

KOOKMIN BANK  
Form 6-K  
November 18, 2003  
Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2003

**Kookmin Bank**

(Translation of registrant's name into English)

9-1, 2-Ga, Namdaemun-Ro, Jung-Gu, Seoul, Korea 100-703

(Address of principal executive office)

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  Form 40-F

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):

*Note:* Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

## Edgar Filing: KOOKMIN BANK - Form 6-K

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): \_\_\_\_

*Note:* Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submission to furnish a report or other document that the registration foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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

Yes \_\_\_\_ No

1

**Table of Contents**

**TABLE OF CONTENTS**

<b><u>Summary of 3rd Quarter Business Report of Kookmin Bank</u></b>	<b>3</b>
<b><u>1. Introduction to the Bank</u></b>	<b>4</b>
1.1. <u>Business Purpose</u>	4
1.2. <u>History</u>	4
1.3. <u>Capital Structure</u>	4
1.4. <u>Dividend</u>	11
1.5. <u>Merger Summary</u>	11
<b><u>2. Business</u></b>	<b>13</b>
2.1. <u>Source and Use of Funds</u>	13
2.2. <u>Principal Banking Activities</u>	15
2.3. <u>Property, Plants and Equipment</u>	19
2.4. <u>Other Details Relevant to Investment Decision</u>	20
<b><u>3. Financial Information</u></b>	<b>21</b>
<b><u>4. Principal Accountant Fees and Services</u></b>	<b>22</b>
4.1. <u>Audit &amp; Review Service</u>	22
4.2. <u>Service Other than Audit &amp; Review</u>	22
<b><u>5. Corporate Governance and Affiliated Companies</u></b>	<b>23</b>
5.1. <u>Board of Directors</u>	23
5.2. <u>Audit Committee</u>	23
5.3. <u>Voting Rights of Shareholders</u>	24
5.4. <u>Compensation to the Directors</u>	24
5.5. <u>Affiliated Companies</u>	24
<b><u>6. Share Ownership and Stocks</u></b>	<b>26</b>
6.1. <u>Major Shareholders</u>	26
6.2. <u>Market Price Information for the Previous Six Months</u>	26
<b><u>7. Directors, Senior Management and Employees</u></b>	<b>27</b>
7.1. <u>Executive Directors</u>	27
7.2. <u>Non-Executive Directors</u>	27
7.3. <u>Senior Management</u>	28
7.4. <u>Employees</u>	28
7.5. <u>Labor Union</u>	28
<b><u>8. Related Party Transaction</u></b>	<b>29</b>
8.1. <u>Transactions with Largest Shareholders and Affiliates</u>	29
8.2. <u>Transactions with Shareholders (Other than the Largest Shareholders and Etc.), Directors and Employees.</u>	31
<b><u>9. Exhibits</u></b>	<b>33</b>
9.1. <u>List of Financial Statements</u>	33

**Table of Contents**

**Summary of 3rd Quarter Business Report of Kookmin Bank**

On November 14, 2003, Kookmin Bank filed a 3<sup>rd</sup> quarter business report (the Business Report ) with the Financial Supervisory Commission of Korea pursuant to the Securities and Exchange Act of Korea. This is a summary of the Business Report translated into English.

All references to Kookmin Bank mean Kookmin Bank on a non-consolidated basis, and all references to we or us the Bank mean Kookmin Bank and, as the context may require, its subsidiaries. Kookmin Bank means a new entity established by a consolidation with former Kookmin Bank and H&CB on the consolidation date of October 31, 2001. Sometimes we refer it to New Kookmin Bank. On the other hand, we use the Former Kookmin Bank for the name of the former Kookmin Bank, which had been another entity before it merged H&CB.

We were formed through a consolidation between the Former Kookmin Bank and H&CB, which formed a new corporation named Kookmin Bank effective November 1, 2001. Accordingly, financial information in this Business Report since the merger date reflects the impact of the merger. Under generally accepted accounting principles in Korea, the Former Kookmin Bank is deemed the accounting acquirer of H&CB in the consolidation, and we have accounted for the acquisition using the purchase method of accounting. However, trust accounts are not accounted by the purchase method accounting according to the Korean Financial Supervisory Service s guidelines.

Therefore, unless indicated otherwise, any comparative description or table of year 2000 1) for bank accounts is based on the Former Kookmin Bank s results and 2) for trust accounts is based on simply consolidated numbers of Former Kookmin Bank s and H&CB s results.

All references to Won or W in this document are to the currency of the Republic of Korea.

## **Table of Contents**

### **1. Introduction to the Bank**

#### **1.1. Business Purpose**

The business purpose of the Bank is to engage in the following business activities:

- n The banking business as prescribed by the Bank Act,
- n The trust business as prescribed by the Banking Trust Act,
- n The credit card business as prescribed by the Non-Banking Financing Act, and
- n The other businesses permitted by the Bank Act or other relevant Korea laws and regulations

#### **1.2. History**

- n November 1, 2001 Incorporated and Listed on the New York Stock Exchange
- n November 9, 2001 Listed on the Korea Stock Exchange
- n September 23, 2002 Integrated two brand operations onto a single information technology platform in connection with the merger
- n December 4, 2002 Entered into a strategic alliance agreement with ING Bank N.V., which replaced the prior investment agreement with H&CB
- n May 30, 2003 Entered into a merger agreement with Kookmin Credit Card, one of our major subsidiaries and officially submitted Merger Statement to Financial Supervisory Service
- n September 30, 2003 Completed small-scale merger with Kookmin Credit Card

#### **1.3. Capital Structure**

##### ***1.3.1. Common Shares***

## Edgar Filing: KOOKMIN BANK - Form 6-K

Kookmin Bank has authority to issue a total of 1,000,000,000 shares of capital stock according to its articles of incorporation. Kookmin Bank's articles of incorporation also provide that it is authorized to issue shares of preferred stock up to one-half of all of the issued and outstanding shares of common stock. On completion of the merger between Former Kookmin Bank and H&CB, Kookmin Bank issued 299,697,462 common shares.

4

**Table of Contents**

Upon the resolution of shareholders' meeting held on March 22, 2002, Kookmin Bank issued additional 17,979,954 common shares in connection with stock dividend of 6 percent.

On November 25, 2002 Goldman Sachs Capital Koryo, L.P. converted all of its convertible bonds into common shares. According to this conversion, on November 30, Kookmin Bank issued 10,581,269 common shares and distributed them to Goldman Sachs Capital Koryo, L.P.

With regard to the Merger between Kookmin Bank and Kookmin Credit Card on September 30, 2003, Kookmin Bank issued additional 8,120,431 shares on September 30, 2003 with total 336,379,116 shares issued and total 1,681,896 million Won of paid-in capital.

**1.3.2. Treasury Stock**

The following table shows the purchase and disposition of our treasury stock as of November 14, 2003.

