SHINHAN FINANCIAL GROUP CO LTD Form 6-K

November 17, 2005

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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549 FORM 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934 For the Month of November 2005

SHINHAN FINANCIAL GROUP CO., LTD.

(Translation of registrant s name into English)
120, 2-Ga, Taepyung-Ro, Jung-Gu, Seoul 100-102, Korea
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F b Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No b

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_.

#### Summary of 3<sup>rd</sup> quarter 2005 Business Report

On November 14, 2005, Shinhan Financial Group (SFG) filed the auarter 2005 business report (the Business Report) with the Financial Supervisory Service of the Republic of Korea (Korea) pursuant to the Securities and Exchange Act of Korea. This is the summary of the Business Report translated into English. Non-material or previously disclosed information are omitted or abridged.

The financial information in this report has been prepared in accordance with accounting principles generally accepted in Korea.

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EX-99.1 Independent Accountant's Review Report (Non Consolidated Financial Statements)

Exhibit 99- 1. Independent Accountant s Review Report (Non Consolidated Financial Statements)

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# 1. Introduction of the Group

# **Company History in 2005**

- § August 26, 2005
  - BOD resolution to liquidate e-Shinhan
- § August 29, 2005

Acquisition of Shinhan NPS Private Equity Fund 1 as the Group s indirect subsidiary

§ September 27, 2005

BOD resolution to acquire Shinhan Life Insurance as the Group s subsidiary through a small-scale share swap

# Principal Subsidiaries under Korean Law as of September 30, 2005

#### **Direct Subsidiaries**

	Ownerships by
Subsidiaries	SFG
Shinhan Bank	100.0%
Chohung Bank	100.0%
Good Morning Shinhan Securities 1)	100.0%
Shinhan Card	100.0%
Shinhan Capital	100.0%
Shinhan BNP Paribas ITMC	50.0%
Jeju Bank <sup>2)</sup>	62.4%
SH&C life Insurance	50.0%
e-Shinhan	83.4%
Shinhan Macquarie Financial Advisory	51.0%
Shinhan Credit Information	100.0%
Shinhan Private Equity	100.0%

1) Good Morning

Shinhan

Securities was

delisted from

the Korea

Exchange on

January 5, 2005.

2) Jeju Bank is

currently listed on the Korea

Exchange.

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# Indirect subsidiaries held through direct subsidiaries

		Ownerships
		by
<b>Direct Subsidiaries</b>	Indirect Subsidiaries	the Parent
Shinhan Bank	Shinhan Data System	100.0%
	Shinhan Finance (Hong Kong)	100.0%
Chohung Bank	Chohung ITMC	79.8%
	Chohung Finance (Hong Kong)	100.0%
	CHB America Bank	100.0%
	Chohung Bank GmbH	100.0%
	Chohung Vina Bank	50.0%
	CHB Valuemeet 2001 year 1st Securitization	50.0%
	CHB Valuemeet 2001 year 2 <sup>nd</sup> Securitization	50.0%
	CHB Valuemeet 2002 year 1st Securitization	50.0%
Good Morning	Good Morning Shinhan Securities Europe	100.0%
Shinhan Securities	Good Morning Shinhan Securities USA	100.0%
Shinhan Private		
Equity	Shinhan NPS Private Equity Fund 1	5.0%

# **Number of Shares by type**

The table below sets forth the number of the issued and outstanding shares of the Group as of September 30, 2005

		Total amount of
	Number of	
Types of Shares	Shares	par value(KRW)
Common Shares	319,319,011	1,596,595,055,000
Redeemable Preferred Shares	52,583,961	262,919,805,000
Redeemable Convertible Preferred Shares	44,720,603	223,603,015,000
Total	416,623,575	2,083,117,875,000

