free shares, an amount transferred from the capital surplus or legal reserve to stated capital. These free shares must be distributed to all of the shareholders pro rata. Our articles of incorporation provide that the same types of preferred shares to be distributed to the holders of preferred shares in case of distribution of free shares. For information regarding the treatment under Korean tax laws of free share distributions, see [Taxation](#) [Korean Taxation](#) [Dividends on Shares of Common Stock or American Depositary Shares](#) . Holders of American depositary receipts will be able to participate in distributions of free shares to the extent described in [Item 12. Description of Securities other than Equity Securities](#) [Description of the American Depositary Receipts](#) [American Depositary Shares](#) [Dividends and Distributions](#) .

**Table of Contents*****Preemptive Rights and Issuance of Additional Shares***

Unless otherwise provided in the Korean Commercial Code, a company may issue authorized but unissued shares at such times and upon such terms as the board of directors of the company may determine. The company must offer the new shares on uniform terms to all shareholders who have preemptive rights and who are listed on the shareholders' register as of the record date. Our shareholders are entitled to subscribe for any newly issued shares in proportion to their existing shareholdings. However, as provided in the articles of incorporation, we may issue new shares by resolution of board of directors to persons other than existing shareholders if those shares are (1) publicly offered pursuant to relevant provisions of the Securities and Exchange Act (where the number of such shares so offered may not exceed 50% of our total number of issued shares); (2) preferentially allocated to the members of our employee stock ownership association pursuant to relevant provisions of the Securities and Exchange Act; (3) issued for the purpose of issuing depository receipts pursuant to relevant provisions of the Securities and Exchange Act (where the number of such shares so issued may not exceed 50% of our total number of issued shares); (4) issued to directors or employees as a result of exercise of stock options we granted to them pursuant to the Securities and Exchange Act; (5) issued to a securities investment company authorized to exclusively engage in the financial business pursuant to the Financial Holding Companies Act; or (6) issued to any specified foreign investors, foreign or domestic financial institutions or alliance companies for managerial needs such as introduction of advanced financial technology, improvement of its or subsidiaries' financial structure and funding or strategic alliance (where such number of shares so issued may not exceed 50% of our total number of issued shares). Under the Korean Commercial Code, a company may vary, without stockholders' approval, the terms of such preemptive rights for different classes of shares. Public notice of the preemptive rights to new shares and the transferability thereof must be given not less than two weeks (excluding the period during which the shareholders' register is closed) prior to the record date. We will notify the shareholders who are entitled to subscribe for newly issued shares of the deadline for subscription at least two weeks prior to the deadline. If a shareholder fails to subscribe on or before such deadline, the shareholder's preemptive rights will lapse. Our board of directors may determine how to distribute shares in respect of which preemptive rights have not been exercised or where fractions of shares occur.

Under the Securities and Exchange Act, members of a company's employee stock ownership association, whether or not they are shareholders, have a preemptive right, subject to certain exceptions, to subscribe for up to 20% of the shares publicly offered pursuant to the Securities and Exchange Act. Furthermore, this right is exercisable only to the extent that the total number of shares so acquired and held by such members does not exceed 20% of the total number of shares then outstanding. As of the date hereof, our employee stock ownership association owns 364,494 shares of our common stock.

***General Meeting of Shareholders***

There are two types of general meetings of shareholders: annual general meetings and extraordinary general meetings. We are required to convene our annual general meeting within three months after the end of each fiscal year. Subject to a board resolution or court approval, an extraordinary general meeting of shareholders may be held when necessary or at the request of the holders of an aggregate of 3% or more of our outstanding common shares or at the request of our audit committee. In addition, under the Securities and Exchange Act of Korea, an extraordinary general meeting of shareholders may be held at the request of the shareholders holding shares for at least 6 months of an aggregate of 3% (1.5% in case of a listed company whose capital at the end of the latest business year is W100 billion or more) or more of the outstanding shares with voting rights of the company, subject to a board resolution or court approval. Furthermore, under the Financial Holding Companies Act of Korea, an extraordinary general meeting of shareholders may be held at the request of the shareholders holding shares for at least 6 months of an aggregate of 1.5% (0.75% in the case of a financial holding company (i) whose total assets at the end of the latest financial year is W5 trillion or more and (ii) who is in control of two or more subsidiaries, each with total assets of W2 trillion or more) or more of the outstanding shares of the company, subject to a board resolution or court approval. Holders of non-voting shares may be entitled to request a general meeting of shareholders only to the extent the non-voting shares have become enfranchised as described under **Voting Rights** below (hereinafter referred to

**Table of Contents**

as enfranchised non-voting shares ). Meeting agendas are determined by the board of directors or proposed by holders of an aggregate of 3% or more of the outstanding shares with voting rights by way of a written proposal to the board of directors at least six weeks prior to the meeting. In addition, under the Securities and Exchange Act, the meeting agenda may be proposed by the shareholders holding shares for at least 6 months of an aggregate of 1% (0.5% in the case of a listed company whose capital at the end of the latest business year is W100 billion or more) or more of the outstanding shares of the company. Furthermore, under the Financial Holding Companies Act, the meeting agenda may be proposed by the shareholders holding shares for at least 6 months of an aggregate of 0.5% (0.25% in the case of a financial holding company (i) whose total assets at the end of the latest financial year is W5 trillion or more and (ii) who is in control of two or more subsidiaries, each with total assets of W2 trillion or more) or more of the outstanding shares of the company. Written notices stating the date, place and agenda of the meeting must be given to the shareholders at least two weeks prior to the date of the general meeting of shareholders; provided, that, notice may be given to holders of one per cent or less of the total number of issued and outstanding shares which are entitled to vote, by placing at least two public notices at least two weeks in advance of the meeting in at least two daily newspapers. Currently, we use *The Korea Economic Daily* and *Maeil Business Newspaper* for the publication of such notices. Shareholders who are not on the shareholders' register as of the record date are not entitled to receive notice of the general meeting of shareholders, and they are not entitled to attend or vote at such meeting. Holders of enfranchised non-voting shares who are on the shareholders' register as of the record date are entitled to receive notice of the general meeting of shareholders and they are entitled to attend and vote at such meeting. Otherwise, holders of non-voting shares are not entitled to receive notice of or vote at general meetings of shareholders.

The general meeting of shareholders is held at our head office (which is our registered head office) or, if necessary, may be held anywhere in the vicinity of our head office.

**Voting Rights**

Holders of common shares are entitled to one vote for each share. However, voting rights with respect to common shares that we hold and common shares that are held by a corporate shareholder, where more than one-tenth of the outstanding capital stock is directly or indirectly owned by us, may not be exercised. Unless stated otherwise in a company's articles of incorporation, the Korean Commercial Code permits holders of an aggregate of 3% (under the Securities and Exchange Act, 1% in case of a company which total capital as at the end of the latest fiscal year is W2 trillion or more) or more of the outstanding shares with voting rights to request cumulative voting when electing two or more directors. Our articles of incorporation currently do not prohibit cumulative voting. The Korean Commercial Code and the articles of incorporation provide that an ordinary resolution may be adopted if approval is obtained from the holders of at least a majority of those common shares present or represented at such meeting and such majority also represents at least one-fourth of the total of our issued and outstanding common shares. Holders of non-voting shares (other than enfranchised non-voting shares) are not entitled to vote on any resolution or to receive notice of any general meeting of shareholders unless the agenda of the meeting includes consideration of a resolution on which such holders are entitled to vote. If our general shareholders' meeting resolves not to pay to holders of preferred shares the annual dividend as determined by the board of directors at the time of issuance of such shares, the holders of preferred shares will be entitled to exercise voting rights from the general shareholders' meeting following the meeting adopting such resolution to the end of a meeting to declare to pay such dividend with respect to the preferred shares. Holders of enfranchised preferred shares have the same rights as holders of common shares to request, receive notice of, attend and vote at a general meeting of shareholders.

The Korean Commercial Code provides that to amend the articles of incorporation (which is also required for any change to the authorized share capital of the company) and in certain other instances, including removal of a director of a company, dissolution, merger or consolidation of a company, transfer of the whole or a significant part of the business of a company, acquisition of all of the business of any other company or issuance of new shares at a price lower than their par value, a special resolution must be adopted by the approval of the holders of at least two-thirds of those shares present or represented at such meeting and

**Table of Contents**

such special majority also represents at least one-third of the total issued and outstanding shares with voting rights of the company.

In addition, in the case of amendments to the articles of incorporation or any merger or consolidation of a company or in certain other cases which affect the rights or interest of the shareholders of the preferred shares, a resolution must be adopted by a separate meeting of shareholders of the preferred shares. Such a resolution may be adopted if the approval is obtained from shareholders of at least two-thirds of the preferred shares present or represented at such meeting and such preferred shares also represent at least one-third of the total issued and outstanding preferred shares of the company.

A shareholder may exercise his voting rights by proxy given to another shareholder. The proxy must present the power of attorney prior to the start of the general meeting of shareholders.

***Rights of Dissenting Shareholders***

Pursuant to the Securities and Exchange Act, in certain limited circumstances (including, without limitation, if we transfer all or any significant part of our business or if we merge or consolidate with another company), dissenting holders of shares have the right to require us to purchase their shares. Pursuant to the Financial Holding Companies Act and the Korean Commercial Code, if a financial holding company acquires a new direct or indirect subsidiary through the exchange or transfer of shares, the dissenting holders of such shares have the right to require us to purchase their shares. To exercise such a right, shareholders must submit to us a written notice of their intention to dissent prior to the general meeting of shareholders. Within 20 days (or 10 days under certain circumstances according to the Financial Holding Companies Act) after the date on which the relevant resolution is passed at such meeting, such dissenting shareholders must request in writing that we purchase their shares. We are obligated to purchase the shares of dissenting shareholders within one month after the end of such request period at a price to be determined by negotiation between the shareholder and us. If we cannot agree on a price with the shareholder through such negotiations, the purchase price will be the arithmetic mean of (1) the weighted average of the daily share prices on the Korea Exchange for two months prior to the date of the adoption of the relevant board of directors' resolution, (2) the weighted average of the daily share prices on the Korea Exchange for one month prior to the date of the adoption of the relevant board of directors' resolution and (3) the weighted average of the daily share prices on the Korea Exchange for one week prior to the date of the adoption of the relevant board of directors' resolution. However, the Financial Supervisory Commission may adjust such price if we or at least 30% of the dissenting shareholders do not accept such purchase price.

***Register of Shareholders and Record Dates***

We maintain the register of our shareholders at our transfer agent's in Seoul, Korea. Korea Securities Depository, as our transfer agent, registers transfers of shares on the register of shareholders upon presentation of the share certificates.

The record date for annual dividends is December 31. For the purpose of determining the holders of shares entitled to annual dividends, the register of shareholders may be closed for the period from January 1 of each year up to the date of the annual shareholders' meeting for the immediately preceding financial year. Further, the Korean Commercial Code and the articles of incorporation permit us upon at least two weeks' public notice to set a record date and/or close the register of shareholders for not more than three months for the purpose of determining the shareholders entitled to certain rights pertaining to the shares. The trading of shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

***Description of Redeemable Preferred Stock******Description of Series 1/2/3/4/5 Redeemable Preferred Stock***

On July 9, 2003, our board of directors authorized the issuance of 46,583,961 redeemable preferred shares of non-voting stock ( Redeemable Preferred Stock ). The Redeemable Preferred Stock consist of



**Table of Contents**

9,316,792 shares of Series 1 Redeemable Preferred Stock, 9,316,792 shares of Series 2 Redeemable Preferred Stock, 9,316,792 shares of Series 3 Redeemable Preferred Stock, 9,316,792 shares of Series 4 Redeemable Preferred Stock and 9,316,793 shares of Series 5 Redeemable Preferred Stock. All of the Redeemable Preferred Stock are issued in registered form and subscribed for by the Korea Deposit Insurance Corporation.

The dividends on each share of the Redeemable Preferred Stock are (i) for the fiscal year 2003, an amount equal to 4.04% of the subscription price per share multiplied by the number of days elapsed from the date of issuance to December 31, 2003 and divided by 365 and (ii) thereafter, an amount equal to 4.04% of the subscription price per share. The dividends on such Redeemable Preferred Stock rank senior to the dividends on the Common Shares. If in any fiscal year we do not pay any dividend as provided above, the holders of the Redeemable Preferred Stock are entitled to receive such accumulated unpaid dividend in priority over the holders of our Common Shares from the dividends payable in respect of the next fiscal year. If dividends are not paid to the holders of Redeemable Preferred Stock, the Redeemable Preferred Stock becomes enfranchised. See [Voting Rights](#) .

The Redeemable Preferred Stock is subject to redemption as set forth below. The redemption periods for each class of the Redeemable Preferred Stock are (i) for Series 1 Redeemable Preferred Stock, from the first year anniversary of the issuance date until the third year anniversary of the issuance date; (ii) for Series 2 Redeemable Preferred Stock, from the second year anniversary of the issuance date until the fourth year anniversary of the issuance date; (iii) for Series 3 Redeemable Preferred Stock, from the third year anniversary of the issuance date until the fifth year anniversary of the issuance date; (iv) for Series 4 Redeemable Preferred Stock, from the fourth year anniversary of the issuance date until the sixth year anniversary of the issuance date; and (v) for Series 5 Redeemable Preferred Stock, from the fifth year anniversary of the issuance date until the seventh year anniversary of the issuance date; provided that, if the shares of Redeemable Preferred Stock are not redeemed in full within the redemption period or the dividends to the Redeemable Preferred Stock are not paid in full, the redemption period shall be extended until the shares of Redeemable Preferred Stock are redeemed in full.

We are obligated to redeem any outstanding Redeemable Preferred Stock at the end of the relevant redemption period to the extent that distributable profits are available for such redemption. Further, we may, at our option, elect to redeem all or part of any outstanding shares of the Redeemable Preferred Stock at any time during the redemption period to the extent that distributable profits are available for such redemption.

*Description of Redeemable Convertible Preferred Stock*

On July 9, 2003, our board of directors authorized the issuance of 44,720,603 redeemable convertible preferred shares of non-voting stock ( Redeemable Convertible Preferred Stock ). All of the Redeemable Convertible Preferred Stock is issued in registered form and subscribed for by the Korea Deposit Insurance Corporation.

The dividends on each share of the Redeemable Convertible Preferred Stock are (i) for the fiscal year 2003, an amount equal to 2.02% of the subscription price per share multiplied by the number of days elapsed from the date of issuance to December 31, 2003 and divided by 365 and (ii) thereafter, an amount equal to 2.02% of the subscription price per share. The dividends on such Redeemable Convertible Preferred Stock rank senior to the dividends on the Common Shares. If in any fiscal year we do not pay any dividend as provided above, the holders of the Redeemable Convertible Preferred Stock are entitled to receive such accumulated unpaid dividend in priority over the holders of our Common Shares from the dividends payable in respect of the next fiscal year. If dividends are not paid to the holders of Redeemable Convertible Preferred Stock, the Redeemable Convertible Preferred Stock becomes enfranchised. See [Voting Rights](#) .

The Redeemable Convertible Preferred Stock is subject to redemption and conversion as set forth below. The redemption period for the Redeemable Convertible Preferred Stock is from the third year anniversary of the issuance date until the fifth year anniversary of the issuance date; provided that, if the shares of Redeemable Preferred Stock are not redeemed in full within the redemption period or the dividends to the Redeemable Convertible Preferred Stock are not paid in full, the redemption period shall be extended until the shares of Redeemable Convertible Preferred Stock are redeemed in full.

**Table of Contents**

We are obligated to redeem any outstanding Redeemable Convertible Preferred Stock at the end of the redemption period to the extent that distributable profits are available for such redemption. Further, we may, at our option, elect to redeem all or part of any outstanding shares of Redeemable Convertible Preferred Stock at any time during the redemption period to the extent that distributable profits are available for such redemption.

The holders of the Redeemable Convertible Preferred Stock may, at their option, convert all or part of any outstanding Redeemable Convertible Preferred Stock into our shares of common stock at any time during the conversion period. The conversion period for the Redeemable Convertible Preferred Stock is from the first year anniversary of the issuance date until the fourth year anniversary of the issuance date. The number of Common Shares to be issued conversion shall be the same as the number of Redeemable Convertible Preferred Stock subject to conversion.

*Description of Series 6/7/8 Redeemable Preferred Stock*

On July 29, 2003, our board of directors authorized issuance of 6,000,000 redeemable preferred shares of non-voting stock ( Second Issue of Redeemable Preferred Stock ). The Second Issue of Redeemable Preferred Stock consists of 3,500,000 shares of Series 6 Redeemable Preferred Stock, 2,433,334 shares of Series 7 Redeemable Preferred Stock and 66,666 shares of Series 8 Redeemable Preferred Stock. All of the Second Issue of Redeemable Preferred Stock are issued through public offering.

The dividends on each share of the Second Issue of Redeemable Preferred Stock are (i) for the Series 6 Redeemable Preferred Stock, an amount equal to 7.00% of the subscription price per share, (ii) for the Series 7 Redeemable Preferred Stock, an amount equal to 7.46% of the subscription price per share and (iii) for the Series 8 Redeemable Preferred Stock, an amount equal to 7.86% of the subscription price per share. The dividends on such Second Issue of Redeemable Preferred Stock rank senior to the dividends on the Common Shares. If we in any fiscal year do not pay any dividend as provided above, the holders of the Second Issue of Redeemable Preferred Stock are entitled to receive such accumulated unpaid dividend in priority to the holders of our Common Shares from the dividends payable in respect of the next fiscal year. If dividends are not paid to the holders of Second Issue of Redeemable Preferred Stock, the Second Issue of Redeemable Preferred Stock becomes enfranchised. See Voting Rights .

The Second Issue of Redeemable Preferred Stock is subject to redemption as set forth below. The redemption periods for each class of the Second Issue of Redeemable Preferred Stock are (i) for Series 6 Redeemable Preferred Stock, from one (1) month immediately preceding the third anniversary date of the issuance date until the third anniversary date of the issuance date; (ii) for Series 7 Redeemable Preferred Stock, from one (1) month immediately preceding the fifth anniversary date of the issuance date until the fifth anniversary date of the issuance date; and (iii) for Series 8 Redeemable Preferred Stock, from one (1) month immediately preceding the seventh anniversary date of the issuance date until the seventh anniversary date of the issuance date; provided that, if the Second Issue of Redeemable Preferred Stock are not redeemed in full within the redemption period or the dividends to the Second Issue of Redeemable Preferred Stock are not paid in full, the redemption period shall be extended until the Second Issue of Redeemable Preferred Stock are redeemed in full.

We are obligated to redeem any outstanding Second Issue of Redeemable Preferred Stock at the end of the relevant redemption period to the extent that distributable profits are available for such redemption. Further, we may, at our option, elect to redeem all or part of any outstanding Second Issue of Redeemable Preferred Stock at any time during the redemption period to the extent that distributable profits are available for such redemption.

**Annual Report**

At least one week before the annual general meeting of shareholders, we must make our annual report written in the Korean language and audited nonconsolidated financial statements prepared under Korean GAAP available for inspection at our principal office and at all of our branch offices. Copies of annual reports,

**Table of Contents**

the audited nonconsolidated financial statements and any resolutions adopted at the general meeting of shareholders will be available to our shareholders.

Under the Securities and Exchange Act, we must file with the Financial Supervisory Commission and the Korea Exchange an annual report within 90 days after the end of our fiscal year, a half-year report within 45 days after the end of the first six months of our fiscal year and quarterly reports within 45 days after the end of the first three months and nine months of our fiscal year, respectively. Copies of such reports are available for public inspection at the Financial Supervisory Commission and the Korea Exchange.

***Transfer of Shares***

Under the Korean Commercial Code, the transfer of shares is effected by the delivery of share certificates. In order to assert shareholders' rights against us, the transferee must have his name and address registered on the register of shareholders. For this purpose, shareholders are required to file with us their name, address and seal. Nonresident shareholders must notify us of the name of their proxy in Korea to which our notice can be sent. Under the Financial Supervisory Commission regulations, nonresident shareholders may appoint a standing proxy and may not allow any person other than the standing proxy to exercise rights regarding the acquired share or perform any task related thereto on his behalf, subject to certain exceptions. Under current Korean regulations, certain qualified securities companies and banks in Korea (including licensed branches of non-Korean securities companies and banks) and the Korea Securities Depository are authorized to act as agents and provide related services. Certain foreign exchange controls and securities regulations apply to the transfer of shares by nonresidents or non-Koreans. See Exchange Controls . As to the ceiling on the aggregate shareholdings of a single shareholder and persons who stand in a special relationship with such shareholder, please see Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Restriction on Financial Holding Company Ownership .

***Acquisition of our Shares***

We generally may not acquire our own shares except in certain limited circumstances, including, without limitation, a reduction in capital.

Notwithstanding the foregoing restrictions, pursuant to the Securities and Exchange Act and regulations under the Financial Holding Companies Act, we may purchase our own shares on the Korea Exchange or through a tender offer, subject to the restrictions that (1) the aggregate purchase price of such shares may not exceed the total amount available for distribution of dividends at the end of the preceding fiscal year less the amounts of dividends and reserves for such fiscal year, and (2) the purchase of such shares shall meet the requisite capital ratio under the Financial Holding Companies Act and the guidelines issued by the Financial Supervisory Commission.

In general, under the Financial Holding Companies Act, subsidiaries are not permitted to acquire our shares.

***Liquidation Rights***

In the event we are liquidated, the assets remaining after the payment of all debts, liquidation expenses and taxes will be distributed to shareholders in proportion to the number of shares held. Holders of preferred shares may have preferences in liquidation.

**Table of Contents****EXCHANGE CONTROLS****General**

The Foreign Exchange Transaction Act of Korea and the Presidential Decree and regulations under that Act and Decree, which we refer to collectively as the Foreign Exchange Transaction Laws herein, regulate investment in Korean securities by nonresidents and issuance of securities outside Korea by Korean companies. Under the Foreign Exchange Transaction Laws, nonresidents may invest in Korean securities only to the extent specifically allowed by these laws or otherwise permitted by the Ministry of Finance and Economy of Korea. The Financial Supervisory Commission has also adopted, pursuant to its authority under the Securities and Exchange Act, regulations that restrict investment by foreigners in Korean securities and regulate issuance of securities outside Korea by Korean companies.

Under the Foreign Exchange Transaction Laws, (1) if the Korean government deems that it is inevitable due to the outbreak of natural calamities, wars, conflict of arms or grave and sudden changes in domestic or foreign economic circumstances or other situations equivalent thereto, the Ministry of Finance and Economy may temporarily suspend payment, receipt or the whole or part of transactions to which the Foreign Exchange Transaction Laws apply, or impose an obligation to safekeep, deposit or sell means of payment in or to certain Korean governmental agencies or financial institutions; and (2) if the Korean government deems that international balance of payments and international finance are confronted or are likely to be confronted with serious difficulty or the movement of capital between Korea and abroad brings or is likely to bring about serious obstacles in carrying out its currency policies, exchange rate policies and other macroeconomic policies, the Ministry of Finance and Economy may take measures to require any person who intends to perform capital transactions to obtain permission or to require any person who performs capital transactions to deposit part of the payments received in such transactions at certain Korean governmental agencies or financial institutions, in each case subject to certain limitations.

**Reporting Requirements for Holders of Substantial Interests**

Under the Securities and Exchange Act, any person whose direct or beneficial ownership of our common stock with voting rights, whether in the form of shares of common stock or American depositary shares, certificates representing the rights to subscribe for shares and equity-related debt securities including convertible bonds and bonds with warrants (which we refer to collectively as Equity Securities ), together with the Equity Securities beneficially owned by certain related persons or by any person acting in concert with the person, accounts for 5% or more of the total outstanding shares (plus Equity Securities of us held by such persons) is required to report the status of the holdings and the purpose of the holdings (for example, whether the intent is to seek management control) to the Financial Supervisory Commission and the Korea Exchange within five business days after reaching the 5% ownership interest. In addition, any change in the ownership interest subsequent to the report that equals or exceeds 1% of the total outstanding Equity Securities or change in the purpose of the holdings is required to be reported to the Financial Supervisory Commission and the Korea Exchange within five business days from the date of the change (within ten days of the following month in which the change occurred, in the case of an institutional investor with no intent to seek management control). Furthermore, the above reporting requirement applies to a person who has already reported the ownership of the stock accounting for 5% or more of the total outstanding shares (plus equity securities of us held by such persons) but has changed its intent to seek management control.

Violation of these reporting requirements may subject a person to criminal sanctions such as fines or imprisonment and/or a loss of voting rights with respect to that portion of ownership of Equity Securities exceeding 5% in violation of such reporting requirements. In addition, the Financial Supervisory Commission may order the disposal of the unreported Equity Securities. Any persons who reports management control as the purpose for its holdings is prohibited from acquiring additional shares of the issuer or from exercising voting rights for the following five days from the reporting date.

In addition to the reporting requirements described above, any person whose direct or beneficial ownership of our stock accounts for 10% or more of the total issued and outstanding stock (which we refer to

**Table of Contents**

as a major stockholder ) must report the status of his/her shareholding to the Korea Securities Futures Commission and the Korea Exchange within ten days after he/she becomes a major stockholder. In addition, any change in the ownership interest subsequent to the report must be reported to the Korea Securities Futures Commission and the Korea Exchange within the 10th day of the month following the month in which the change occurred. Violation of these reporting requirements may subject a person to criminal sanctions such as fines or imprisonment. Any single stockholder or persons who stand in a special relationship with such stockholder that acquire more than 10% (4% in case of non-financial business group companies) of the voting stock of a Korean bank pursuant to the Bank Act will be subject to reporting or approval requirements. See Item 4. Information on the Company Supervision and Regulation Principal Regulations Applicable to Financial Holding Companies Restriction on Financial Holding Company Ownership.

**Restrictions Applicable to Shares**

As a result of amendments to the Foreign Exchange Transaction Laws and Financial Supervisory Commission regulations (which we refer to collectively as the Investment Rules ) adopted in connection with the stock market opening from January 1992 and after that date, foreigners may invest, with limited exceptions and subject to procedural requirements, in all shares of Korean companies, whether listed on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange, unless prohibited by specific laws. Foreign investors may trade shares listed on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange only through the Korea Exchange, except in limited circumstances, including:

odd-lot trading of shares;

acquisition of shares by foreign companies as a result of a merger;

acquisition of shares (which we refer to as Converted Shares ) by exercise of warrants, conversion rights or exchange rights under bonds with warrants, convertible bonds or exchangeable bonds or withdrawal rights under depositary receipts issued outside of Korea by a Korean company;

acquisition of shares as a result of inheritance, donation, bequest or exercise of stockholders' rights, including preemptive rights or rights to participate in free distributions and receive dividends;

sale or purchase of securities through a public bidding among large number of bidders;

acquisition of shares by exercising rights granted under a covered warrant;

over-the-counter transactions between foreigners of a class of shares for which the ceiling on aggregate acquisition by foreigners, as explained below, has been reached or exceeded subject to certain exceptions; and

acquisition or disposition of shares in connection with a tender offer.

For over-the-counter transactions of shares between foreigners outside the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange for shares with respect to which the limit on aggregate foreign ownership has been reached or exceeded, a securities company licensed in Korea must act as an intermediary. Odd-lot trading of shares outside the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange must involve a licensed securities company in Korea as the other party. Foreign investors are prohibited from engaging in margin transactions involving borrowed securities with respect to shares which are subject to a foreign ownership limit.

The Investment Rules require a foreign investor who wishes to invest in shares on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange (including Converted Shares and shares being issued for initial listing on the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange) to register its identity with the Financial Supervisory Service prior to making any such investment; however, the registration requirement does not apply to foreign investors who acquire Converted Shares with the intention of selling such Converted Shares

within three months from the date of acquisition of the Converted Shares. Upon registration, the Financial Supervisory Service will issue to the foreign investor an

**Table of Contents**

investment registration card, which must be presented each time the foreign investor opens a brokerage account with a securities company. Foreigners eligible to obtain an investment registration card include foreign nationals who have not been residing in Korea for a consecutive period of six months or more, foreign governments, foreign municipal authorities, foreign public institutions, international financial institutions or similar international organizations, corporations incorporated under foreign laws and any person in any additional category designated by decree of the Ministry of Finance and Economy under the Securities and Exchange Act. All Korean offices of a foreign corporation as a group are treated as a separate foreigner from the offices of the corporation outside Korea for the purpose of investment registration. However, a foreign corporation or depositary issuing depositary receipts may obtain one or more investment registration cards in its name in certain circumstances as described in the relevant regulations.

Upon a foreign investor's purchase of shares through the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange, no separate report by the investor is required because the investment registration card system is designed to control and oversee foreign investment through a computer system. However, a foreign investor's acquisition or sale of shares outside the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange (as discussed above) must be reported by the foreign investor or his standing proxy to the governor of the Financial Supervisory Service at the time of each such acquisition or sale; provided, however, that a foreign investor must ensure that any acquisition or sale by it of shares outside the Stock Market Division or the KOSDAQ Market Division of the Korea Exchange in the case of trades in connection with a tender offer, odd-lot trading of shares or trades of a class of shares for which the aggregate foreign ownership limit has been reached or exceeded, is reported to the governor of the Financial Supervisory Service by the securities company engaged to facilitate such transaction. A foreign investor may appoint a standing proxy from among the Korea Securities Depository, foreign exchange banks (including domestic branches of foreign banks), securities companies (including domestic branches of foreign securities companies), asset management companies, futures trading companies and internationally recognized custodians which will act as a standing proxy to exercise stockholders' rights or perform any matters related to the foregoing activities if the foreign investor does not perform these activities himself. Generally, a foreign investor may not permit any person, other than its standing proxy, to exercise rights relating to his shares or perform any tasks related thereto on his behalf. However, a foreign investor may be exempted from complying with these standing proxy rules with the approval of the governor of the Financial Supervisory Service in cases deemed inevitable by reason of conflict between laws of Korea and the home country of the foreign investor.

Certificates evidencing shares of Korean companies must be kept in custody with an eligible custodian in Korea. Only foreign exchange banks (including domestic branches of foreign banks), securities companies (including domestic branches of foreign securities companies), the Korea Securities Depository, asset management companies, futures trading companies and internationally recognized custodians are eligible to act as a custodian of shares for a nonresident or foreign investor. A foreign investor must ensure that his custodian deposits his shares with the Korea Securities Depository. However, a foreign investor may be exempted from complying with this deposit requirement with the approval of the governor of the Financial Supervisory Service in circumstances where compliance with that requirement is made impracticable, including cases where compliance would contravene the laws of the home country of such foreign investor.

Under the Investment Rules, with certain exceptions, foreign investors may acquire shares of a Korean company without being subject to any foreign investment ceiling. As one such exception, designated public corporations are subject to a 40% ceiling on the acquisition of shares by foreigners in the aggregate. With certain exceptions, companies designated by the Korean government as a public corporation may set a ceiling on the acquisition of shares by a single person within 3% of the total number of shares. A foreigner who has acquired shares in excess of any ceiling may not exercise his voting rights with respect to the shares exceeding the limit, and the Financial Supervisory Commission may take necessary corrective action against such foreigner pursuant to the Securities and Exchange Act. Currently, Korea Electric Power Corporation is the only designated public corporation which has set such a ceiling. Furthermore, an investment by a foreign investor in 10% or more of the outstanding shares with voting rights of a Korean company is defined as a foreign direct investment under the Foreign Investment Promotion Act of Korea. Generally, a foreign direct investment must be reported to the Ministry of Commerce, Industry and Energy of Korea, which delegates its





**Table of Contents**

authority to receive such reports to foreign exchange banks or the Korea Trade Investment Promotion Agency under relevant regulations. The acquisition of shares of a Korean company by a foreign investor may also be subject to certain foreign or other shareholding restrictions in the event that the restrictions are prescribed in a specific law that regulates the business of the Korean company. For a description of such restrictions applicable to Korean banks, see Item 4. Information on the Company – Supervision and Regulation – Principal Regulations Applicable to Banks – Restrictions on Bank Ownership.

Under the Foreign Exchange Transaction Laws, a foreign investor who intends to acquire shares must designate a foreign exchange bank at which he must open a foreign currency account and a Won account exclusively for stock investments. No approval is required for remittance into Korea and deposit of foreign currency funds in the foreign currency account. Foreign currency funds may be transferred from the foreign currency account at the time required to place a deposit for, or settle the purchase price of, a stock purchase transaction to a Won account opened at a securities company. Funds in the foreign currency account may be remitted abroad without any Korean governmental approval.

Dividends on shares of Korean companies are paid in Won. No Korean governmental approval is required for foreign investors to receive dividends on, or the Won proceeds of the sale of, any shares to be paid, received and retained in Korea. Dividends paid on, and the Won proceeds of the sale of, any shares held by a nonresident of Korea must be deposited either in a Won account with the investor's securities company or in his Won account. Funds in the investor's Won account may be transferred to his foreign currency account or withdrawn for local living expenses, provided that any withdrawal of local living expenses exceeding a certain limit needs to be reported to the tax authorities by the foreign exchange bank at which the Won account is maintained. Funds in the Won account may also be used for future investment in shares or for payment of the subscription price of new shares obtained through the exercise of preemptive rights.

Securities companies and asset management companies are allowed to open foreign currency accounts with foreign exchange banks exclusively for accommodating foreign investors' stock investments in Korea. Through these accounts, securities companies and asset management companies may enter into foreign exchange transactions on a limited basis, such as conversion of foreign currency funds and Won funds, either as a counterparty to or on behalf of foreign investors, without the investors having to open their own accounts with foreign exchange banks.