(Unit: in thousands of Won unless otherwise indicated)

Date	Transaction	Number of shares	Average cost per	
			Cost	one share
November 15, 2001	Acquisition of fractional shares in the course of the merger	41,548 shares	1,794,885	43,200 Won
December 24, 2001	Disposition due to exercise of stock option by a grantee	10,000 shares	432,003	48,900 Won
April 3, 2002	Acquisition of fractional shares due to stock dividend	36,089 shares	2,071,557	57,400 Won
May 14, 2002	Disposition pursuant to the Bank Act of Korea	31,548 shares	1,601,944	50,788 Won
July 30 - October 23, 2002	Acquisition pursuant to the Securities and Exchange Act of Korea	3,000,000 shares	147,632,489	49,210 Won
December 24, 2002	Disposition due to exercise of stock option by a grantee	10,000 shares	492,294	49,229 Won
January 15, 2003	Disposition due to exercise of stock option by a grantee	10,000 shares	492,294	49,229 Won
September 4 - 9, 2003	Acquisition pursuant to the Securities and Exchange Act of Korea	650,000 shares	29,094,064	44,760 Won
October 16, 2003	Acquisition of fractional shares due to the Merger with Kookmin Credit Card	5,095 shares	214,254	42,050 Won
October 27, 2003	Disposition due to exercise of stock option by a grantee	62,961 shares	3,049,075	48,428 Won
November 3, 2003	Disposition due to exercise of stock option by a grantee	5,000 shares	242,140	48,428 Won
Total		Outstanding balance: 3,603,223 shares	174,497,499	

**Table of Contents****1.3.3. Stock Option**

The following table is the breakdown of stock options Kookmin Bank has granted to the directors and employees.

(As of September 30, 2003, Units: in Won, shares)

Grant date	Name of the grantee	Position when granted	Exercise period		Exercise price	Number of granted options*	Number of exercised options	Number of exercisable options
			From	To				
31-Oct-98	Jungtae Kim	Chairman, President & CEO	01-Nov-01	31-Oct-04	5,000	400,000	330,000	70,000
27-Feb-99	Choulju Lee	Auditor & Executive Director	28-Feb-02	27-Feb-05	13,900	30,000	30,000	0
27-Feb-99	Seungdong Kim	Executive Vice President	28-Feb-02	27-Feb-05	13,900	20,054	20,054	0
27-Feb-99	Youngjo Joo	Executive Vice President	28-Feb-02	27-Feb-05	13,900	30,000	30,000	0
27-Feb-99	Seokil Cho	Executive Vice President	28-Feb-02	27-Feb-05	13,900	20,054	20,054	0
27-Feb-99	Hongshik Chung	Executive Vice President	28-Feb-02	27-Feb-05	13,900	20,000	20,000	0
27-Feb-99	Bonghwan Cho	Executive Vice President	28-Feb-02	27-Feb-05	13,900	30,000	30,000	0
27-Feb-99	Sunjoo Kim	Executive Vice President	28-Feb-02	27-Feb-05	13,900	10,000	10,000	0
27-Feb-99	Jehyung Jo	Executive Vice President	28-Feb-02	27-Feb-05	13,900	30,000	30,000	0
27-Feb-99	Hogi Baek	Executive Vice President	28-Feb-02	27-Feb-05	13,900	20,000	20,000	0
27-Feb-99	Bruce Willison	Non Executive Director	28-Feb-02	27-Feb-05	13,900	10,000	10,000	0
28-Feb-00	Jan Op de Beeck	Director & Executive Vice President	01-Mar-03	28-Feb-06	27,600	22,490	0	22,490
28-Feb-00	Sunghul Kim	Executive Vice President	01-Mar-03	28-Feb-06	27,600	30,000	0	30,000
28-Feb-00	Woojung Lee	Executive Vice President	01-Mar-03	28-Feb-06	27,600	30,000	0	30,000
28-Feb-00	Kukju Kwon	Non Executive Director	01-Mar-03	28-Feb-06	27,600	4,800	0	4,800
28-Feb-00	Sunjin Kim	Non Executive Director	01-Mar-03	28-Feb-06	27,600	7,000	0	7,000
28-Feb-00	Joon Park	Non Executive Director	01-Mar-03	28-Feb-06	27,600	4,800	0	4,800
28-Feb-00	Moonsoul Chung	Non Executive Director	01-Mar-03	28-Feb-06	27,600	7,000	0	7,000
28-Feb-00	Juhyun Yoon	Non Executive Director	01-Mar-03	28-Feb-06	27,600	4,800	0	4,800
28-Feb-00	Heungsoon Chang	Non Executive Director	01-Mar-03	28-Feb-06	27,600	2,486	0	2,486
28-Feb-00	Injoon Kang	Non Executive Director	01-Mar-03	28-Feb-06	27,600	2,486	0	2,486
28-Feb-00	Sunghye Jwa	Non Executive Director	01-Mar-03	28-Feb-06	27,600	4,800	0	4,800
28-Feb-00	Seungwoo Nam	Non Executive Director	01-Mar-03	28-Feb-06	27,600	1,928	0	1,928
28-Feb-00	Woonyoul Choi	Non Executive Director	01-Mar-03	28-Feb-06	27,600	4,909	0	4,909
28-Feb-00	Kyunghee Yoon	Non Executive Director	01-Mar-03	28-Feb-06	27,600	7,000	0	7,000
28-Feb-00	Sungcheon Hong	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	6,821	0	6,821
28-Feb-00	Miro Yoon	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	3,333	0	3,333
28-Feb-00	Hakdong Shin	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	6,821	0	6,821
28-Feb-00	Hakyeon Jeong	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	10,000	0	10,000
28-Feb-00	Jeongyeon Kim	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	10,000	0	10,000
28-Feb-00	Jongwhan Byun	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	10,000	0	10,000
28-Feb-00	Samyoung Lee	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	6,821	0	6,821
28-Feb-00	Wonki Kim	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	6,821	0	6,821
28-Feb-00	Bangyeoul Kim	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	3,333	0	3,333

\* Some numbers of the granted options have been adjusted due to the merger and the early retirement of the grantees