# **Employee Stock Ownership Plan (ESOP)**

# (1) Contribution to ESOA (Employee Stock Ownership Association) 1)

		Contribution Amount		
Contributed to	Contribution Date	(KRW)	Contributor	Use of money
Association Accounts	Apr. 15, 2005	681,779,448	SFG	Stock Purchase
	Apr. 14, 2005	32,550,000,000	SHB	Stock Purchase
	Apr. 13, 2005	297,775,000	Shinhan	Stock Purchase
			Capital	
Sub-total		33,529,554,448		
Employee Accounts			Employees	
Sub-total				
Total		33,529,554,448		

1) From January 1, 2005 to September 30, 2005

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# (2) Changes in ESOA Share Ownership 1)

(Unit: shares)

		Beginning Balance			Ending Balance
	Share type Common	(Jan.1, 2005)	Increase <sup>2)</sup>	Decrease <sup>3)</sup>	(September 30, 2005)
Association Accounts	Shares Common	650,146	1,293,682	1,415	1,942,413
Employee Accounts	Shares	0	368,175	2,094	366,081
Total		650,146	1,661,857	3,509	2,308,494

#### 1) Shinhan

Financial Group introduced the Employee Stock Ownership Plan (ESOP) on December 5, 2002 and currently, Shinhan Financial Group, Shinhan Bank and Shinhan Capital participate in the ESOP.

- 2) The increase is attributable to the purchase of shares with the contributions of April 2005.
- 3) The decrease is attributable to the retirement of Shinhan Bank s employees.

#### (3) ESOA Share Ownership per each company

(As of September 30, 2005, Unit: shares)

Total Balance (Sep.30, 2005)

Company

Shinhan Financial Group Shinhan Bank Shinhan Capital	Association Accounts 36,672 1,887,334 18,407	Employee Accounts 3,976 362,105	40,648 2,249,439 18,407
Total	1,942,413	366,081	2,308,494
2. Business Results Operational Results			

# (in millions of Korean Won)

	3 <sup>rd</sup> quarter,		
	2005	2004	2003
	(Jan.1~Sep.30)	(Jan.1~Dec.31)	(Jan.1~Dec.31)
Operating Revenue	1,337,848	1,224,147	617,074
Gain using the equity method of accounting	1,304,300	1,108,952	519,287
Interest income	73,033	114,264	97,787
Other income	515	931	
Operating Expense	112,777	147,638	251,366
Loss using the equity method of accounting	1,134	212	129,886
Operating Income	1,265,071	1,076,509	365,708

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# **Source and Use of Funds Source of Funds**

(in millions of Korean Won)

	3 <sup>rd</sup> quarter,	, 2005	2004	4	2003	3
	(Jan.1~Se	p.30)	(Jan.1~Dec.31)		(Jan.1~Dec.31)	
	Average	Ratio	Average	Ratio	Average	Ratio
	Balance 1)	(%)	Balance 1)	(%)	Balance 1)	(%)
Stockholders Equity	8,044,668	76.18	6,770,562	74.00	4,768,492	73.82
Capital Stock	2,083,118	19.73	2,012,812	22.00	1,660,319	25.70
Capital Surplus	3,718,669	35.21	3,485,465	38.10	2,512,502	38.89
Retained Earnings	1,958,945	18.55	1,130,293	12.35	692,409	10.72
Capital Adjustment	283,936	2.69	141,992	1.55	-96,738	-1.50
Borrowings	2,515,502	23.82	2,378,244	26.00	1,691,375	26.18
Debentures	2,081,937	19.71	2,017,816	22.06	1,434,951	22.21
Other liabilities	433,565	4.11	360,428	3.94	256,424	3.97
Total	10,560,170	100.00	9,148,806	100.00	6,459,867	100.00

1) The Average
Balance was
calculated by
averaging the
ending balance
of each quarter.