**Table of Contents****TAXATION**

The following summary is based upon tax laws of the United States and the Republic of Korea as in effect on the date of this Annual Report on Form 20-F, and is subject to any change in United States or Korean law that may come into effect after such date. Investors in shares of common stock or American depository shares are advised to consult their own tax advisers as to the United States, Korean or other tax consequences of the purchase, ownership and disposition of such securities, including the effect of any national, state or local tax laws.

**Korean Taxation**

The following summary of Korean tax considerations applies to you so long as you are not:

a resident of Korea;

a corporation organized under Korean law; or

engaged in a trade or business in Korea through a permanent establishment or a fixed base.

***Dividends on Shares of Common Stock or American Depository Shares***

We will generally deduct Korean withholding tax from dividends paid to you at a rate of 27.5%. However, if you are a resident of a country that has entered into a tax treaty with Korea, you may qualify for a reduced rate of Korean withholding tax. For example, if you are a qualified resident of the United States for purposes of the income tax treaty currently in effect between Korea and the United States and you are the beneficial owner of a dividend, a reduced withholding tax rate of 16.5% will generally apply.

In order to obtain the benefits of a reduced withholding tax rate under a tax treaty, you must submit to us, prior to the dividend payment date, such certificate of residence for the purpose of the tax treaty as may be required by the Korean tax authorities. Certificate of residence may be submitted to us through the depository bank. In addition, effective July 1, 2002, to obtain the benefit of a non-taxation or tax exemption available under applicable tax treaties, you must submit an application for non-taxation or tax exemption prior to the time of the first dividend payment, together with a certificate of your tax residence issued by a competent authority of your tax residence country. Excess taxes withheld may not be recoverable even if you subsequently produce evidence that you were entitled to have tax withheld at a lower rate.

If we distribute to you free shares representing a transfer of certain capital reserves or certain asset revaluation reserves into paid-in-capital, such distribution may be deemed a dividend which is subject to Korean tax.

***Taxation of Capital Gains***

You may be exempt from Korean taxation on capital gains recognized from the sale of our shares effected through the Korea Exchange, if you have owned, together with certain related parties, less than 25% of our total issued and outstanding shares during the year of sale and the five calendar years before the year of sale. According to a ruling issued by the Korean taxation authorities, capital gains earned by a nonresident or foreign corporation without any Korean permanent establishment from the transfer of American depository shares to other nonresidents or foreign corporations which have no permanent establishment in Korea are not subject to Korean taxation. In addition, capital gains earned by a nonresident or foreign corporations from the transfer of American depository shares outside of Korea are exempt from Korean taxation provided that the issuance of American depository shares is deemed to be an overseas issuance under the Tax Incentives Limitation Law.

If you are subject to tax on capital gains with respect to a sale of American depository shares, or of shares of common stock which you acquired as a result of a withdrawal, your gain will be calculated based on your cost of acquiring the American depository shares although there are no specific Korean tax provisions or rulings on this issue. In the absence of the application of a tax treaty which exempts capital gains taxes, the amount of Korean tax imposed on your capital gains will be the lesser of 11.0% of the gross realization

**Table of Contents**

proceeds or, subject to the production of satisfactory evidence of the acquisition cost of the American depository shares, 27.5% of the net capital gain.

If you sell your shares of common stock or American depository shares, the purchaser or, in the case of the sale of shares of common stock through a licensed securities company in Korea, the licensed securities company is required to withhold Korean tax from the sales price in an amount equal to 11.0% of the gross realization proceeds and to make payment of this amount to the Korean tax authorities, unless you establish your entitlement to an exemption under an applicable tax treaty or produce satisfactory evidence of your acquisition cost for the shares of common stock or the American depository shares. To obtain the benefit of an exemption pursuant to a tax treaty, you must submit to the purchaser or the securities company, or through the depository bank, as the case may be, prior to the time of payment, such certificate of your tax residence as the Korean tax authorities may require in support of your claim for treaty protection. Effective July 1, 2002, in order to qualify for the exemption under a tax treaty, a nonresident seller must submit an application for non-taxation or tax exemption together with a certificate of residence issued by a competent tax authority of the seller's country of tax residence prior to the time of payment of the gross realization proceeds. Excess taxes withheld may not be recoverable even if you subsequently produce evidence that you were entitled not to have any taxes withheld.

***Inheritance Tax and Gift Tax***

If you die while holding an American depository share or donate an American depository share, it is unclear whether, for Korean inheritance and gift tax purposes, you will be treated as the owner of the shares of common stock underlying the American depository shares. If you are treated as the owner of the shares of common stock, your heir or the donee (or in certain circumstances, you as the donor) will be subject to Korean inheritance or gift tax presently at the rate of 10.0% to 50.0%, provided that the value of the American depository shares is greater than a specified amount.

If you die while holding a share of common stock or donate a share of common stock, your heir or donee (or in certain circumstances, you as the donor) will be subject to Korean inheritance or gift tax at the same rate as indicated above.

***Securities Transaction Tax***

If you transfer shares of common stock, you will be subject to a securities transaction tax at the rate of 0.15% and an agriculture and fishery special tax at the rate of 0.15% of the sale price of the shares of common stock when traded on the Stock Market Division of the Korea Exchange. In addition, if your transfer is not made on the Stock Market Division of the Korea Exchange, subject to certain exceptions, you will be subject to a securities transaction tax at the rate of 0.5%.

To date, the imposition of the securities transaction tax has not been enforced on transfers of American depository shares, however, the Ministry of Finance and Economy issued a ruling on February 25, 2004 to the Korean National Tax Service, in which it held that depository receipts fall under the meaning of share certificates that are subject to the same securities transaction tax. In this ruling, the Ministry of Finance and Economy treats transfers of depository receipts equally with the transfer of the underlying Korean shares. In light of this ruling, the securities transaction tax that would be due on transfers of American depository shares will be 0.5% of the sales price of the American depository shares, unless the American depository shares are listed or registered on the New York Stock Exchange, NASDAQ National Market, Tokyo Stock Exchange, London Stock Exchange, Deutsche Stock Exchange or other such stock exchange utilizing trading by standardized procedure and method pursuant to the Presidential Decree of the Securities and Exchange Act and regulations thereof, and transfer of the American depository shares takes place on such exchange.

The securities transaction tax, if applicable, must be paid in principle by the transferor of the shares on the rights to subscribe to such shares. When the transfer is effected through a securities settlement company or a securities company, such settlement company or securities company is generally required to withhold and pay the tax to the Korean tax authority. Where the transfer is effected by a non-resident without a permanent establishment in Korea, other than through a securities company, the transferee is required to withhold the



**Table of Contents**

securities transaction tax and pay it to the Korean tax authority. The failure to file the securities transaction tax return will result in a penalty of 10% of the tax due and the failure to pay the securities transaction tax will result in a penalty of 10.95% per annum of the tax due for the days outstanding. The penalty is imposed on the party responsible for paying the securities transaction tax or, if the securities transaction tax is to be paid via withholding, the penalty is imposed on the party that has the withholding obligation.

**United States Taxation**

The following summary describes the material United States federal tax considerations for beneficial owners of our shares or American depositary receipts that hold the shares or American depositary receipts as capital assets and are U.S. holders. You are a U.S. holder if you are for U.S. federal income tax purposes:

- (i) an individual citizen or resident of the United States;
- (ii) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof or District of Columbia;
- (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source;
- (iv) a trust that is subject to the primary supervision of a court within the United States and one or more U.S. persons has authority to control all substantial decisions of the trust; or
- (v) a trust that has a valid election in effect under applicable U.S. Treasury Department regulations to be treated as a U.S. person.

In addition, this summary only applies to you if you are a U.S. holder that is a resident of the United States for purposes of the current tax treaty between the United States and Korea, your shares or American depositary receipts are not, for purposes of the treaty, effectively connected with a permanent establishment in Korea and you otherwise qualify for the full benefits of the treaty.

This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended (the Code) and regulations, rulings and judicial decisions thereunder as of the date hereof, which are subject to change, perhaps retroactively. It is for general purposes only and you should not consider it to be tax advice. In addition, it is based in part on representations by the depositary and assumes that each obligation under the Deposit Agreement will be performed in accordance with its terms. This summary does not represent a detailed description of all the federal tax consequences to you in light of your particular circumstances. In addition, it does not represent a detailed description of the U.S. federal tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws including if you are:

- a bank;
- a dealer in securities or currencies;
- a financial institution or an insurance company
- a regulated investment company;
- a real estate investment trust;
- a tax-exempt entity;
- a trader in securities that has elected to use a mark-to-market method of accounting for your securities holdings;
- a person holding shares or American depositary receipts as part of a hedging, conversion, constructive sale or integrated transaction or a straddle;
- a person liable for the alternative minimum tax;

an investor in a pass-through entity;

271

---

**Table of Contents**

a person who owns 10% or more of our voting stock; or

a person whose functional currency is not the U.S. dollar.

We cannot assure you that a later change in law will not alter significantly the tax considerations that we describe in this summary.

You should consult your own tax advisor concerning the particular U.S. federal tax consequences to you of the ownership and disposition of shares or American depositary receipts as well as any consequences arising under the laws of any other taxing jurisdiction.

If a partnership holds our shares or American depositary receipts, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our shares or American depositary receipts, you are urged to consult you tax advisor.

***American Depositary Receipts***

In general for U.S. federal income tax purposes, a holder of American depositary receipts will be treated as the owner of the underlying shares that are represented by such American depositary receipts. However, the U.S. Treasury Department has expressed concerns that parties to whom depositary shares are pre-released may be taking actions that are inconsistent with the claiming of foreign tax credits by the holders of American depositary receipts. Accordingly, the analysis of the creditability of Korean taxes described herein could be affected by future actions that may be taken by the U.S. Treasury Department. Deposits or withdrawal of shares for American depositary receipts generally will not be subject to U.S. federal income tax.

***Distributions on Shares or American Depositary Receipts***

The gross amount of distributions on our shares or American depositary receipts (including amounts withheld to reflect Korean withholding tax) will be taxable as dividends to the extent of our current and accumulated earnings and profits (as determined under U.S. federal income tax principles). Such income (including withheld taxes) will be includable in your gross income as ordinary income on the day you actively or constructively receive it, in the case of our shares, or the day actively or constructively received by the depositary, in the case of American depositary receipts. Such dividends will not be eligible for the dividends-received deduction.

With respect to non-corporate U.S. holders, certain dividends received before January 1, 2009 from a qualified foreign corporation may be subject to reduced rates of taxation. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States which the U.S. Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information provision. The U.S. Treasury Department has determined that the current income tax treaty between the United States and Korea meets these requirements, and we believe we are eligible for the benefits of that treaty. However, a foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares (or American depositary receipts backed by such shares) that are readily tradable on an established securities market in the United States. Our shares will generally not be considered readily tradable for these purposes. U.S. Treasury Department guidance indicates that our American depositary receipts, which are listed on the New York Stock Exchange, are readily tradable on an established securities market in the United States. There can be no assurance that our American depositary receipts will be considered readily tradable on an established securities market in later years. Non-corporate U.S. holders that do not meet a minimum holding period requirement during which they are not protected from a risk of loss or that elect to treat the dividend income as investment income pursuant to section 163(d)(4) of the Internal Revenue Code of 1986, as amended (the Code) will not be eligible for the reduced rates of taxation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. If you are a non-corporate U.S. holder, you should consult your own tax advisor regarding the application of these rules given your particular circumstances.

**Table of Contents**

The amount of any dividend paid in Korean Won will equal the U.S. dollar value of the Korean Won received calculated by reference to the exchange rate in effect on the date you receive the dividend, in the case of our shares, or the date received by the depository, in the case of American depository receipts, regardless of whether the Korean Won are converted into U.S. dollars. If the Korean Won received are not converted into U.S. dollars on the day of receipt, you will have a basis in the Korean Won equal to their U.S. dollar value on the date of receipt. Any gain or loss realized on a subsequent conversion or other disposition of the Korean Won will be treated as U.S. source ordinary income or loss.

Subject to certain significant conditions and limitations, Korean taxes withheld from dividends (at the rate provided in the treaty) may be treated as foreign income tax eligible for credit against your U.S. federal income tax liability. See *Korean Taxation Dividends on Shares of Common Stock or American Depository Shares* for discussion of the treaty rate. Korean taxes withheld in excess of the rate provided in the treaty will not be eligible for credit against your federal income tax until you exhausts all effective and practical remedies to recover such excess withholding, including the seeking of competent authority assistance from the U.S. Internal Revenue Service. For purposes of the foreign tax credit, dividends paid on our shares or American depository receipts will be treated as income from sources without the United States and will generally constitute passive income.

Further, in certain circumstances, if you have held our shares or American depository shares for less than a specified minimum period during which you are not protected from risk of loss, or are obligated to make payments related to the dividends you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on our shares or American depository receipts. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of our shares or the American depository shares (thereby increasing the amount of gain, or decreasing the amount of loss, to be recognized by you on a subsequent disposition of our shares or American depository shares), and the balance in excess of adjusted basis will be taxed as capital gain recognized on a sale or exchange. Consequently, such distributions in excess of our current and accumulated earnings and profits would generally not give rise to foreign source income and you would generally not be able to use the foreign tax credit arising from any Korean withholding tax imposed on such distributions unless such credit can be applied (subject to applicable limitations) against U.S. federal income tax due on other foreign source income in the appropriate category for foreign tax credit purposes.

Distributions of our shares or rights to subscribe for our shares that are received as part of a pro rata distribution to all of our shareholders generally may not be subject to U.S. federal income tax. Consequently such distributions will not give rise to foreign source income and you will not be able to use the foreign tax credit arising from any Korean withholding tax unless such credit can be applied (subject to applicable limitations) against U.S. tax due on other income derived from foreign sources. The basis of the new common stock or rights so received will be determined by allocating your basis in our old shares between our old shares and our new shares or rights received, based on their relative fair market value on the date of distribution. However, the basis of the rights will be zero if (i) the fair market of the rights is less than 15 percent of the fair market value of our old shares at the time of distribution, unless the taxpayer elects to determine the basis of our old shares and of the rights by allocating between the old shares and our new shares the adjusted basis of our old shares or (ii) the rights are not exercised and thus expire.

***Disposition of Shares or American Depository Receipts***

Subject to the discussion under *Passive Foreign Investment Company Rules*, upon the sale, exchange or other disposition of our shares or American depository receipts, you generally will recognize capital gain or loss equal to the difference between the amount realized upon the sale, exchange or other disposition and your adjusted tax basis in our shares or American depository receipts as the case may be. The



**Table of Contents**

capital gain or loss will be long-term capital gain or loss if at the time of sale, exchange or other disposition our shares or American depositary receipts have been held for more than one year. Capital gains of individuals derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation depending upon the holding period of such capital assets. The deductibility of capital losses is subject to limitations. Any gain or loss you recognize on the sale, exchange or other disposition of our shares or American depositary receipts will generally be treated as U.S. source gain or loss.

You should note that any Korean securities transaction tax generally will not be treated as a creditable foreign tax for U.S. federal income tax purposes, although you may be entitled to deduct such taxes, subject to applicable limitations under the Code.

***Passive Foreign Investment Company Rules***

Based on the projected composition of our income and valuation of our assets, including goodwill, we do not believe that we will be a passive foreign investment company for the current taxable year and do not expect to become one in the future, although there can be no assurance in this regard. However, passive foreign investment company status is a factual determination that is made annually. Accordingly, it is possible that we may become a passive foreign investment company in the current or any future taxable year due to changes in valuation or composition of our income or assets.

In general, we will be considered a passive foreign investment company for any taxable year if either:  
at least 75% of our gross income is passive income, or

at least 50% of the value of our assets is attributable to assets that produce or are held for the production of passive income.

The 50% of value test is based on the average of the value of our assets for each quarter during the taxable year. For this purpose, passive income generally includes dividends, interest, royalties and rents (other than royalties and rents derived in the active conduct of a trade or business and not derived from a related person). If we own at least 25% by value of another company's stock, we will be treated, for purposes of the passive foreign investment rules, as owning our proportionate share of the assets and receiving our proportionate share of the income of that company.

If we are a passive foreign investment company for any taxable year during which you hold our shares or American depositary receipts, you will be subject to special tax rules with respect to any excess distribution that you receive and any gain you realize from the sale or other disposition (including a pledge) of our shares or American depositary receipts. These special tax rules generally will apply even if we cease to be a passive foreign investment company in future years. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for our shares or American depositary receipts will be treated as excess distributions. Under these special tax rules:

the excess distribution or gain will be allocated ratably over your holding period for our shares or American depositary shares,

the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we are a passive foreign investment company, will be treated as ordinary income, and

the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

Alternatively, you could make a mark-to-market election, under which in lieu of being subject to the passive foreign investment company rules discussed above, you will include gain on our shares or American depositary receipts as ordinary income, provided that our shares or American depositary receipts are regularly traded on a qualified exchange or other market. Our shares are listed on the Korea Exchange, which must meet certain trading, listing, financial disclosure and other requirements to be treated as a qualified exchange



**Table of Contents**

under applicable U.S. Treasury regulations for purposes of the mark-to-market election, and no assurance can be given that the shares are or will continue to be regularly traded for purposes of the mark-to-market election. Our American depositary receipts are currently listed on the New York Stock Exchange, which constitutes a qualified market, although there can be no assurance that the American depositary receipts are or will be regularly traded. If you made a valid mark-to-market election, you will include in each year as ordinary income the excess of the fair market value of your passive foreign investment company shares or American depositary receipts at the end of the year over your adjusted tax basis in the shares or American depositary receipts. You will be entitled to deduct as an ordinary loss each year the excess of your adjusted tax basis in the shares or American depositary receipts over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election.

A U.S. holder's adjusted tax basis in passive foreign investment company shares or American depositary receipts will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If a U.S. Holder makes a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the shares or American depositary receipts are no longer regularly traded on a qualified exchange or the Internal Revenue Service consents to the revocation of the election. You should consult your tax advisor about the availability of the mark-to-market election, and whether making the election would be advisable with respect to your particular circumstances.

In addition, a holder of shares in a passive foreign investment company can sometimes avoid the rules described above by electing to treat the company as a qualified electing fund under section 1295 of the Code. This option is not available to you because we do not intend to comply with the requirements necessary to permit holders to make this election.

If you hold our shares or American depositary receipts in any year in which we are classified as a passive foreign investment company, you would be required to file Internal Revenue Service Form 8621.

Non-corporate U.S. holders will not be eligible for reduced rates of taxation on any dividends received from us prior to January 1, 2009, if we are a passive foreign investment company in the taxable year in which such dividends are paid or in the preceding taxable year. You should consult your tax advisor concerning the determination of our passive foreign investment company status and the U.S. federal income tax consequences of holding our shares or American depositary receipts if we are considered a passive foreign investment company in any taxable year.

***Estate and Gift Taxation***

Korea may impose an inheritance tax on your heir who receives our shares (and possibly American depositary receipts), even if the decedent was not a citizen or resident of Korea. See **Korean Taxation Inheritance Tax and Gift Tax**. The amount of any inheritance tax paid to Korea may be eligible for credit against the amount of U.S. federal estate tax imposed on the estate of a U.S. holder. Korea may also impose a gift tax. The Korean gift tax generally will not be treated as a creditable foreign tax for U.S. tax purposes. You should consult your tax advisor regarding the consequences of the imposition of the Korean inheritance or gift tax.

***Information Reporting and Backup Withholding***

In general, information reporting requirements will apply to certain distributions on our shares or American depositary receipts and to the proceeds of the sale of our shares or American depositary receipts made to you unless you are an exempt recipient (such as a corporation). A backup withholding tax may apply to such payments if you fail to provide a correct taxpayer identification number or certification of foreign or other exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided you furnish the required information to the Internal Revenue Service.

**Table of Contents**

**DOCUMENTS ON DISPLAY**

We are subject to the information requirements of the U.S. Securities Exchange Act of 1934, as amended, and, in accordance therewith, are required to file reports, including annual reports on Form 20-F, and other information with the U.S. Securities and Exchange Commission. You may inspect and copy these materials, including this annual report on Form 20-F and the exhibits thereto, at the Commission's public reference rooms at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms. Any filings we make electronically will be available to the public over the Internet at the Commission's web site at <http://www.sec.gov>.

**ITEM 11. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

See Item 4. Information on the Company Description of Assets and Liabilities Risk Management for quantitative and qualitative disclosures about market risk.

**ITEM 12. *DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES***

**DESCRIPTION OF AMERICAN DEPOSITARY RECEIPTS**

***American Depositary Shares***

Citibank, N.A. has agreed to act as the depositary bank for the American Depositary Shares. Citibank's depositary offices are located at 111 Wall Street, New York, New York 10005. American Depositary Shares are frequently referred to as ADSs and represent ownership interests in securities that are on deposit with the depositary bank. ADSs are normally represented by certificates that are commonly known as American Depositary Receipts or ADRs. The depositary bank typically appoints a custodian to safekeep the securities on deposit. In this case, the custodian is Korea Securities Depository, located at 33, Yoido-dong, Youngdeungpo-gu, Seoul, Korea.

We appoint Citibank as depositary bank pursuant to a deposit agreement. A copy of the deposit agreement is on file with the SEC under cover of a Registration Statement on Form F-6. You may obtain a copy of the deposit agreement from the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549.

We are providing you with a summary description of the material terms of the ADSs and of your material rights as an owner of ADSs. Please remember that summaries by their nature lack the precision of the information summarized and that a holder's rights and obligations as an owner of ADSs will be determined by reference to the terms of the deposit agreement and not by this summary. We urge you to review the deposit agreement in its entirety.

Each ADS represents the right to receive two (2) shares of common stock, par value 5,000 won per share, on deposit with the custodian. An ADS will also represent the right to receive any other property received by the depositary bank or the custodian on behalf of the owner of the ADS but that has not been distributed to the owners of ADSs because of legal restrictions or practical considerations.

If you become an owner of ADSs, you will become a party to the deposit agreement and therefore will be bound to its terms and to the terms of the ADR that represents your ADSs. The deposit agreement and the ADR specify our rights and obligations as well as your rights and obligations as owner of ADSs and those of the depositary bank. As an ADS holder you appoint the depositary bank to act on your behalf in certain circumstances. The deposit agreement and the ADRs are governed by New York law. However, our obligations to the holders of Shares will continue to be governed by the laws of The Republic of Korea, which may be different from the laws in the United States.

As an owner of ADSs, you may hold your ADSs either by means of an ADR registered in your name or through a brokerage or safekeeping account. If you decide to hold your ADSs through your brokerage or safekeeping account, you must rely on the procedures of your broker or bank to assert your rights as ADS

**Table of Contents**

owner. Please consult with your broker or bank to determine what those procedures are. This summary description assumes you have opted to own the ADSs directly by means of an ADR registered in your name and, as such, we will refer to you as the holder. When we refer to you, we assume the reader owns ADSs and will own ADSs at the relevant time.

*Dividends and Distributions*

As a holder, you generally have the right to receive the distributions we make on the securities deposited with the custodian bank. Your receipt of these distributions may be limited, however, by practical considerations and legal limitations. Holders will receive such distributions under the terms of the deposit agreement in proportion to the number of ADSs held as of a specified record date.

*Distributions of Cash*

Whenever we make a cash distribution for the securities on deposit with the custodian, we will notify the depositary bank and deposit the funds with the Custodian. Upon receipt of such notice and of confirmation of the deposit of the requisite funds, the depositary bank will arrange for the funds to be converted into U.S. dollars and for the distribution of the U.S. dollars to the holders, subject to Korean laws and regulations.

The conversion into U.S. dollars will take place only if practicable and if the U.S. dollars are transferable to the United States. The amounts distributed to holders will be net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement. The depositary will apply the same method for distributing the proceeds of the sale of any property (such as undistributed rights) held by the custodian in respect of securities on deposit.

The distribution of cash will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement.

*Distributions of Shares*

Whenever we make a free distribution of Shares for the securities on deposit with the custodian, we will notify the depositary bank and deposit the applicable number of Shares with the custodian. Upon receipt of notice of such deposit, the depositary bank will either distribute to holders new ADSs representing the Shares deposited or modify the ADS-to-Shares ratio, in which case each ADS you hold will represent rights and interests in the additional Shares so deposited. Only whole new ADSs will be distributed. Fractional entitlements will be sold and the proceeds of such sale will be distributed as in the case of a cash distribution.

The distribution of new ADSs or the modification of the ADS-to-Shares ratio upon a distribution of Shares will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement. In order to pay such taxes or governmental charges, the depositary bank may sell all or a portion of the new Shares so distributed.

No such distribution of new ADSs will be made if it would violate a law (*i.e.*, the U.S. securities laws) or if it is not operationally practicable. If the depositary bank does not distribute new ADSs as described above, it may sell the Shares received upon the terms described in the deposit agreement and will distribute the proceeds of the sale as in the case of a distribution of cash.

*Distributions of Rights*

Whenever we intend to distribute rights to purchase additional Shares, we will give prior notice to the depositary bank and we will assist the depositary bank in determining whether it is lawful and reasonably practicable to distribute rights to purchase additional ADSs to holders.

The depositary bank will establish procedures to distribute rights to purchase additional ADSs to holders and to enable such holders to exercise such rights if it is lawful and reasonably practicable to make the rights available to holders of ADSs, and if we provide all of the documentation contemplated in the deposit agreement (such as opinions to address the lawfulness of the transaction). You may have to pay fees,

**Table of Contents**

expenses, taxes and other governmental charges to subscribe for the new ADSs upon the exercise of your rights. The depositary bank is not obligated to establish procedures to facilitate the distribution and exercise by holders of rights to purchase new Shares other than in the form of ADSs.

The depositary bank will *not* distribute the rights to you if:

We do not timely request that the rights be distributed to you or we request that the rights not be distributed to you; or

We fail to deliver satisfactory documents to the depositary bank; or

It is not reasonably practicable to distribute the rights.

The depositary bank will sell the rights that are not exercised or not distributed if such sale is lawful and reasonably practicable. The proceeds of such sale will be distributed to holders as in the case of a cash distribution. If the depositary bank is unable to sell the rights, it will allow the rights to lapse.

*Elective Distributions*

Whenever we intend to distribute a dividend payable at the election of shareholders either in cash or in additional shares, we will give prior notice thereof to the depositary bank and will indicate whether we wish the elective distribution to be made available to you. In such case, we will assist the depositary bank in determining whether such distribution is lawful and reasonably practicable.

The depositary bank will make the election available to you only if it is reasonably practical and if we have provided all of the documentation contemplated in the deposit agreement. In such case, the depositary bank will establish procedures to enable you to elect to receive either cash or additional ADSs, in each case as described in the deposit agreement.

If the election is not made available to you, you will receive either cash or additional ADSs, depending on what a shareholder in Korea would receive upon failing to make an election, as more fully described in the deposit agreement.

*Other Distributions*

Whenever we intend to distribute property other than cash, Shares or rights to purchase additional Shares, we will notify the depositary bank in advance and will indicate whether we wish such distribution to be made to you. If so, we will assist the depositary bank in determining whether such distribution to holders is lawful and reasonably practicable.

If it is reasonably practicable to distribute such property to you and if we provide all of the documentation contemplated in the deposit agreement, the depositary bank will distribute the property to the holders in a manner it deems practicable.

The distribution will be made net of fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement. In order to pay such taxes and governmental charges, the depositary bank may sell all or a portion of the property received.

The depositary bank will *not* distribute the property to you and will sell the property if:

We do not request that the property be distributed to you or if we ask that the property not be distributed to you; or

We do not deliver satisfactory documents to the depositary bank; or

The depositary bank determines that all or a portion of the distribution to you is not reasonably practicable. The proceeds of such a sale will be distributed to holders as in the case of a cash distribution.

**Table of Contents**

***Changes Affecting Shares***

The Shares held on deposit for your ADSs may change from time to time. For example, there may be a change in nominal or par value, a split-up, cancellation, consolidation or reclassification of such Shares or a recapitalization, reorganization, merger, consolidation or sale of assets.

If any such change were to occur, your ADSs would, to the extent permitted by law, represent the right to receive the property received or exchanged in respect of the Shares held on deposit. The depositary bank may in such circumstances deliver new ADSs to you or call for the exchange of your existing ADSs for new ADSs. If the depositary bank may not lawfully distribute such property to you, the depositary bank may sell such property and distribute the net proceeds to you as in the case of a cash distribution.

***Issuance of ADSs upon Deposit of Shares***

The depositary bank may create ADSs on your behalf if you or your broker deposit Shares with the custodian. The depositary bank will deliver these ADSs to the person you indicate only after you pay any applicable issuance fees and any charges and taxes payable for the transfer of the Shares to the custodian. Your ability to deposit Shares and receive ADSs may be limited by U.S. and Korean legal considerations applicable at the time of deposit.

To the extent the laws or regulations of Korea require the Company to give its consent for subsequent deposits of Shares under the deposit agreement, the depositary bank will not accept Shares for deposit without receiving the consent of the Company. The Company and the Depositary have agreed that consent will be deemed given as long as the number of Shares proposed for deposit does not exceed the difference between the aggregate number of Shares deposited with the custodian with the consent of the Company (including any Shares deposited by the Company as a distribution of stock dividends or any exercise of rights) and the number of Shares on deposit with the custodian at the time of the proposed deposit.

The issuance of ADSs may be delayed until the depositary bank or the custodian receives confirmation that all required approvals have been given and that the Shares have been duly transferred to the custodian. The depositary bank will only issue ADSs in whole numbers.

When you make a deposit of Shares, you will be responsible for transferring good and valid title to the depositary bank. As such, you will be deemed to represent and warrant that:

The Shares are duly authorized, validly issued, fully paid, non-assessable and legally obtained.

All preemptive (and similar) rights, if any, with respect to such Shares have been validly waived or exercised.

You are duly authorized to deposit the Shares.

The Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and are not, and the ADSs issuable upon such deposit will not be, restricted securities (as defined in the deposit agreement).

The Shares presented for deposit have not been stripped of any rights or entitlements.

If any of the representations or warranties are incorrect in any way, we and the depositary bank may, at your cost and expense, take any and all actions necessary to correct the consequences of the misrepresentations.

***Transfer, Combination and Split Up of ADRs***

As an ADR holder, you will be entitled to transfer, combine or split up your ADRs and the ADSs evidenced thereby. For transfers of ADRs, you will have to surrender the ADRs to be transferred to the depositary bank and also must:

ensure that the surrendered ADR certificate is properly endorsed or otherwise in proper form for transfer;

**Table of Contents**

provide such proof of identity and genuineness of signatures as the depositary bank deems appropriate;

provide any transfer stamps required by the State of New York or the United States; and

pay all applicable fees, charges, expenses, taxes and other government charges payable by ADR holders pursuant to the terms of the deposit agreement, upon the transfer of ADRs.

To have your ADRs either combined or split up, you must surrender the ADRs in question to the depositary bank with your request to have them combined or split up, and you must pay all applicable fees, charges and expenses payable by ADR holders, pursuant to the terms of the deposit agreement, upon a combination or split up of ADRs.

***Withdrawal of Shares Upon Cancellation of ADSs***

As a holder, you will be entitled to present your ADSs to the depositary bank for cancellation and then receive the corresponding number of underlying Shares at the custodian's offices. Your ability to withdraw the Shares may be limited by U.S. and Korea legal considerations applicable at the time of withdrawal. In order to withdraw the Shares represented by your ADSs, you will be required to pay to the depositary the fees for cancellation of ADSs and any charges and taxes payable upon the transfer of the Shares being withdrawn. You assume the risk for delivery of all funds and securities upon withdrawal. Once canceled, the ADSs will not have any rights under the deposit agreement.

If you hold an ADR registered in your name, the depositary bank may ask you to provide proof of identity and genuineness of any signature and such other documents as the depositary bank may deem appropriate before it will cancel your ADSs. The withdrawal of the Shares represented by your ADSs may be delayed until the depositary bank receives satisfactory evidence of compliance with all applicable laws and regulations. Please keep in mind that the depositary bank will only accept ADSs for cancellation that represent a whole number of securities on deposit.

You will have the right to withdraw the securities represented by your ADSs at any time except for:

Temporary delays that may arise because (i) the transfer books for the Shares or ADSs are closed, or (ii) Shares are immobilized on account of a shareholders' meeting or a payment of dividends.

Obligations to pay fees, taxes and similar charges.

Restrictions imposed because of laws or Principal Regulations Applicable to ADSs or the withdrawal of securities on deposit.

The deposit agreement may not be modified to impair your right to withdraw the securities represented by your ADSs except to comply with mandatory provisions of law.

***Voting Rights***

As a holder, you generally have the right under the deposit agreement to instruct the depositary bank to exercise the voting rights for the Shares represented by your ADSs. The voting rights of holders of Shares are described in Item 10. Additional Information - Articles of Incorporation - Description of Capital Stock - Voting Rights.

At our request, the depositary bank will distribute to you any notice of shareholders' meeting received from us together with information explaining how to instruct the depositary bank to exercise the voting rights of the securities represented by ADSs.

If the depositary bank timely receives voting instructions from a holder of ADSs, it will endeavor to vote the securities represented by the holder's ADSs in accordance with such voting instructions.

Please note that the ability of the depositary bank to carry out voting instructions may be limited by practical and legal limitations and the terms of the securities on deposit. We cannot assure you that you will receive voting materials in time to enable you to return voting instructions to the depositary bank in a timely manner. Securities for which no voting instructions have been received will not be voted.