**Table of Contents**

Grant date	Name of the grantee	Position when granted	Exercise period		Exercise price	Number of granted options*	Number of exercised options	Number of exercisable options
			From	To				
28-Feb-00	Byungman Lim	Head of Regional Head Office	01-Mar-03	28-Feb-06	27,600	3,333	0	3,333
24-Mar-01	Youngil Kim	Executive Vice President	25-Mar-04	24-Mar-07	25,100	30,000	0	30,000
24-Mar-01	Jongin Park	Executive Vice President	25-Mar-04	24-Mar-07	25,100	19,333	0	19,333
24-Mar-01	Wonbae Yoon	Non Executive Director	25-Mar-04	24-Mar-07	25,100	2,318	0	2,318
24-Mar-01	Jaekyu Lee	Non Executive Director	25-Mar-04	24-Mar-07	25,100	2,318	0	2,318
24-Mar-01	Chulsoo Ahn	Non Executive Director	25-Mar-04	24-Mar-07	25,100	1,916	0	1,916
24-Mar-01	Jaehan Kim	Head of Regional Head Office	25-Mar-04	24-Mar-07	25,100	10,000	0	10,000
24-Mar-01	Jongok Na	Head of Regional Head Office	25-Mar-04	24-Mar-07	25,100	10,000	0	10,000
24-Mar-01	Kyuhoo Lee	Head of Regional Head Office	25-Mar-04	24-Mar-07	25,100	3,275	0	3,275
18-Mar-00	Sanghoon Kim	Chairman & CEO	19-Mar-03	18-Mar-05	23,469	41,460	0	41,460
18-Mar-00	Jongmin Lee	Auditor & Executive Director	19-Mar-03	18-Mar-05	23,469	14,807	0	14,807
18-Mar-00	Sejong Oh	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Inkie Kim	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Jihong Kim	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	2,961	0
18-Mar-00	Jinho Hwang	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Hyungjin Chang	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Ikrae Kim	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Bongho Paick	Non Executive Director	19-Mar-03	18-Mar-05	23,469	2,961	0	2,961
18-Mar-00	Bockwoan Kim	Executive Vice President	19-Mar-03	18-Mar-05	23,469	11,845	0	11,845
18-Mar-00	Yoohwan Kim	Executive Vice President	19-Mar-03	18-Mar-05	23,469	11,845	0	11,845
18-Mar-00	Dukhyun Kim	Executive Vice President	19-Mar-03	18-Mar-05	23,469	11,845	0	11,845
15-Mar-01	Sanghoon Kim	Chairman & CEO	16-Mar-04	15-Mar-09	28,027	29,614	0	29,614
15-Mar-01	Jongmin Lee	Auditor & Executive Director	16-Mar-04	15-Mar-09	28,027	14,807	0	14,807
15-Mar-01	Inkie Kim	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Hyungjin Chang	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Jihong Kim	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Bongho Paick	Non Executive Director	16-Mar-04	15-Mar-09	28,027	1,870	0	1,870
15-Mar-01	Ikrae Kim	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Seunghoon Han	Non Executive Director	16-Mar-04	15-Mar-09	28,027	1,870	0	1,870
15-Mar-01	Youngseok Kim	Non Executive Director	16-Mar-04	15-Mar-09	28,027	1,870	0	1,870
15-Mar-01	Sewoong Lee	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Changki Min	Non Executive Director	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Bockwoan Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Yoohwan Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Dukhyun Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Yoonok Hyun	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Taigon Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Byungsang Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Byungjin Kim	Executive Vice President	16-Mar-04	15-Mar-09	28,027	11,845	0	11,845
15-Mar-01	Jihan Koo	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Dongsoon Park	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Hoosang Chang	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Sanghoon Lee	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Jaemin Suh	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Sunghyun Chung	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Jonghwa Lee	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961

**Table of Contents**

Grant date	Name of the grantee	Position when granted	Exercise period		Exercise price	Number of granted options*	Number of exercised options	Number of exercisable options
			From	To				
15-Mar-01	Sangwon Lee	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Joonsup Chang	Head of Regional Head Office	16-Mar-04	15-Mar-09	28,027	2,961	0	2,961
15-Mar-01	Dongshin Yang	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Jaekyung Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Yeonkun Chung	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Youngno Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kitaek Hong	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Soondo Park	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Joonho Park	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Yangjin Kim	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kwangdae Park	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Sungwan Choi	General Manager	16-Mar-04	15-Mar-09	28,027	370	0	370
15-Mar-01	Junghaeng Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Anseok Cho	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Sangcheol Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Taejoo Yoon	General Manager	16-Mar-04	15-Mar-09	28,027	10	0	10
15-Mar-01	Youngman Lee	General Manager	16-Mar-04	15-Mar-09	28,027	520	0	520
15-Mar-01	Youngsoo Kim	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Jongyoung Yoon	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Jaehong Yoo	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Changhwan Bae	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Sian Heo	General Manager	16-Mar-04	15-Mar-09	28,027	370	0	370
15-Mar-01	Seokwon Choi	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Gilho Seo	General Manager	16-Mar-04	15-Mar-09	28,027	370	0	370
15-Mar-01	Youngsoo Shin	General Manager	16-Mar-04	15-Mar-09	28,027	370	0	370
15-Mar-01	Joonbo Cho	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kiyoul Seo	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Byungdoo Ahn	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kookshin Kang	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Ingyu Choi	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Hyungyoung Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Youngrok Han	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Hyeyoung Kim	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kihyun Kim	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Sungshin Cho	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Youngmo Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Jongik Kim	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Kwangmook Park	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Yongseung Lee	General Manager	16-Mar-04	15-Mar-09	28,027	592	0	592
15-Mar-01	Sunggil Lee	General Manager	16-Mar-04	15-Mar-09	28,027	370	0	370
16-Nov-01	Jungtae Kim	President & CEO	17-Nov-04	16-Nov-09		500,000	0	500,000
16-Nov-01	Jungtae Kim	President & CEO	17-Nov-04	16-Nov-09	X <sup>1</sup>	200,000 <sup>2</sup>	0	200,000
16-Nov-01	Sanghoon Kim	Chairman	17-Nov-04	16-Nov-09		150,000	0	150,000

- Exercise price =  $51,200 \text{ Won} \times (1 + \frac{\text{increase rate of KOSPI Banking Industry Index}}{100})$ . The increase rate of KOSPI Banking Industry Index =  $(\text{KOSPI Banking Industry Index as of the starting date of exercise period} / 207.25) / 207.25 \times 100$ .
- Conditional options up to 200,000: Additional shares shall be granted if the average closing price of Kookmin Bank's stock from August 17, 2004 to November 16, 2004 (or for the three months prior to his resignation, if he resigns earlier than his original tenure) is higher than the stock prices of any other bank listed on the Korea Stock Exchange. The number of options to be granted shall be based on total score, which calculated by the earned total scores of both ROE and market capitalization on November 17, 2004 (or on the date of his resignation, if he resigns earlier than his original tenure). The additional shares will not be exercisable if the CEO works less than 18 months or the earned total score is less than 80 points.

**Table of Contents**

Grant date	Name of the grantee	Position when granted	Exercise period		Exercise price	Number of granted options*	Number of exercised options	Number of exercisable options
			From	To				
22-Mar-02	Choulju Lee	Auditor & Executive Director	23-Mar-05	22-Mar-10		9,963	0	9,963
22-Mar-02	Henry Cornell	Non Executive Director	23-Mar-05	22-Mar-10		3,321	0	3,321
22-Mar-02	Keunshik Oh	Non Executive Director	23-Mar-05	22-Mar-10		3,321	0	3,321
22-Mar-02	Dongsoo Chung	Non Executive Director	23-Mar-05	22-Mar-10		10,000	0	10,000
22-Mar-02	Jihong Kim	Non Executive Director	23-Mar-05	22-Mar-10	Y <sup>1</sup>	3,321	0	3,321
22-Mar-02	Timothy Hartman	Non Executive Director	23-Mar-05	22-Mar-10		3,321	0	3,321
22-Mar-02	Sunjin Kim	Non Executive Director	23-Mar-05	22-Mar-10		3,000	0	3,000
22-Mar-02	Moonsoul Chung	Non Executive Director	23-Mar-05	22-Mar-10		3,000	0	3,000
22-Mar-02	Kyunghee Yoon	Non Executive Director	23-Mar-05	22-Mar-10		3,000	0	3,000
22-Mar-02	Jongkyoo Yoon	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Bonghwan Cho	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Jaemin Suh	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Bumsoo Choi	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Bockwoan Kim	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Kitaek Hong	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Sunghyun Chung	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Kisup Shin	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Sungkyu Lee	Executive Vice President	23-Mar-05	22-Mar-10	57,100	30,000	0	30,000
22-Mar-02	Byungsang Kim	Executive Vice President	23-Mar-05	22-Mar-10	57,100	9,498	0	9,498
22-Mar-02	Jongyoung Yoon	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Jaeil Song	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Hyunggoo Shim	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Junghaeng Lee	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Joonsup Chang	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Youngno Lee	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Dongsoon Park	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Sungbin Kim	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Sungbok Park	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Yeonkun Chung	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Mahnsoo Song	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	15,000	0	15,000
22-Mar-02	Jeongyeon Kim	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	5,000	0	5,000
22-Mar-02	Hakyeon Jeong	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	5,000	0	5,000
22-Mar-02	Jongwhan Byun	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	5,000	0	5,000
22-Mar-02	Jaehan Kim	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	5,000	0	5,000
22-Mar-02	Jongok Na	Head of Regional Head Office	23-Mar-05	22-Mar-10	57,100	5,000	0	5,000
26-Jul-02	Donald MacKenzie	Executive Vice President	27-Jul-05	26-Jul-10	58,800	30,000	0	30,000

1. Exercise price = 57,100 Won x (1 + the increase rate of KOSPI Banking Industry Index x 0.4). The increase rate of KOSPI Banking Industry Index = (KOSPI Banking Industry Index as of the starting date of exercise period - KOSPI Banking Industry Index as of the grant date) / KOSPI Banking Industry Index as of the grant date.