Use of Funds

(in millions of Korean Won)

	3 <sup>rd</sup> quarter, 2005 (Jan.1~Sep.30)		2004		2003	
			(Jan.1~De	ec.31)	(Jan.1~Dec.31)	
	Average	Ratio	Average	Ratio	Average	Ratio
	Balance 1)	(%)	Balance 1)	(%)	Balance 1)	(%)
Investments on						
equity stock	8,604,634	81.48	7,100,773	77.61	5,882,011	77.81
Shinhan Bank	4,122,766	39.04	3,709,669	40.55	3,139,126	41.53
Chohung Bank	3,178,602	30.10	2,411,868	26.36	1,831,964	24.24
Good Morning						
Shinhan Securities	859,219	8.14	610,171	6.67	537,265	7.11
Shinhan Card	191,830	1.82	162,378	1.77	191,094	2.53
Shinhan Capital	135,938	1.29	112,775	1.23	95,384	1.26
Shinhan BNP Paribas						
ITMC	22,898	0.22	22,435	0.25	22,109	0.29
E-Shinhan	2,746	0.03	2,617	0.03	3,331	0.04
Shinhan Macquarie						
FA	1,730	0.02	1,159	0.01	578	0.01
Jeju Bank	56,815	0.54	49,418	0.54	44,783	0.59
Shinhan Credit						
Information	7,931	0.08	4,628	0.05	2,392	0.03

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SH&C Life Insurance	14,720	0.14	13,655	0.15	13,985	0.19
Shinhan Private						
Equity	9,439	0.09	1,958	0.02		
Investment on Bonds					905	0.01
Loans	1,715,264	16.24	1,953,788	21.36	1,618,091	21.41
Fixed Assets	1,320	0.01	1,508	0.02	1,434	0.02
Intangible Assets	1,015	0.01	477	0.01	471	0.01
Cash Deposit in bank	205,548	1.95	55,370	0.61	25,326	0.34
Other Assets	32,389	0.31	36,893	0.40	30,808	0.41
Total	10,560,170	100.00	9,148,809	100.00	7,559,046	100.00
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- 1) The Average Balance was calculated by averaging the ending balance of each quarter.
- 2) Represents the average balance calculated by averaging Chohung Bank s ending balances of 3rd and 4th quarter 2003, because Chohung Bank was acquired in August 2003. Because of this. the total source of fund is not equal to total use of fund for the year 2003.

#### **Other Financial Information**

\* Notes: Numbers for 3rd quarter 2005 included in this section are provisional and subject to possible change in the due course.

#### Requisite Capital Ratio

(in billions of Korean Won)

	3Q 2005	2004	2003
Aggregate Amount of Equity Capital (A)	11,436.1	9,867.9	8,847.7
Requisite Capital (B)	8,360.9	7,625.3	7,472.0
Requisite Capital Ratio (A/B) 1)	136.80%	129.41%	118.41%

1) 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%.

# Won Liquidity Ratio

(in millions of Korean Won)

	3Q 2005	2004	2003
Won Assets due within 3 months (A)	486,965	221,335	16,687
Won Liabilities due within 3 months (B)	468,773	212,081	15,504
Won Liquidity Ratio (A/B) 1)	103.88%	104.36%	107.63%

1) Under the guidelines issued by the Financial Supervisory Commission, we, at the holding company level, are required to maintain a Won liquidity ratio of not less than 100%.

# Liabilities to Equity Ratio

(in millions of Korean Won)

	3Q 2005	2004	2003
Liabilities (A)	2,663,956	2,325,043	2,176,875
Adjusted Equity (B) 1)	8,787,130	7,747,271	5,523,410
Liabilities to Equity Ratio (A/B)	30.31%	30.01%	39.41%

1) Adjusted Equity was calculated by subtracting the amount of intangible assets from total net assets.

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#### Capital Adequacy Ratio and Other Ratios of Certain Subsidiaries

(1) Total Capital Adequacy Ratio (%)

	3Q 2005	2004	2003
Shinhan Bank	12.8	11.94	10.49
Chohung Bank	10.3	9.40	8.87
Jeju Bank	10.2	10.91	10.96

\* The Total

Capital

Adequacy

Ratios are

computed in

accordance with

the guidelines

issued by the

Financial

Supervisory

Commission for

commercial

banks. Under

these guidelines,

commercial

banks are

required to

maintain a

minimum

capital adequacy

ratio of 8%.