**Table of Contents*****Fees and Charges***

As an ADS holder, you will be required to pay the following service fees to the depository bank:

<b>Service</b>	<b>Fees</b>
Issuance of ADSs	Up to U.S. 5¢ per ADS issued
Cancellation of ADSs	Up to U.S. 5¢ per ADS canceled
Exercise of rights to purchase additional ADSs	Up to U.S. 2¢ per ADS held
Distribution of cash dividends	No fee (so long as prohibited by NYSE)
Distribution of ADSs pursuant to stock dividend or other free stock distributions	No fee (so long as prohibited by NYSE)
Distributions of cash proceeds ( <i>i.e.</i> , upon sale of rights or other entitlements)	Up to U.S. 2¢ per ADS held
Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to U.S. 5¢ per share (or share equivalent) distributed
Annual Depository Services Fee	Annually up to U.S. 2¢ per ADS held at the end of each calendar year, except to the extent of any cash dividend fee(s) charged during such calendar year or unless prohibited by NYSE

As an ADS holder you will also be responsible to pay certain fees and expenses incurred by the depository bank and certain taxes and governmental charges such as:

Fees for the transfer and registration of Shares charged by the registrar and transfer agent for the Shares in Korea (*i.e.*, upon deposit and withdrawal of Shares).

Expenses incurred for converting foreign currency into U.S. dollars.

Expenses for cable, telex and fax transmissions and for delivery of securities.

Taxes and duties upon the transfer of securities (*i.e.*, when Shares are deposited or withdrawn from deposit).

Fees and expenses incurred in connection with the delivery or servicing of Shares on deposit.

We have agreed to pay certain other charges and expenses of the depository bank. Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depository bank. You will receive prior notice of such changes.

We have agreed to pay certain other charges and expenses of the depository bank. Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depository bank. You will receive prior notice of such changes.

***Amendments and Termination***

We may agree with the depository bank to modify the deposit agreement at any time without your consent. We undertake to give holders 30 days prior notice of any modifications that would materially prejudice any of their substantial rights under the deposit agreement. We will not consider to be materially prejudicial to your substantial rights any modifications or supplements that are reasonably necessary for the ADSs to be registered under the Securities Act or to be eligible for book-entry settlement, in each case without imposing or increasing the fees and charges you are required to pay. In addition, we may not be able to provide you with prior notice of any modifications or supplements that are required to accommodate compliance with applicable provisions of law.

## **Table of Contents**

You will be bound by the modifications to the deposit agreement if you continue to hold your ADSs after the modifications to the deposit agreement become effective. The deposit agreement cannot be amended to prevent you from withdrawing the Shares represented by your ADSs (except as permitted by law).

We have the right to direct the depository bank to terminate the deposit agreement. Similarly, the depository bank may in certain circumstances on its own initiative terminate the deposit agreement. In either case, the depository bank must give notice to the holders at least 30 days before termination.

Upon termination, the following will occur under the deposit agreement:

*for a period of six months after termination, you will be able to request the cancellation of your ADSs and the withdrawal of the Shares represented by your ADSs and the delivery of all other property held by the depository bank in respect of those Shares on the same terms as prior to the termination. During such six months period the depository bank will continue to collect all distributions received on the Shares on deposit (i.e., dividends) but will not distribute any such property to you until you request the cancellation of your ADSs.*

*After the expiration of such six months period, the depository bank may sell the securities held on deposit. The depository bank will hold the proceeds from such sale and any other funds then held for the holders of ADSs in a non-interest bearing account. At that point, the depository bank will have no further obligations to holders other than to account for the funds then held for the holders of ADSs still outstanding.*

### ***Books of Depositary***

The depository bank will maintain ADS holder records at its depository office. You may inspect such records at such office during regular business hours but solely for the purpose of communicating with other holders in the interest of business matters relating to the ADSs and the deposit agreement.

The depository bank will maintain in New York facilities to record and process the issuance, cancellation, combination, split-up and transfer of ADRs. These facilities may be closed from time to time, to the extent not prohibited by law.

### ***Limitations on Obligations and Liabilities***

The deposit agreement limits our obligations and the depository bank's obligations to you. Please note the following:

We and the depository bank are obligated only to take the actions specifically stated in the deposit agreement without negligence or bad faith.

The depository bank disclaims any liability for any failure to carry out voting instructions, for any manner in which a vote is cast or for the effect of any vote, provided it acts in good faith and in accordance with the terms of the deposit agreement.

The depository bank disclaims any liability for any failure to determine the lawfulness or practicality of any action, for the content of any document forwarded to you on our behalf or for the accuracy of any translation of such a document, for the investment risks associated with investing in Shares, for the validity or worth of the Shares, for any tax consequences that result from the ownership of ADSs, for the credit-worthiness of any third party, for allowing any rights to lapse under the terms of the deposit agreement, for the timeliness of any of our notices or for our failure to give notice.

We and the depository bank will not be obligated to perform any act that is inconsistent with the terms of the deposit agreement.

We and the depository bank disclaim any liability if we are prevented or forbidden from acting on account of any law or regulation, any provision of our Articles of Incorporation, any provision of any securities on deposit or by reason of any act of God or war or other circumstances beyond our control.



**Table of Contents**

We and the depositary bank disclaim any liability by reason of any exercise of, or failure to exercise, any discretion provided for the deposit agreement or in our Articles of Incorporation or in any provisions of securities on deposit.

We and the depositary bank further disclaim any liability for any action or inaction in reliance on the advice or information received from legal counsel, accountants, any person presenting Shares for deposit, any holder of ADSs or authorized representatives thereof, or any other person believed by either of us in good faith to be competent to give such advice or information.

We and the depositary bank also disclaim liability for the inability by a holder to benefit from any distribution, offering, right or other benefit which is made available to holders of Shares but is not, under the terms of the deposit agreement, made available to you.

We and the depositary bank may rely without any liability upon any written notice, request or other document believed to be genuine and to have been signed or presented by the proper parties.

We and the depositary bank also disclaim liability for any consequential or punitive damages for any breach of the terms of the deposit agreement.

***Pre-Release Transactions***

The depositary bank may, in certain circumstances, issue ADSs before receiving a deposit of Shares or release Shares before receiving ADSs for cancellation. These transactions are commonly referred to as pre-release transactions. The deposit agreement limits the aggregate size of pre-release transactions and imposes a number of conditions on such transactions (*i.e.*, the need to receive collateral, the type of collateral required, the representations required from brokers, etc.). The depositary bank may retain the compensation received from the pre-release transactions.

***Taxes***

You will be responsible for the taxes and other governmental charges payable on the ADSs and the securities represented by the ADSs. We, the depositary bank and the custodian may deduct from any distribution the taxes and governmental charges payable by holders and may sell any and all property on deposit to pay the taxes and governmental charges payable by holders. You will be liable for any deficiency if the sale proceeds do not cover the taxes that are due.

The depositary bank may refuse to issue ADSs, to deliver, transfer, split and combine ADRs or to release securities on deposit until all taxes and charges are paid by the applicable holder. The depositary bank and the custodian may take reasonable administrative actions to obtain tax refunds and reduced tax withholding for any distributions on your behalf. However, you may be required to provide to the depositary bank and to the custodian proof of taxpayer status and residence and such other information as the depositary bank and the custodian may require to fulfill legal obligations. You are required to indemnify us, the depositary bank and the custodian for any claims with respect to taxes based on any tax benefit obtained for you.

***Foreign Currency Conversion***

The depositary bank will arrange for the conversion of all foreign currency received into U.S. dollars if such conversion is practical, and it will distribute the U.S. dollars in accordance with the terms of the deposit agreement. You may have to pay fees and expenses incurred in converting foreign currency, such as fees and expenses incurred in complying with currency exchange controls and other governmental requirements.

If the conversion of foreign currency is not practical or lawful, or if any required approvals are denied or not obtainable at a reasonable cost or within a reasonable period, the depositary bank may take the following actions in its discretion:

Convert the foreign currency to the extent practical and lawful and distribute the U.S. dollars to the holders for whom the conversion and distribution is lawful and practical.



**Table of Contents**

Distribute the foreign currency to holders for whom the distribution is lawful and practical.

Hold the foreign currency (without liability for interest) for the applicable holders.

**ITEM 13. *DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES***

Not applicable.

**ITEM 14. *MATERIAL MODIFICATION TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS***

Not applicable.

**ITEM 15. *CONTROLS AND PROCEDURES***

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, or the Exchange Act) as of December 31, 2004.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. As such, disclosure controls and procedures or systems for internal control over financial reporting may not prevent all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Based upon the evaluation referred to above, our Chief Executive Officer and Chief Financial Officer concluded, subject to the limitations noted above, that the design and operation of our disclosure controls and procedures as of December 31, 2004 were effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required.

There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluations except that we are currently in the process of developing, with the assistance of a third party advisory firm, an evaluation system to enable our management to evaluate the effectiveness of our internal control over financial reporting (as defined under Rules 13a-15(c) and 15d-15(c) under the Securities Exchange Act of 1934). We expect this evaluation system, which is expected to be based on a suitable, recognized control framework (including the COSO framework) and will include measures to meet the PCAOB II requirements, to be completed in terms of system development in June 2005, have a test run in the second half of 2005 and commence operation in January 2006. Once completed, we will use this evaluation system to identify deficiencies and weaknesses, if any, in our internal control over financial reporting, and, to the extent any significant deficiencies or material weaknesses are identified, we plan to take corrective actions, as appropriate, in the future.

**Table of Contents****ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Mr. Il-Sup Kim, our outside director and the chairman of our Audit Committee, is an audit committee financial expert, as such term is defined by the regulations of the Securities and Exchange Commission issued pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. Mr. Kim is an independent director as such term is defined under Section 301 of the Sarbanes-Oxley Act of 2002.

**ITEM 16B. CODE OF ETHICS**

Section 406 of the Sarbanes-Oxley Act of 2002 requires us either to adopt a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions or, if no such code of ethics has been adopted, to disclose the reason for not adopting such a code. In May 2005, our board of directors approved a code of ethics for such officers and we plan to implement the code as of July 1, 2005, together with an insider reporting system in compliance with Section 301 of the Sarbanes-Oxley Act. The code of ethics will be available on our website [www.shinhangroup.com](http://www.shinhangroup.com).

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees billed for professional services rendered by Samil PricewaterhouseCoopers for the year ended December 31, 2003, and for KPMG Samjong Accounting Corp. for the year ended December 31, 2004, our principal accountants for the respective period, depending on the various types of services and a brief description of the nature of such services.

Type of Services	Aggregate Fees Billed During the Year Ended December 31,		Nature of Services
	2003	2004	
	(In millions of Won)		
Audit fees	W 9,116	W 4,451	Audit service for Shinhan Financial Group and its subsidiaries.
Audit-related fees	1,713	28	Accounting advisory service.
Tax fees	52	209	Tax return and consulting advisory service.
All other fees	85		All other services which do not meet the three categories above.
<b>Total</b>	<b>W 10,966</b>	<b>W 4,688</b>	

United States law and regulations in effect since May 6, 2003, and our own policies, generally require all engagements of our principal accountants be pre-approved by our Audit Committee or pursuant to policies and procedures adopted by it. Our Audit Committee has adopted the following policies and procedures for consideration and approval of requests to engage our principal accountants to perform audit and non-audit services. Engagement requests must in the first instance be submitted as follows: (i) in the case of audit and non-audit services for our holding company, to our Planning & Financial Management subject to reporting to our Chief Financial Officer; and (ii) in the case of audit and non-audit services for our subsidiaries, to our Audit and Compliance Team subject to reporting to the Senior Executive Vice President of Audit & Compliance Team. If the request relates to services that would impair the independence of our principal accountants, the request must be rejected. If the engagement request relates to audit and permitted non-audit services, it must be forwarded to the Audit Committee for consideration. To facilitate the consideration of engagement requests between its meetings, the Audit Committee has delegated approval authority of the following: (i) permitted non-audit services to our holding company, (ii) audit services to our subsidiaries and (iii) permitted non-audit services to our subsidiaries, to one of its members who is independent as

defined by the Securities and Exchange Commission and the New York Stock Exchange. Such member in our case is Mr. Il-Sup Kim, the chairman of our Audit Committee, and he is required to report any approvals made by them to the Audit Committee at its next meeting. Our Audit Committee meets regularly once every quarter.



**Table of Contents**

Additionally, United States law and regulations in effect since May 6, 2003 permit the pre-approval requirement to be waived with respect to engagements for non-audit services aggregating no more than five percent of the total amount of revenues we paid to our principal accountants, if such engagements were not recognized by us at the time of engagement and were promptly brought to the attention of our Audit Committee or a designated member thereof and approved prior to the completion of the audit. In 2003, the percentage of the total amount of revenue we paid to our principal accountants represented by non-audit services in each category that were subject to such a waiver was less than 5%.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 17. FINANCIAL STATEMENTS**

We have responded to Item 18 in lieu of responding to this item.

**ITEM 18. FINANCIAL STATEMENTS**

Reference is made to Item 19(a) for a list of all financial statements filed as part of this annual report.

**ITEM 19. EXHIBITS**

(a) List of Financial Statements:

The following financial statements and related notes, together with the report of independent auditors thereon, are filed as part of this annual report.

	<b>Page</b>
<b>Audited consolidated financial statements of Shinhan Financial Group prepared in accordance with U.S. GAAP</b>	
Report of KPMG Samjong Accounting Corp., Independent Registered Public Accounting Firm, on the consolidated financial statements of Shinhan Financial Group	F-2
Report of Samil PricewaterhouseCoopers, Independent Registered Public Accounting Firm, on the consolidated financial statements of Shinhan Financial Group	F-3
Consolidated balance sheets as of December 31, 2003 and 2004 of Shinhan Financial Group	F-4
Consolidated statements of income for the years ended December 31, 2002, 2003 and 2004 of Shinhan Financial Group	F-6
Consolidated statements of changes in stockholders' equity for the years ended December 31, 2002, 2003 and 2004 of Shinhan Financial Group	F-8
Consolidated statements of cash flows for the years ended December 31, 2002, 2003 and 2004	F-10
Notes to the consolidated financial statements of Shinhan Financial Group	F-13

(b) Exhibits

- |     |   |
|-----|---|
| 1.1 | Articles of Incorporation (in English and Korean)**   |
| 2.1 | Form of Common Stock Certificate (in English and Korean)***   |
| 2.2 | Form of Deposit Agreement to be entered into among Shinhan Financial Group, Citibank, N.A., as depositary, and all owners and holders from time to time of American depositary receipts issued thereunder, including the form of American depositary receipt*** |

**Table of Contents**

2.3	Long-term debt instruments of Shinhan Financial Group, Shinhan Bank and other consolidated subsidiaries for which financial statements are required to be filed are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Shinhan Financial Group agrees to furnish the Commission on request a copy of any instrument defining the rights of holders of its long-term debt and that of any subsidiary for which consolidated or unconsolidated financial statements are required to be filed.***
4.1	Stock Purchase Agreement by and between Korea Deposit Insurance Corporation and Shinhan Financial Group dated July 9, 2003****
4.2	Investment Agreement by and between Shinhan Financial Group and Korea Deposit Insurance Corporation dated July 9, 2003***
4.3	Agreed Terms, dated June 22, 2004, by and among the President of Korea Deposit Insurance Corporation, CEO of Shinhan Financial Group, CEO of Chohung Bank, Chairman of the National Financial Industry Labor Union of Korea and the Head of the Chohung Bank Chapter of the National Financial Industry Labor Union****
8.1	List of all Subsidiaries of Shinhan Financial Group
12.1	Certifications of our Chief Executive Officer required by Rule 13a-14(a) of the Exchange Act
12.2	Certifications of our Chief Financial Officer required by Rule 13a-14(a) of the Exchange Act
13.1	Certifications of our Chief Executive Officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of the United States Code (18 U.S.C. 1350)
13.2	Certifications of our Chief Financial Officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of the United States Code (18 U.S.C. 1350)
15.1	Korean Financial Holding Companies Act (in English)*
15.2	Korean Bank Act (in English and Korean)****
15.3	Korean Commercial Code (in English and Korean)***
15.4	Korean Securities and Exchange Act (in English)*
15.5	Korean Trust Business Act (in English)*
15.6	Korean Specialized Credit Financial Business Act (in English)*
15.7	Korean Act on Business of Operating Indirect Investment and Assets (in English)*

\* A fair and accurate translation from Korean into English.

\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on June 30, 2004.

\*\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on September 15, 2003.

\*\*\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on September 15, 2003. Confidential treatment were requested for certain portions of the Stock Purchase Agreement.

**Table of Contents**

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Shinhan Financial Group Co, Ltd.  
By: /s/ In Ho Lee

Name: In Ho Lee  
Title: President & Chief Executive Officer

Date: June 30, 2005

288

---

**Table of Contents**

**INDEX TO FINANCIAL STATEMENTS**

	<b>Page</b>
Index to financial statements	F-1
Report of KPMG Samjong Accounting Corp., Independent Registered Public Accounting Firm, on the consolidated financial statements of Shinhan Financial Group	F-2
Report of Samil PricewaterhouseCoopers, Independent Registered Public Accounting Firm, on the consolidated financial statements of Shinhan Financial Group	F-3
Consolidated balance sheets as of December 31, 2003 and 2004 of Shinhan Financial Group	F-4
Consolidated statements of income for the years ended December 31, 2002, 2003 and 2004 of Shinhan Financial Group	F-6
Consolidated statements of changes in stockholders' equity for the years ended December 31, 2002, 2003 and 2004 of Shinhan Financial Group	F-8
Consolidated statements of cash flows for the years ended December 31, 2002, 2003 and 2004	F-10
Notes to the consolidated financial statements of Shinhan Financial Group	F-13

F-1

---

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

Shinhan Financial Group Co., Ltd.

We have audited the accompanying consolidated balance sheet of Shinhan Financial Group Co., Ltd. and its subsidiaries (the Group) as of December 31, 2004, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Group as of December 31, 2004, and the results of their operations and their cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

As more fully discussed in Note 2 to the consolidated financial statements, the Group adopted Financial Accounting Standards Board Interpretation No. 46(R), *Consolidation of Variable Interest Entities* (revised December 2003) on January 1, 2004.

/s/ KPMG Samjong Accounting Corp.

June 7, 2005

F-2

---

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of  
Shinhan Financial Group Co., Ltd.

In our opinion, the accompanying consolidated balance sheet as of December 31, 2003 and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the two years in the period ended December 31, 2003, present fairly, in all material respects, the financial position, results of operations and cash flows of Shinhan Financial Group Co., Ltd. and its subsidiaries (the Group) at December 31, 2003 and for each of the two years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Group's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ Samil PricewaterhouseCoopers

Seoul, Korea  
June 4, 2004

F-3

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2003 and 2004**

	2003	2004	2004
	(In millions of Korean Won, except share data)		(See Note 1) (In thousands of US\$, except share data)
<b>ASSETS</b>			
Cash and cash equivalents	W 1,896,797	W 2,443,900	\$2,361,028
Restricted cash (Note 4)	3,661,997	3,300,710	3,188,784
Interest-bearing deposits in banks	409,038	220,478	213,002
Call loans and securities purchased under resale agreements (Note 5)	1,898,219	1,591,095	1,537,141
Trading assets (Note 6)	3,377,295	6,316,341	6,102,156
Securities:			
Available-for-sale securities (Note 7)	18,098,535	18,108,229	17,494,183
Held-to-maturity securities (Note 7)	3,604,810	3,099,322	2,994,225
Loans (net of allowance for loan losses of W3,630,728 in 2003 and W2,310,555 in 2004) (Note 8)	91,791,255	94,868,094	91,651,139
Customers liability on acceptances	2,364,656	2,012,499	1,944,255
Premises and equipment, net (Note 9)	2,002,724	1,848,053	1,785,386
Intangible assets (Note 10)	1,173,551	1,043,756	1,008,362
Goodwill (Note 10)	502,389	615,915	595,029
Security deposits	966,341	967,783	934,966
Other assets (Note 11)	4,601,724	7,071,847	6,832,042
<b>Total Assets</b>	<b>W 136,349,331</b>	<b>W 143,508,022</b>	<b>\$138,641,698</b>

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS (Continued)**

	2003	2004	2004
	(In millions of Korean Won, except share data)		(See Note 1) (In thousands of US\$, except share data)
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>			
<b>Liabilities</b>			
Deposits:			
Interest-bearing (Note 12)	W 82,160,939	W 79,933,558	\$77,223,030
Noninterest-bearing (Note 12)	1,328,203	2,745,925	2,652,811
Trading liabilities (Note 6)	513,061	1,757,577	1,697,978
Acceptances outstanding	2,364,656	2,012,499	1,944,255
Short-term borrowings (Note 13)	11,204,739	10,953,555	10,582,122
Secured borrowings (Note 14)	6,316,260	6,308,093	6,094,187
Long-term debt (Notes 15 and 21)	21,217,708	23,616,683	22,815,847
Accrued expenses and other liabilities (Note 16)	6,554,588	9,714,129	9,384,725
<b>Total Liabilities</b>	<b>131,660,154</b>	<b>137,042,019</b>	<b>132,394,955</b>
Commitments and contingencies (Note 20)			
Minority interest	582,645	65,540	63,318
Redeemable convertible preferred stock, W5,000 par value, 44,720,603 shares authorized, 44,720,603 shares issued and outstanding in 2003 and 2004 (Note 21)	711,134	735,744	710,795
<b>Stockholders equity</b>			
Common stock, W5,000 par value, 1 billion shares authorized, 294,401,300 shares issued and 264,415,141 shares outstanding in 2003, and 319,319,011 shares issued and 310,320,994 shares outstanding in 2004 (Note 20)	1,472,007	1,596,595	1,542,455
Additional paid-in capital	1,073,307	1,658,189	1,601,960
Retained earnings (Note 22)	1,188,688	2,455,893	2,372,614
Accumulated other comprehensive income, net of taxes (Note 36)	58,096	157,873	152,520
Less: treasury stock, at cost, 29,986,159 shares in 2003 and 8,998,017 shares in 2004 (Note 20)	(396,700)	(203,831)	(196,919)
<b>Total stockholders equity</b>	<b>3,395,398</b>	<b>5,664,719</b>	<b>5,472,630</b>
<b>Total liabilities, minority interest, redeemable convertible preferred stock</b>	<b>W 136,349,331</b>	<b>W 143,508,022</b>	<b>\$138,641,698</b>



and stockholders equity

See accompanying notes to consolidated financial statements.

F-5

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**Years Ended December 31, 2002, 2003 and 2004**

	2002	2003	2004	2004
	(In millions of Korean Won, except per share data)			(See Note 1) (In thousands of US\$, except per share data)
<b>Interest and dividend income</b>				
Interest and fees on loans	W 2,832,910	W 4,187,380	W 6,142,356	\$ 5,934,071
Interest and dividends on investment securities (Note 7)	749,111	927,354	1,264,839	1,221,949
Trading assets	52,376	102,206	168,152	162,450
Other interest income	100,903	114,002	136,558	131,927
Total interest income	3,735,300	5,330,942	7,711,905	7,450,397
<b>Interest expense</b>				
Interest on deposits	1,401,348	1,765,509	2,369,936	2,289,572
Interest on short-term borrowings	252,912	315,116	340,733	329,179
Interest on secured borrowings	242,663	207,446	299,173	289,028
Interest on long-term debt	390,760	702,603	1,099,175	1,061,903
Other interest expense	17,445	7,379	28,976	27,994
Total interest expense	2,305,128	2,998,053	4,137,993	3,997,676
<b>Net interest income</b>	1,430,172	2,332,889	3,573,912	3,452,721
Provision for loan losses (Note 8)	236,219	1,011,366	195,446	188,818
Provision (reversal) for losses on guarantees and acceptances (Note 8)	9,841	(45,779)	(60,032)	(57,996)
Net interest income after provision for loan losses and losses on guarantees and acceptances	1,184,112	1,367,302	3,438,498	3,321,899
<b>Noninterest income</b>				
Commissions and fees (Note 17)	473,895	840,469	1,178,814	1,138,841
Net trust management fees	128,918	58,985	84,496	81,630
Net trading profits (Note 6)	88,027	72,077	142,562	137,728
Net gains (losses) on securities (Note 7)	143,347	(127,799)	(77,115)	(74,500)
Other (Note 18)	203,118	274,622	763,936	738,031
Total noninterest income	1,037,305	1,118,354	2,092,693	2,021,730
<b>Noninterest expenses</b>				
Employee compensation and severance benefits (Note 26)	357,149	544,087	883,821	853,851

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Depreciation and amortization	104,238	247,016	428,835	414,293
General and administrative expenses	409,531	552,944	875,625	845,933
Impairment loss on goodwill (Note 10)	137,002			
Impairment loss on intangible assets (Note 10)			1,893	1,829
Impairment loss on other investments	31,133	39,541	15,521	14,995
Credit card fees	44,635	89,535	147,190	142,199
Minority interest	10,155	25,846	153,428	148,225
Other (Note 18)	217,836	463,967	798,016	770,955
Total noninterest expenses	1,311,679	1,962,936	3,304,329	3,192,280

F-6

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME (Continued)**

	2002		2003		2004		2004
							(See Note 1) (In thousands of US\$, except per share data)
	(In millions of Korean Won, except per share data)						
<b>Income before income tax expense, extraordinary item and cumulative effect of change in accounting principle</b>	909,738		522,720		2,226,862		2,151,349
Income tax expense (Note 24)	320,316		247,402		764,451		738,529
<b>Income before extraordinary item and cumulative effect of change in accounting principle</b>	589,422		275,318		1,462,411		1,412,820
Extraordinary item (Note 19)					27,508		26,575
Cumulative effect of change in accounting principle, net of taxes					(23,049)		(22,267)
<b>Net income</b>	W 589,422		W 275,318		W 1,466,870		\$ 1,417,128
<b>Net income per share of common stock (Note 25)</b>							
Basic							
Income before extraordinary item and cumulative effect of change in accounting principle	W 2,246		W 1,024		W 4,860		\$ 4.70
Extraordinary item					94		0.09
Cumulative effect of change in accounting principle, net of taxes					(79)		(0.08)
Net income per share	W 2,246		W 1,024		W 4,875		\$ 4.71
Diluted							
Income before extraordinary item and cumulative effect of change in accounting principle	W 2,243		W 984		W 4,333		\$ 4.19
Extraordinary item					82		0.08
Cumulative effect of change in accounting principle, net of taxes					(68)		(0.07)
Net income per share	W 2,243		W 984		W 4,347		\$ 4.20

Average common shares issued and outstanding	262,480,071	262,986,588	292,464,924
Average diluted common shares issued and outstanding	262,812,163	279,744,926	337,479,411

See accompanying notes to consolidated financial statements.

F-7

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY**  
**Years Ended December 31, 2002, 2003 and 2004**

	Common Stock		Additional	Retained	Accumulated Other Comprehensive	Treasury	Total
	Shares	Amount	Paid-In Capital	Earnings	Income, Net of Taxes	Stock	Stockholders Equity
<b>(In millions of Korean Won and in thousands of US\$, except share and per share data)</b>							
<b>Balance at January 1, 2002</b>	292,344,192	W 1,461,721	W 1,040,777	W 638,296	W 163,434	W (394,545)	W 2,909,683
Comprehensive income:							
Net income				589,422			589,422
Foreign currency translation adjustments					(6,199)		(6,199)
Net unrealized losses on available-for-sale securities					(86,874)		(86,874)
Total comprehensive income				589,422	(93,073)		496,349
Issuance of common stock	16,933	85	(25)				60
Cash dividends declared (W600 per share)				(150,812)			(150,812)
Acquisition of treasury stock						(6)	(6)
Grant of stock options			6,779				6,779
Other			554				554
<b>Balance at December 31, 2002</b>	292,361,125	W 1,461,806	W 1,048,085	W 1,076,906	W 70,361	W (394,551)	W 3,262,607
<b>Balance at January 1, 2003</b>	292,361,125	W 1,461,806	W 1,048,085	W 1,076,906	W 70,361	W (394,551)	W 3,262,607
Comprehensive income:							
Net income				275,318			275,318

Foreign currency translation adjustments					(1,956)		(1,956)
Net unrealized losses on available-for-sale securities					(10,309)		(10,309)
Total comprehensive income				275,318	(12,265)		263,053
Issuance of common stock	2,040,175	10,201	18,183				28,384
Cash dividends declared (W600 per share)				(157,493)			(157,493)
Dividends on redeemable convertible preferred stock				(6,043)			(6,043)
Acquisition of treasury stock					(2,149)		(2,149)
Grant of stock options			7,038				7,038
Other			1				1
<b>Balance at December 31, 2003</b>	294,401,300	W 1,472,007	W 1,073,307	W 1,188,688	W 58,096	W (396,700)	W 3,395,398

See accompanying notes to consolidated financial statements.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (Continued)**

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income, Net of Taxes	Treasury Stock	Total Stockholders Equity
	Shares	Amount					
<b>(In millions of Korean Won and in thousands of US\$, except share and per share data)</b>							
<b>Balance at January 1, 2004</b>	294,401,300	W 1,472,007	W 1,073,307	W 1,188,688	W 58,096	W (396,700)	W 3,395,398
Comprehensive income:							
Net income				1,466,870			1,466,870
Foreign currency translation adjustments					(18,462)		(18,462)
Net unrealized gains on available-for-sale securities					118,239		118,239
Total comprehensive income				1,466,870	99,777		1,566,647
Issuance of common stock	24,917,711	124,588	427,305				551,893
Cash dividends declared (W600 per share)				(158,717)			(158,717)
Dividends and accretion of discount on redeemable convertible preferred stock				(40,948)			(40,948)
Acquisition of treasury stock						(203,827)	(203,827)
Sale of treasury stock			158,361			396,696	555,057
Grant of stock options			(784)				(784)
<b>Balance at December 31, 2004</b>	319,319,011	W 1,596,595	W 1,658,189	W 2,455,893	W 157,873	W (203,831)	W 5,664,719



<b>Balance at January 1, 2004</b>	294,401,300	\$1,422,091	\$1,036,911	\$1,148,380	\$56,126	\$(383,248)	\$3,280,260
Comprehensive income:							
Net income				1,417,128			1,417,128
Foreign currency translation adjustments					(17,835)		(17,835)
Net unrealized gains on available-for-sale securities					114,229		114,229
Total comprehensive income				1,417,128	96,394		1,513,522
Issuance of common stock	24,917,711	120,364	412,815				533,179
Cash dividends declared (\$0.60 per share)				(153,335)			(153,335)
Dividends and accretion of discount on redeemable convertible preferred stock				(39,559)			(39,559)
Acquisition of treasury stock					(196,915)		(196,915)
Sale of treasury stock			152,991			383,244	536,235
Grant of stock options			(757)				(757)
<b>Balance at December 31, 2004</b>	319,319,011	\$1,542,455	\$1,601,960	\$2,372,614	\$152,520	\$(196,919)	\$5,472,630

See accompanying notes to consolidated financial statements.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Years Ended December 31, 2002, 2003 and 2004**

	2002	2003	2004	2004
	(In millions of Korean Won)			(See Note 1) (In thousands of US\$)
<b>Cash flows from operating activities</b>				
Net income	W 589,422	W 275,318	W 1,466,870	\$ 1,417,129
Adjustments to reconcile net income to net cash provided by operating activities:				
Provision for loan losses	236,219	1,011,366	195,446	188,818
Provision (reversal) for losses on guarantees and acceptances	9,841	(45,779)	(60,032)	(57,996)
Depreciation and amortization	104,238	247,016	428,835	414,293
Accretion of discounts on long-term debt	593	583,869	324,866	313,850
Amortization on deferred loan fees and origination costs	52,941	87,820	92,399	89,266
Amortization on investment debt securities	20,338	20,740	16,482	15,923
Net (gain) loss on equity investments	8,683	12,992	(16,004)	(15,461)
Net loss on valuation of trading assets	18,888	18,680	(141,819)	(137,010)
Net (gain) loss on sale of available-for-sale securities	(185,914)	2,550	(73,786)	(71,284)
Impairment loss on investment securities	42,567	125,249	150,901	145,784
Net gain on sale of premises and equipment	(39,716)	(13,938)	(15,275)	(14,757)
Net (gain) loss on sales of subsidiaries	(20,760)	378		
Net gain on sales of other assets			(14,678)	(14,180)
Net unrealized foreign exchange (gain) loss	47,888	(91,337)	(151,351)	(146,219)
Minority interest in net income of subsidiaries	10,155	25,846	153,428	148,225
Grant of stock option	7,715	5,688	(1,604)	(1,550)
Impairment loss on goodwill	137,002			
Impairment loss on intangible assets			1,893	1,829
Impairment loss on other investments	31,133	39,541	15,521	14,995
Cumulative effect of change in accounting principle			23,049	22,267
Extraordinary gain			(27,508)	(26,575)

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Net gain on sale of loans			(1,032)	(997)
Net gain on retirement of bonds			(10,922)	(10,552)
Net changes in:				
Restricted cash	(271,930)	(1,620,257)	361,287	349,036
Trading assets	28,167	71,774	(2,797,829)	(2,702,955)
Other assets	731,655	972,715	(2,466,414)	(2,382,777)
Trading liabilities	12,257	(137,904)	1,244,516	1,202,315
Accrued expenses and other liabilities	(550,318)	(767,410)	3,030,857	2,928,081
Net cash provided by operating activities	1,021,064	824,917	1,728,096	1,669,498

F-10

**Table of Contents****SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

	2002		2003		2004		2004	
	(In millions of Korean Won)							
	(See Note 1) (In thousands of US\$)							
<b>Cash flows from investing activities</b>								
Net change in interest-bearing deposits in banks	W	214,284	W	(56,570)	W	189,962	\$	183,520
Net change in call loans and securities purchased under resale agreements		1,309,410		317,103		295,274		285,261
Proceeds from sales of available-for-sale securities		10,554,089		11,032,423		12,071,514		11,662,172
Purchases of available-for-sale securities		(11,985,755)		(12,153,357)		(11,845,324)		(11,443,652)
Proceeds from maturities, prepayments and calls of held-to-maturity securities		2,819,108		3,630,392		2,142,497		2,069,845
Purchases of held-to-maturity securities		(1,179,957)		(2,833,074)		(1,596,763)		(1,542,617)
Loan originations and principal collections, net		(10,260,858)		(6,030,212)		(3,773,137)		(3,645,191)
Payments for repurchase of loans from Korea Asset Management Corporation		(51,769)		(37,470)		(24,031)		(23,216)
Proceeds from sales of premises and equipment		71,327		54,414		29,546		28,544
Purchases of premises and equipment		(204,229)		(213,882)		(222,825)		(215,269)
Net change in security deposits		(20,622)		(22,731)		1,757		1,697
Cash acquired from acquisitions		35,278		1,125,128		1,553		1,500
Sale of equity interest in subsidiaries		30,795		1,529				
Acquisition of equity interest in subsidiaries		(446,051)		(928,423)		(99,293)		(95,926)
Dividends from equity investees						4,220		4,077
Net change in other investments						10,360		10,009
Net cash used in investing activities		(9,114,950)		(6,114,730)		(2,814,690)		(2,719,246)
<b>Cash flows from financing activities</b>								
Net increase (decrease) in interest-bearing deposits		3,205,377		5,338,968		(2,103,071)		(2,031,756)

Net increase (decrease) in noninterest-bearing deposits	(69,376)	(124,905)	1,417,722	1,369,647
Net increase (decrease) in secured borrowings	574,064	266,164	(8,167)	(7,890)
Net increase (decrease) in short-term borrowings	1,043,586	(2,974,990)	(230,353)	(222,542)
Proceeds from issuance of long-term debt	7,740,273	12,244,298	9,385,571	9,067,308
Repayment of long-term debt	(4,546,953)	(7,707,107)	(7,059,193)	(6,819,817)
Proceeds from issuance of common stock	2,124	27,504		
Purchases of treasury stock	(6)	(2,149)	(204,150)	(197,227)
Reissuance of treasury stock			622,190	601,092
Cash dividends paid on common stock	(150,812)	(157,493)	(166,670)	(161,018)
Cash payment on capital reduction of subsidiary	(937)		(1,750)	(1,691)
<b>Net cash provided by financing activities</b>	<b>7,797,340</b>	<b>6,910,290</b>	<b>1,652,128</b>	<b>1,596,106</b>
Effect of exchange rate changes on cash	(1,297)	(6,004)	(18,432)	(17,807)
Net increase (decrease) in cash and cash equivalents	(297,843)	1,614,473	547,103	528,551
<b>Cash and cash equivalents</b>				
Beginning of year	580,167	282,324	1,896,797	1,832,477
End of year	W 282,324	W 1,896,797	W 2,443,900	\$ 2,361,028

See accompanying notes to consolidated financial statements.