**Table of Contents**

Grant date	Name of the grantee	Position when granted	Exercise period		Exercise price	Number of granted options*	Number of exercised options	Number of exercisable options
			From	To				
21-Mar-03	Sungnam Lee	Auditor & Executive Director	22-Mar-06	21-Mar-11		30,000	0	30,000
21-Mar-03	Moonsoul Chung	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Sunjin Kim	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Richard Elliott Lint	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Kyunghee Yoon	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Seoungwoo Nam	Non Executive director	22-Mar-06	21-Mar-11	Y <sup>1</sup>	10,000	0	10,000
21-Mar-03	Sukyoung Cha	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Bernard S. Black	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Kihong Kim	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Eunjoo Park	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Cheolsoo Ahn	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Kyungbae Suh	Non Executive director	22-Mar-06	21-Mar-11		10,000	0	10,000
21-Mar-03	Sungchul Kim	Executive Vice President	22-Mar-06	21-Mar-11	35,500	30,000	0	30,000
21-Mar-03	Woojung Lee	Executive Vice President	22-Mar-06	21-Mar-11	35,500	30,000	0	30,000
21-Mar-03	Seeyoung Lee	Executive Vice President	22-Mar-06	21-Mar-11	35,000	30,000	0	30,000
21-Mar-03	Wonsuk Oh	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,500	15,000	0	15,000
21-Mar-03	Sungdae Min	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,500	15,000	0	15,000
21-Mar-03	Kyungjae Cheong	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,500	15,000	0	15,000
21-Mar-03	Choulhee Kim	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,500	15,000	0	15,000
21-Mar-03	Indo Lee	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,000	15,000	0	15,000
21-Mar-03	Maengsu Yang	Head of Regional Head Office	22-Mar-06	21-Mar-11	35,500	15,000	0	15,000
27-Aug-03	Jinbaek Cheong	Executive Vice President	28-Aug-03	27-Aug-11	40,500	30,000	0	30,000
22-Mar-01	Hankyung Lee <sup>2</sup>	Former KCC Officer	23-Mar-04	22-Mar-11	71,538	6,644	0	6,644
22-Mar-01	Junchae Song	Former KCC Officer	23-Mar-04	22-Mar-11	71,538	6,644	0	6,644
22-Mar-01	Cheolho Kim	Former KCC Officer	23-Mar-04	22-Mar-11	71,538	4,429	0	4,429
22-Mar-01	Myoungwoo Lee	Former KCC Officer	23-Mar-04	22-Mar-11	71,538	4,429	0	4,429
29-Mar-02	Bounghak Kim	Former KCC Officer	30-Mar-04	29-Mar-11		4,429	0	4,429
29-Mar-02	Sun Lee	Former KCC Officer	30-Mar-04	29-Mar-11	Y <sup>3</sup>	4,429	0	4,429
29-Mar-02	Jangok Kim	Former KCC Officer	30-Mar-04	29-Mar-11		4,429	0	4,429
<b>Total</b>						<b>2,883,242</b>	<b>553,069</b>	<b>2,330,173</b>

- Exercise price = 35,500 Won x (1 + the increase rate of KOSPI Banking Industry Index x 0.4). The increase rate of KOSPI Banking Industry Index = (KOSPI Banking Industry Index as of the starting date of exercise period - KOSPI Banking Industry Index as of the grant date) / KOSPI Banking Industry Index as of the grant date.
- Exercise price = 129,100 Won x (1 + the increase rate of Comparative Industry Index x 0.4).  
If negative index produced, the factor is not to be considered.  
The increase rate of Comparative Industry Index = (B-A)/A  
A : KOSPI as of the grant date x 0.5 + KOSPI Banking Industry Index as of the grant date x 0.5  
B : KOSPI as of the exercise date x 0.5 + KOSPI Banking Industry Index as of the exercise date x 0.5
- The last 7 people in the above stock option table were granted Kookmin Bank stock option retroactively on the indicated dates. Those were originally granted by Kookmin Credit Card (KCC) when they were in office, and due to the Merger between Kookmin Bank and Kookmin Credit Card, those options were converted into stock options of the Bank.

**Table of Contents****1.4. Dividend**

The following table shows dividend policy and the related information for the last three years.

(Units: in millions of Won unless indicated otherwise)

	2002	2001	2000
Net income for the period	1,310,291	740,565	719,700
Earnings per share (Won)	4,123 <sup>1</sup>	3,706	2,403
Maximum amount available for dividend	1,192,643 <sup>2</sup>	604,984	614,046
Total dividend amount	325,232	119,866	151,009
Dividend payout ratio (%)	24.82 <sup>3</sup>	16.19	20.76
Cash dividend per common share (Won)	1,000	100	500
Stock dividend per common share (%)		6	
Dividend per preferred share (Won)			50
Dividend yield ratio (%)	2.38 <sup>4</sup>	0.80	3.36
Net asset value per common share (Won)	30,614 <sup>5</sup>	29,742	12,533
Ordinary income per common share (Won)	4,123	3,706	2,403

**1.5. Merger Summary**

As of September 30, 2003, Kookmin Bank merged Kookmin Credit Card, its former subsidiary about 74% shares owned. Followings are summarized information with regard to the Merger.

**1.5.1. Brief Note on Merger Procedures**

May 30, 2003 :	Completed merger agreement and officially submitted Merger Statement to FSS.
July 23, 2003 :	Approved by board of directors of Kookmin Bank
September 5, 2003 :	Approved by shareholders meeting of Kookmin Credit Card
September 30, 2003 :	Completed the merger and integrated into single card business unit.
October 7, 2003 :	Submitted Merger Completion Report to FSS

- Earnings per share = net income (1,310,291,195,314 Won) / weighted average number of shares (317,786,872 shares)
- Maximum amount available for dividend = retained earnings before appropriations (1,319,970 millions of Won) + transferred from prior years reserves (5,417 millions of Won) - appropriated amount pursuant to the relevant rules and regulations (132,744 millions of Won)
- Dividend payout ratio = total dividend amount for common shares (325,232,596,000 Won) / net income (1,310,291,195,314 Won).
- Dividend yield ratio = dividend per share (1,000 Won) / market closing price of December 31, 2002 (42,000 Won)
- Net asset value per common share = total shareholders equity (10,049,396 millions of Won) / total issued shares as of December 31, 2002 (328,258,685 shares).