(2) Net Capital Ratio (%)

	Sep. 30,	Mar. 31,	Mar. 31,
	2005	2005	2004
Good Morning Shinhan Securities	624.00	629.22	480.69

\* Net Capital

Ratio is

computed in

accordance with

the guidelines

issued by the

Financial

Supervisory

Service for

securities

investment trust

businesses.

Under these

guidelines,

**Good Morning** Shinhan Securities is required to maintain a minimum net capital ratio of 100%.

(3) Adjusted Equity Capital Ratio (%)

3Q 2005 2004 2003 Shinhan Card 20.14 16.48 13.78

The Adjusted **Equity Capital** Ratio represents the ratio of total adjusted shareholder s 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 is required to maintain a minimum adjusted equity capital ratio of 8%. (4) Non Performing Loans

(in billions of Korean Won)

Dec. 31, 2004 (March 31, 2005 for **GMS** 

Dec. 31, 2003 (March 31, 2004 for GMS Securities) Securities)

Sep. 30, 2005 NPL to NPL to NPL to Balance of total Balance of total Balance of total **NPL NPL NPL** Loans (%) Loans(%) Loans(%)

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Shinhan Bank 1)	369.7	0.66	434.4	0.84	398.5	0.82
Chohung Bank 1)	667.0	1.45	814.1	1.89	1,879.6	4.19
Jeju Bank 1)	38.6	2.72	30.3	2.33	29.8	2.27
GMS Securities <sup>2)</sup>	28.0	7.29	30.7	11.75	38.2	13.48
Shinhan Card <sup>3)</sup>	40.6	3.77	37.5	4.46	74.7	6.34

1) Non-performing loans of banks are defined as those loans are past due more than 90 days or those are placed on non-accrual status according to the guidelines of the

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Financial Supervisory Service.

2) Under the guidelines of the Financial Supervisory Service, every securities company shall classify its loans into five categories: normal, precautionary, substandard, doubtful and estimated loss. Under the Group s internal measures, non-performing loans of Good Morning Shinhan Securities includes loans classified as substandard, doubtful, and estimated loss.

3) Under the guidelines of the Financial Supervisory Service, every credit card company shall classify its loans into five categories: normal, precautionary, substandard, doubtful and estimated loss.

Under the

Group s internal measures, non-performing loans of Shinhan Card includes loans classified as substandard, doubtful and estimated loss.

(5) Loan Loss Allowances & Write-offs for the period

(in billions of Korean Won)

			Jan. 1,	Jan. 1,	Jan. 1,
			2005~	2004~	2003~
			Sep. 30,	Dec. 31,	Dec. 31,
			2005	2004	2003
Shinhan Bank	Loan Loss	Domestic	650.0	663.0	791.9
	Allowance	Overseas	70.6	80.5	74.5
		Total	720.6	743.5	866.4
	Write-offs		84.9	234.9	71.5
Chohung Bank	Loan Loss	Domestic	955.5	955.5	1,602.6
	Allowance	Overseas	37.5	51.2	56.3
		Total	993.0	1,006.7	1,658.9
	Write-offs		475.3	1,400.2	1,781.2
Jeju Bank	Loan Loss	Domestic	32.9	32.2	34.5
	Allowance	Overseas			
		Total	32.9	32.2	34.5
	Write-offs		14.0	24.7	17.9
GM Shinhan	Loan Loss	Domestic	29.0	30.9	30.9
Securities <sup>1)</sup>	Allowance	Overseas Total	29.0	30.9	30.9
	Write-offs		2.0	1.9	
Shinhan Card	Loan Loss	Domestic	46.8	49.8	94.6
	Allowance	Overseas			
		Total	46.8	49.8	94.6
	Write-offs				