**Table of Contents****SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

	2002	2003	2004	2004
	(In millions of Korean Won)			(See Note 1) (In thousands of US\$)
<b>Supplemental disclosure of cash flow information</b>				
Acquisitions:				
Fair value of net assets acquired	W 298,169	W 2,012,190	W 1,048,736	\$ 1,013,174
Cash paid for acquisition of subsidiaries	446,051	928,423	99,293	95,926
Cash paid for interest	2,384,377	3,316,251	4,088,833	3,950,182
Cash paid for income taxes	329,420	240,174	431,537	416,904
<b>Supplemental disclosure of noncash investing and financing activities</b>				
Loans repurchased from Korea Asset Management Corporation in exchange for held-to-maturity securities	75,288	1,593		
Securities and other investments received in connection with loan restructuring	25,866	307,545	214,758	207,476
Preferred stocks acquired from Hanmaum Financial Company in exchange for non-performing loans			3,618	3,495
Increase (decrease) in cumulative translation adjustments, net of taxes	(6,199)	(1,956)	18,461	17,835
Increase (decrease) in unrealized gains (losses) on available-for-sale securities, net of taxes	(86,874)	(10,309)	118,240	114,231
Issuance of redeemable preferred stock and redeemable convertible preferred stock for net assets acquired		1,425,037		
Acquisition of subsidiaries by exchange of stock			551,893	533,178

See accompanying notes to consolidated financial statements.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2002, 2003 and 2004**

**1. General Information and Summary of Significant Accounting Policies*****Business***

Shinhan Financial Group Co., Ltd. is a financial holding company incorporated in the Republic of Korea ( Korea ) under the Financial Holding Company Act of Korea. Shinhan Financial Group Co., Ltd. and its subsidiaries (collectively the Group ) engage in banking and a variety of related businesses to provide a wide range of financial services to corporations, governments, institutions and individuals.

The principal subsidiaries of the Group at December 31 are as follows:

	Country of Incorporation	Percentage of Ownership(1)		
		2002	2003	2004
Shinhan Bank	Korea	100%	100%	100%
Chohung Bank	Korea		81.15%	100%
Good Morning Shinhan Securities Co., Ltd.	Korea	60.47%	60.47%	100%
Shinhan Card Co., Ltd.	Korea	100%	100%	100%
Shinhan Capital Co., Ltd.	Korea	100%	100%	100%
Jeju Bank	Korea	62.42%	62.42%	62.42%
Shinhan Credit Information Co., Ltd.	Korea	51.00%	51.00%	100%
Shinhan Private Equity Inc.	Korea			100%

***Notes:***

(1) Direct and indirect ownership are combined.

(2) All holdings are in the common stock of the respective subsidiaries.

The Group is subject to the provisions of the Financial Holding Company Act of Korea. Shinhan Bank, Chohung Bank and Jeju Bank conduct operations in accordance with the provisions of the Bank Act of Korea, including their activities in the commercial banking business. Shinhan Bank, Chohung Bank and Jeju Bank also engage in the trust business subject to the Korean Trust Business Act and other relevant laws.

***Basis of Presentation and Principles of Consolidation***

The consolidated financial statements include the accounts of the Group and its majority-owned subsidiaries. The Group consolidates subsidiaries in which it holds, directly or indirectly, more than 50% of the voting rights or where it exercises control. All significant intercompany transactions and balances have been eliminated in consolidation. Operating results of companies purchased are included from the dates of the acquisition. Assets held in an agency or trust management capacities are not included in the consolidated financial statements. The Group accounts for investments in companies in which it owns voting or economic interest of 20 percent to 50 percent and for which it has significant influence over operating and financing decisions using the equity method of accounting. Investments in joint ventures, where the Group does not have unilateral control, are accounted for using the equity method of accounting. Investments in companies where the Group owns less than 20 percent and does not have the ability to exercise significant influence over operating and financing decisions are accounted for using the cost method of accounting. These investments are included in other assets.

The Group included in its consolidated financial statements the accounts of certain special purpose entities ( SPEs ) in which the Group was the sponsor and retains substantial risks and rewards in the SPEs pursuant to the Emerging





**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Entities and EITF Issue No. 90-15, Impact of Nonsubstantive Lessors, Residual Value Guarantees, and Other Provisions in Leasing Transactions*, as well as certain SPEs created after January 31, 2003 in which the Group was the primary beneficiary pursuant to FASB Interpretation No. 46, *Consolidation of Variable Interest Entities, an interpretation of ARB No. 51 ( FIN 46 )*. Effective January 1, 2004, the Group consolidates entities deemed to be variable interest entities ( VIEs ) when the Group is determined to be the primary beneficiary under FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities ( FIN 46R )*. See Notes 2 and 35 for further information related to the adoption of FIN 46R.

Certain amounts in prior years have been reclassified to conform to the current year's presentation.

***Foreign Currency Translation***

Assets, liabilities and operations of foreign branches and subsidiaries are recorded based on the functional currency of each entity. For certain foreign operations, the functional currency is the local currency, in which case assets and liabilities are translated, for consolidation purposes, at current exchange rates from the local currency to the reporting currency, the Korean Won. Income and expenses are translated at the weighted-average exchange rate for the period. The resulting translation adjustments are reported as a component of accumulated other comprehensive income within stockholders' equity on an after-tax basis.

Foreign currency transactions executed by domestic Korean entities are accounted for at the exchange rates prevailing on the related transaction dates. Assets and liabilities denominated in foreign currencies are translated to the Korean Won using period-end exchange rates. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of income except for gains and losses arising from the translation of available-for-sale securities which are recorded as a component of accumulated other comprehensive income within stockholders' equity on an after-tax basis.

***Use of Estimates***

The preparation of the consolidated financial statements requires management of the Group to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying amount of securities, intangibles and goodwill, valuation allowances for loans losses and deferred income tax assets, and valuation of derivative instruments. Actual results could differ from those estimates.

***Cash and Cash Equivalents***

For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand, cash items in the process of collection and amounts due from banks, other financial institutions and the Bank of Korea ( BOK ), all of which have original maturities within 90 days.

***Securities Purchased under Resale Agreements and Securities Sold under Repurchase Agreements***

Securities purchased under resale agreements and securities sold under repurchase agreements are treated as collateralized financing transactions and are carried in the consolidated balance sheets at the amount for which the securities will be subsequently resold or repurchased, plus accrued interest. Interest earned on resale agreements and interests incurred on repurchase agreements are reported as interest income and interest expense, respectively. The Group's policy is to take possession of securities under agreements to resell. The fair value of the securities is monitored, and additional collateral may be obtained when considered appropriate to protect the Group against credit exposure.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Trading Assets and Liabilities***

The Group engages in trading activities for both its own account and on behalf of its customers. Trading assets and liabilities include securities and derivatives, and are carried at fair value, which is determined based upon quoted market prices, when available. When quoted market prices are not available, other pricing methods, such as pricing models, quoted prices of instruments with similar characteristics, discounted cash flows or the net asset value of the investee are used. Securities that are held principally for resale in the near term are recorded in the trading assets with changes in fair value recorded in earnings. Interest and dividends are included in net interest income.

Derivatives used for trading purposes include interest rate and foreign currency swaps, credit indexed contracts, options, caps and floors, warrants, futures and forwards. Also included are derivatives intended to serve as economic hedges of risk that do not qualify for hedge accounting. The Group recognizes changes in the fair value of trading derivatives as they occur in net trading profits. Derivatives executed on behalf of customers are carried at fair value with changes in fair value recorded in earnings, and are classified as trading assets when there is a positive fair value and trading liabilities when there is a negative fair value.

***Derivatives and Hedging Activities***

As part of its asset and liability management process, the Group uses various derivative instruments including interest rate and foreign currency swaps to manage various interest rate and foreign exchange exposures or modify interest rate characteristics of various balance sheet accounts.

The Group accounts for derivative and hedging activities in accordance with the Statement of Financial Accounting Standards ( SFAS ) No. 133, amended by SFAS No. 138 and SFAS No. 149, *Accounting for Derivative Instruments and Hedging Activities*, which establishes accounting and reporting standards for derivative instruments, as well as certain derivative instruments embedded in other contracts, that are employed to manage risk outside of the Group's trading activities.

For a derivative to qualify for hedge accounting, the hedging relationship must be designated and formally documented at inception along with the particular risk management objective and strategy for the hedge, identification of the derivative used as the hedging instrument, the hedged item, the risk exposure being hedged, and the method of assessing hedge effectiveness and measuring ineffectiveness. Derivatives used as hedges must be highly effective at reducing the risk associated with the exposure being hedged. The effectiveness of these hedging relationships is evaluated both prospectively and retrospectively at inception and on an on-going basis using quantitative measures of correlation.

The short-cut method of hedge accounting assumes no ineffectiveness in a hedging relationship involving an interest rate swap and an interest-bearing asset or liability. The changes in the fair value or cash flows that are attributable to the risk being hedged will be completely offset at the hedge's inception and on an on-going basis. Determination of hedge effectiveness involves documenting the critical terms of the hedging instrument and the hedged item to support the continual application of hedge accounting, as well as changes in counterparty credit risk.

All derivatives, whether designated for hedging relationships or not, are required to be recorded on the balance sheets at fair value. If the derivative qualifies as a fair value hedge, in which derivatives hedge the fair value of assets, liabilities or firm commitments, changes in the fair value of the derivative and changes in the fair value of the hedged item attributable to the hedged risk are recognized together in earnings. The net amount, representing hedge ineffectiveness, is reflected in earnings. If the derivative is designated as a cash flow hedge, in which derivatives hedge the variability of cash flows related to floating rate assets, liabilities or forecasted transactions, the effective portion of the change in the fair value of the derivative is recorded in other comprehensive income and recognized in the income statement when the hedged item affects earnings. The ineffective portion of cash flow hedges is immediately recognized in earnings. If hedge relationships are

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

terminated, hedge designations are removed or forecasted transactions are no longer expected to occur, hedge accounting treatment will not be applied prospectively. The related hedging derivative is either terminated or transferred to the trading account.

Derivatives entered into for nontrading purposes by the Group that do not qualify for hedge accounting treatment, or otherwise hedge accounting treatment is not applied are classified as trading assets and liabilities. Such nontrading derivatives include interest rate swaps and cross currency swaps that are entered to hedge interest rate and foreign exchange risks. Certain of these derivatives are intended to be effective as economic hedges, but do not qualify for hedge accounting, mainly attributed to not meeting hedge documentation requirements.

***Securities***

Debt securities that management has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost. Trading securities are bought and held principally for the purpose of selling them in the near term. Securities not classified as held-to-maturity or trading, including equity securities with readily determinable fair values, are classified as available-for-sale securities and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income on an after-tax basis.

Purchase premiums and discounts are recognized in interest income and expense using the effective interest method over the terms of the securities. Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other-than-temporary are reflected in earnings as realized losses and are not permitted to be subsequently reversed.

Gains and losses on the sale of debt securities and equity securities with readily determinable fair values are recorded on the trade date and are determined using moving average method.

***Other Investments***

The Group holds certain investments that are not within the scope of SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. Those investments are recorded as other assets in the consolidated balance sheets and are accounted for at cost, with any other-than-temporary impairment recorded as noninterest expenses.

***Loans***

Loans are reported at the principal amount outstanding adjusted for the allowance for loan losses, unearned income, and deferred loan fees and origination costs. Interest on loans is accrued at the effective interest rate and credited to income based on the principal amount outstanding.

The Group generally ceases the accrual of interest when principal or interest payments become one day past due. Any unpaid interest previously accrued on such loans is reversed from income, and thereafter interest is recognized only to the extent payments are received. In applying payments on delinquent loans, payments are applied first to delinquent interest, normal interest, and then to the loan balance until it is paid in full. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current. Interest accruals are continued for past-due loans collateralized by customer deposits.

Securities received by the Group involving loans that are restructured or settled are recorded at the fair value of the security at the date of restructuring or settlement. Any difference between the security's fair value and the net carrying amount of the loan is recorded as a charge-off or recovery, as appropriate, on the loan through the allowance for loan losses.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Transfers of loans to third parties are accounted for as sales when control is surrendered to the transferee. The Group derecognizes the loans from the balance sheet including any related allowance, and recognizes all assets obtained, and liabilities incurred, including any recourse obligations to the transferee, at fair value. Any resulting gain or loss on the sales is recognized in earnings. Conversely, the Group only recognizes loans transferred from third parties on the balance sheet when the Group obtains control of the loans.

The Group provides equipment financing to its customers through a variety of lease arrangements. Direct financing leases are carried at the aggregate of lease payments receivable plus estimated residual value of the leased property, less unearned income. Unearned income is recognized using the effective interest method.

***Allowance for Credit Losses***

The Group's allowance for credit losses, which includes the allowance for loan losses and the reserve for unfunded lending commitments, is based upon management's continuing review and evaluation of the loan portfolio and is management's best estimate of probable losses that have been incurred as of the balance sheet date. The allowance for loan losses represents an estimated probable credit losses in our funded commercial and consumer loans while our reserve for unfunded lending commitments represents estimated probable credit losses in these off-balance sheet credit instruments based on utilization assumptions. The level of the allowance is based on an evaluation of the risk characteristics of the loan portfolio and considers factors such as past loss experience and the financial condition of the borrower. The allowance is increased by the provision for loan losses, which is charged against current period operating results and decreased by the amount of charge-offs, net of recoveries. The Group's methodology for assessing the level of the allowance consists of two key elements, the specific allowance and the formula allowance.

A specific allowance is estimated when a commercial loan is specifically identified as impaired. A commercial loan is considered impaired when, after consideration of current information and events, it is probable that the Group will be unable to collect all amounts, including principal and interest, according to the contractual terms of the loan.

The Group considers the following types of loans to be impaired:

Loans classified as substandard or below according to asset classification guidelines of the Financial Supervisory Commission ( FSC );

Loans that are 90 days or more past due; and

Loans which are troubled debt restructurings under US GAAP.

Once a loan is identified as impaired, management measures the impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. If the resulting value is less than the book value of the loan, a specific allowance is established for an amount equal to the difference. Any amounts deemed uncollectible are charged against the allowance for loan losses. Recoveries of previously charged-off amounts are credited to the allowance for loan losses. Impairment criteria are applied to the entire loan portfolio, exclusive of leases and smaller balance homogeneous loans such as residential mortgage, consumer loans and credit cards, which are evaluated collectively for impairment. Smaller balance commercial loans, managed on a portfolio basis, are also evaluated collectively for impairment.

The allowance for smaller-balance loans is determined using several modeling tools, including a delinquency roll-rate model for credit cards, as well as a risk rating migration model for homogeneous pools of consumer and commercial loans. The loss factors developed through the use of such models are based on the Group's historical loss experiences and may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Group charges off unsecured consumer loan amounts past due greater than 180 days and the amount deemed uncollectible on financing leases is charged off when past due greater than one year.

With regard to loans sold with recourse obligations, the allowance for loan losses is re-established if loans sold with recourse obligations are reacquired, at an amount measured as of the date of reacquisition. Any movement in the allowance in relation to these loans after reacquisition is included within the overall provision for loan losses during the year. The related specific allowance for loan losses is transferred as cost of the net book value of the loan as of the date of sale when non-performing loans are sold and derecognized from the balance sheet.

The Group analyzes its legally binding commitments for possible losses associated with such commitments. The Group reviews the ability of the counterparty of the underlying credit commitment to perform under the proposed commitment. If it is determined that a loss is probable and estimable, the Group will record a liability in a similar manner as if a loan was granted under the terms of the commitment. The allowance for guarantees and acceptances including unfunded lending commitments is reported in other liabilities.

***Deferred Loan Fees and Origination Costs***

The Group recognizes certain employee and other costs associated with originating loans as a yield adjustment over the life of the loan, net of any related fees received. These costs relate to direct loan origination activities performed by the Group which include evaluating the prospective borrower's financial condition, recording guarantees, collateral and other security arrangements, negotiating loan terms, preparing and processing loan documents, and closing the transaction. All other lending related costs, including costs related to activities performed by the Group for advertising, soliciting potential borrowers, servicing existing loans and other ancillary activities related to establishing and monitoring credit policies, supervision and administration, are expensed as incurred.

***Foreclosed Assets***

Assets acquired through, or in lieu of, loan foreclosures are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, the assets are carried at the lower of their carrying amounts or fair values, less cost to sell, based on periodic valuation reviews performed by management. Revenues and expenses from operations and changes in the valuation allowance are included in other noninterest expenses.

***Securitizations and Retained Interests***

The Group transfers loans to SPEs, which in turn issue beneficial interests collateralized by such loans. These transactions have been accounted for as secured borrowings to the extent that the control over these loans has not been surrendered. The loans and securities collateralizing these borrowings are included as loans and available-for-sale securities in the Group's consolidated balance sheet, and related beneficial interests issued are included in secured borrowings.

The carrying amount of the assets transferred is allocated between the assets sold and the retained interests based on their relative fair values at the date of the transfer. A gain or loss is recorded in noninterest income or expense for the difference between the carrying amount and the fair value of the assets sold. Fair values are based on quoted market prices, quoted market prices for similar assets, or if market prices are not available, then the fair value is estimated using discounted cash flow analyses with assumptions for loan losses, prepayments and discount rates.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Premises and Equipment***

Buildings, equipment and furniture, leasehold improvements and operation lease assets are stated at cost less accumulated depreciation and amortization. Depreciation of buildings and operating lease assets is computed on a straight-line basis over the estimated useful lives of the assets, or the term of the lease, if shorter, in the case of leasehold improvements. Depreciation of equipment and furniture is computed on a declining balance basis over the useful lives of the assets. Gains or losses on sale of premises and equipment are determined by reference to their carrying amounts. Maintenance and repairs are charged to expense as incurred.

The Group capitalizes certain direct costs related to developing software for internal use, and amortizes such costs on a straight-line basis once the software is available for use in accordance with the Statements of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*.

The estimated useful lives of premises and equipment are as follows:

Buildings	40 years
Equipment and furniture	4 5 years
Leasehold improvements	5 years
Operating lease assets	3 5 years
Capitalized software costs	4 5 years

***Goodwill and Other Intangible Assets***

Goodwill represents the excess of the cost of an acquired business in excess of the fair value of the net assets acquired. Other intangible assets represent purchased assets that also lack physical substance but can be distinguished from goodwill because of contractual or other legal rights, or because the asset is capable of being sold or exchanged either on its own or in connection with a related contract, asset, or liability. The Group adopted SFAS No. 142, *Goodwill and Other Intangible Assets* effective January 1, 2002. Prior to the effective date of SFAS No. 142, goodwill was amortized ratably over the estimated economic life. SFAS No. 142 does not permit the amortization of goodwill, rather it is tested at least annually for impairment. The Group did not have any goodwill or identifiable intangible assets prior to July 1, 2001.

The Group's finite-lived intangible assets are comprised of core deposit, credit card relationship, brokerage customer relationship and Korea Securities Finance Corporation (KSFC) deposit intangibles. Core deposit intangibles represent the value of the funding provided by a base of acquired demand and savings accounts, which the Group can expect to maintain for an extended period of time because of generally stable customer relationships. Credit card relationship and brokerage customer relationship intangibles reflect the value of revenues to be derived from a base of acquired customer credit card and brokerage accounts activities, which the Group can expect to maintain for an extended period of time. KSFC deposit intangibles represent the positive spread realized on the differences between the interest rate paid to the customers and the interest rate earned on the deposit with KSFC, which the Group can expect to maintain for an extended period of time.

The finite-lived intangibles are amortized using sum-of-the-years'-digit method over their estimated useful lives, which range from 1 to 18 years. The estimated weighted-average life of brokerage customer relationship intangibles, KSFC deposit intangibles and Chohung Bank's core deposit intangibles and credit card relationship intangibles are approximately 3, 3, 10 and 5 years, respectively, reflecting the run-off of economic value.

During 2004, the Group decided to change its method of calculating amortization on other intangible assets from the straight-line method to the sum-of-the-years'-digits (SYD) method. The Group changed its

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

amortization method for intangible assets because the SYD method better reflects the pattern in which the economic benefits of other intangible assets are consumed or otherwise used up, and therefore, is a preferable accounting principle. The new method has been applied retroactively to the acquisitions of other intangible assets of prior years. The adjustment of W(23,049) million (net of W8,743 million in income taxes) included in 2004 income is the cumulative effect of applying the new method retroactively. The pro forma amounts shown below have been adjusted for the effect of the retroactive application of the new amortization method and the related income taxes.

	<b>Actual</b>		<b>Pro Forma</b>	
<b>(In millions of Won, except per share data)</b>				
<b>2002</b>				
Income before extraordinary gain	W	589,422	W	585,418
Basic net income per share of common stock		2,246		2,230
Diluted net income per share of common stock		2,243		2,228
Net income		589,422		585,418
Basic net income per share of common stock		2,246		2,230
Diluted net income per share of common stock		2,243		2,228
<b>2003</b>				
Income before extraordinary gain		275,318		256,972
Basic net income per share of common stock		1,024		954
Diluted net income per share of common stock		984		919
Net income		275,318		256,972
Basic net income per share of common stock		1,024		954
Diluted net income per share of common stock		984		919
<b>2004</b>				
Income before extraordinary gain		1,462,411		1,462,411
Basic net income per share of common stock		4,860		4,860
Diluted net income per share of common stock		4,333		4,333
Net income		1,466,870		1,489,919
Basic net income per share of common stock		4,875		4,954
Diluted net income per share of common stock		4,347		4,415

The Group's indefinite-lived intangible assets are composed of court deposits of Chohung Bank and KSFC borrowings. Court deposit intangible asset represent the value of the funding provided by a base of acquired court deposit accounts which the Group can expect to maintain for an indefinite period because that court deposit will be maintained indefinitely once appointed by courts. KSFC borrowing represents the value of the low cost funding from KSFC compared to the next available funding source in the market, and the Group expects to benefit from the borrowing agreement indefinitely because that borrowing agreement lasts indefinitely in accordance with the Securities and Exchange Law in Korea.

**Impairment**

Impairment test for goodwill is carried out in two steps. The first step is to compare the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered to be not impaired; however, if the carrying amount of a reporting unit exceeds its fair value, an additional second procedure is performed. The additional procedure requires that the implied fair value of the reporting unit's goodwill be compared with the carrying





**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

amount of the related goodwill. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. Goodwill is tested for impairment at least annually, or more frequently if warranted. Impairment test for indefinite-lived intangible assets is also carried out at least annually or more frequently if warranted.

Long-lived assets, including certain identifiable intangibles with finite-lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An estimate of undiscounted future cash flows produced by the asset, or the group of assets, is compared to the carrying value to determine whether impairment exists. If an asset is determined to be impaired, the loss is measured based on differences between the carrying value and quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including a discounted value of estimated future cash flows and fundamental analysis. The Group reports an asset to be disposed of at the lower of its carrying value or fair value less cost to sell.

***Interest-Bearing Deposits in Banks***

Interest-bearing deposits in banks maturing within one year are carried at cost.

***Interest Expense***

Interest expense is recognized on an accrual basis.

***Stock-Based Compensation***

The Group uses a fair value method of accounting for stock-based compensation provided to its employees and key executives. The Group values stock options issued based upon an option-pricing model, and recognizes this value as an expense, adjusted for forfeitures, over the period in which the options vest. See Note 27 for further information.

***Commissions and Fees***

Commissions and fees from nontrust management include brokerage fees and commissions, and other fees and commissions. These fees are recognized over the period during which the related services are rendered.

***Net Trust Management Fees***

The Group receives fees for its management of trust assets, which are recognized when earned. The Group is also entitled to receive performance-based fees for certain trust accounts. These fees, if earned, are recognized at the end of the performance period.

In addition, the Group is liable to compensate trust account holders for losses incurred in certain trust accounts, subject to minimum return and principal guarantees. Such losses arising from the trusts underperforming the guaranteed level are accrued at the end of each applicable year when they are considered probable and reasonably estimable, and are included in net trust management fees.

***Co-branding Credit Card Arrangements***

The Group has co-brand arrangements with certain vendors that entitle a cardholder to receive benefits, such as airline frequent-flyer points, based on purchases made with the card. These arrangements have remaining terms not exceeding 5 years. The Group makes monthly payments to the certain co-brand partners based on the volume of cardholders purchases and on the number of points awarded to cardholders, and to the

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

other co-brand partners, based on the numbers of points used when cardholders use the points awarded. The probable amount of payments to the co-brand partners is estimated considering historical payment experience and is recorded in other liability.

***Dormant accounts***

Customer's deposit with a positive balance but no earnings for an extended period of time is considered as dormant accounts. Pursuant to the Korean Commercial Code, the Group is legally discharged of these dormant accounts if customers do not redeem deposits within five years after their contractual maturities. However, the Group is obliged to return these deposits with interest upon customers' requests consistent with Korean Banking Practices. With respect to the dormant accounts, the Group estimates redemption ratio based on past experience and recognizes gain on dormant accounts excluding expected redemption amounts as other noninterest income.

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Group records the effect of tax rate changes through current period earnings. This results in a deferral tax consequence related to unrealized gains and losses on available-for-sale securities which differs from the tax effects recorded in accumulated other comprehensive income. Such differences are accounted for using the individual investment approach, whereby a portion of the difference is assigned to each individual security in the portfolio at the date of the tax rate change. Such differences are subsequently included in earnings in the period in which the related securities to which they have been assigned are sold.

***Other Comprehensive Income***

The Group records unrealized gains and losses related to securities classified as available-for-sale and foreign currency translation adjustments in other comprehensive income ( OCI ) within stockholders' equity. Unrealized gains and losses on securities classified as available-for-sale securities are reclassified into net income as the gains or losses are realized upon sale of the securities, or when unrealized losses are deemed to be other-than-temporary. Translation gains or losses on foreign currency translation adjustments are reclassified to net income upon sale or liquidation of investments in foreign operations.

***Convenience Translation***

The Group operates primarily in Korea and its official accounting records are maintained in Korean Won. The US dollar amounts are provided herein as supplementary information solely for the convenience of the reader. Korean Won amounts are expressed in US dollars at the rate of W1,035.10: US\$1, the United States Federal Reserve Bank of New York noon buying exchange rate in effect on December 31, 2004. The US dollar amounts are unaudited and are not presented in accordance with US GAAP, and should not be construed as the Korean Won amounts represent, or have been, or could be converted into US dollars at that or any other rate.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Accounting Changes and Future Application of Accounting Standards*****SFAS No. 141, Business Combinations***

Effective July 1, 2001, the Group adopted SFAS No. 141, which requires that all business combinations initiated after June 30, 2001, be accounted for using the purchase method. Also under SFAS No. 141, identified intangible assets acquired in a purchase business combination must be separately valued and recognized on the balance sheet if they meet certain requirements.

***SFAS No. 142, Goodwill and Other Intangible Assets***

Effective January 1, 2002, the Group adopted SFAS No. 142, which establishes the accounting and reporting for intangible assets acquired individually or with a group of other assets, but not those acquired in a business combination, at acquisition. It also addresses the accounting and reporting for goodwill and other intangible assets subsequent to an acquisition. The adoption of SFAS No. 141 and SFAS No. 142 had a material effect on the consolidated financial statements as discussed more fully in Notes 3, 10 and 19.

***SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets***

Effective January 1, 2002, the Group adopted SFAS No. 144, which superseded SFAS No. 121, *Accounting for the Impairment of Long-Lived Assets to Be Disposed Of*. SFAS No. 144 maintains the previous accounting for the impairment or disposal of long-lived assets, but also establishes more restrictive criteria that have to be met to classify such as held for sale. The adoption of SFAS No. 144 did not have a material effect on the consolidated financial statements.

***SFAS No. 147, Acquisitions of Certain Financial Institutions***

Effective October 1, 2002, the Group adopted SFAS No. 147, which requires that business combinations involving depository financial institutions within its scope, except for combinations between mutual institutions, be accounted for under SFAS No. 141. Previously, generally accepted accounting principles for acquisitions of financial institutions provided for recognition of the excess of the fair value of liabilities assumed over the fair value of tangible and identifiable intangible assets acquired as an unidentifiable intangible asset. Under SFAS No. 147, such excess is accounted for as goodwill. The impact of adopting SFAS No. 147 did not materially affect the consolidated financial statements.

***SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities***

Effective July 1, 2003, the Group adopted SFAS No. 149, which amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. The new guidance amends SFAS No. 133 for decisions made: (a) as part of the Derivatives Implementation Group process that effectively required amendments to SFAS No. 133, (b) in connection with other FASB projects dealing with financial instruments, and (c) regarding implementation issues raised in relation to the application of the definition of a derivative, particularly regarding the meaning of an underlying and the characteristics of a derivative that contains financing components. The impact of adopting SFAS No. 149 did not materially affect the consolidated financial statements.

***SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity***

Effective June 1, 2003, the Group adopted SFAS No. 150, which requires that an entity classify as liabilities (or assets in some circumstances) in the balance sheet certain financial instruments with characteristics of both liabilities and equity. Further, SFAS No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. SFAS No. 150 applies to certain freestanding financial

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

statements that embody an obligation for the entity and that may require the entity to issue shares, redeem, or repurchase its shares. The impact of adopting SFAS No. 150 on the consolidated financial statements is described in Note 21.

***FASB Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees***

In November 2002, FASB issued FASB Interpretation No. 45 ( FIN 45 ). FIN 45 requires a guarantor to recognize a liability at the inception of certain guarantees for the fair value of the obligation, including the ongoing obligation to stand ready to perform over the term of the guarantee. Guarantees, as defined in FIN 45, include contracts that contingently require the Group to make payments to a guaranteed party based on changes in an underlying that is related to an asset, liability or equity security of the guaranteed party, performance guarantees, indemnification agreements or indirect guarantees of indebtedness of others. This new accounting is effective for certain guarantees issued or modified after December 31, 2002. In addition, FIN 45 requires certain additional disclosures that are presented in Note 30. On January 1, 2003, the Group adopted FIN 45 and the impact of adopting FIN 45 did not materially affect the consolidated financial statements.

***FIN 46 and FIN 46R, Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51***

In January 2003, FASB issued FASB Interpretation No. 46 ( FIN 46 ), which provides a new framework for identifying variable interest entities ( VIEs ) and determining when a company should include the assets, liabilities, noncontrolling interests and results of activities of VIEs in its consolidated financial statements. FIN 46 requires VIEs to be consolidated by a company if that company is subject to a majority of the risk of loss from the VIEs activities or entitled to receive a majority of entity s residual returns, or both.

The provisions of FIN 46 were applicable to variable interests in VIEs created after January 31, 2003. Variable interests in VIEs created before February 1, 2003, were originally subject to the provisions of FIN 46 no later than July 1, 2003. In October 2003, the FASB issued guidance that provided for a deferral of the effective date of applying FIN 46 to entities created before February 1, 2003 to no later than December 31, 2003.