**Table of Contents****1.5.2. Merger Method**

Entity	Business	Merger Method
Kookmin Bank (KB) Kookmin Credit Card (KCC)	Banking Credit card	KCC is merged into KB

**1.5.3. Merger Ratio**

	KB	KCC
Stock Price	31,780 Won	14,078 Won
Merger Ratio (Common Stock)	1	0.442983

**1.5.4. Changes in Equity-related factors after Merger**

		Before Merger	After Merger
Number of Stocks Authorized	Common stocks	1,000,000,000	1,000,000,000
	Preferred stocks		
Number of Stocks Issued	Common stocks	328,258,685	336,379,116
	Preferred stocks		
Paid-in capital (million Won)		1,641,293	1,681,896

**Table of Contents****2. Business****2.1. Source and Use of Funds****2.1.1. Source of Funds**

(Unit: in millions of Won)

		September 30, 2003		December 31, 2002		December 31, 2001	
		Interest		Interest			
		Average balance	rate (%)	Average balance	rate (%)	Average balance	Interest rate (%)
<b>Won currency</b>	<b>Deposits and Mutual installment</b>	116,492,015	3.78	113,157,719	4.21	63,743,997	5.53
	Certificate of deposit	3,561,241	4.60	2,119,900	4.82	2,022,414	6.10
	Borrowings	3,384,195	3.91	4,568,873	4.45	3,784,147	4.85
	Call money	1,503,361	3.99	1,039,249	4.02	403,937	4.11
	Other	22,474,928	5.90	14,254,281	6.70	9,112,858	7.57
<b>Subtotal</b>		<b>147,415,740</b>	<b>4.13</b>	<b>135,140,022</b>	<b>4.49</b>	<b>79,067,353</b>	<b>5.74</b>
<b>Foreign currency</b>	<b>Deposits</b>	1,237,424	0.81	1,096,544	1.28	952,701	3.08
	Borrowings	3,480,029	1.06	2,269,774	2.45	2,018,537	5.47
	Call money	147,883	1.08	293,151	1.65	223,156	3.67
	Finance debentures issued	739,912		1,071,848	3.57	1,430,804	5.68
	Other	25,782		23,087		15,081	
<b>Subtotal</b>		<b>5,631,030</b>	<b>1.14</b>	<b>4,754,404</b>	<b>2.67</b>	<b>4,640,279</b>	<b>5.32</b>
<b>Other</b>	<b>Total Shareholders Equity</b>	11,549,211		14,586,550		7,463,687	
	Allowances	88,675		63,039		353,183	
	Other	9,756,156		3,717,379		4,065,899	
<b>Subtotal</b>		<b>21,394,042</b>		<b>18,366,968</b>		<b>11,882,769</b>	
<b>Total</b>		<b>174,440,812</b>	<b>3.52</b>	<b>158,261,394</b>	<b>3.92</b>	<b>95,590,401</b>	<b>5.00</b>





**Table of Contents****2.1.2. Use of Funds**

(Unit: in millions of Won)

		September 30, 2003		December 31, 2002		December 31, 2001	
		Average balance	Interest rate (%)	Average balance	Interest rate (%)	Average balance	Interest rate (%)
<b>Won currency</b>	<b>Due from banks</b>	169,303	1.40	1,041,865	4.62	1,339,572	5.60
	<b>Securities</b>	30,730,771	6.33	30,180,305	6.32	23,861,424	6.78
	<b>Loans</b>	120,647,990	7.17	105,188,481	7.79	53,575,082	8.87
	<b>Advances for customers</b>	90,359	7.62	91,583	4.35	127,704	3.84
	<b>Call loan</b>	468,440	3.94	736,571	4.36	1,765,067	4.80
	<b>Private placement corporate bonds</b>	1,232,206	8.47	1,631,524	7.32	2,065,179	10.32
	<b>Credit card accounts</b>	5,407,667	9.84	5,719,359	10.25	912,210	17.63
	<b>Other</b>	295,534	36.49	374,718		614,014	
	<b>Allowance for credit losses (-)</b>	-1,792,386		1,437,960		1,297,930	
	<b>Subtotal</b>	157,249,884	7.23	143,526,446	7.66	82,962,322	8.50
<b>Foreign currency</b>	<b>Due from banks</b>	593,757	1.35	253,390	1.35	121,994	3.28
	<b>Securities</b>	1,281,677	5.90	1,302,214	7.97	1,079,359	9.13
	<b>Loans</b>	2,737,718	2.89	3,216,042	3.39	3,870,853	5.66
	<b>Call loan</b>	78,238	1.35	188,465	1.98	185,466	4.15
	<b>Bills bought</b>	2,073,176	1.78	835,356	4.71	1,045,331	7.60
	<b>Other</b>	12,962	16.20	15,739		116,454	
	<b>Allowance for credit losses (-)</b>	-138,506		267,194		266,613	
<b>Subtotal</b>	6,639,022	3.05	5,544,012	4.95	6,152,844	7.11	
<b>Other</b>	<b>Cash</b>	976,422		914,639		530,451	
	<b>Fixed assets held for business</b>	3,136,226		3,126,812		1,462,413	
	<b>Other</b>	6,439,258		5,149,485		4,482,371	

Edgar Filing: KOOKMIN BANK - Form 6-K

---

<b>Subtotal</b>	<b>10,551,906</b>		<b>9,190,936</b>		<b>6,475,235</b>	
<b>Total</b>	<b>174,440,812</b>	<b>6.63</b>	<b>158,261,394</b>	<b>7.12</b>	<b>95,590,401</b>	<b>7.83</b>

---

**Table of Contents****2.2. Principal Banking Activities****2.2.1. Deposits**

The following table shows the average balances of our deposits for the past three years and ending balances as of the dates indicated.

(Unit: in millions of Won)

		September 30, 2003		December 31, 2002		December 31, 2001	
		Average balance	Ending balance	Average balance	Ending balance	Average balance	Ending balance
<b>Deposits in Won</b>	<b>Demand deposits</b>	11,989,488	13,176,682	10,654,651	12,987,742	4,832,281	10,824,005
	<b>Time &amp; savings deposits</b>	96,428,974	96,630,311	93,347,999	93,630,423	53,496,908	89,080,935
	<b>Mutual installment deposits</b>	6,940,006	7,009,983	8,058,664	7,491,115	6,469,772	8,871,193
	<b>Mutual installment for housing</b>	5,094,516	5,291,492	4,463,601	4,872,637	928,398	4,128,489
	<b>Certificates of deposits</b>	3,561,241	4,689,250	2,119,900	3,044,089	2,022,414	1,154,056
<b>Subtotal</b>		124,014,225	126,797,718	118,644,815	122,026,006	67,749,773	114,058,678
<b>Deposits in foreign currency</b>		1,237,424	1,303,028	1,096,544	1,083,647	952,701	1,102,626
<b>Trust deposits</b>	<b>Money trust</b>	13,737,752	11,881,479	17,214,936	15,356,285	20,375,456	19,739,709
	<b>Property trust</b>	25,291,861	22,047,490	16,783,690	26,852,684	5,409,033	12,559,922
<b>Subtotal</b>		39,029,613	33,928,969	33,998,626	42,208,969	25,784,489	32,299,631
<b>Total</b>		164,281,262	162,029,715	153,739,985	165,318,622	94,486,963	147,460,935

**2.2.2. Average Deposit per Domestic Branch**

The following table shows the average balances of our deposits per domestic branch as of the dates indicated.

(Unit: in millions of Won)

Edgar Filing: KOOKMIN BANK - Form 6-K

	<b>September 30, 2003</b>	<b>December 31, 2002</b>	<b>December 31, 2001</b>
Deposits	117,753	121,137	133,548
Deposits in Won	116,937	120,336	132,320

**Table of Contents****2.2.3. Average Deposit per Employee**

The following table shows the average balances of our deposits per employee as of the dates indicated.

(Unit: in millions of Won)

	September 30, 2003	December 31, 2002	December 31, 2001
Deposits	7,531	7,256	7,243
Deposits in Won	7,479	7,208	7,176

**2.2.4. Loan Balances**

The following table shows the average balances of our loans for the past three years and ending balances as of the dates indicated.

(Unit: in millions of Won)

	September 30, 2003		December 31, 2002		December 31, 2001	
	Average balance	Ending balance	Average balance	Ending balance	Average balance	Ending balance
Loans in Won	120,627,480	124,678,337	105,117,047	116,472,105	53,498,087	94,698,769
Loans in foreign currency	4,180,092	3,832,578	3,228,857	4,417,176	3,924,562	4,174,237
Advances to customers	101,847	120,535	106,380	52,430	244,158	199,831
Subtotal	124,909,419	120,631,450	108,452,284	120,941,711	57,666,807	99,072,837
Trust account loans	536,741	509,530	789,614	575,412	2,194,851	1,117,817
Total	125,446,160	129,140,980	109,241,898	121,517,123	59,861,658	100,190,654

**2.2.5. Loan Balances as of September 30, 2003 by Remaining Years to Maturities**

(Unit: in millions of Won)

	Less than 1 year	More than 1 year -	More than 3 years -	More than 5 years	Total

Edgar Filing: KOOKMIN BANK - Form 6-K

		less than 3 years	less than 5 years		
Loans in Won	61,309,521	46,935,406	5,744,289	10,689,121	124,678,337
Loans in foreign currencies	2,431,854	488,000	380,503	532,222	3,832,579

**Table of Contents****2.2.6. Loan Balances by Uses**

The following table shows the banking account balances of our loans in Won by uses as of the dates indicated.

(Unit: in millions of Won)

		September 30, 2003	December 31, 2002	December 31, 2001
<b>Loans to enterprise</b>	<b>Loans for operations</b>	37,215,145	35,369,066	29,286,707
	<b>Loans for facility</b>	6,792,781	5,963,631	4,434,447
<b>Loans to households</b>		42,857,247	40,477,483	34,648,918
<b>Loans to public sector &amp; others</b>	<b>Loans for operations</b>	500,892	738,632	730,598
	<b>Loans for equipment</b>	42,155	39,414	57,211
<b>Loans on property formation savings</b>		73,734	95,252	154,069
<b>Loans for housing</b>		37,175,741	33,731,435	25,342,969
<b>Inter-bank loans</b>		16,412	20,941	36,110
<b>Others</b>		4,230	5,449	7,740
<b>Total</b>		124,678,337	116,441,303	94,698,769

**2.2.7. Loan to Deposit Ratio**

The following table shows loan to deposit ratio as of indicated dates.

(Units: in millions of Won, %)

	September 30, 2003	December 31, 2002	December 31, 2001
<b>Loans<sup>1</sup> (A)</b>	120,627,480	105,117,047	53,498,087
<b>Deposits<sup>2</sup> (B)</b>	124,014,224	118,644,815	67,749,773
<b>Loan to deposit ratio (A/B)</b>	97.27	88.60	78.96

**2.2.8. Acceptances and Guarantees**

(Unit: in millions of Won)

	September 30, 2003	December 31, 2002	December 31, 2001
Determined	794,963	1,031,698	3,521,970
Contingent	1,189,639	1,306,878	1,369,723
Total	1,984,602	2,338,576	4,891,693

**2.2.9. Breakdown of Securities Investment**

The following table shows the average balances of our securities for the past three years and ending balances as of indicated dates.

1. Average balance of loans in each indicated date
2. Average balance of deposits in each indicated date. The balances include certificate of deposits

17



**Table of Contents**

(Unit: in millions of Won)

		September 30, 2003		December 31, 2002		December 31, 2001	
		Average balance	Ending balance	Average balance	Ending balance	Average balance	Ending balance
Securities in Won (Banking account)	Monetary stabilization bonds	4,069,977	5,083,198	2,834,534	3,269,269	3,571,137	3,139,925
	Government and public bonds	5,536,731	6,175,168	4,272,946	5,252,321	4,454,446	4,592,251
	Debentures	12,147,001	8,250,618	13,154,258	12,378,717	11,410,904	14,691,304
	Stocks	1,593,871	854,395	2,146,149	1,661,682	1,309,134	2,154,449
	Others	7,383,192	9,045,467	7,809,012	7,162,134	3,115,803	7,547,153
	<b>Subtotal</b>		<b>30,730,772</b>	<b>29,408,846</b>	<b>30,216,899</b>	<b>29,724,123</b>	<b>23,861,424</b>
Securities in Won (Trust account)	Monetary stabilization bonds	901,854	1,220,416	1,309,515	583,379	3,228,021	2,725,071
	Government and public bonds	1,133,579	1,185,062	2,023,503	1,323,195	2,990,549	3,059,777
	Debentures	6,299,382	5,072,127	8,035,960	7,600,794	7,635,765	7,613,829
	Stocks	807,425	743,657	904,921	924,514	672,845	890,151
	Others	3,510,767	2,795,094	3,945,649	3,821,884	4,340,103	3,913,328
	<b>Subtotal</b>		<b>13,546,727</b>	<b>11,819,947</b>	<b>77,213,310</b>	<b>74,449,265</b>	<b>18,985,430</b>
Securities in foreign currency (Trust Account)		893,720	803,591	559,964	747,253	118,147	370,415
<b>Subtotal</b>		<b>13,546,727</b>	<b>11,819,947</b>	<b>77,213,310</b>	<b>74,449,265</b>	<b>18,985,430</b>	<b>18,572,571</b>
Securities in foreign currency (Banking account)	Foreign securities	986,319	935,098	945,199	960,749	736,084	909,730
	Off-shore foreign securities	295,358	245,171	320,423	255,878	343,275	382,542
	<b>Subtotal</b>	<b>1,281,677</b>	<b>1,180,269</b>	<b>1,265,622</b>	<b>1,216,627</b>	<b>1,079,359</b>	<b>1,292,272</b>
<b>Total</b>		<b>45,559,176</b>	<b>42,409,062</b>	<b>48,262,033</b>	<b>45,941,769</b>	<b>43,926,213</b>	<b>51,989,925</b>

**2.2.10. Trust Account (money trust)**

(Unit: in millions of Won)

September 30, 2003	December 31, 2002	December 31, 2001
--------------------	-------------------	-------------------

Edgar Filing: KOOKMIN BANK - Form 6-K

	Total amount trusted	Trust fees	Total amount trusted	Trust fees	Total amount trusted	Trust fees
<b>Return-guaranteed trust</b>	<b>606</b>	<b>33,403</b>	<b>1,528</b>	<b>59,530</b>	<b>25,551</b>	<b>-17,147</b>
<b>Performance trust</b>	<b>39,029,007</b>	<b>143,251</b>	<b>33,997,098</b>	<b>241,444</b>	<b>25,758,938</b>	<b>353,890</b>
<b>Total</b>	<b>39,029,613</b>	<b>176,654</b>	<b>33,998,626</b>	<b>300,974</b>	<b>25,784,489</b>	<b>336,743</b>