In December 2003, FASB issued a revision to FIN 46 ( FIN 46R ) to address certain technical corrections and implementation issues that had arisen since the issuance of FIN 46. More information related to the adoption of FIN 46 and FIN 46R is presented in Note 35.

***Staff Accounting Bulletin No. 105, Application of Accounting Principles to Loan Commitments***

In March 2004, the Securities Exchange Commission ( SEC ) issued Staff Accounting Bulletin ( SAB ) No. 105, which summarizes the views of the SEC staff regarding the application of US GAAP to loan commitments accounted for as derivative commitments. SAB No. 105 states the value of the servicing asset should not be included in the estimates of fair values of interest rate lock commitments. The adoption of SAB No. 105 is effective for commitments entered into after March 31, 2004. The adoption of SAB No. 105 did not have a significant impact on the Group s consolidated results of operations or financial condition.

***SFAS No. 132R (revised 2003), Employers Disclosure about Pensions and Other Postretirement Benefits***

In December 2003, FASB issued SFAS No. 132R, which requires additional disclosure in financial statements about expected future benefit payments, which must be disclosed for fiscal years ending after June 15, 2004. The new annual disclosures are included in Note 26 to the consolidated financial statements.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Statement of Position No. 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer**

In December 2003, the American Institute of Certified Public Accountants issued Statement of Position ( SOP ) No. 03-3, which is effective for loans acquired in fiscal years beginning after December 15, 2004. SOP No. 03-3 requires acquired loans to be recorded at fair value and prohibits carrying over or creation of valuation allowance in the initial accounting for all loans acquired in a transfer that have evidence of deterioration in credit quality since origination, when it is probable that the investor will be unable to collect all contractual cash flows. SOP No. 03-3 also limits the yield that may be accreted to the excess of the undiscounted cash flows over the initial investment of the loan. The excess of the contractual cash flows over expected cash flows may not be recognized as an adjustment of yield. Subsequent increases in expected cash flow are recognized prospectively through an adjustment of yield over its remaining life and decreases in expected cash flows are recognized as impairment. The accounting prescribed in SOP 03-3 is not expected to have a significant impact on reported operating results, but could impact the classification of revenues arising on acquired loans and comparative analysis of the allowance for loan losses or related trend comparisons. As the accounting provisions will be applied prospectively to acquired impaired loans, the significance of such potential classification differences will be dependent on the volume, if any, of credit impaired loans acquired.

**EITF No. 03-1, The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments**

In March 2004, the Emerging Issues Task Force ( EITF ) issued EITF No. 03-1, which provides that recognition and measurement guidance regarding when impairments of equity and debt securities are considered other-than-temporary thereby requiring a charge to earnings, and also requires additional annual disclosures for investments in unrealized loss positions.

In September 2004, FASB issued FASB Staff Position ( FSP ) EITF No. 03-1-1, which indefinitely delays the recognition and measurement provisions of EITF No. 03-1 pending the issuance of further implementation guidance. The disclosure requirements of EITF No. 03-1 remain effective and are included in Note 7. The proposed FSP addressing these issues is expected to be finalized in 2005. Accordingly, the impact of EITF 03-1, if any, to the Group's investment portfolios will not be known until the final consensus is issued.

**SFAS No. 123 (revised 2004), Share Based Payment**

In December 2004, FASB issued SFAS No. 123 (revised 2004) ( SFAS No. 123R ), which revised SFAS No. 123 and supersedes Accounting Principle Board ( APB ) Opinion No. 25, *Accounting for Stock Issued to Employees*. Accounting and reporting under SFAS No. 123R is generally similar to the SFAS 123 approach, however, SFAS 123R requires all share-based payments, including grants of employee stock options, to be recognized in the income statement using a fair value-based method. SFAS No. 123R also amends SFAS No. 95, *Statement of Cash Flows*, requiring the benefits of tax deductions in excess of recognized cash flows to be reported as a financial cash flow, rather than as an operating cash flow as currently required. The Group plans to adopt SFAS No. 123R beginning January 1, 2006. The adoption of SFAS No. 123R is not expected to have a material impact on the Group's results of operations or financial condition.

**3. Business Changes and Developments****Formation of Shinhan Financial Group**

On September 1, 2001, the Group was formed through a business combination involving exchanges of the Group's common stock with the former stockholders of Shinhan Bank, Shinhan Capital Co., Ltd. ( Shinhan Capital ), Shinhan Securities Co., Ltd. ( Shinhan Securities ) and Shinhan Investment Trust Management

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Co., Ltd. ( Shinhan ITM ). The respective ratios of exchange for one share of Shinhan Bank, Shinhan Capital, Shinhan Securities and Shinhan ITM s common stock into the Group s common stock and the related number of shares of the Group s common stock issued to the respective former stockholders were as follows:

	Exchange Ratio	Number of Shares of the Group s Common Stock Issued
Shinhan Bank	1	275,182,814
Shinhan Capital	0.3048	4,877,424
Shinhan Securities	0.3594	8,570,322
Shinhan ITM	0.4642	3,713,632

Upon formation of the Group, Shinhan Bank, Shinhan Capital, Shinhan Securities and Shinhan ITM became wholly-owned subsidiaries of the Group, and the former stockholders of Shinhan Bank, Shinhan Capital, Shinhan Securities and Shinhan ITM owned 94.13 percent, 1.67 percent, 2.93 percent and 1.27 percent of the Group, respectively, on September 1, 2001. The formation of the Group was accounted for using the purchase method, with Shinhan Bank being the accounting acquirer. The fair value of the acquired net assets of Shinhan Capital, Shinhan Securities and Shinhan ITM amounted to W31,917 million, W253,880 million and W19,053 million, respectively. The acquired assets and liabilities of Shinhan Capital, Shinhan Securities and Shinhan ITM were recorded at fair value, with the differences between the fair value of the net assets acquired and the purchase consideration representing goodwill or negative goodwill, as appropriate. With respect to the acquisitions of Shinhan Capital and Shinhan ITM, goodwill of W1,616 million and W2,432 million, respectively, was recognized. The acquisition of Shinhan Securities resulted in negative goodwill, which was initially allocated to the identifiable intangible assets, premises and equipment on a pro rata basis. After those asset balances were reduced to zero, the remaining unallocated negative goodwill in the amount of W63,811 million was recognized as an extraordinary gain.

***Acquisition of Jeju Bank***

On April 4, 2002, the Group acquired 51.0 percent of the total outstanding common stock of Jeju Bank from Korea Depository Insurance Corporation ( KDIC ). On July 5, 2002, the Group acquired additional common stock of Jeju Bank and increased its ownership to 62.4 percent. The total purchase price was approximately W42,935 million in cash. The acquisition of Jeju Bank was accounted for using the purchase method and has been reflected in the consolidated financial statements as of the acquisition date. The fair value of net assets acquired amounted to W68,628 million. Furthermore, an initial negative goodwill of W25,693 million was recognized, and allocated to the identifiable intangible assets, premises and equipment on a pro rata basis.

***Spin-off of Shinhan Card Co., Ltd***

Shinhan Card Co., Ltd. ( Shinhan Card ) was established on June 1, 2002 under the Credit Specialty Finance Law through the spin-off of the credit card division of Shinhan Bank. Shinhan Card is engaged principally in credit card services, factoring, consumer loan and installment financing.

***Acquisition of Good Morning Securities Co., Ltd. ( Good Morning Securities )***

Between June 18, 2002 and July 9, 2002, the Group acquired 31.7 percent of the total outstanding common stock of Good Morning Securities Co., Ltd. ( Good Morning Securities ) for approximately W405,216 million in cash. Subsequently, Good Morning Securities acquired W360,499 million of its own stock as treasury stock, increasing the Group s ownership in Good Morning Securities to 45.4 percent. On

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

July 31, 2002, the Group contributed its 100 percent interest in Shinhan Securities to Good Morning Securities to obtain an additional 15.0 percent of ownership interest and subsequently Shinhan Securities was merged into Good Morning Securities. The Group recognized a gain of W10,642 million on the sale of its 39.53 percent investment in Shinhan Securities. After the transaction, the Group effectively owned 60.47 percent of the combined entity, which changed its name to Good Morning Shinhan Securities Co., Ltd. ( Good Morning Shinhan Securities ). The aggregate fair value of net assets acquired amounted to W236,628 million. In connection with this acquisition, the Group recorded goodwill of W282,366 million. The goodwill was assigned to the brokerage and capital market units in the amounts of W244,736 million and W37,630 million, respectively. None of the amount is deductible for tax purposes.

On September 17, 2004, the Group decided to incorporate Good Morning Shinhan Securities as a wholly-owned subsidiary of the Group through a tender offer and share exchange, at the board of directors meeting. Pursuant to the resolution, the Group provided a tender offer for 11.99% of preferred shares in Good Morning Shinhan Securities at W2,500 per share from September 24, 2004 to October 13, 2004, and the Group purchased 8.95% of preferred shares in the market and through over-the-counter trading during the period. Additionally, on October 21, 2004, the Group purchased 27.26% of preferred shares in Good Morning Shinhan Securities at W2,495 per share in cash, which had been held by Good Morning Shinhan Securities, and with respect to the remaining shares, one share of common and preferred stock of Good Morning Shinhan Securities were exchanged for 0.1633 share and 0.0977 share in the Group, respectively, as of December 23, 2004. As a result, as of December 23, 2004, the Group's percentage of ownership increased to 100% and Good Morning Shinhan Securities became a wholly-owned subsidiary of the Group. The aggregate fair value of net assets acquired amounted to W358,828 million. In connection with additional acquisition, the Group recorded negative goodwill of W149,791 million. The negative goodwill was allocated to non-current assets acquired. Pursuant to SFAS No. 141, the Group recognized W27,508 million of extraordinary gain for the year ended December 31, 2004, which is the excess negative goodwill after allocation to premises and equipment, brokerage customer relationship and other intangible assets. See Note 19 for further information related to the extraordinary gain.

***Disposal of Shinhan ITM***

The Group sold its 50 percent interest in its wholly-owned subsidiary, Shinhan ITM, to BNP Paribas in October 2002. Subsequently, Shinhan ITM changed its name to Shinhan BNP Paribas Investment Trust Management Co., Ltd., and became an equity investee of the Group.

***Acquisition of Chohung Bank***

On August 19, 2003 (the Closing Date ), the Group acquired 543,570,144 shares or 80.04% of the issued and outstanding common stock of Chohung Bank from KDIC to achieve greater economies of scale in the Group's banking operations, predominantly in its retail banking operations, as well as gaining an additional distribution channel for the Group's various financial products offered by its subsidiaries. Chohung Bank's predecessor entity, Han Sung Bank, was founded as the nation's first financial institution on February 19, 1897. On October 1, 1943, Chohung Bank became the new name of the combined entity subsequent to the merger between Han Sung Bank and Dong Il Bank, one of the nation's oldest financial institutions which was founded on August 8, 1906. The acquisition was accounted for using the purchase method, with the Group being the accounting acquirer.

The consolidated financial statements of the Group for the year ended December 31, 2003 include the operations of Chohung Bank from September 1, 2003. The assets and liabilities of Chohung Bank were recorded at fair value, with the excess of the purchase consideration over the fair value of the net assets acquired, after allocating to identifiable intangible assets, recorded as goodwill.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition:

		<b>(In Millions of Korean Won)</b>
Cash and cash equivalents	W	900,552
Deposits		723,630
Call loans		1,322,150
Trading assets		1,617,579
Securities		6,651,839
Loans, net of allowance for loan losses		34,547,592
Premises and equipment, net		1,008,855
Other assets		4,144,543
<b>Total assets</b>		<b>50,916,740</b>
Due to depositors		33,076,845
Borrowings and debentures		12,671,215
Other liabilities		4,285,705
Minority interest at book value		11,675
<b>Total liabilities</b>		<b>50,045,440</b>
<b>Fair value of net assets of Chohung Bank</b>	<b>W</b>	<b>871,300</b>

The allocation of the purchase consideration is as follows:

		<b>(In Millions of Korean Won)</b>
Market value of consideration	W	2,325,038
Direct acquisition costs		28,423
<b>Total purchase price</b>	<b>W</b>	<b>2,353,461(1)</b>
Allocation of purchase price:		
Fair value of net assets of Chohung Bank (excluding effect of deferred taxes)	W	1,329,932
Deferred tax		(458,632)
Core deposit intangible asset		770,705
Court deposit intangible asset		186,093
Credit card relationship intangible asset		184,092
Goodwill		341,271
<b>Total purchase price</b>	<b>W</b>	<b>2,353,461</b>



*Note:*

- (1) The total purchase price is approximately W2,353,461 million, which comprised of the following:
1. Cash of W900,000 million;
  2. 46,583,961 newly issued shares of the Group's redeemable preferred stock ( RPS ) with an aggregate estimated fair value of W710,258 million;

F-28

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

3. 44,720,603 newly issued shares of the Group's redeemable convertible preferred stock ( RCPS ) with an aggregate estimated fair value of W714,780 million; and

4. Direct acquisition costs of W28,423 million.

See Note 21 for more detailed information about the RPS and the RCPS.

Core deposit intangible reflects the estimated fair value of the acquired demand deposits and savings accounts which the Group can expect to maintain for an extended period of time because of generally stable customer relationships. The core deposit intangible is amortized over its estimated useful life on a sum-of-the-years'-digits basis. The estimated weighted average life of the core deposit intangible is approximately 10 years. The fair value of this asset was based principally upon the estimates of (i) the funding benefits that these deposits provide relative to our alternative funding sources and (ii) the projected run-off of the related customer accounts.

Credit card relationship intangible reflects the estimated fair value of the credit card relationships acquired from Chohung Bank from which the Group expects to derive future benefits over the estimated life of such relationships. The customer relationship intangible is amortized over its estimated useful life on a sum-of-the-years'-digits basis. The estimated weighted average life of the customer relationship intangible is approximately 11 years. The fair value of this asset was based principally upon the estimates of (i) the profitability of the acquired accounts and (ii) the projected run-off of the acquired accounts.

The Stock Purchase Agreement and the Investment Agreement (the Agreements ) with KDIC to purchase 80.04% of Chohung Bank stipulates that the Group will pay KDIC certain contingent consideration. The first element of contingent consideration of W652,284 million, referred to as the Asset Indemnity, relates to reimbursement of 80.04% of future credit losses related to acquired assets. The second element of contingent consideration of W166,516, referred to as the General Indemnity, relates to reimbursement of losses from certain pre-acquisition contingencies and any breach of representations and warranties of the Agreements. The third element of contingent consideration relates to a profit earn-out.

*Asset Indemnity*

A payment of W652,284 million will be made to KDIC on the second anniversary of the Closing Date. This amount will be reduced by an amount equal to 80.04% of certain future credit losses related to acquired corporate and credit card loans, including loans sold with recourse to Korea Asset Management Corporation ( KAMCO ), plus accrued interest, occurring between December 31, 2002 and the end of the last quarter before the second anniversary of the Closing Date. The amount of this payment is dependent upon future events and is not reasonably estimable.

*General Indemnity*

A payment of W166,516 million will be paid to KDIC on the second anniversary of the Closing Date. This amount will be reduced by losses incurred by the Group related to certain pre-acquisition contingencies occurring within the period commencing on the Closing Date and ending on the second anniversary of the Closing Date, plus accrued interest. These losses include any settlement of contingencies that existed but were unknown prior to the Closing Date, losses from any breach of the representations and warranties of the Agreement, and losses on certain loans sold with recourse not covered under the Asset Indemnity.

With regards to the General Indemnity clause in the Stock Purchase Agreement, eligibility of most of indemnifiable items expired during 2004 and as for the remaining items, indemnification appeared unlikely as of December 31, 2004. Accordingly, the Group recorded a liability of W166,516 million and made an adjustment of W166,516 million to reflect the aforementioned General Indemnity Payment as an addition to goodwill.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Profit Earn-out*

A profit earn-out will be paid in an amount equal to 20% of Chohung Bank's consolidated net income for the years ended 2004, 2005, and 2006 in the aggregate, determined under Korean GAAP, in excess of W1.8 trillion. In the event that Chohung Bank's operation is merged into that of Shinhan Bank's, the net income used for the calculation for the year in which the two entities are merged would equal to the combined net income of Shinhan Bank and Chohung Bank for the two years prior to the merger.

Pursuant to the terms of the Agreements, the Group is required to obtain the consent of KDIC, to the extent permitted under applicable law, to declare and pay dividends on the Group's common stock in excess of W750 per share, representing 15% of par value (W5,000), if the Group's net income as determined under Korean GAAP is below W800 billion in a given fiscal year and any of the RPS and the RCPS are outstanding.

On December 30, 2003, the Group acquired an additional 1.11% interest in Chohung Bank. The Group recorded goodwill of W14,138 million and intangible assets consisting of core deposit intangible asset of W10,688 million, court deposit intangible asset of W2,065 million and credit card relationship intangible asset of W2,553 million.

Additionally, the Group decided to acquire 18.85% of minority shares in Chohung Bank through tender offer and share exchange, at the board of directors' meeting held on April 12, 2004, and provided a tender offer for 3.77% of shares in Chohung Bank at W3,500 per share from April 26, 2004 to May 17, 2004. With respect to share exchange for 15.08% of shares in Chohung Bank, the shareholders, who were against the share exchange, were entitled for rights to sell their shares at W3,067 per share from May 25, 2004 to June 3, 2004, with a resolution of an extraordinary shareholders' meeting of Chohung Bank held on May 24, 2004, and the remaining shares were subject to share exchange, at the exchange ratio of 0.1354 share in the Group to each Chohung Bank share, on June 22, 2004. As a result, the Group's percentage of ownership increased to 100% and Chohung Bank became a wholly-owned subsidiary of the Group. Upon the acquisition of 66,363,126 shares in Chohung Bank from shareholders, who were against the share exchange, Chohung Bank became the shareholder of the Group with 8,985,567 shares of common stock in the Group. The assets acquired and liabilities assumed of Chohung Bank were recorded at fair value with the excess of the fair value of the net asset acquired over the purchase consideration, recorded as negative goodwill.

	<b>(In Millions of Korean Won)</b>	
Cash	W	94,884
Stock exchange		331,263
Direct acquisition cost		565
 Total purchase price	 W	 426,712
 Allocation of purchase price:		
Fair value of net assets of Chohung Bank	W	403,111
Core deposit intangible asset		133,151
Court deposit intangible asset		115,364
Credit card relationship intangible asset		35,264
Negative goodwill		(260,178)
 Total purchase price	 W	 426,712



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The negative goodwill was allocated to non-current assets acquired as follows:

Premises and equipment	W	169,040
Core deposit intangible asset		89,067
Court deposit intangible asset		77,170
Credit card relationship intangible asset		23,589
Deferred tax		(98,688)
 Total allocation	 W	 260,178

**Acquisition of Shinhan Credit Information Co., Ltd.**

On May 21, 2004, the Group decided to acquire 49% of total outstanding shares in Shinhan Credit Information Co., Ltd. ( Shinhan Credit Information ) from LSH Holdings LLC. As a result, the Group's percentage of ownership increased to 100% and Shinhan Credit Information became a wholly-owned subsidiary of the Group.

**Incorporation of Shinhan Private Equity Inc.**

On December 8, 2004, the Group incorporated Shinhan Private Equity Inc. ( Shinhan Private Equity ) as a wholly-owned subsidiary, which is included in the consolidated financial statements as of December 31, 2004.

**4. Restricted Cash**

The following table presents restricted cash at December 31:

	<b>2003</b>	<b>2004</b>
	<b>(In millions of Won)</b>	
Reserve deposits with the BOK	W 2,407,401	W 2,615,574
Cash restricted for investment activities	1,038,879	199,183
Deposits with insurance companies	78,826	
Other	136,891	485,953
	<b>W 3,661,997</b>	<b>W 3,300,710</b>

Reserve deposits with the BOK represent the amounts required under the Bank of Korea Act for payment of certificate of deposits, other time deposits and mutual installment deposits. Cash restricted for investment activities represents the amounts that the Group is contractually restricted for lending purposes and is reserved solely for purposes of performing investment activities for its customers. Deposits with insurance companies for severance benefits decreased due to interim payments in 2004.

**5. Call Loans and Securities Purchased under Resale Agreements**

Call loans and securities purchased under resale agreements, at their respective carrying values, consisted of the following at December 31:

	<b>2003</b>	<b>2004</b>
	<b>(In millions of Won)</b>	
Call loans	W 1,427,919	W 1,431,095
Securities purchased under resale agreements	470,300	160,000

W 1,898,219 W 1,591,095

F-31

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Call loans are short-term lending among banks and financial institutions, with maturities of 30 days or less. Typically, call loans have maturities of one day.

Interest income from call loans and securities purchased under resale agreements, as included in other interest income, amounted to W41,461 million, W48,351 million and W93,091 million during the years ended December 31, 2002, 2003 and 2004, respectively.

**6. Trading Activities**

Trading assets, at fair value, consisted of the following at December 31:

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Won)</b>			
<b>Debt securities:</b>				
Korean treasury and governmental agencies	W	1,152,257	W	1,994,688
Corporations		368,667		964,837
Mortgage-backed and asset-backed securities		39,854		20,003
Financial institutions		1,012,823		1,322,329
Equity securities		278,864		311,636
<b>Derivative instruments:</b>				
Foreign exchange derivatives		212,082		1,435,690
Interest rate derivatives		163,312		208,814
Equity derivatives		145,042		29,875
Credit derivatives				38
Commodity derivatives				3,159
Other trading assets commodity indexed deposits		4,394		25,272
	W	3,377,295	W	6,316,341

Trading liabilities, at fair value, consisted of the following at December 31:

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Won)</b>			
<b>Derivative instruments:</b>				
Foreign exchange derivatives	W	217,389	W	1,493,120
Interest rate derivatives		134,997		190,234
Equity derivatives		153,066		35,888
Credit derivatives		358		50
Commodity derivatives				3,154
Other trading liabilities commodity indexed deposits		7,251		35,131
	W	513,061	W	1,757,577

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following represents trading profits (losses) for the years ended December 31:

	2002		2003		2004	
	(In millions of Won)					
Debt securities	W	8,365	W	(2,292)	W	97,844
Equity securities		(4,401)		35,025		14,703
Derivative instruments		84,063		38,905		29,272
Other trading activities commodity indexed deposits				439		743
<b>Net trading profits</b>	<b>W</b>	<b>88,027</b>	<b>W</b>	<b>72,077</b>	<b>W</b>	<b>142,562</b>

For the years ended December 31, 2002, 2003 and 2004, net unrealized (gains) losses on trading securities of W18,888 million, W18,680 million and W27,887 million, respectively, were included in net trading profits.

**7. Securities**

The amortized costs and estimated fair values of the Group's available-for-sale and held-to-maturity securities and the related unrealized gains and losses at December 31 were as follows:

	2003				2004			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In millions of Won)								
<b>Available-for-sale securities</b>								
Debt securities:								
Korean treasury and governmental agencies	W 8,984,274	W 43,333	W 46,088	W 8,981,519	W 8,724,892	W 128,443	W 18,318	W 8,835,017
Corporations	1,547,169	25,290	20,282	1,552,177	1,275,621	17,979	848	1,292,752
Financial institutions	5,975,412	40,139	17,113	5,998,438	5,644,618	30,419	326	5,674,711
Foreign governments	12,693	340	79	12,954	56,599		99	56,500
Mortgage-backed and asset-backed securities	1,118,834	1,570	1,567	1,118,837	1,733,939	8,643	3	1,742,579
Marketable equity securities	394,917	47,049	7,356	434,610	442,232	67,936	3,498	506,670
	<b>W 18,033,299</b>	<b>W 157,721</b>	<b>W 92,485</b>	<b>W 18,098,535</b>	<b>W 17,877,901</b>	<b>W 253,420</b>	<b>W 23,092</b>	<b>W 18,108,229</b>



**Held-to-maturity securities**

## Debt securities:

Korean treasury and governmental agencies	W 2,351,053	W 121,317	W 247	W 2,472,123	W 1,661,777	W 152,210	W 59	W 1,813,928
Corporations	364,689	11,589	121	376,157	218,424	7,092	416	225,100
Financial institutions	552,904	22,108	1,082	573,930	1,219,121	49,188	52	1,268,257
Mortgage-backed and asset-backed securities	336,164	2,853	17	339,000				

W 3,604,810 W 157,867 W 1,467 W 3,761,210 W 3,099,322 W 208,490 W 527 W 3,307,285

BOK is the central bank that establishes monetary policies for Korea. The Korea Development Bank ( KDB ) is owned and controlled by the Korean government. Of the total amounts listed above in the financial institutions category at December 31, 2003 and 2004, the fair value of available-for-sale debt securities included W3,981,871 million and W3,519,768 million, respectively, that were issued by BOK and KDB. Of the total amounts listed above in the financial institutions category at December 31, 2003 and 2004, the amortized cost of held-to-maturity debt securities included W209,254 million and W484,365 million, respectively, that were related to BOK and KDB.

F-33

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Group has recognized impairment losses on available-for-sale and held-to-maturity securities as a charge to net gains (losses) on securities, where decreases in value were deemed to be other-than-temporary during the years ended December 31:

	2002	2003	2004
	<b>(In millions of Won)</b>		
Available-for-sale securities	W 41,427	W 125,249	W 150,901
Held-to-maturity securities	1,140		
<b>Total other-than-temporary impairment losses</b>	<b>W 42,567</b>	<b>W 125,249</b>	<b>W 150,901</b>

The following table presents the current fair value and the associated unrealized losses on investments in available-for-sale debt securities, marketable equity securities and held-to-maturity debt securities with unrealized losses at December 31, 2004. The table also discloses whether these securities have had unrealized losses for less than 12 months, or for 12 months or longer:

	<b>Less Than 12 Months</b>		<b>12 Months or Longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>
	<b>(In millions of Won)</b>					
<b>Available-for-sale securities</b>						
Debt securities:						
Korean treasury and governmental agencies	W 2,765,373	W (15,142)	W 339,685	W (3,176)	W 3,105,058	W (18,318)
Corporations	115,851	(769)	320	(80)	116,171	(849)
Financial institutions	216,992	(245)	19,452	(80)	236,444	(325)
Foreign governments	5,432	(99)			5,432	(99)
Mortgage-backed and asset-backed securities	37,534	(3)			37,534	(3)
Marketable equity securities	47,618	(3,455)	52	(43)	47,670	(3,498)
	<b>W 3,188,800</b>	<b>W (19,713)</b>	<b>W 359,509</b>	<b>W (3,379)</b>	<b>W 3,548,309</b>	<b>W (23,092)</b>

**Held-to-maturity securities**

Debt securities:						
Korean treasury and governmental agencies	W 3,994	W (10)	W 57	W (49)	W 4,051	W (59)
Corporations	2,193	(416)			2,193	(416)
Financial institutions	5,167	(52)			5,167	(52)

Mortgage-backed and asset-backed securities	W	11,354	W	(478)	W	57	W	(49)	W	11,411	W	(527)
Total temporary impaired securities	W	3,200,154	W	(20,191)	W	359,566	W	(3,428)	W	3,559,720	W	(23,619)

Included in W23,092 million of gross unrealized losses on AFS securities at December 31, 2004 was W3,380 million of unrealized losses that have existed for a period greater than 12 months. These were primarily caused by floating rate securities issued by government-sponsored enterprises. Those floating rate securities were acquired between 2001 and 2003, and unrealized loss on those securities mainly resulted from interest rate changes, whose applicable interest rate (floating rate) had significantly decreased compared to the decrease in market interest rate. As the extent of the decline for each security is not substantial and

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

unrelated to credit quality, the Group's management believes that the losses are temporary in nature not due to underlying credit concerns of the issuers.

Management has determined that the unrealized losses on the Group's investments in equity and debt securities at December 31, 2004 are temporary in nature. The Group conducts a periodic review to identify and evaluate investments that have indications of possible impairment. An investment in a debt or equity security is impaired if its fair value falls below its cost and the decline is considered other-than-temporary. Factors considered in determining whether a loss is temporary include the length of time and extent to which fair value has been below cost; the financial condition and near-term prospects of the issuer; and the Group's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery. The Group's review for impairment generally entails:

Identification and evaluation of investments that have indications of possible impairment

Analysis of individual investments that have fair values less than 80% of amortized cost, including consideration of the length of time the investment has been in an unrealized loss position

Discussion of evidential matter, including an evaluation of factors or triggers that would or could cause individual investments to qualify as having other-than-temporary impairments and those that would not support other-than-temporary impairment

Documentation of the results of these analyses, as required under business policies

Any deterioration in Korean economic conditions or specific situations of the issuers of the securities could adversely affect the fair value of securities held by the Group.

Interest and dividends on securities comprised of the following for the years ended December 31:

	2002	2003	2004
	(In millions of Won)		
Interest income	W 747,332	W 923,222	W 1,200,356
Dividends	1,779	4,132	64,483
	W 749,111	W 927,354	W 1,264,839

For the years ended December 31, 2002, 2003 and 2004, proceeds from sales of available-for-sale securities amounted to W10,554,089 million, W11,032,423 million and W12,071,514 million, respectively. Gross realized gains amounted to W268,958 million, W75,906 million and W146,002 million for the years ended December 31, 2002, 2003 and 2004, respectively. Gross realized losses amounted to W83,044 million, W78,456 million and W72,216 million for the years ended December 31, 2002, 2003 and 2004, respectively.

The amortized cost and estimated fair value of the Group's available-for-sale and held-to-maturity debt securities at December 31, 2004 by contractual maturity are shown in the table below. Expected maturities

F-35

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties:

	Available-for-sale Debt Securities		Held-to-maturity Debt Securities	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(In millions of Won)				
Within 1 year	W 4,304,587	W 4,322,117	W 1,279,521	W 1,321,224
Over 1 year through 5 years	9,773,101	9,928,055	1,647,354	1,800,947
Over 5 years through 10 years	1,017,099	1,033,858	172,447	185,114
Over 10 years	31,562	31,576		
Securities not due at a single maturity date	2,309,320	2,285,952		
	W 17,435,669	W 17,601,558	W 3,099,322	W 3,307,285

**8. Loans**

The composition of the loan portfolio at December 31 was as follows:

	2003	2004
(In millions of Won)		
Commercial:		
Commercial and industrial	W 35,616,698	W 35,653,127
Other commercial	17,377,842	17,988,288
Lease financing	1,091,330	981,002
Consumer:		
Mortgage and home equity	20,517,109	22,180,112
Credit cards	6,112,409	4,731,913
Other consumer	14,579,758	15,545,796
Total loans, gross	95,295,146	97,080,238
Deferred loan origination costs	126,837	98,411
	95,421,983	97,178,649
Less: Allowance for loan losses	3,630,728	2,310,555
Total loans, net	W 91,791,255	W 94,868,094

During 2003 and 2004, the Group received convertible debt securities with a fair market value of W96,471 million and W1,450 million, respectively, and equity securities with a fair market value of W211,074 million and

W213,308 million, respectively, through the restructuring of 38 loans in 2003 and 36 loans in 2004, with an aggregate book value of W590,959 million in 2003 and W354,074 million in 2004. The Group recognized aggregate charge-offs of W283,414 million and W139,316 million related to these transactions during the years ended December 31, 2003 and 2004, respectively.

F-36

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Impaired loans are those on which the Group believes it is probable that it will not be able to collect all amounts due according to the contractual terms of the loan. The following table sets forth information about the Group's impaired loans at December 31:

	<b>2003</b>	<b>2004</b>
<b>(In millions of Won)</b>		
Impaired loans with an allowance	W 3,113,325	W 2,268,924
Impaired loans without an allowance	374,711	376,606
	<b>W 3,488,036</b>	<b>W 2,645,530</b>
Allowance for impaired loans	W 1,349,272	W 885,332
Average balance of impaired loans during the year	2,867,370	2,057,663
Interest income recognized on impaired loans	51,986	90,548

Included in the above table were smaller balance commercial loans managed on a portfolio basis which were collectively identified as impaired amounting to W649,017 million and W738,946 million at December 31, 2003 and 2004, respectively.

Loans that are 14 days or less past due in case of commercial loans and 30 days or less past due in case of consumer loans are regarded as nonaccrual loans in a repayment grace period and the Group does not generally request borrowers with such past due loans to make immediate repayment of the outstanding principal balances and related accrued interest. At December 31, 2003 and 2004, nonaccrual loans, excluding the past due loans within the repayment grace period, totaled W3,132,349 million and W2,453,038 million, respectively.

Adverse economic conditions in the Korean economy may continue to have an adverse effect on the Group's debtors. The Group owns investment securities issued by and has loans outstanding to a number of Korean companies that have experienced financial difficulties. The ultimate collectibility of these amounts is subject to a number of factors, including the successful performance of the debtors under various restructuring plans in place or in process of negotiation and their ability to perform on loan and debt obligations given the status of the Korean economy and the potential continuation of the adverse trends or other unfavorable developments. Consequently, it is reasonably possible that adjustments could be made to the reserves for impaired loans and to the carrying amount of investments in the near term in amounts that may be material to the Group's consolidated financial statements.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the changes in the allowance for loan losses and the allowance for losses on guarantees and acceptances for the years ended December 31:

	2003			2004		
	Loans	Guarantees and Acceptances(1)	Total	Loans	Guarantees and Acceptances(1)	Total
(In millions of Won)						
Balance at beginning of the year	W 995,725	W 81,512	W 1,077,237	W 3,630,728	W 176,653	W 3,807,381
Reclassification of accounts to other liability					(1,005)	(1,005)
Provision for loan losses	1,011,366		1,011,366	195,446		195,446
Provision for guarantees and acceptances		(45,779)	(45,779)		(60,032)	(60,032)
Allowance relating to:						
Acquisition of Chohung Bank	2,739,297	140,920	2,880,217			
Loans reacquired from Korea Asset Management Corporation subject to recourse	31,831		31,831	1,900		1,900
	2,771,128	140,920	2,912,048	1,900		1,900
Charge-offs	(1,395,907)		(1,395,907)	(1,824,897)		(1,824,897)
Recoveries	248,416		248,416	307,378		307,378
Balance at end of the year	W 3,630,728	W 176,653	W 3,807,381	W 2,310,555	W 115,616	W 2,426,171

*Note:*

(1) The allowance for losses on guarantees and acceptances has been included in other liabilities.

The Group originates direct financing leases on certain machinery, computers and various other equipment, automobiles and ships for customers in a variety of industries. Income attributable to these leases is initially recorded



as unearned income and subsequently recognized as interest income, using the effective interest method, over the term of the leases. The terms of the leases are generally from 3 to 10 years. The components of the net investment in direct financing leases at December 31, as included in the respective loan balances, were as follows:

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Won)</b>			
Gross lease payments receivable	W	1,204,486	W	1,056,681
Estimated unguaranteed residual values		41,144		31,125
Unearned income		(154,300)		(106,804)
	W	1,091,330	W	981,002

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The scheduled maturities of net lease payments receivable at December 31 were as follows:

Years Ending	(In millions of Won)	
2005	W	371,530
2006		260,160
2007		148,592
2008		77,575
2009		49,318
Thereafter		73,827
	W	981,002

**9. Premises and Equipment**

Premises and equipment at December 31 were as follows:

	2003		2004	
	(In millions of Won)			
Land	W	952,548	W	942,717
Building		750,115		697,075
Equipment and furniture		538,984		594,132
Capitalized software costs		97,568		106,320
Leasehold improvements		97,387		108,312
Construction in progress		2,093		2,781
Operating lease assets		147,147		173,634
Total premises and equipment, gross		2,585,842		2,624,971
Less: Accumulated depreciation and amortization		(583,118)		(776,918)
Total premises and equipment, net	W	2,002,724	W	1,848,053

Depreciation expense on buildings, equipment and furniture, leasehold improvements and operating lease assets amounted to W81,531 million, W163,211 million and W214,994 million, and amortization expense on capitalized software costs amounted to W9,765 million, W28,669 million and W26,273 million for the years ended December 31, 2002, 2003 and 2004, respectively. Accumulated depreciation on operating lease assets at December 31, 2003 and 2004 were W47,932 million and W80,426 million, respectively.

**10. Goodwill and Intangible Assets**

The Group recorded goodwill of W355,409 million and intangible assets consisting of core deposit intangible asset of W781,393 million, court deposit intangible asset of W188,158 million and credit card relationship intangible asset of W186,645 million in connection with the acquisition of Chohung Bank in 2003. Additionally, the Group recorded intangible assets consisting of core deposit intangible asset of W44,083 million, court deposit intangible asset of W38,195 million and credit card relationship intangible asset of W11,675 million in connection with the acquisition of the remaining 18.85% shares of Chohung Bank in 2004.

The Group recorded goodwill and intangible assets of W282,366 million and W81,500 million, respectively, in connection with the acquisition of Good Morning Securities and merger between Good Morning Securities and Shinhan Securities in 2002. The Group also recorded core deposit intangible assets of W

F-39

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

5,004 million in connection with the acquisition of Jeju Bank in 2002. The Group did not have any goodwill prior to July 1, 2001.

The changes in goodwill for the years ended December 31, 2003 and 2004 were as follows:

	<b>Chohung Bank</b>	<b>Good Morning Shinhan Securities</b>	<b>Shinhan Capital</b>	<b>Total</b>	
<b>(In millions of Won)</b>					
<b>Balance at January 1, 2003</b>	W	W	145,364	W 1,616	W 146,980
Acquisition	355,409				355,409
Disposition					
Impairment loss					
<b>Balance at December 31, 2003</b>	355,409	145,364	1,616		502,389
Acquisition					
Disposition					
Impairment loss					
Other	113,526				113,526
<b>Balance at December 31, 2004</b>	W 468,935	W	145,364	W 1,616	W 615,915

The changes in goodwill by reportable segment for the years ended December 31, 2003 and 2004 were as follows:

	<b>Retail Banking</b>	<b>Treasury &amp; Corporate Banking</b>	<b>International Business</b>	<b>Credit Card</b>	<b>Other Banking Services</b>	<b>Securities Brokerage Services</b>	<b>Other</b>	<b>Total</b>
<b>(In millions of Won)</b>								
<b>Balance at January 1, 2003</b>	W	W	W	W	W	W	W	W
Acquisition	223,200	32,345	20,489	51,500	5,439	129,285	17,695	146,980
Disposition								
Impairment loss								
<b>Balance at December 31, 2003</b>	223,200	32,345	20,489	51,500	5,439	129,285	40,131	502,389
Acquisition								
Disposition								
Impairment loss								
Other	71,295	1,072	6,545	16,450	10,997		7,167	113,526

**Balance at  
December 31,  
2004**

W 294,495   W 33,417   W 27,034   W 67,950   W 16,436   W 129,285   W 47,298   W 615,915

The Group allocated the goodwill resulting from its acquisition of Chohung Bank to the reporting units based on their relative fair values as of the acquisition date. The fair values of the reporting units were determined using a discounted cash flow model. The discounted cash flows were calculated by taking the net present value of estimated cash flows using a combination of historical results, estimated future cash flows, and other factors. The Group used internal forecasts to estimate future cash flows and actual results may differ from forecasted results. The Group believed that this methodology provides a reasonable means to determine fair values. Cash flows were discounted using a discount rate based on a weighted average cost of capital resulting in a range of 6.76 percent to 16.89 percent. The weighted average cost of capital was determined

F-40

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

using the long-term U.S. Treasury rate adjusted for country risk, estimated required market returns and risk/return rates for companies in similar industries of the respective reporting unit. The reporting units utilized above were those that were identified as business segments in Note 33 or one level below those business segments.

The uncertainties in the global and Korean economies have had a negative impact on the Korean financial market. The sharp decline in the market trading volume and the profitability margins on proprietary trading in the second half of the year 2002 have significantly decreased Good Morning Shinhan Securities' brokerage commission income and its trading profit, the main income streams of its respective units. The Group promptly reassessed all key assumptions underlying goodwill valuation, including those relating to short-term and long-term growth rates, profitability margins, and projected market share. As a result of the analysis, the Group determined that impairment charges of W115,450 million and W21,552 million were necessary related to goodwill recorded in connection with the acquisition of Good Morning Shinhan Securities' brokerage and capital market units because the fair value of each reporting unit was less than the book value of the respective unit at December 31, 2002. The impairment charge was measured based on the difference between the implied fair value and the carrying amount of the goodwill in each respective reporting unit.

As discussed in Note 3, General Indemnity, an element of contingent consideration, has mostly expired during 2004 and the possibility of indemnification is assumed to be remote. As a result, additional goodwill in the amount of W166,516 million was recognized. Also, tax benefits from the valuation allowance recognized for operating loss carryforwards of Chohung Bank reduced goodwill by W45,422 million.

The Group's evaluation for impairment of the carrying value of goodwill for the years ended December 31, 2003 and 2004 indicated that no goodwill was impaired.

Intangible assets consisted of the following at December 31:

	2003			2004		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(In millions of Won)						
Core deposit of Jeju Bank(1)	W 5,004	W (1,046)	W 3,958	W 2,508	W (2,508)	W
Brokerage customer relationship	68,266	(37,476)	30,791	68,266	(64,551)	3,715
KSFC deposit	10,941	(6,093)	4,848	10,941	(10,415)	526
Core deposit of Chohung Bank	781,393	(18,956)	762,437	825,477	(156,342)	669,135
Credit card relationship of Chohung Bank	186,645	(5,579)	181,066	198,320	(54,693)	143,627
Total intangible assets subject to amortization	1,052,249	(69,149)	983,100	1,105,512	(288,509)	817,003
KSFC borrowing(2)	2,293		2,293	400		400
Court deposit of Chohung Bank	188,158		188,158	226,353		226,353

Total indefinite-lived intangible assets	190,451		190,451	226,753		226,753
--	---------	--	---------	---------	--	---------

W 1,242,700    W (69,149)    W 1,173,551    W 1,332,265    W (288,509)    W 1,043,756

F-41

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Note:*

- (1) The change of gross carrying amount of W2,496 million is due to the decrease caused by realization of net operating losses carry-forwarded from 2001.
- (2) The change of gross carrying amount of W1,893 million is due to impairment loss recognized in 2004. Amortization expense on intangible assets was W12,942 million, W55,136 million and W187,568 million during the years ended December 31, 2002, 2003 and 2004, respectively.
- On January 1, 2004, the Group changed its amortization method of intangible assets from the straight-line method to the sum-of-the-years digits method to better reflect the run-off of the economic value of intangibles. The cumulative effect of accounting change was W23,049 million, net of taxes of W8,743 million.
- The estimated aggregate amortization expenses on intangible assets subject to amortization for the years ending December 31 are as follows:

Years Ending	(In Millions of Won)	
2005	W	181,584
2006		155,189
2007		129,362
2008		103,535
2009		78,283
Thereafter		169,050
	W	817,003

During 2004, the Group performed an impairment test for the carrying amount of indefinite-lived intangible assets. As a result of the test, the Group determined that an impairment charge of W1,893 million was necessary related to KSFC borrowing intangible asset because the fair value of KSFC borrowing intangible asset was less than the carrying amount on December 31, 2004. The impairment charge was measured based on the difference between the fair value and carrying amount of KSFC borrowing intangible asset.

**11. Other Assets**

Other assets consisted of the following at December 31:

	2003		2004	
	(In millions of Won)			
Accrued interest and dividends receivable	W	631,007	W	455,262
Receivables for foreign exchange spot contracts		940,285		2,463,992
Accounts receivable		554,408		2,042,601
Accrued interest income		164,331		64,358
Deferred tax assets		1,152,620		829,276
Other investments		1,060,476		1,076,326
Prepaid expenses		33,524		56,183
Others		65,073		83,849



W 4,601,724 W 7,071,847

F-42

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**12. Deposits**

Deposits at December 31 were as follows:

	2003		2004	
	Balance	Weighted-Average Interest Rate	Balance	Weighted-Average Interest Rate
(In millions of Won, except percentages)				
<b>Interest-bearing deposits</b>				
Demand deposits	W 6,863,834	1.39%	W 5,620,644	1.33%
Savings deposits	24,558,760	1.46%	24,427,179	1.24%
Certificate of deposits	7,069,321	4.44%	8,051,525	4.08%
Other time deposits	40,999,776	4.19%	39,449,288	3.83%
Mutual installment deposits	2,669,248	5.36%	2,384,922	4.54%
	82,160,939	3.31%	79,933,558	2.93%
<b>Noninterest-bearing deposits</b>				
Demand deposits	1,328,203		2,745,925	
	W 83,489,142	3.25%	W 82,679,483	2.85%

Interest-bearing demand deposits on December 31, 2004 primarily represented court related deposits held at Chohung Bank. Other time deposits include premium accounts for top customers, tax savings accounts for high net worth customers and savings accounts for household financing, and foreign currency deposits. Mutual installment deposits enable customers to become eligible for mortgage and other consumer loans as well as corporate loans while maintaining an account with the Group.

The contractual maturities of certificate of deposits, other time deposits and mutual installment deposits at December 31 were as follows:

Years Ending	(In Millions of Won)	
2005	W	43,058,499
2006		3,205,607
2007		1,842,119
2008		396,760
2009		396,235
Thereafter		986,515
	W	49,885,735

The KDIC provides deposit insurance up to a total of W50 million per depositor in each bank pursuant to the Depositor Protection Act for deposits due after January 1, 2001, regardless of the placement date of deposit.

F-43

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**13. Short-Term Borrowings**

Short-term borrowings consist of borrowed funds with original maturities of less than one year at December 31:

	2003			2004		
		Balance	Weighted-Average Interest Rate		Balance	Weighted-Average Interest Rate
(In millions of Won, except percentages)						
Borrowings from BOK	W	1,963,755	2.41%	W	1,567,708	2.32%
Borrowings in foreign currencies		5,318,558	1.26%		3,999,173	1.09%
Borrowings from trust accounts		868,569	4.28%		706,578	3.84%
Call money		179,279	3.55%		1,155,569	3.30%
Other borrowings(1)		2,874,578	5.72%		3,524,527	3.41%
	W	11,204,739		W	10,953,555	

*Note:*

(1) The majority of other borrowings relate to borrowings from other financial institutions.

Total interest expense on short-term borrowings amounted to W252,912 million, W315,116 million and W340,733 million, of which W58,126 million, W63,789 million and W115,780 million, respectively, related to call money, during 2002, 2003 and 2004, respectively.

**14. Secured Borrowings**

A summary of the secured borrowings and relevant collateral at carrying values at December 31 is as follows:

	2003				2004			
	Maturity	Secured Borrowings	Collateral		Maturity	Secured Borrowings	Collateral	
Loans(1)			Securities	Loans(1)			Securities	
(In millions of Won)								
Shinhan 1st Securitization Specialty L.L.C. 6.57%-15.00% collateralized bond obligation	2004	W 12,100	W	W 5,283	W	W	W	
Shinhan 2nd Securitization Specialty L.L.C.	2011	25,725	25,097	5,798	10,737	19,303	7,549	

7.85% collateralized bond obligation							
Shinhan 4th Securitization Specialty L.L.C. 20.00% collateralized bond obligation	2011	250	29,469	7,022	250	19,074	3,371
Sprout I ABS Specialty Co., Ltd. 1M Libor+0.60% collateralized bond obligation	2013	772,940	787,848		407,186	791,405	
Shinhan Fun and Joy 2nd Securitization Specialty L.L.C. 5.20%-5.69% collateralized bond obligation	2006	49,827	343		27,953	9	
Good & Secure Co., Ltd. 3.68%-7.00% Asset-Backed Commercial Papers	2005	81,521		95,927	81,522		73,142
Goldwing Co., Ltd. 3.47%-3.95% Asset-Backed Commercial Papers	2006	332,050	95,000	315,000	383,167	94,140	320,023

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

		2003			2004		
		Secured Maturity Borrowings	Collateral Loans(1)	Securities	Secured Borrowings	Collateral Loans(1)	Securities
(In millions of Won)							
Shinhan Card 2003-1 Securitization Specialty L.L.C. 2009 4.65% Type 1 beneficiary certificate		406,086	784,728		406,086	801,694	
CHB NPL 1st ABS Specialty Co., Ltd. 2004 10%-25% collateralized bond obligation		81,867	267,433	17,021			
CSC 1st Securitization Specialty L.L.C. 2005 CD+1.57% Asset-Backed Commercial Papers		99,700		100,135	59,700		100,576
Shinhan 5th Securitization Specialty L.L.C. 2006 3.75%-3.86% collateralized bond obligation					44,888	131,287	
CHB NPL 2004-1 ABS Specialty Co., Ltd. 2007 4.23%-4.92% collateralized bond obligation					89,759	197,116	
CHB NPL 2004-2 ABS	2007				104,679	276,813	556

Specialty Co., Ltd. 3.56%-4.15% collateralized bond obligation			
Auto 1st ABS Specialty Co., Ltd2008 CD+0.70%-7.00% ABCP and collateralized bond obligation		72,500	71,000
KTF 3rd ABS Specialty Co., Ltd2007 5.67% collateralized bond obligation		199,740	200,000
Dongbu Hannong Chemical 1st ABS Specialty Co. 2005 3.65%-6.75% ABCP and collateralized bond Obligation		96,980	97,000
Dogong 1st ABS Specialty Co., Ltd. 2006 3.38%-7.00% ABCP and collateralized bond Obligation		326,499	326,500
Enclean 3rd ABS Specialty Co., Ltd2007 CD+0.70%-30% ABCP and collateralized bond obligation		155,498	200,433
Miraedon Co., Ltd2005 4.01%-4.04% Asset-Backed Commercial Papers		120,000	157,776
	2007	149,592	150,000

Work and Joy  
2004-1 ABS  
Specialty Co., Ltd.

3.75%  
collateralized  
bond  
obligation

Other secured borrowings	2008	28,521	49,290	4,720	40,182	3,904	21,187
5.85%-25% collateralized bond obligation							

Securities sold under repurchase agreements

2006	4,425,673		6,421,404	3,531,175		7,094,006
1.997%-7.10%	W 6,316,260	W 2,039,208	W 6,972,310	W 6,308,093	W 2,334,745	W 8,823,119

*Note:*

(1) Represents the carrying amounts, exclusive of the related specific allowance for loan losses.

F-45



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**15. Long-Term Debt**

The following table is a summary of long-term debt at December 31:

	<b>Interest Rates (%)</b>	<b>Maturity</b>			<b>2003</b>			<b>2004</b>
<b>(In millions of Won)</b>								
<b>Senior</b>								
<b>Won-denominated</b>								
Notes payable to the Small Business Corporation	2.00-5.25	2005-2013	W	364,884	W	703,641		
Notes payable to the Industrial Bank of Korea	1.84-5.00	2006-2009				22,501		
Notes payable to the Institute of Information Technology Assessment	0.95-6.25	2005-2009		96,122		233,091		
Notes payable to the Korea Energy Management Corporation	0.75-6.50	2006-2019		103,724		225,641		
Notes payable to other Korean Government Funds	1.00-7.45	2005-2019		228,077		177,610		
Fixed and floating rate debentures(1)(2)	1.20-11.95	2005-2014		13,608,065		14,229,164		
Other notes payable	1.59-8.12	2005-2012		640,310		388,063		
Subtotal				15,041,182		15,979,711		
<b>Foreign currency-denominated</b>								
Floating rate debentures(1)	1.20-7.73	2005-2008		1,554,693		599,386		
Other floating rate notes payable(1)	0.50-11.88	2005-2014		16,991		1,400,962		
Subtotal				1,571,684		2,000,348		
Total senior debt				16,612,866		17,980,059		
<b>Subordinated</b>								
<b>Won-denominated</b>								
Hybrid bonds(3)	5.70-7.80	2033-2034		272,564		495,033		
Other fixed rate debentures(4)	5.46-14.45	2005-2010		3,040,292		3,325,202		
Subtotal				3,312,856		3,820,235		
<b>Foreign currency-denominated</b>								
Floating rate debentures(1)	4.67	2014				52,190		
Other fixed rate notes payable	6.25	2013		250		260,950		
Subtotal				250		313,140		
Total subordinated debt				3,313,106		4,133,375		



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Interest Rates (%)</b>	<b>Maturity</b>	<b>2003</b>	<b>2004</b>
<b>(In millions of Won)</b>				
<b>Redeemable preferred stock (5)</b>				
Series 1 Redeemable preferred stock	4.04	2006	153,336	168,503
Series 2 Redeemable preferred stock	4.04	2007	148,167	168,503
Series 3 Redeemable preferred stock	4.04	2008	143,386	168,504
Series 4 Redeemable preferred stock	4.04	2009	138,962	168,504
Series 5 Redeemable preferred stock	4.04	2010	134,871	168,504
Series 6 Redeemable preferred stock	7.00	2006	506,652	525,000
Series 7 Redeemable preferred stock	7.46	2008	354,318	365,000
Series 8 Redeemable preferred stock	7.86	2010	9,869	10,000
 Total redeemable preferred stock			1,589,561	1,742,518
 Long-term debt, gross			21,515,533	23,855,952
Less: Unamortized discounts			(297,825)	(239,269)
 Long-term debt, net			W 21,217,708	W 23,616,683

*Notes:*

- (1) Interest rates on floating rate debt were those rates in effect at December 31, 2004
- (2) Majority of these debentures related to miscellaneous bank borrowings from individual lenders.
- (3) Chohung Bank and Shinhan Bank have a call option that can be exercised 5 years after the issuance date, or earlier with the approval of the Financial Supervisory Service. The call options mature in 30 years from the issuance date, but may be extended by Chohung Bank and Shinhan Bank at any time.
- (4) Majority of these debentures related to miscellaneous bank borrowings from corporate lenders and Korean governmental entities.
- (5) See Note 21 for the terms of the RPS.

Long-term debt is denominated predominately in Korean Won, US dollars, or Japanese Yen with both fixed and floating interest rates. Floating rates are generally determined periodically by formulas based on certain money market rates tied to the six-month London Interbank Offered Rate (LIBOR) or the monthly Public Fund Prime Rate published by the Korean government, and are reset on a monthly, quarterly or semi-annual basis. The weighted-average interest rate for long-term debt was 5.12 percent and 5.46 percent at December 31, 2003 and 2004, respectively. Certain long-term debt agreements contain cross-default provisions and accelerating clauses for early termination in the event of default.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The aggregate amount of long-term debt by contractual maturities at December 31 was as follows:

Years Ending	(In millions of Won)
2005	W10,295,154
2006	4,362,355
2007	2,189,977
2008	2,093,177
2009	1,562,041
Thereafter	3,353,248
Long-term debt, gross	23,855,952
Less: Unamortized discount	(239,269)
Long-term debt, net	W23,616,683

**16. Accrued Expenses and Other Liabilities**

Accrued expenses and other liabilities at December 31 comprised of the following:

	2003	2004
	(In millions of Won)	
Accrued interest and dividend payables	W 1,716,234	W 1,778,560
Payables for foreign exchange spot contracts	940,215	3,918,113
Accrued severance benefits	205,768	74,835
Accrued expenses	72,095	85,491
Accounts payable	623,888	968,328
Unearned income	162,680	157,192
Income tax payable	117,370	277,818
Withholding value-added tax and other taxes	83,112	43,114
Deferred tax liabilities	465,648	525,407
Guarantee deposits received	259,948	305,649
Due to agencies	1,008,097	938,465
Allowance for losses on guarantees and acceptances	176,653	115,616
Utility bill payments received on behalf of government	419,386	108,035
Other	303,494	417,506
	W 6,554,588	W 9,714,129

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. Commissions and Fees**

Details of commissions and fees from nontrust management activities for the years ended December 31 are as follows:

	2002	2003	2004
	(In millions of Won)		
Brokerage fees and commissions	W 170,160	W 260,412	W 231,520
Other fees and commissions:			
Credit card fees	122,038	255,775	360,624
Commissions received on remittance	40,878	59,685	78,657
Commissions received on import and export letters of credit	34,816	51,166	80,528
Financial guarantee fees	10,459	9,102	24,916
Commissions received in foreign exchange activities	17,671	30,273	68,391
Commission received as agency	2,966	5,987	49,132
Commission received as electronic charge receipt	13,396	42,583	74,232
Commission received as early repayment	27,452	36,350	33,958
Other fees	34,059	89,136	176,856
 Total other fees and commissions	 303,735	 580,057	 947,294
	W 473,895	W 840,469	W 1,178,814

**18. Other Noninterest Income and Other Noninterest Expenses**

Components of other noninterest income for the years ended December 31 were as follows:

	2002	2003	2004
	(In millions of Won)		
Net gain on foreign exchange spot contracts	W 110,667	W 91,337	W 352,696
Gain on sale of premises and equipment	1,013	22,609	30,408
Income from operating leases	22,913	39,922	52,787
Rental income	8,077	11,924	15,199
Extinguished prescription of deposits	5,106	16,053	13,353
Gain on other investments	21,099	27,527	53,356
Other	34,243	65,250	246,137
	W 203,118	W 274,622	W 763,936

Components of other noninterest expenses for the years ended December 31 were as follows:

2002	2003	2004
------	------	------

	<b>(In millions of Won)</b>					
Miscellaneous taxes	W	75,748	W	61,844	W	92,096
Loss on sale of premises and equipment		11,487		8,670		15,134
Loss on sale of other real estate		5,556		3,199		1,448
Other fees and commissions		81,525		250,483		363,918
Other		43,520		139,771		325,420
	W	217,836	W	463,967	W	798,016

F-49

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**19. Extraordinary Gain**

As discussed in Note 3, on December 23, 2004, the Group acquired all the remaining 39.53% of the outstanding common shares of Good Morning Shinhan Securities that it did not already own. The exchange ratio was 6.1237 share of Good Morning Shinhan Securities common stock for one share of the Group's common stock as determined based on the relative stock prices of the Group's common stock to those of the common stock of Good Morning Shinhan Securities on certain agreed periods and dates. The acquisition was accounted for using the purchase method.

Prior to the share swap, certain dissenting minority shareholders exercised their right to have Good Morning Shinhan Securities repurchase their shares at W3,330 per share. Accordingly, Good Morning Shinhan Securities purchased 2,992 common shares as treasury stock at an aggregate price of W10 million. Of the 10,041,638 common shares of the Group issued, 489 shares were issued in exchange for the treasury shares of Good Morning Shinhan Securities.

The purchase price for the outstanding shares of Good Morning Shinhan Securities was approximately W209,037 million based on the fair value of the common stock issued by the Group. The fair value of 39.53% of net assets acquired was W358,828 million. The excess of the fair value of the net assets acquired over the purchase consideration resulted in a negative goodwill of W149,791 million.

		(In millions of Won)
Fair value of net assets of Good Morning Shinhan Securities	W	301,334
KSFC deposit intangible asset		6,276
Brokerage customer relationship intangible asset		50,956
KSFC borrowing intangible asset		262
Negative goodwill		(149,791)
Total purchase price	W	209,037

The negative goodwill was allocated to non-current assets acquired as follows:

		(In millions of Won)
Premises and equipment	W	111,172
KSFC deposit intangible asset		6,276
Brokerage customer relationship intangible asset		50,956
KSFC borrowing intangible asset		262
Deferred tax asset		(46,383)
Extraordinary gain		27,508
Total allocation	W	149,791

Pursuant to SFAS No. 141, the Group first allocated the negative goodwill to the identifiable intangible assets, premises and equipment acquired on a pro rata basis. After the value of the identifiable intangible assets, premises and equipment was reduced to zero, the Group recognized an extraordinary gain of W27,508 million for the year ended

December 31, 2004, which related to the unallocated negative goodwill.

F-50

---



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**20. Common Stock**

***Issuances of common stock***

As of December 31, 2004, the Group had 319,319,011 shares of common stock issued and 310,320,994 shares of common stock outstanding. On September 16, 2003, the Group listed its shares on the New York Stock Exchange ( NYSE ) and transferred its global depository shares listed on the Luxembourg Stock Exchange to NYSE as American depository shares.

***Treasury stock***

The Korean Commercial Law requires companies involved in business combination transactions to obtain the approval of the acquiring company's stockholders and to provide an opportunity for dissenting stockholders to exercise appraisal rights. Upon exercise of the appraisal rights, these companies would be required to purchase stocks from those stockholders at a predetermined price.

The treasury stocks held by Shinhan Bank were 29,986,159 shares as of December 31, 2003. Shinhan Bank sold 29,873,295 shares of treasury stock in the Korean stock market at W21,000 per share through after-hour block trading on March 3, 2004, and 112,864 shares of treasury stock in the Korean stock market.

In 2004, Chohung Bank and Good Morning Shinhan Securities purchased their respective common stocks from dissenting shareholders. Those shares were subsequently exchanged to common stock of Shinhan Financial Group and became the treasury stock of the Group. The treasury stock held by Chohung Bank, Shinhan Bank and Good Morning Shinhan Securities were 8,985,567, 11,006 and 1,444 shares, respectively, as of December 31, 2004.

**21. Redeemable Preferred Stock and Redeemable Convertible Preferred Stock**

In August 2003, in connection with the acquisition of Chohung Bank, the Group issued 46,583,961 shares of RPS, par value of W5,000 per share, with an aggregate estimated fair value of W710,258 million and 44,720,603 shares of RCPS, par value of W5,000 per share, with an aggregate estimated fair value of W714,780 million to KDIC, as well as 6,000,000 shares of RPS, par value of W5,000 per share, with an aggregate estimated fair value of W900,000 million to Strider ABS Specialty Co., Ltd. ( Strider ), a SPE established by the Group.

The RPS was issued in five series (Series 1 to 5) to KDIC and in three series (Series 6 to 8) to Strider on August 19, 2003, redeemable over seven years after the issue date. If there is any RPS outstanding on the last day of the redemption period ( RPS Final Redemption Date ), the Group will be obligated to redeem all outstanding RPS to the extent that distributable profits are available for such purchase. In the event that the Group does not have sufficient distributable profits to redeem all outstanding RPS on the RPS Final Redemption Date, the RPS will remain outstanding until sufficient distributable profits are available. The Group may, at its option, elect to redeem all or part of the outstanding RPS at any time during the redemption period. The holder of RPS will not have any voting rights, unless dividends on the RPS are not distributed in any given year, in which case each share of RPS will be given one voting right. The Group may redeem the RPS from KDIC and Strider at W18,086 and W150,000 per share, respectively.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The dividends on the RPS are cumulative and non-participating on dividends on the common stock of the Group, and the stated dividend rates are as follows:

RPS issued to KDIC (Series 1 to 5)	4.04%
RPS issued to Strider:	
Series 6	7.00%
Series 7	7.46%
Series 8	7.86%

The RPS was initially measured at fair value as determined by the present value of its future cash dividend payments and repayments provisions, and amortized over the period from the date of issuance to the redemption date using effective interest method. The RPS was classified as long-term debt on the Group's consolidated balance sheet as of December 31, 2004.

The Series 9 RCPS were issued to KDIC on August 19, 2003, redeemable at any time after the third anniversary date of the issue date and from time to time until the fifth anniversary date of the issue date. If there is any RCPS outstanding on the last day of the redemption period ( RCPS Final Redemption Date ), the Group is obligated to redeem the outstanding RCPS to the extent that distributable profits are available for the purchase. In the event that the Group does not have sufficient distributable profits to redeem all outstanding RCPS on the RCPS Final Redemption Date, the RCPS will remain outstanding until sufficient distributable profits are available.

The Group may, at its option, elect to redeem all or part of the outstanding RCPS at any time during the redemption period. KDIC may convert the RCPS into newly issued common stock of the Group at a conversion ratio of 1:1, based on a scheduled conversion after the first anniversary date of the issue date until the fourth anniversary of the issue date. The holder of RCPS will not have any voting rights, unless dividends on the RCPS are not distributed in any given year, in which case each RCPS will be given one voting right. The dividends on the RCPS are cumulative and non-participating on dividends on the common stock of the Group, and the stated dividend rate is 2.02%. The RCPS were initially recorded at fair value as determined by the present value of its future cash dividend payments, repayment provisions and associated conversion features. The option to convert the RCPS to the Group's common stock was valued using a continuous binomial option-pricing model. The RCPS were classified outside stockholders equity as of December 31, 2004.

The aggregate amount of RCPS by contractual maturities at December 31, 2004 were as follows:

Years Ending	(In millions of Won)	
2005	W	
2006		
2007		
2008		808,817
Discount on RCPS		(73,073)
	W	735,744

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**22. Retained Earnings**

Retained earnings consisted of the following at December 31:

		2003		2004
(In millions of Won)				
Appropriated retained earnings for legal reserves under Korean GAAP	W	82,469	W	118,692
Unappropriated retained earnings under US GAAP		1,106,219		2,337,201
	W	1,188,688	W	2,445,893

The Financial Holding Company Act requires the Group to appropriate as a legal reserve under accounting principles generally accepted in Korea ( Korean GAAP ), an amount equal to a minimum of 10 percent of annual net income of Shinhan Financial Group until such reserve equals 100 percent of its paid-in capital. This reserve is not available for payment of cash dividends, but may be transferred to capital stock or used to reduce an accumulated deficit, if any, by an appropriate resolution of the Group's board of directors.

**23. Regulatory Requirements**

The Group and its subsidiaries, including Shinhan Bank, Chohung Bank, and Jeju Bank are subject to various regulatory capital requirements administered by the Financial Supervisory Commission ( FSC ), which are based on the Basel Committee on Banking Regulations and Supervisory Practices. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Group's consolidated financial statements.

In conformity with the FSC regulations on financial holding companies, the Group applied the net equity to requisite capital ratio calculated under the FSC guidelines to evaluate its capital adequacy. All Korean financial holding companies must meet the minimum requisite capital ratio of 100 percent, as regulated by the FSC. Requisite capital, as required and defined by FSC, represents the sum of (a) the minimum equity capital amount necessary to meet the FSC guidelines for Shinhan Bank, Chohung Bank and Jeju Bank, (b) 8% of its total assets on its balance sheet (including off-balance assets, if any) for other subsidiaries, and (c) 8% of its total assets on its balance sheet (including off-balance assets, if any, but excluding the book value of investments in and financial supports to its direct and indirect subsidiaries) for the Group.

The FSC regulations also require that the computation be based on the Group's consolidated financial statements under Korean GAAP and regulatory guidelines, which vary in certain significant respects from US GAAP.

The Group's requisite capital adequacy ratio mandated by the FSC is presented in the table below at December 31:

		2003		2004
(In millions of Won, except capital ratio)				
Equity Capital	W	8,847,673	W	9,867,854
Requisite Capital		7,472,031		7,625,261
Requisite Capital Ratio		118.41%		129.41%

In conformity with the FSC regulations, Shinhan Bank, Chohung Bank and Jeju Bank apply the FSC's risk-adjusted capital ratios to evaluate their capital adequacies. Korean banking organizations engaged in international banking are required to maintain a minimum 8 percent total risk-based capital ratio calculated by dividing total

risk-adjusted capital by total risk-weighted assets, including a Tier 1 capital ratio of at least  
F-53

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

4 percent. All Korean banking organizations subject to the FSC regulations on minimum capital adequacy ratio are also subject to periodic inspection by the Financial Supervisory Service ( FSS ). In the event that Shinhan Bank, Chohung Bank or Jeju Bank does not maintain a consolidated capital ratio of 8 percent, it is subject to corrective actions to be imposed by the FSS, as recommended by the FSC based on the actual financial position and capital ratio of the respective banking subsidiaries.