**Table of Contents****2.2.11. Credit Card****2.2.11.1. BC Card**

(Unit: in millions of Won unless indicated otherwise)

		September 30, 2003	2002	2001
<b>Number of card holders (Person)</b>	<b>Corporate</b>	54,941	58,090	23,811
	<b>Individual</b>	4,056,222	4,748,427	4,017,950
<b>Number of merchants</b>		325,262	262,619	295,668
<b>Profit</b>	<b>Sales<sup>1</sup></b>	16,340,878	27,216,500	22,272,700
	<b>Fee revenue<sup>2</sup></b>	694,559	1,039,710	819,399

**2.2.11.2. Kookmin Card<sup>3</sup>**

(Unit: in millions of Won unless indicated otherwise)

		September 30, 2003	2002	2001
<b>Number of card holders (Person)</b>	<b>Corporate</b>	152,472	153,425	105,600
	<b>Individual</b>	11,052,024	11,638,968	9,605,946
<b>Number of merchants</b>		1,552,983	1,675,176	1,569,103
<b>Profit</b>	<b>Sales<sup>1</sup></b>	52,143,378	83,860,180	65,382,300
	<b>Fee revenue</b>	1,401,711	155,545	142,700

**2.3. Property, Plants and Equipment****2.3.1. Branch Network**

As of September 30, 2003, we had 1,164 branches and 61 sub-branches in Korea, the largest number of branches among Korean commercial banks. Approximately 43% of our branches and sub-branches are located in Seoul.

## Edgar Filing: KOOKMIN BANK - Form 6-K

We also have three overseas branches in Tokyo, New York and Auckland, and 1 overseas office in Guangzhou in China

### 2.3.2. *Business Property (Land & Buildings)*

Our registered office and corporate headquarters are located at 9-1, 2-Ga, Namdaemun-Ro, Jung-Gu, Seoul, Korea. The book value of all the properties owned by us as of September 30, 2003 is 1,611,342 million Won. In addition to the properties owned by us, we also leased 1,095,163 million Won of properties for our branch space.

- 
1. Includes credit card receivables and cash advances.
  2. Excludes fee related to Kookmin Credit Card
  3. This is the result of former Kookmin Credit Card.

**Table of Contents****2.3.3. Automated Banking Machines**

We have established an extensive network of automated banking machines, which are installed in branches and in Autobanks (unmanned outlets). These automated banking machines consist of ATMs, cash dispensers and passbook printers. As of September 30, 2003, we had 7,945 ATMs, 1,532 cash dispensers and 767 passbook printers.

**2.4. Other Details Relevant to Investment Decision****2.4.1. BIS Risk-adjusted Capital Ratios**

(Units: in millions of Won, %)

	September 30, 2003 <sup>1</sup>	December 31, 2002	December 31, 2001
<b>Risk-adjusted capital (A)</b>	<b>13,894,299</b>	<b>14,439,313</b>	<b>11,750,856</b>
<b>Risk-weighted assets (B)</b>	<b>129,335,550</b>	<b>138,703,021</b>	<b>114,849,227</b>
<b>BIS ratios (A/B)</b>	<b>10.74</b>	<b>10.41</b>	<b>10.23</b>

**2.4.2. Non-performing Loans<sup>2</sup>**

(Units: in millions of Won unless indicated otherwise)

September 30, 2003		December 31, 2002		Change	
Amount	NPL to total loans	Amount	NPL to total loans	Amount	NPL to total loans
<b>3,800,519</b>	<b>2.77%</b>	<b>2,509,073</b>	<b>1.90%</b>	<b>1,291,446</b>	<b>0.87%p</b>

<sup>1</sup> Tentative figures

<sup>2</sup> Excluding non-performing loans of former Kookmin Credit Card. Non-performing loans are defined as those loans that are past due more than 90 days or that are placed non-accrual status according to the Financial Supervisory Service's guidelines.

**2.4.3. Loan Losses Allowance<sup>1</sup>**

The following table shows the balance of our loan losses allowances as of the dates indicated.

Edgar Filing: KOOKMIN BANK - Form 6-K

(Units: in millions of Won)

		September 30, 2003	December 31, 2002	December 31, 2001
<b>Loan losses allowance</b>	<b>Domestic</b>	4,514,676	2,365,898	2,255,068
	<b>Overseas</b>	10,764	12,798	16,111
	<b>Total</b>	4,525,440	2,378,696	2,271,179
<b>Write-offs for the Period</b>		1,963,191	1,527,311	1,090,029

1. Including 1,388,854 million Won of loan losses allowance of former Kookmin Credit Card

**Table of Contents**

**3. Financial Information**

See 9. Exhibits / 9.1. List of Financial Statements.

**Table of Contents****4. Principal Accountant Fees and Services****4.1. Audit & Review Service**

Our Financial statements for the third quarter, 2003 have been reviewed by Samil Accounting Corporation, the Korean member firm of PricewaterhouseCoopers. The aggregate audit and review service contract amount for the year 2003 is 980 million Won.

**4.2. Service Other than Audit & Review**

The following is a description of non-audit services rendered by our independent auditor for the last three years.

(Units: in millions of Won unless indicated otherwise)

Year	Service description	Amount of payment
September 30	- US GAAP conversion for 2002	US\$3,800 thousand
2003	- Due Diligence on Kookmin Credit Card	250
	- SEC Filing regarding the proposed merger with Kookmin Credit Card	US\$30 thousand
2002	- Project for improving the accounting process	690
	- Advisory service for the conversion process in US GAAP	1,450
2001	- Due diligence on the assets and liabilities in connection with the merger	2,400
	- US GAAP conversion for 2000	US\$ 2,700 thousand
	- US GAAP conversion for New York Stock Exchange listing of New Kookmin Bank	US\$ 7,480 thousand
	- Advisory service for tax in connection with the merger	300
	- US GAAP conversion	US\$ 4,950 thousand



**Table of Contents**

**5. Corporate Governance and Affiliated Companies**

**5.1. Board of Directors**

The board of directors holds regular meetings every quarter. The board of directors consists of directors and resolves each following matter:

- n matters relating to business objectives and performance evaluation;
- n matters relating to amendments of the Articles of Incorporation;
- n matters relating to budget and accounting including salaries of directors and employees;
- n matters relating to major organizational changes such as dissolution, business transfer and merger;
- n matters relating to internal control standards; or
- n other matters determined by law and the board of directors regulations.

We currently have six management committees that serve under the board:

- n the Board Steering Committee;
- n the Management Strategy Committee;
- n the Risk Management Committee;
- n the Audit Committee;
- n the Compensation Committee; and
- n the Non Executive Director Nomination Committee.

## Edgar Filing: KOOKMIN BANK - Form 6-K

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. For list of our directors, see 7. Directors, Senior Management and Employees / 7.1. Executive Directors and 7.2. Non-Executive Directors.

### **5.2. Audit Committee**

Audit Committee oversees our financial reporting and approves the appointment of and interaction with our independent auditors, compliance officers, management personnel and other committee advisors. The committee also reviews our financial information, auditor's 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 and as-needed basis.