As required by the FSC regulations, the following capital ratios were calculated based on the consolidated financial statements of Shinhan Bank and Chohung Bank under Korean GAAP and regulatory guidelines which vary in certain significant respects from US GAAP at December 31:

	<b>Shinhan Bank</b>		<b>Chohung Bank</b>	
	<b>2003</b>	<b>2004</b>	<b>2003</b>	<b>2004</b>
<b>(In millions of Won, except capital ratio)</b>				
Tier 1 capital	W 2,984,770	W 3,618,254	W 1,800,933	W 2,023,051
Tier 2 capital	2,196,264	2,183,527	1,782,405	2,023,051
Less: Treasury stock, etc.	(244,554)	(257)	(10,940)	(230,373)
<b>Total risk-adjusted capital</b>	<b>W 4,936,480</b>	<b>W 5,801,524</b>	<b>W 3,572,398</b>	<b>W 3,815,729</b>
<b>Risk-weighted assets</b>				
On-balance sheet assets	W 42,459,960	W 44,603,127	W 38,859,601	W 38,841,232
Off-balance sheet assets	4,154,792	3,886,979	1,339,435	1,796,797
<b>Total risk-weighted assets</b>	<b>W 46,614,752</b>	<b>W 48,490,106</b>	<b>W 40,199,036</b>	<b>W 40,638,029</b>
<b>Capital adequacy ratio</b>	<b>10.59%</b>	<b>11.96%</b>	<b>8.89%</b>	<b>9.39%</b>
Tier 1 capital ratio	6.40%	7.46%	4.48%	4.98%
Tier 2 capital ratio	4.71%	4.50%	4.43%	4.98%

Effective January 1, 2002, in addition to the existing capital ratio calculations, all banks in Korea are required to report to the FSC an alternative set of capital ratios, as follows, with components based on credit and market risks.

Shinhan Bank and Chohung Bank are subject to the same existing requirements to maintain minimum adequacy ratios at December 31:

	<b>Shinhan Bank</b>		<b>Chohung Bank</b>	
	<b>2003</b>	<b>2004</b>	<b>2003</b>	<b>2004</b>
<b>(In millions of Won, except capital ratio)</b>				
Tier 1 capital	W 2,984,770	W 3,618,254	W 1,800,933	W 2,023,051
Tier 2 capital	1,951,710	2,183,270	1,771,465	1,792,678
<b>Total risk-adjusted capital</b>	<b>W 4,936,480</b>	<b>W 5,801,524</b>	<b>W 3,572,398</b>	<b>W 3,815,729</b>
<b>Total risk-weighted assets</b>	<b>W 47,064,938</b>	<b>W 48,578,597</b>	<b>W 40,260,877</b>	<b>W 40,580,874</b>

Capital adequacy ratio	10.49%	11.94%	8.87%	9.40%
Tier 1 capital ratio	6.34%	7.45%	4.47%	4.99%
Tier 2 capital ratio	4.15%	4.49%	4.40%	4.41%

The Group's other subsidiaries, including Jeju Bank, Shinhan Card and Good Morning Shinhan Securities are also subject to the capital ratio pursuant to other regulatory capital requirements of the FSC. At December 31, 2003 and 2004, the Group's other subsidiaries met the regulatory capital requirements of the FSC.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**24. Income Taxes**

All but an insignificant portion of income before income tax expense and income tax expense is from Korean sources. Allocation of national and local income taxes between current and deferred portions is as follows for the years ended December 31:

	2002	2003	2004
(In millions of Won)			
<b>Current tax expense</b>			
National	W 299,473	W 218,340	W 392,306
Local	29,947	21,834	39,231
Total current tax expense	329,420	240,174	431,537
<b>Deferred tax expense (benefit)</b>			
National	(8,276)	6,571	302,649
Local	(828)	657	30,265
Total deferred tax expense (benefit)	(9,104)	7,228	332,914
Total tax expense	W 320,316	W 247,402	W 764,451

Income tax expense in the amount of W66,811 million was charged to stockholder's equity, with respect to the gain from disposition of treasury stock in 2004. Income tax benefits in the amount of W47,918 million and W8,743 million were recorded directly to goodwill and non-current intangible assets, and cumulative effect of change in accounting principles in 2004, respectively. The preceding table does not reflect the tax effects of unrealized gains and losses on available-for-sale securities. The tax effects of these items are recorded directly as other comprehensive income within stockholder's equity. See Note 36 for further information.

A reconciliation of income tax expense at the Korean statutory income tax rate to actual income tax expense for the years ended December 31 is as follows:

	2002	2003	2004
(In millions of Won, except tax rates)			
Statutory tax rate	29.7%	29.7%	29.7%
Income before income tax expense, minority interest, extraordinary item and cumulative effect of a change in accounting principle	W 919,893	W 548,566	W 2,380,290
Income tax calculated at the statutory tax rate	273,208	162,924	706,946
Income not assessable for tax purposes	(5,134)	(8,939)	(75,926)
Expenses not deductible for tax purposes	6,086	19,880	171,556
Impairment loss on goodwill	40,690		
Foreign tax rate differentials	(1,473)	(359)	(205)
Adjustment for double taxation of subsidiaries and branches		291	13,502
Change in statutory tax rate(1)		56,462	(33,688)

Edgar Filing: SHINHAN FINANCIAL GROUP CO LTD - Form 20-F

Change in valuation allowance	1,720	15,507	(18,125)
Other	5,219	1,636	391
Income tax expense	W 320,316	W 247,402	W 764,451

F-55

---



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Note:*

(1) In December 2003, the Korean government reduced the corporate income tax rate from 29.7% to 27.5%, effective from January 1, 2005.

The components of net deferred income tax assets and liabilities included in other assets and accrued expenses and other liabilities, respectively, at December 31, are as follows:

	<b>2003</b>		<b>2004</b>	
<b>(In millions of Won)</b>				
<b>Deferred income tax assets</b>				
Allowance for loan losses	W	424,152	W	276,859
Allowance for guarantees and acceptances		78,338		51,376
Valuation of trading assets		25,237		15,733
Premises and equipment		61,303		58,942
Available-for-sale securities		283,193		233,868
Other assets		2,069		26,906
Long-term debt		41,306		33,492
Other temporary differences		25,564		9,819
Net operating loss carry forwards		346,780		177,905
		1,287,942		884,900
Less: Valuation allowance		(135,322)		(55,624)
Deferred income tax assets		1,152,620		829,276
<b>Deferred income tax liabilities</b>				
Valuation of trading assets		(2,232)		(1,701)
Foreign exchange contracts and derivative instruments		(3,254)		(566)
Allowance for loan losses		(63,208)		(78,424)
Accrued interest and dividend receivable		(102,114)		(73,952)
Accrued interest and dividend payable		(1,105)		
Other assets		(258,589)		(354,922)
Long-term debt		(14,247)		(8,594)
Other temporary differences		(20,899)		(7,248)
Deferred income tax liabilities		(465,648)		(525,407)
Net deferred income tax assets	W	686,972	W	303,869

In assessing the realizability of deferred tax assets, management considered whether it was more likely than not that some portion or all of the deferred tax assets would not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences became deductible. Management considered the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and

projections for future taxable income over the periods in which the deferred tax assets were deductible, management believed it was more likely than not that the Group would realize the benefits of these deductible differences, net of the existing valuation allowances at December 31, 2004. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period were reduced.

F-56

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The valuation allowance was W10,472 million as of January 1, 2002. During the years ended December 31, 2002, 2003 and 2004, the valuation allowance increased/(decreased) by W58,827, W66,023 and W (79,698) million, respectively. Subsequently recognized tax benefits relating to the valuation allowance for deferred tax assets in the amount of W3,824 as of December 31, 2004 was allocated to goodwill and other noncurrent intangibles.

At December 31, 2004, the Group had tax net operating losses totaling W650,097 million. These net operating losses expire in periods ranging from 2005 to 2009 as follows:

Years Ending	(In millions of Won)	
2005	W	3,695
2006		109,585
2007		27,355
2008		504,698
2009		4,764
	W	650,097

**25. Earnings Per Share**

Basic earnings per share represents income available to common stockholders divided by the weighted-average number of common stocks outstanding during the period. Diluted earnings per share reflects additional common stocks that would have been outstanding if dilutive potential common stocks have been issued, as well as any adjustment to income that would result from the assumed issuance. Dilutive potential common stocks that may be issued by the Group relate solely to outstanding stock options and bonds with stock purchase warrants, redeemable convertible preferred stock and are determined using the treasury stock method and if-converted method. Effects of stock options and bonds with stock purchase warrants are excluded from the computation if the effect would be antidilutive.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table is a summary of the computation of earnings per share ( EPS ) for the years ended December 31:

	2002	2003		2004
<b>(In millions of Won, except per share data)</b>				
<b>Basic EPS</b>				
Net income before extraordinary gain and cumulative effect of a change in accounting principle	W 589,422	W 275,318	W	1,462,411
Extraordinary gain, net of taxes				27,508
Cumulative effect of a change in accounting principle, net of taxes				(23,049)
Accretion and dividends on redeemable convertible preferred stock		(6,043)		(40,948)
Net income attributable to common stock shareholders	W 589,422	W 269,275	W	1,425,922
Weighted-average number of common stocks outstanding (in thousands)	262,480	262,987		292,465
Net earnings per share				
Net income before extraordinary gain and cumulative effect of a change in accounting principle	W 2,246	W 1,024	W	4,860
Extraordinary gain				94
Cumulative effect of a change in accounting principle				(79)
Basic net income per share	W 2,246	W 1,024	W	4,875
<b>Diluted EPS</b>				
Net income before extraordinary gain and cumulative effect of a change in accounting principle for purposes of computing diluted net income per share	W 589,422	W 275,318	W	1,462,411
Extraordinary gain, net of taxes				27,508
Cumulative effect of a change in accounting principle, net of taxes				(23,049)
Net income attributable to common stock shareholders	W 589,422	W 275,318	W	1,466,870
Weighted-average number of common stocks outstanding (in thousands)	262,480	262,987		292,465
Diluted effect of redeemable convertible preferred stock (in thousands)		16,540		44,721
Diluted effect of bond with warrants (in thousands)	288	212		

Diluted effect of stock options (in thousands)	44	6	294			
Weighted-average number of common stock outstanding, Assuming dilution (in thousands)	262,812	279,745	337,480			
Net earnings per share						
Net income before extraordinary gain and cumulative effect of a change in accounting principle	W	2,243	W	984	W	4,333
Extraordinary gain						82
Cumulative effect of a change in accounting principle						(68)
Diluted net income per share	W	2,243	W	984	W	4,347

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**26. Employee Severance Plans**

Employees with one or more years of service are entitled to receive a lump-sum payment upon termination of their employment with the Group, based on their length of service and rates of pay at the time of termination (the severance plan). Under the Korean National Pension Fund Law, the Group was required to pay a certain percentage of employee severance benefits to the National Pension Fund prior to April 1999. Additionally, the Group contributes voluntarily a certain percentage of employee severance benefits to a severance insurance deposit account (Severance Insurance Deposit) maintained for the benefit of employees at an insurance company. The Group has no additional liability once the amount has been contributed, thus the Group deducts contributions made to the National Pension Fund and the Severance Insurance Deposit from its accrued employee severance plan obligations. The compensation cost of employees' severance benefit is recognized based on the vested benefits to which the employees are entitled if they separate immediately.

Under limited circumstances, employees can withdraw their accumulated unpaid severance amounts before their termination of employment (interim severance payment). Such withdrawals were included in the amount of plan payments for the years ended December 31, 2002, 2003 and 2004. Total interim severance payments made by the Group in 2002, 2003 and 2004 were W17,961 million, W22,317 million and W259,476 million, respectively.

The Group paid severance benefits of W19,578 million, W3,350 million and W7,841 million for the years ended December 31, 2002, 2003 and 2004, respectively.

Accrued employee severance plan obligations included in accrued expenses and other liabilities at December 31 are as follows:

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Won)</b>			
<b>Balance at beginning of the year</b>	W	222,365	W	348,264
Severance benefits		77,685		94,914
Balance from the acquisition of subsidiaries		73,881		
Plan payments		(25,667)		(267,317)
		348,264		175,861
Less: Balance of payments remaining with National Pension Fund and severance insurance deposit		(142,496)		(101,026)
<b>Balance at end of the year</b>	W	205,768	W	74,835

The Group expects to pay the following future benefits to its employees upon their normal retirement age:

<b>Years Ending</b>	<b>(In millions of Won)</b>	
2005	W	11,809
2006		2,054
2007		2,736
2008		4,170
2009		5,127
2010-2014		68,962

The above amounts were determined based on the employees' current salary rates and the number of service years that will be accumulated upon their retirement date. These amounts do not include amounts that might be paid to employees that will cease working with the Group before their normal retirement age.

F-59

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**27. Employee Stock Option Plans**

The Group has various stock-based compensation plans to reward its employees and key executives of the Group. The Group measures stock-based compensation expense using the fair value based method of accounting.

Stock-based compensation expense was W7,715 million, W5,885 million and W3,715 million in 2002, 2003 and 2004, respectively. The per share weighted fair value of the stock options granted to key employees, executives and directors of the Group was W10,443 for 2002, and W5,017 for 2003, and W7,351 for 2004. The per share weighted fair value of the stock options granted to key employees, executives and directors of Chohung Bank were W1,533 and W952 for the years ended 2003 and 2004, respectively. These amounts were estimated on the date of the grant using the Black-Scholes option-pricing model.

The weighted-average assumptions used for grants made in 2002, 2003 and 2004 are as follows:

<b>Shinhan Financial Group</b>			
	<b>2002</b>	<b>2003</b>	<b>2004</b>
Risk-free interest rate	6.33%	4.21%	4.39%
Expected lives	4.01 years	4.01 years	3.50 years
Expected volatility	58.39%	45.10%	42.26%
Expected dividend rate	4.21%	5.83%	2.82%

<b>Chohung Bank</b>		
	<b>2003</b>	<b>2004</b>
Risk-free interest rate	4.57%	4.39%
Expected lives	3.50 years	3.50 years
Expected volatility	82.51%	66.04%
Expected dividend rate	0.00%	0.00%

***Shinhan Financial Group Plan***

The Group has authorized 63,863,802 shares of options to be granted to certain executives of the Group to purchase its common stock. On May 22, 2002, the Group granted certain executives of the Group, Shinhan Bank, and Shinhan Capital 1,004,200 options at an exercise price of W18,910 per share, with a vesting period of 2 years. On May 15, 2003, the Group granted certain executives of the Group, Shinhan Bank, Shinhan Capital, Shinhan Card and Shinhan Credit Information 1,156,300 options at exercise price of W11,800 per share, with a vesting period of 2 years. On March 25, 2004, the Group granted certain executives of the Group, Shinhan Bank, Shinhan Capital, Shinhan Card and Shinhan Credit Information, 1,301,600 options at an exercise price of W21,595 per share, with a vesting period of 2 years. For the options granted except options issued on May 22, 2002, Shinhan Financial Group may issue common stock or pay in cash the difference between the exercise and market price at the date of exercise. With regard to options granted on May 22, 2002, Shinhan Financial Group decided to pay the difference between the exercise price and market price in cash at the date of exercise on May 21, 2004. Restrictions on the grants include continued employment for a specified period and lapse after the second year of vesting. Upon vesting, options may be exercised between 3 to 6 years from the grant date. Certain performance goals need to be attained for the options to be exercisable. Subsequently, with respect to options granted on May 15, 2003, Shinhan Financial Group decided to pay the difference between the exercise price and market price in cash at the date of exercise on May 17, 2005.





**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Shinhan Bank Plan***

Shinhan Bank has authorized 24,436,037 shares of options to be granted to purchase its common stocks. On March 27, 2000, Shinhan Bank granted certain executives 280,000 options at an exercise price of W11,700 per share, with a vesting period of 2 years. On March 5, 2001, Shinhan Bank granted certain executives 265,000 options at an exercise price of W13,900 per share, with a vesting period of 2 years. On March 4, 2004, Shinhan Bank decided to settle these stock options for cash based on price calculated in reference to the market price of the common stock of Shinhan Financial Group. The number of options exercised in 2004 was 469,043 shares.

***Chohung Bank Plan***

On March 27, 2000, March 9, 2001, March 29, 2002, March 28, 2003, and March 25, 2004, Chohung Bank granted stock options, which gave the grantee the right to buy Chohung Bank's shares, to its key employees, management, and directors, including the president and the deputy-president. The number of stock options granted used to be determined depending on the relative stock price increase rate of Chohung Bank over the banking industry's stock price increase rate, Chohung Bank's non-performing loans ratio, and the risk-adjusted capital ratio. The stock options vest after 2 years, and become exercisable after 2 to 3 years from the grant date for a period of 3 years. If the stock options had been exercised, Chohung Bank would have had the option either to issue new shares or shares held as treasury stock, or to pay the difference between the market price and the exercise price in cash or with treasury stock. On March 30, 2005, Chohung Bank decided to settle these stock options for cash based on the price in reference to the market price of the common stock of Shinhan Financial Group, multiplied by the exchange ratio.

Change in options during the years ended December 31, is as follows:

	Shinhan Financial Group		Shinhan Bank	
	Number of shares	Weighted-Average Exercise Price Per Share	Number of shares	Weighted-Average Exercise Price Per Share
		(in Won)		(in Won)
Outstanding at January 1, 2002		W	529,094	W 12,802
Granted	1,004,200	18,910		
Forfeited			(56,551)	13,770
Outstanding at December 31, 2002	1,004,200	18,910	472,543	12,686
Granted	1,156,300	11,800		
Forfeited	(113,955)	16,483		
Outstanding at December 31, 2003	2,046,545	15,028	472,543	12,686
Granted	1,301,600	21,595		
Exercised	(3,500)	18,910	(469,043)	12,693
Forfeited	(247,703)	16,219		
Outstanding at December 31, 2004	3,096,942	17,698	3,500	11,700
Exercisable at December 31, 2004	864,576		3,500	



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>Chohung Bank</b>		
	<b>Number of shares</b>	<b>Weighted- Average Exercise Price Per Share</b>
		<b>(in Won)</b>
Outstanding at September 1, 2003	934,286	W 5,033
Granted		
Forfeited	(365,580)	4,856
Outstanding at December 31, 2003	568,706	5,147
Granted	340,000	5,000
Forfeited	(5,316)	5,000
Outstanding at December 31, 2004	903,390	5,093
Exercisable at December 31, 2004	433,876	

Information pertaining to options outstanding at December 31, 2004 is as follows:

**Shinhan Financial Group**

<b>Exercise Price</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number Outstanding</b>	<b>Weighted- Average Remaining Contractual Life(1)</b>	<b>Weighted- Average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted- Average Exercise Price</b>
			<b>(In Won)</b>		<b>(In Won)</b>
W18,910	864,576	3.39 years	W 18,910	864,576	W 18,910
W11,800	995,121	4.38 years	11,800		
W21,595	1,237,245	4.24 years	21,595		
	3,096,942	4.05 years	W 17,698	864,576	W 18,910

**Shinhan Bank**

**Options Outstanding**

Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life(1)	Options Exercisable		
			Weighted-Average Exercise Price	Number Exercisable	
			(In Won)		(In Won)
W11,700	3,500	1.24 years	W 11,700	3,500	W 11,700

F-62

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Chohung Bank**

Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life(1)	Weighted-Average Exercise Price (In Won)	Number Exercisable	Weighted-Average Exercise Price (In Won)
W4,559	99,054	3.24 years	W 4,559		W
W5,000	599,040	1.24-4.23 years	5,000	228,580	5,000
W5,598	187,200	2.24 years	5,598	187,200	5,598
W5,860	18,096	2.24 years	5,860	18,096	5,860
	903,390	2.67 years	W 5,093	433,876	W 5,294

*Note:*

(1) Contractual life indicates the sum of service (vesting) period and exercisable period.

***Employee Stock Ownership Association***

In 2002, the Group and Shinhan Bank established an employee stock ownership association (the ESOA) covering most of their employees. The Group makes discretionary cash contributions to the ESOA on a periodic basis as determined by the Group's Board of Directors. Shinhan Bank makes cash contributions to the ESOA on a periodic basis based on Shinhan Bank's actual performance relative to pre-specified net income. The Group and Shinhan Bank contributions are used to purchase shares of the common stock of the Group on the Korean Stock Exchange. All shares acquired by the ESOA are unallocated, and are restricted for a period of four years pursuant to the plan agreements and regulations governing the ESOA. Under the Securities and Exchange Act of Korea, employees participating in the ESOA have a preemptive right, subject to certain exceptions, to subscribe for up to 20% of the shares publicly offered by the Group pursuant to the Securities and Exchange Act of Korea. Furthermore, this right is exercisable only to the extent that the total number of shares so acquired and held by such employees does not exceed 20% of the Group's total number of shares then outstanding. For the years ended December 31, 2002, 2003 and 2004, the Group recorded in aggregate W6,543 million, W5,500 million and W20,852 million in expenses related to the ESOA contributions, respectively.

**28. Fair Value of Financial Instruments**

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced sale or liquidation. Fair value is best determined based on quoted market prices. However, in many instances, there are no quoted market prices for the Group's various financial instruments. In cases where quoted market prices are not available, the fair values are estimated using present value or other valuation techniques.

Those techniques are significantly affected by the assumptions used, which include expected future cash flows and discount rates. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instruments. Certain financial instruments and all nonfinancial instruments are excluded from the scope of

SFAS No. 107, *Disclosure about Fair Value of Financial Instruments*. Accordingly, the aggregate fair value amount of the items presented under SFAS No. 107 may not necessarily represent the total underlying fair value of the Group since the fair value of the excluded items are not obtained.

F-63

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following methods and assumptions are used by the Group in estimating fair value disclosures for its financial instruments:

**Assets and liabilities for which fair value approximates carrying value:** The carrying values of certain financial assets and liabilities are reported at cost, including cash and cash equivalents, restricted cash, call loans, accrued interest and dividends receivable, accrued interest payable, call money, security deposits, other assets except for nonmarketable equity investments and other liabilities. The carrying values of these financial assets and liabilities are considered to approximate their fair values due to their short-term nature and negligible losses due to credit risks.

**Interest-bearing deposits in banks:** The carrying amounts of short-term interest-bearing deposits approximate their fair value because they are short-term in nature or carry variable interest rates. Fair value of other interest-bearing deposits is estimated using discounted cash flow analysis on current rates for similar types of deposits.

**Trading assets and liabilities:** Fair values for trading assets, including derivative financial instruments so classified are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments except for certain options and swaps for which pricing models are used.

**Securities:** Fair values for available-for-sale and held-to-maturity securities are based on quoted market prices, or quoted market prices of comparable instruments if the quoted market prices are not available.

**Nonmarketable equity investments:** Nonmarketable equity investments, which are recorded in other assets, consist primarily of private equity investments. The fair values of these investments are based on the latest obtainable net asset value of the investees and adjusted for other-than-temporary impairment losses.

**Loans:** Loans and advances are net of allowance for loan losses. The fair value of fixed rate loans is estimated by discounting contractual cash flows based on current rates at which similar loans would be made to borrowers for the same maturities. The fair values of variable rate loans that re-price frequently with no significant changes in credit risk are considered to approximate their carrying values in the consolidated balance sheets.

**Deposits:** The carrying amounts of variable-rate interest and noninterest-bearing deposits approximate their fair values at the balance sheet date. Fair values for fixed rate interest-bearing deposits are estimated using discounted cash flow analysis using interest rates currently offered for deposits with similar maturities.

**Short-term borrowings:** The carrying amounts of call money, securities sold under repurchase agreements and short-term borrowings approximate their fair values due to their short-term nature and negligible losses due to credit risks.

**Long-term debt:** The fair values of the Group's long-term borrowings are estimated based on quoted market prices, where available. For those notes where quoted market prices are not obtainable, a discounted cash flow analysis is used based on the Group's current incremental borrowing rates for similar types of borrowing arrangements.

**Derivative financial instruments:** All derivatives are recognized on the consolidated balance sheets at fair value based on quoted market prices, dealer or counterparty quotes, where available. If quoted market prices are not available, pricing or valuation models are applied to current market information to estimate fair value.

**Redeemable convertible preferred stock:** The fair value of redeemable convertible preferred stock are estimated based on the present value of its future cash dividend payments, repayment provisions and associated conversion features. The fair value of conversion features are not estimated as of December 31, 2004 but used initial fair value estimated at issuance.



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The estimated fair values, and related carrying or notional amounts of the Group's financial instruments at December 31 are as follows:

	2003		2004	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(In millions of Won)				
<b>Financial assets:</b>				
Financial assets for which carrying value approximates fair value	W 8,314,036	W 8,314,036	W 8,758,750	W 8,758,750
Interest-bearing deposits in banks	409,038	409,038	220,478	220,478
Trading assets	3,377,295	3,377,295	6,316,341	6,316,341
Securities	21,703,345	21,859,745	21,207,551	21,415,514
Loans	91,791,255	92,368,132	94,868,094	95,261,537
Nonmarketable equity investments included in other assets	1,060,476	1,074,650	1,076,326	1,217,285
<b>Financial liabilities:</b>				
Financial liabilities for which carrying value approximates fair value	6,742,044	6,742,044	2,934,129	2,934,129
Deposits	83,489,142	83,991,573	82,679,483	83,034,668
Trading liabilities	513,061	513,061	1,757,577	1,757,577
Short-term borrowings	11,204,739	11,204,739	10,935,555	10,935,555
Secured borrowings	6,316,260	6,593,583	6,308,093	6,388,404
Long-term debt	21,217,708	21,995,231	23,616,683	25,398,145
Redeemable convertible preferred stock	711,134	711,134	735,744	816,547

The differences between the carrying amounts and the fair values of guarantees, commercial letters of credit, standby letters of credit, and other lending commitments are immaterial to the consolidated financial statements.

## 29. Derivative Instruments and Hedging Activities

For the years ended December 31, 2002, 2003 and 2004, the Group applied fair value hedge accounting exclusively to interest rate swap transactions with the underlying assets of fixed rate debts that qualified for the short-cut method. Since the Group assumed no ineffectiveness for those transactions, no ineffective portion was recognized in the consolidated statements of income for the years presented.

In the normal course of business, the Group enters into derivatives, including foreign exchange contracts to help its customers manage their risk exposures. The Group also uses derivative instruments for its own trading accounts and to manage its asset and liability exposures to interest rate and foreign exchange risks.

The Group uses interest rate derivatives principally to manage exposures to fluctuations in fair value due to interest rate risk. Pay-fixed receive-variable interest rate swap contracts are used to convert fixed rate assets, principally securities, into synthetic variable rate instruments. Receive-fixed pay-variable interest rate swaps contracts

are used to convert fixed rate funding sources, principally debt, into synthetic variable rate funding instruments. Cross-currency interest rate swaps are contracts that generally involve the exchange of both interest and principal amounts in two different currencies to manage exposures to fluctuations in fair value due to foreign exchange risks. Cross-currency swaps are used by the Group to convert its assets and funding from functional currency to local currency.

F-65

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Derivative instruments may expose the Group to market risk or credit risk in excess of the amounts recorded on the balance sheets. Market risk arises due to market price, interest rate and foreign exchange rate fluctuations that may result in a decrease in the market value of a financial instrument and/or an increase in its funding cost. Exposure to market risk is managed through position limits and other controls and by entering into hedging transactions. Credit risk is the possibility that losses may occur from counterparty's failure to perform according to the terms of the contract, when the value of collateral held, if any, is not adequate to cover such losses. Credit risk is controlled through credit approvals, limits and monitoring procedures based on the same credit policies used for on-balance-sheet instruments. Generally, collateral or other security is not required. The amount of collateral obtained, if any, is based on the nature of the financial instrument and management's credit evaluation of each counterparty.

**30. Commitments and Contingencies*****Legal and Tax Contingencies***

In the ordinary course of business, the Group is involved in tax and legal proceedings, claims and litigation. As of December 31, 2004, the Group has 190 pending lawsuits as a defendant (total amount: W832,209 million). In the opinion of management, based on current knowledge and after consultation with external counsel, the outcome of such matters will not have a material adverse effect on the Group's consolidated financial statements.

***Lease Commitments***

At December 31, 2004, the Group is obliged under a number of noncancelable operating leases for premises and equipment used primarily for banking purposes. Total rent expense for the years ended December 31, 2002, 2003 and 2004 was W38,375 million, W43,138 million and W105,280 million, respectively. Pursuant to the terms of noncancelable lease agreements pertaining to premises and equipment in effect at December 31, 2004, future minimum rental commitments under various noncancelable operating leases are as follows:

<b>Years Ending</b>	<b>(In millions of Won)</b>	
2005	W	20,934
2006		12,082
2007		7,814
2008		4,738
2009		1,881
Thereafter		210
	W	47,659

In lieu of rent, certain lease agreements require the Group to advance a noninterest-bearing refundable security deposit to the landlord for the Group's use during the lease term. The amount of the advance is determined by the prevailing market rate. The Group has recorded rent expense and interest income related to these leases of W19,440 million, W35,868 million and W28,743 million on deposit balances of W451,072 million, W864,768 million and W924,093 million for the years ended December 31, 2002, 2003 and 2004, respectively. Such amounts were calculated based on the fixed interest rate for time deposits with similar maturities.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Credit Commitments and Guarantees***

The following table summarizes the contractual amounts relating to unused loan commitments at December 31:

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Won)</b>			
Commitments to extend credit:				
Corporate	W	32,921,969	W	39,322,638
Credit card lines		17,206,936		23,605,859
Consumer(1)		3,752,176		5,960,613
Commercial letters of credit		3,075,180		3,364,005
	W	56,956,261	W	72,253,115

*Note:*

(1) excluding credit card

Commitments to extend credit represent unfunded portions of authorizations to extend credit in the form of loans. The commitments expire on fixed dates and a customer has to comply with predetermined conditions to draw funds under the commitments. With respect to credit risk on commitments to extend credit, the Group is potentially exposed to loss in an amount equal to the total unused commitments. The majority of the Group's unfunded commitments are not guarantees under FIN 45.

Commercial letters of credit are undertakings by the Group on behalf of customers authorizing third parties to draw drafts on the Group up to a stipulated amount under specific terms and conditions. They are generally short-term and collateralized by the underlying shipments of goods to which they relate and therefore have significantly less risk.

The Group provides a variety of guarantees to its customers to enhance their credit standing and enable them to complete a variety of business transactions. FIN 45 establishes accounting and disclosure requirements for guarantees, requiring that a guarantor recognize, at the inception of a guarantee, a liability in an amount equal to the fair value of the obligation undertaken in issuing the guarantee. FIN 45 defines a guarantee as a contract that contingently requires the Group to pay a guaranteed party, based on: (a) changes in an underlying asset, liability or equity security of guaranteed party; or (b) a third party's failure to perform under a specified agreement. The Group considers the following off-balance sheet lending arrangements to be guarantees under FIN 45: certain stand-by letters of credit, financial guarantees, performance guarantees, liquidity facilities to SPEs and certain indemnification agreements included within third-party contractual arrangements and certain derivative contracts.

Certain guarantees issued or modified after December 31, 2002 that are not derivative contracts have been recorded on the Group's consolidated balance sheet at their fair value at inception. The Group has recorded this amount and other liabilities with an offsetting entry recorded in other assets. Cash received under the contract is applied to the other receivable recorded in other assets, and the fair value of the liability recorded at inception is amortized into income as commissions and fees over the life of the guarantee contract. The amount of the liability related to guarantees recorded at December 31, 2004 under FIN 45 was approximately W24,394 million. The majority of these guarantees expire without being drawn upon. As a result, total contractual amounts are not representative of the Group's actual credit exposure.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The table below summarizes all of the Group's guarantees at December 31, 2004:

	<b>Expire within One Year</b>	<b>Expire after One Year</b>	<b>Total Notional Amount Outstanding</b>	<b>Current Carrying Liability Amount</b>	<b>Amount of Recourse or Collateral Held</b>	<b>Maximum Potential Amount of Future Payments</b>
<b>(In millions of Won)</b>						
Financial stand-by letters of credit	W 251,998	W 98,826	W 350,824	W 4,417	W 84,318	W 350,824
Other financial guarantees	691,968	127,203	819,171	11,211	229,643	819,171
Performance letters of credit and guarantees	619,379	392,656	1,012,035	12,542	240,946	1,012,035
Liquidity facilities to SPEs	405,237	819,771	1,225,008	13,362		1,225,008
Loans sold with recourse		20,267	20,267	8,735	12,038	20,267
Market value guarantees on trust accounts	422,596	2,701,834	3,124,430			3,124,430
Credit derivatives		26,095	26,095	50		26,095
	W 2,391,178	W 4,186,652	W 6,577,830	W 50,317	W 566,945	W 6,577,830

The Group issues financial stand-by letters of credit that represent irrevocable obligations to pay third party beneficiaries when its customers fail to repay loans or debt instruments, which are generally in foreign currencies.

Other financial guarantees are used in various transactions to enhance the credit standing of the Group's customers. They represent irrevocable assurance, subject to satisfaction of certain conditions, that the Group will make payment in the event that the customers fail to fulfill their obligations to third parties. Such financial obligations include a return of security deposits and the payment of service fees.

Performance letters of credit and guarantees are issued to guarantee customers' tender bids on construction or similar projects or to guarantee completion of such projects in accordance with contractual terms. They are also issued to support a customer's obligation to supply specified products, commodities, maintenance or other services to third parties.

Liquidity facilities to SPEs represent irrevocable commitments to provide contingent liquidity credit lines including commercial paper purchase commitments to SPEs for which the Group serves as the administrator. The SPEs are established by clients to obtain funding from the commercial paper market or the corporate debt market by transferring assets to the SPEs. The Group has commitments to provide liquidity to the SPEs in amounts up to W1,225,008 million at December 31, 2004. Although the Group does not sell assets to these SPEs, it would be required to provide funding under the liquidity facilities in the event that the SPEs do not hold enough funds to make scheduled payments on their outstanding senior debt securities. Under the commercial paper purchase commitments,

the Group is required to purchase commercial paper issued by the SPEs when enough funding is not available in the commercial paper market. The Group has limited credit exposure to these SPEs because the risk of first loss is borne by the clients or other third parties, or the SPEs are over-collateralized with the assets sold to them.

Loans sold with recourse obligation represent certain nonperforming loans the Group sold to KAMCO prior to 1999 and 2000, respectively. These are accounted for as sales and derecognized from the consolidated balance sheet since the controls over these loans have been surrendered. The nature of the accounting for the sale of these loans is dependent upon whether any recourse liabilities existed as of the date of sale. The sales agreements contain a recourse liability under which KAMCO can obligate the Group to repurchase certain of these related loans if the related debtors fail to perform in accordance with specific restructuring plans. The

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

recourse liability has no expiration date. The recourse liability reflects an estimate of the loss that is probable of occurring at the future date of repurchase and takes into account actual repurchases which have occurred in subsequent periods, as well as repurchases which are expected to occur based on an understanding of the current status of the underlying loans.

A gain or loss was recognized at the date of sale, representing the difference between the settled purchase price received from KAMCO and the carrying amount of the loan in respect of those loans where no recourse liability existed, or for those that were not passed back to the Group before the remaining outstanding balance was repaid by the borrower. For those loans where a recourse liability existed, a gain or loss was still recognized as of the transfer date after taking into account this liability.

Outstanding loans for which KAMCO has recourse amounted to W103,502 million and W29,688 million at December 31, 2003 and 2004, respectively. At December 31, 2003 and 2004, the Group has recorded in accrued expenses and other liabilities, W22,711 million and W8,735 million, respectively, representing its estimated obligation to repurchase the loans with recourse.

Market value guarantees on trust accounts represent guarantee of principal issued to trust account holders. Several subsidiaries of the Group manage funds on behalf of its customers through the operation of various trust accounts in accordance with the Korean Trust Law and the Korean Trust Business Act. Trust assets and liabilities are assets and liabilities of trust account holders, and are excluded from the consolidated financial statements of the Group, and thus are recorded in separate accounts from those of the Group's business. The guarantees on trusts funds qualify as derivatives under SFAS No. 133, and are included in trading liabilities at fair value on the Group's consolidated balance sheet with corresponding changes included in earnings.

At December 31, 2003 and 2004, the allowance for guarantees and acceptances included in accrued expenses and other liabilities is W58,417 million and W28,170 million, respectively, which relates to stand-by and performance letters of credit and other financial and performance guarantees.

In addition to guarantees identified above, the Group has entered into credit derivatives with unrelated third parties for credit enhancement purposes. These credit derivatives will expire on November 15, 2006 and have an aggregate notional amount of W26,095 million, which represents the maximum potential amount of future payments on the contracts. At December 31, 2003 and 2004, these derivatives were recorded at fair value of W358 million and W50 million, respectively, in trading liabilities.

***Pledged Assets***

The primary components of assets pledged as collateral for borrowings and other purposes at December 31 are as follows:

	<b>2003</b>		<b>2004</b>	
		<b>(In millions of Won)</b>		
Short-term and long-term deposits	W	85,080	W	21,314
Trading securities				423,243
Available-for-sale securities		6,610,948		12,683,355
Held-to-maturity securities		3,493,435		758,446
Loans		2,473,204		2,975,468
Real estate		15,481		29,326
Other assets		25,218		31,362
	W	12,703,366	W	16,922,514





**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**31. Concentrations of Geographic and Credit Risks*****Geographic Risk***

Loans to borrowers based in Korea represented approximately 98 percent of the Group's loan portfolio at December 31, 2003 and 2004. Investments in debt and equity securities of Korean entities represented approximately 97 percent and 99 percent of the Group's investment portfolio at December 31, 2003 and 2004, respectively.

***Credit Risk***

Concentrations of credit risk arise when a number of customers are engaged in similar business activities, or activities in the same geographic region, or have similar economic characteristics that would cause their ability to meet their contractual obligations to be similarly affected by changes in economic conditions. Note 6 and Note 7 discuss the types of securities in which the Group invests. Note 8 discusses the type of loans in which the Group engages.

The Group regularly monitors various segments of its credit risk portfolio to assess potential concentration of risks and to obtain collateral when deemed necessary. Except for securities issued by KDIC, BOK and other governmental entities, no entity was responsible for 10 percent or more of the Group's total loans outstanding, trading assets and liabilities, available-for-sale securities, held-to-maturity debt securities or total interest and dividend income at December 31, 2003 and 2002005-06-204 and for each of the three years ended on December 31, 2004.

The table below indicates major products including both on-balance sheet (principally loans) and off-balance sheet (principally commitments to extend credit) exposures at December 31:

	2003			2004		
Credit Exposure	On-Balance Sheet	Off-Balance Sheet	Credit Exposure	On-Balance Sheet	Off-Balance Sheet	
(In millions of Won)						
Commercial and industrial	W 62,729,823	W 35,616,698	W 58,789,035	W 35,653,127	W 23,135,908	
Other commercial	30,947,577	17,377,842	40,946,060	17,988,288	22,957,772	
Lease financing	1,091,330	1,091,330	981,002	981,002		
Mortgage and home equity	20,901,790	20,517,109	22,439,050	22,180,112	258,938	
Credit cards	23,319,345	6,112,409	28,337,772	4,731,913	23,605,859	
Other consumer	17,947,253	14,579,758	21,247,470	15,545,796	5,701,674	
	W 156,937,118	W 95,295,146	W 172,740,389	W 97,080,238	W 75,660,151	

**32. Related Party Transactions**

A number of banking transactions are entered into with related parties in the normal course of business. These include trust accounts managed by the Group, and loans to executives, directors and affiliated parties.

***Trust Accounts***

Under the Korean Trust Law and the Korean Trust Business Act, the Group serves as trustees to the trust accounts in a trust management capacity in the normal course of business. See Note 34 for more information on trust accounts.

F-70

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Loans to Executives, Directors and Affiliated Parties**

The table below summarizes the changes in the amount of loans to executive officers, directors, director nominees, their immediate families and companies affiliated with the directors at December 31:

		2003		2004
(In millions of Won)				
Loans at beginning of the year	W	194,008	W	132,410
New loans		40,867		108,893
Repayments		(102,465)		(28,033)
Loans at end of the year	W	132,410	W	213,270

The outstanding balances at December 31, and the related income and expenses for the years ended for related party transactions are as follows:

	2002		2003		2004	
	Trust Accounts	Executives, Directors and Affiliated Parties	Trust Accounts	Executives, Directors and Affiliated Parties	Trust Accounts	Executives, Directors and Affiliated Parties
(In millions of Won)						
Loans	W	194,008	W	132,410	W	213,270
Accrued expenses and other assets	127,381		27,659		91,624	
Short-term borrowings	338,950		859,974		600,924	
Other liabilities	626				669	
Other interest income	1,388				768	
Net trust management fees	120,268		50,177		115,711	
Interest expense on short-term borrowings	9,401		10,910		16,985	
Interest on loans		5,044		5,526		6,828

It is the Group's policy to make loans available to employees and officers on terms equivalent to those at which it extends credit to unrelated parties. The Group does not customarily track or aggregate the total earnings on such loans as outstanding amounts are not material.

**33. Segment Reporting**

For management reporting purposes, the Group's business segment results are reported to management under Korean GAAP. The Group is organized into six major business segments through its two primary distribution channels for the Group's financial products and services consisting of Shinhan Bank and Chohung Bank (acquired in August 2003): retail banking, corporate banking, securities brokerage services, credit card, treasury and securities investment of Shinhan Bank and treasury and international business for Chohung Bank, and other banking services. The Group's reportable segments are based on the nature of the products and services provided, the type or class of customers, and the Group's management organization, and provide the basis on which the Group reports its primary segment information:

*Retail banking* Activities within this segment include savings and demand deposits, consumer loans and mortgages of individual customers and sole proprietors who borrowed W1,000 million or less.

*Corporate banking* Activities within this segment include loans, overdrafts, other credit facilities, deposits in foreign currencies and other foreign currency activities. The corporate banking segment's

F-71

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

assets and liabilities are mainly from transactions with customers including small and medium sized private companies, publicly traded enterprises and sole proprietors who borrowed more than W1,000 million.

*Securities brokerage services* Activities within this segment include a full range of brokerage services, investment advice and financial planning to retail customers, and various investment banking services to corporate customers conducted through Good Morning Shinhan Securities.

*Credit card* Activities within this segment include processing domestic as well as overseas credit and debit card operations conducted through Shinhan Card and Chohung Bank. The credit card segment's assets and liabilities are mainly from transactions with individual or corporate cardholders and card merchants.

*Treasury and securities investment* Activities within this segment include Shinhan Bank's internal asset and liability management, proprietary trading in securities and derivatives, and proprietary investment in security portfolios using Shinhan Bank's capital.

*Treasury and international business* Activities within this segment include Chohung Bank's internal asset and liability management, proprietary trading in securities and derivatives, proprietary investment in security portfolios using Chohung Bank's capital, and operation of Chohung Bank's overseas branches.

*Other banking services* Activities within this segment include Shinhan Bank's impaired loan management, administration of Shinhan Bank and Chohung Bank operations, and operation of Shinhan Bank's overseas branches.

Other operations of the Group comprise activities of the holding company and other subsidiaries such as Jeju Bank and Shinhan Capital, none of which constitutes a separately reportable segment.

Operating revenues and expenses and interest income and expense, related to both third party and intersegment transactions, are included in determining the operating earnings of each respective segment. The provision for income tax is comprised of corporate income tax and resident tax surcharges. The income tax expenses are allocated to the respective segment based upon performance.

Transactions between the business segments are reflected on terms established by management.

The Group continuously assesses its assumptions, methodologies and reporting classifications to better reflect the nature and activities of the Group's business segments. The Group's business segments for the year ended December 31, 2004 have not changed, except that Chohung Bank's Large Corporate Banking segment of corporate banking was transferred to Corporate & Investment Banking segment of other banking services as of January 2004. The Group operates and evaluates business segments of Shinhan Bank and Chohung Bank separately.

F-72

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Information about reporting segments at and for the years ended December 31, is as follows:

**2002**

Segment	Shinhan Bank				Holding Company and Other Subsidiaries			Subtotal before Elimination	US GAAP Adjustments	Inter-segment Transactions
	Corporate Banking	Treasury & Securities Investment	Other Banking Services	Securities Brokerage Services	Credit Card	Other				
	7,988	W 366,275	W 53,761	W 178,751	W 22,192	W 290,685	W 107,736	W 1,737,388	W (233,938)	W
	5,415	274,594	683,418	168,857	559,424	253	718,694	2,610,655	(360,456)	(1,000,000)
	3,403	640,869	737,179	347,608	581,616	290,938	826,430	4,348,043	(594,394)	(1,000,000)
	6,387	23,288	(20,379)	129,105	(5,679)	63,273	20,728	256,723	1,515	
	(523)	(8,351)		(544)				(9,418)	19,259	
	6,662	271,931	654,408	378,677	535,120	69,471	119,448	2,455,717	(121,737)	(1,000,000)
	8,502	2,979	686	30,635	17,191		33,944	113,937	132,222	(1,000,000)
	2,375	351,022	102,464	(190,265)	34,984	158,194	652,310	1,531,084	(625,653)	
	2,761	104,457	44,590	(41,427)	11,288	47,040	11,461	270,170	42,566	
	9,614	246,565	57,874	(148,838)	23,696	111,154	640,849	1,260,914	(668,219)	
	2,999	115,726	159,619	4,284	(144,824)	(77,302)	(612,723)	(668,219)		
	0,051	(82,360)	40,381	61,696	(1,247)	59,147	29,161	(3,273)		
	6,564	W 279,931	W 257,874	W (82,858)	W (122,375)	W 92,999	W 57,287	W 589,422		

5,161 W 19,005,811 W 14,300,455 W 4,327,975 W 1,570,244 W 2,473,694 W 8,572,749 W 71,506,089 W (4,624,869) W (2,

*Note:*

- (1) Includes eliminations for consolidation, intersegment transactions and certain differences in classification under management reporting system.

F-73

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2003**

**Chohung Bank**

<b>Other Banking Services</b>	<b>Securities Brokerage Services(1)</b>	<b>Credit Card(2)</b>	<b>Retail Banking</b>	<b>Corporate Banking</b>	<b>Treasury &amp; International Business</b>	<b>Credit Card</b>	<b>Other Banking Services</b>	<b>Other</b>
<b>(In millions of Won)</b>								
211,695	34,272	321,686	418,054	62,404	(26,154)	236,974	(10,425)	197,907
127,300	621,902	636	94,601	70,855	234,214	577	7,317	495,552
338,995	656,174	322,322	512,655	133,259	208,060	237,551	(3,108)	693,459
109,753	(26)	235,936	150,000	180,030		199,454	300	(8,797)
(265)				(34,993)				
344,475	564,012	176,449	296,062	33,330	249,639	120,378	39,686	234,475
33,385	23,575		36,962	13,385	11,106	6,785	7,119	42,074
(148,353)	68,613	(90,063)	29,631	(58,493)	(52,685)	(89,066)	(50,213)	425,707
(37,997)	32,801	(239)	26,883	711	2,436	(8,370)	3,171	3,042
(110,356)	35,812	(89,824)	2,748	(59,204)	(55,121)	(80,696)	(53,384)	422,665
(8,013)	(2,633)	62,440	156,506	141,382	(116,432)	(22,170)	(45,687)	(581,369)
209,100	15,387	114,660		(4,135)	20,345			(3,249)
90,731	48,566	87,276	159,254	78,043	(151,208)	(102,866)	(99,071)	(161,953)



V 5,041,401 W 2,928,017 W 1,778,191 W 23,837,861 W 14,938,062 W 11,308,167 W 3,569,073 W 3,111,520 W 14,979,278

*Notes:*

- (1) Securities brokerage business is conducted through Good Morning Shinhan Securities.
- (2) Credit card business is conducted through Shinhan Card.
- (3) Includes eliminations for consolidation, intersegment transactions and certain differences in classification under management reporting system.

F-74

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2004**

**Chohung Bank**

<b>Other Banking Services</b>	<b>Securities Brokerage Services(1)</b>	<b>Credit Card(2)</b>	<b>Retail Banking</b>	<b>Corporate Banking</b>	<b>Treasury &amp; International Business</b>	<b>Credit Card</b>	<b>Other Banking Services</b>	<b>Other</b>
<b>(In millions of Won)</b>								
182,097	W 54,043	W 347,968	W 1,107,296	W 257,782	W (718)	W 587,550	W 137,663	W (2,607)
286,953	643,209		287,694	74,997	2,612,061	2,350	360,342	1,710,856
469,050	697,252	347,968	1,394,990	332,779	2,611,343	589,900	498,005	1,708,249
98,563	(4,696)	175,799	465,565	10,287	(12,631)	672,851	(83,472)	23,956
(958)				(22,463)				21
422,726	642,572	160,998	744,102	158,775	2,627,917	235,565	266,068	508,387
35,126	15,560	5,348	53,215	1,489	768	1,263	39,982	46,458
(86,407)	43,816	5,823	132,108	184,691	(4,711)	(319,779)	275,427	1,129,427
(24,813)	240		1,233	1,723	(44)	(2,984)	2,570	32,202
(61,594)	43,576	5,823	130,875	182,968	(4,667)	(316,795)	272,857	1,097,225
(6,867)	15,784	35,602	(48,736)	423,706	(83,376)	199,194	(176,632)	(1,251,948)
(239)	9,849	110,954	(5,893)	57,452	(3,871)	(576)	(2,114)	(28,056)
(68,700)	W 69,209	W 152,379	W 76,246	W 664,126	W (91,914)	W (118,177)	W 94,111	W (182,779)

5,666,668 W 2,956,183 W 1,469,925 W 25,363,826 W 11,894,605 W 16,584,883 W 2,486,816 W 9,058,969 W 18,816,473

*Notes:*

- (1) Securities brokerage business is conducted through Good Morning Shinhan Securities.
- (2) Credit card business is conducted through Shinhan Card.
- (3) Includes eliminations for consolidation, intersegment transactions and certain differences in classification under management reporting system.
- (4) Includes extraordinary gain of W27,507 million.
- (5) Includes cumulative effect of change in accounting principle of W23,049 million.

F-75

---

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Following is a reconciliation of the business segments' total assets to the consolidated total assets at December 31.

		2003		2004
(In millions of Won)				
Segments' total assets	W	146,521,362	W	158,757,600
US GAAP adjustments		(1,358,680)		(4,932,814)
Intersegment transactions		(8,813,351)		(10,316,764)
Consolidated total assets	W	136,349,331	W	143,508,022

Following is a reconciliation of the business segments' total revenues to the consolidated total revenues for the years ended December 31.

		2002		2003		2004
(In millions of Won)						
Segments' total revenues	W	4,348,043	W	5,973,261	W	12,348,517
US GAAP adjustments		(594,394)		(504,350)		(6,515,359)
Intersegment transactions		(1,286,172)		(2,017,668)		(139,045)
Consolidated total revenues	W	2,467,477	W	3,451,243	W	5,694,113

The adjustments presented in the tables above represent adjustments made to consolidated total assets and consolidated total revenues not specifically allocated to individual business segments.

Geographic segment disclosures have been excluded as assets and revenues attributable to external customers in foreign countries are not significant.

**34. Trust Accounts**

In accordance with the Korean Trust Law and the Korean Trust Business Act, the Group acts as the trustee for the trust accounts held by the Group's customers. In a trust management capacity, the Group is required to exercise due care in managing and preserving the trust assets. Trust accounts are recorded separately from the Group's other banking related accounts. The Group has both guaranteed and nonguaranteed trust accounts. For the principal and interest guaranteed trust accounts, the Group is required to guarantee a certain percentage of return at maturity on the trust principal as well as the trust principal deposited by the customers. For the principal guaranteed trust accounts, the Group is only required to guarantee the principal. Such guarantees are recognized as derivatives as discussed in Note 30. See Note 35 for a further discussion on the consolidation scope of the guaranteed trust accounts. For guaranteed and nonguaranteed trust accounts, the Group receives periodic trust management fees based on a certain percentage of assets under management.

**35. Variable Interest Entities**

The Group securitizes, sells and services primarily corporate and consumer loans. In certain situations, the Group also provides liquidity guarantees to investors in the beneficial interests and provides credit enhancements in the form of cash collateral accounts and standby letters of credit as discussed in Note 30.

The Group recognized net loss (gain) of W109 million, W46,604 million, and W(1,023) million in 2002, 2003, and 2004, respectively, related to securitizations and sale of loans in which the Group has surrendered control.



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table represents the carrying amounts and classification of consolidated assets of VIEs in which the Group is the primary beneficiary:

	<b>2003</b>	<b>2004</b>
	<b>(In millions of Won)</b>	
Loans	W 2,245,745	W 2,527,651
Securities	2,912,655	4,115,372
Other assets	468,595	416,940
	W 5,626,995	W 7,059,963

As of December 31, 2003 and 2004, total assets of consolidated VIEs of W2,969,732 million and W4,416,037 million, respectively, in the table above represent SPEs which the Group packages and securitizes its assets or to which the Group provides credit enhancement or liquidity guarantees. In general, the investors in the obligations of consolidated VIEs have recourse only to the assets of those VIEs and do not have recourse to the Group.

The Group consolidated the investment trust in which the Group holds beneficial certificates as investments because these investment trusts are VIEs in which the Group is the primary beneficiary. As of December 31, 2003 and 2004, the Group's consolidated balance sheets included W2,517,188 million and W2,597,262 million, respectively, of the total assets in these investment trusts.

The Group consolidated its guaranteed fixed rate money trust because the Group was deemed to be the primary beneficiary. These trusts were consolidated by the Group and the Group would absorb the majority of the expected losses of the trusts by providing a guarantee of the principal and a fixed rate of return on the principal amount invested. The Group's consolidated balance sheet included W140,075 million and W46,664 million, respectively, of the total assets held within guaranteed fixed rate money trust accounts at December 31, 2003 and 2004. The Group did not consolidate its variable rate trusts because in the Group's view, the Group was not the primary beneficiary. These trusts also consist mostly of Korean treasury and governmental agency securities, and totaled W3,199,292 million at December 31, 2004. See Note 34 for more detailed information on trusts accounts.

In addition to the VIEs that are consolidated in accordance with FIN 46R, the Group has significant variable interests in certain other VIEs that are not consolidated because the Group is not the primary beneficiary. These VIEs are structured by other third parties. In all cases, the Group does not absorb the majority of the VIEs' expected losses nor does it receive a majority of the VIEs' expected residual returns, or both. These VIEs facilitate client transactions, and the Group provides the VIEs with administration services and liquidity. The transactions with these VIEs are conducted at an arm's length, and individual credit decisions are based upon the analysis of the specific VIE, taking into consideration of the quality of the underlying assets. The Group records and reports these transactions with the VIEs similar to any other third party transactions. Total assets of these VIEs at December 31, 2004 were approximately W5,837,772 million. No individual liquidity guarantee was considered a significant variable interest at December 31, 2004. However, at December 31, 2004, the Group's maximum loss exposure associated with these VIEs, which is the total variable interest, is approximately W2,638,580 million. As most of these liquidity facilities expire without being drawn, the total variable interest in these VIEs is not, in the Group's view, representative of the Group's actual future funding requirement.

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**36. Other Comprehensive Income**

The components of other comprehensive income and related tax effects for the years ended December 31 are as follows:

	Foreign Currency Translation Adjustments	Net Unrealized Gain on Available-for- Sale Securities	Accumulated Other Comprehensive Income
	(In millions of Won)		
<b>Balance at January 1, 2002</b>	W 14,194	W 149,240	W 163,434
Foreign currency translation adjustment, net of tax effect of W2,619	(6,199)		(6,199)
Unrealized gain on available-for-sale securities, net of tax effect of W332		787	787
Less: Reclassification adjustment for net realized gain included in income, net of tax effect W37,034		87,661	87,661
<b>Balance at December 31, 2002</b>	7,995	62,366	70,361
Foreign currency translation adjustment, net of tax effect of W742	(1,956)		(1,956)
Unrealized gain on available-for-sale securities, net of tax effect of W5,518		14,549	14,549
Less: Reclassification adjustment for net realized gain included in income, net of tax effect W9,428		24,858	24,858
<b>Balance at December 31, 2003</b>	6,039	52,057	58,096
Foreign currency translation adjustment, net of tax effect of W7,003	(18,462)		(18,462)
Unrealized gain on available-for-sale securities, net of tax effect of W47,851		128,195	128,195
Less: Reclassification adjustment for net realized gain included in income, net of tax effect W3,776		9,956	9,956
<b>Balance at December 31, 2004</b>	W (12,423)	W 170,296	W 157,873

**37. Subsequent Events**

As part of debt restructuring, Shinhan Bank and Chohung Bank participated in increasing the paid-in-capital of LG Card amounting to W48,300 million on January 28, 2005, in accordance with the agreement with the creditors committee.

On March 30, 2005, the Group approved at its general shareholders meeting dividend payments of W232,749 million or W750 per share of common stock, and W16,338 million on RCPS.

On March 30, 2005, Shinhan Bank, a wholly-owned subsidiary of the Group, approved at its shareholders' meeting retirement of its own shares of 30,600,847. Shinhan Bank purchased 30,600,847 shares at W367,210 million or W12,000 per share and immediately retired these shares on March 30, 2005.

F-78

---



**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On March 30, 2005, Shinhan Capital, a wholly-owned subsidiary of the Group, approved at its shareholders meeting retirement of its own shares of 3,750,000. Shinhan Capital purchased 3,750,000 shares at W12,000 million or W3,200 per share and immediately retired these shares on March 30, 2005.

On April 15, 2005, the Financial Supervisory Service discovered that an employee of Chohung Bank, a wholly-owned subsidiary of the Group, embezzled approximately W40,000 million of Chohung Bank's funds. Substantially all embezzlement incurred during the first quarter in 2005. Chohung Bank expensed W36,000 million during the first quarter in 2005 and recovered approximately W4,000 million of the embezzled funds.

**38. Shinhan Financial Group Co., Ltd.**

Shinhan Financial Group Co., Ltd. (the Parent Company) was incorporated on September 1, 2001 as the holding company for Shinhan Bank and other subsidiaries. The Parent Company coordinates the activities of its various subsidiaries to offer a comprehensive line of financial services to its customers, and serves as the primary source of funding for its nonbank subsidiaries including Good Morning Shinhan Securities, Shinhan Capital and Shinhan Card.

Distributions of retained earnings of Shinhan Bank, Chohung Bank and Jeju Bank are restricted in order to meet the minimum capital ratio requirements under the FSC regulations. Also, retained earnings of Shinhan Bank, Chohung Bank and other subsidiaries of the Parent Company are restricted in accordance with the Bank Act of Korea, the Korean Commercial Law and other laws.

In certain instances, the Parent Company provided guarantees to other financial institutions that provided funding to its subsidiaries. At December 31, 2004, the Parent Company has provided W50,000 million in guarantees, including any related interest, to a financial institution that provide financing to Good Morning Shinhan Securities.

The cash dividends paid to the Parent Company by its subsidiaries and affiliates for the three years ended December 31, 2004 are as follows:

	2002	2003	2004
(In millions of Won)			
<b>Cash dividends paid by:</b>			
Consolidated subsidiaries	W 638,287	W 185,896	W 252,807
Equity method investees	2,484	1,000	3,730
	W 640,771	W 186,896	W 256,537

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Parent Company's condensed balance sheets as of December 31, 2003 and 2004, and the related condensed statements of income and cash flows for each of three-year period ended December 31, 2002, 2003 and 2004 are as follows:

**CONDENSED BALANCE SHEETS**

	<b>2003</b>		<b>2004</b>	
	<b>(In millions of Korean Won)</b>			
<b>Assets</b>				
Deposits with banking subsidiary	W	5,353	W	31,145
Advances to, and receivables from, subsidiaries:				
Banking subsidiaries		70,000		73,140
Nonbanking subsidiaries		1,874,905		1,685,609
Investment (at equity) in subsidiaries:				
Banking subsidiaries		5,273,312		7,546,185
Nonbanking subsidiaries		665,344		1,064,808
Premises and equipment		2,021		2,165
Other assets		45,866		63,559
<b>Total assets</b>	<b>W</b>	<b>7,936,801</b>	<b>W</b>	<b>10,466,611</b>
<b>Liabilities and stockholders' equity</b>				
Short-term debt	W	94,000	W	50,000
Long-term debt		3,570,104		3,688,841
Accrued expenses and other liabilities		166,165		327,307
<b>Total liabilities</b>		<b>3,830,269</b>		<b>4,066,148</b>
Redeemable convertible preferred stock		711,134		735,744
Stockholders' equity		3,395,398		5,664,719
<b>Total liabilities, redeemable convertible preferred stock and stockholders' equity</b>	<b>W</b>	<b>7,936,801</b>	<b>W</b>	<b>10,466,611</b>

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED STATEMENTS OF INCOME**

	2002	2003	2004
(In millions of Korean Won)			
<b>Income</b>			
Dividends from banking subsidiaries	W 623,780	W 185,896	W 244,807
Dividends from non banking subsidiaries	16,991	1,000	11,730
Interest income from banking subsidiaries	6,581	6,007	6,111
Interest income from non banking subsidiaries	18,027	91,819	108,153
Other interest income	352	961	
Other income	14,808	735	19,253
<b>Total income</b>	<b>680,539</b>	<b>286,418</b>	<b>390,054</b>
<b>Expenses</b>			
Interest expense	21,632	136,889	247,711
Salaries and employee benefits	7,927	9,998	15,328
Other expense	9,930	16,712	32,490
<b>Total expenses</b>	<b>39,489</b>	<b>163,599</b>	<b>295,529</b>
<b>Income before income tax expense and undistributed net income (loss) of subsidiaries</b>	<b>641,050</b>	<b>122,819</b>	<b>94,525</b>
Income tax expense	3,423	5,682	46,480
<b>Income before undistributed net income (loss) of subsidiaries</b>	<b>637,627</b>	<b>117,137</b>	<b>48,045</b>
Equity in undistributed net income (loss) of subsidiaries:			
Banking subsidiaries	154,684	252,766	1,259,134
Nonbanking subsidiaries	(202,889)	(94,585)	159,691
<b>Net income</b>	<b>W 589,422</b>	<b>W 275,318</b>	<b>W 1,466,870</b>

**Table of Contents**

**SHINHAN FINANCIAL GROUP CO., LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED STATEMENTS OF CASH FLOWS**

	2002	2003	2004
	(In millions of Korean Won)		
<b>Cash flows from operating activities</b>			
Net income	W 589,422	W 275,318	W 1,466,870
Less: Net income of subsidiaries	(592,567)	(345,077)	(1,675,362)
Parent Company net income (loss)	(3,145)	(69,759)	(208,492)
Depreciation on premises and equipment	513	696	763
Grant of stock options	4,625	6,802	1,988
Cash dividends from subsidiaries	640,771	186,896	256,537
Loss on sale of investment (at equity) in subsidiaries		378	
Loss (gain) on sale of available-for-sales securities	(11,159)	1,755	
Interest expense	1,175	42,936	42,919
Unrealized foreign exchange gain	(3,645)	(231)	(18,141)
Unrealized foreign exchange loss	3,645	231	18,132
Other assets, net	(14,843)	(35,921)	53,937
Accrued expenses and other liabilities, net	9,071	166,385	94,656
Net cash provided by operating activities	627,008	300,168	242,299
<b>Cash flows from investing activities</b>			
Repayments (Advances) from subsidiaries	(625,572)	(1,176,009)	168,024
Purchases of investment (at equity) in subsidiaries	(466,152)	(1,128,423)	(111,894)
Disposition of investment (at equity) in subsidiaries	23,631	1,529	
Net change in premises and equipment			(1,706)
Available-for-sales securities:			
Purchases	(1,785)		
Proceeds from sales		1	
Net cash provided by (used in) investing activities	(1,069,878)	(2,302,902)	54,424
<b>Cash flows from financing activities</b>			
Net change in short-term debt			(44,000)
Proceeds from issuance of long-term debt	623,583	2,146,129	246,036
Repayments of long-term debt	(20,000)	(18,666)	(230,921)
Proceeds from issuance of common stock and stock related awards		27,504	
Net change in treasury stock			59
Cash dividends paid	(150,812)	(157,493)	(242,105)

Net cash provided by (used in) financing activities		452,771		1,997,474		(270,931)
<b>Net increase (decrease) in cash and due from banks</b>		9,901		(5,260)		25,792
<b>Cash and due from banks, beginning of the year</b>		712		10,613		5,353
<b>Cash and due from banks, end of the year</b>	W	10,613	W	5,353	W	31,145
<b>Cash paid for interest</b>	W	20,457	W	93,952	W	204,791

F-82

**Table of Contents**

**INDEX OF EXHIBITS**

1.1	Articles of Incorporation (in English and Korean)**
2.1	Form of Common Stock Certificate (in English and Korean)***
2.2	Form of Deposit Agreement to be entered into among Shinhan Financial Group, Citibank, N.A., as depositary, and all owners and holders from time to time of American depositary receipts issued thereunder, including the form of American depositary receipt****
2.3	Long-term debt instruments of Shinhan Financial Group, Shinhan Bank and other consolidated subsidiaries for which financial statements are required to be filed are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Shinhan Financial Group agrees to furnish the Commission on request a copy of any instrument defining the rights of holders of its long-term debt and that of any subsidiary for which consolidated or unconsolidated financial statements are required to be filed.***
4.1	Stock Purchase Agreement by and between Korea Deposit Insurance Corporation and Shinhan Financial Group dated July 9, 2003*****
4.2	Investment Agreement by and between Shinhan Financial Group and Korea Deposit Insurance Corporation dated July 9, 2003***
4.3	Agreed Terms, dated June 22, 2004, by and among the President of Korea Deposit Insurance Corporation, CEO of Shinhan Financial Group, CEO of Chohung Bank, Chairman of the National Financial Industry Labor Union of Korea and the Head of the Chohung Bank Chapter of the National Financial Industry Labor Union****
8.1	List of all Subsidiaries of Shinhan Financial Group
12.1	Certifications of our Chief Executive Officer required by Rule 13a-14(a) of the Exchange Act
12.2	Certifications of our Chief Financial Officer required by Rule 13a-14(a) of the Exchange Act
13.1	Certifications of our Chief Executive Officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of the United States Code (18 U.S.C. 1350)
13.2	Certifications of our Chief Financial Officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of the United States Code (18 U.S.C. 1350)
15.1	Korean Financial Holding Companies Act (in English)*
15.2	Korean Bank Act (in English and Korean)****
15.3	Korean Commercial Code (in English and Korean)***
15.4	Korean Securities and Exchange Act (in English)*
15.5	Korean Trust Business Act (in English)*
15.6	Korean Specialized Credit Financial Business Act (in English)*
15.7	Korean Act on Business of Operating Indirect Investment and Assets (in English)*

\* A fair and accurate translation from Korean into English.

\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on June 30, 2004.

\*\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on September 15, 2003.

\*\*\*\* Incorporated by reference to the registrant's previous filing on Form 20-F (No. 001-31798), filed on September 15, 2003. Confidential treatment has been requested for certain portions of the Stock Purchase Agreement.