**Table of Contents**

**5.3. Voting Rights of Shareholders**

Each outstanding share of our common stock is entitled to one vote per share.

If the method of written resolution at the general meeting of shareholders is adopted by resolution of the board of directors, at which the convening of the general meeting of shareholders is determined, the shareholders may exercise their voting rights in writing without participating the meeting in person. In this case, the Bank is required to send the documents and references necessary for exercise of voting rights, together with the convening notice.

If a shareholder intends to exercise his/her voting rights in writing, the shareholder is required to fill in a certain form and submit it to the Bank one day before the date set for the general meeting of shareholders.

**5.4. Compensation to the Directors**

For the 9 months ended September 30, 2003, the aggregate of the remuneration paid by us to 1) the Chairman, President & CEO and our other executive directors and 2) our non-executive directors was 2,483 million Won, 389 million Won, respectively. The following table shows the breakdown of the remuneration.

(Units: in millions of Won)

	The aggregate remuneration paid	Limit for the remuneration resolved by shareholders meeting	Average amount of the payment per person
1) Executive Directors	2,483		733
2) Non Executive Directors	389		36
<b>Total</b>	<b>2,872</b>	<b>8,000</b>	<b>769</b>

As part of remuneration, Kookmin Bank also granted stock options to directors. See 1. Introduction to the Bank / 1.3. Capital Structure / 1.3.4. Stock Option.

**5.5. Affiliated Companies**

**5.5.1. List of Affiliates**

## Edgar Filing: KOOKMIN BANK - Form 6-K

As of September 30, 2003, we have following affiliates.

- n KB Investment Co., Ltd.
  
- n KB Investment Trust Management Co., Ltd.
  
- n KB Real Estate Trust Co., Ltd.
  
- n KB Credit Information Co., Ltd.
  
- n Kookmin Data System Corporation
  
- n Kookmin Futures Co., Ltd.
  
- n ING Life Korea Ltd.
  
- n Kookmin Bank Luxemburg. S.A.
  
- n Kookmin Bank International (London) Ltd.
  
- n Kookmin Finance Hong Kong Ltd.

**Table of Contents**5.5.2. *Operating Results of Affiliates*

(Unit: in millions of Won)

Company name	Closing date	Operating results of the latest fiscal year				
		Total Assets	Total Liabilities	Total Equities	Sales	Net Income
KB Investment	December 31, 2002	99,979	26,206	73,773	18,744	33,883
Kookmin Credit Card	December 31, 2002	13,381,247	12,463,020	918,227	3,156,230	260,888
KB Investment Trust Management	March 31, 2003	65,086	17,447	47,639	31,474	13,966
KB Real Estate Trust	December 31, 2002	300,671	212,943	87,728	59,771	8,915
KB Credit Information	December 31, 2002	20,772	6,821	13,951	34,179	3,639
Kookmin Data System Corporation	December 31, 2002	18,290	4,671	13,619	43,290	2,008
Kookmin Futures	March 31, 2003	45,414	20,652	24,762	12,734	2,333
ING Life Korea	March 31, 2003	2,068,192	1,937,761	130,431	1,211,847	78,559
Kookmin Bank Luxemburg	September 30, 2003	445,781	445,732	49	11,031	(6,685)
Kookmin Bank International (London)	September 30, 2003	253,496	205,721	47,775	7,823	363
Kookmin Finance Hong Kong	September 30, 2003	224,841	170,802	54,039	14,196	(4,951)

**Table of Contents****6. Share Ownership and Stocks****6.1. Major Shareholders**

The following table presents information regarding the beneficial ownership of our shares as of June 17, 2003 (official record date for the Merger with Kookmin Credit Card) by each person known by us to own beneficially more than 5% of our outstanding shares.

Name	Number of Shares of Common Stock	Percentage of Total Outstanding Shares of Common Stock
The Government of Korea	30,623,761	9.33%
Goldman Sachs <sup>1</sup>	16,831,607	5.13%
The Bank of New York <sup>2</sup>	30,875,235	9.41%
Total	78,330,603	23.87%

**6.2. Market Price Information for the Previous Six Months****6.2.1. Common Stock Traded in the Korea Stock Exchange**

(Unit: in Won, thousands of shares)

		April	May	June	July	August	September
Registered Common Shares	High	35,550	34,200	39,900	42,800	42,950	46,200
	Low	29,150	29,950	35,150	36,400	37,300	37,300
Trading Volume		68,520	48,294	37,642	38,874	25,806	38,017

**6.2.2. American Depositary Shares Traded in the New York Stock Exchange**

(Unit: in US\$, thousands of shares)

April	May	June	July	August	September
-------	-----	------	------	--------	-----------

Edgar Filing: KOOKMIN BANK - Form 6-K

<b>American Depositary Shares</b>	<b>High</b>	<b>29.13</b>	<b>28.79</b>	<b>33.73</b>	<b>37.40</b>	<b>37.30</b>	<b>39.65</b>
	<b>Low</b>	<b>23.23</b>	<b>24.71</b>	<b>28.70</b>	<b>30.27</b>	<b>31.30</b>	<b>32.43</b>
<b>Trading Volume</b>		<b>7,333</b>	<b>7,981</b>	<b>7,083</b>	<b>7,926</b>	<b>4,145</b>	<b>13,850</b>

1. In September, Goldman Sachs disposed about 13,000,000 shares, accordingly, ownership of our shares changed to 1.18% as of September 5, 2003.
2. As depositary bank of American Depositary Shares of Kookmin Bank

**Table of Contents****7. Directors, Senior Management and Employees**

As of September 30, 2003, our board of directors, which consists of 4 executive directors and 12 non-executive directors, has the ultimate responsibility for the management of our affairs.

**7.1. Executive Directors**

Our 4 executive directors consist of the chairman, president & CEO, auditor & executive director and one executive director seconded from ING.

The names and positions of our directors with Kookmin Bank's common stocks owned are set forth below.

Name	Date of Birth	Position	Common Stocks Owned
Sanghoon Kim	03/13/1942	Chairman	
Jungtae Kim	08/15/1947	President & CEO	66,581
Sungnam Lee	11/11/1947	Auditor & Executive Director	
Donald H. MacKenzie	12/20/1948	Executive Director & EVP	

**7.2. Non-Executive Directors**

Our non-executive directors are selected based on the candidates' talents and skills in diverse areas, such as law, finance, economy, management and accounting. As of September 30, 2003, 12 non-executive directors are in office.

Our current non-executive directors with Kookmin Bank's shares owned are as follows.

Name	Date of Birth	Position	Common Stocks Owned
Moonsoul Chung	03/07/1938	Non-Executive Director	4,041
Richard Elliott Lint	01/04/1946	Non-Executive Director	400
Sunjin Kim	06/08/1942	Non-Executive Director	2,525
Dongsoo Chung	09/24/1945	Non-Executive Director	480
Seungwoo Nam	05/13/1952	Non-Executive Director	591
Kyunghee Yoon	01/05/1947	Non-Executive Director	
Sukyoung Cha	06/09/1953	Non-Executive Director	510
Bernard S. Black	11/13/1953	Non-Executive Director	400



Edgar Filing: KOOKMIN BANK - Form 6-K

<b>Kihong Kim</b>	<b>01/10/1957</b>	<b>Non-Executive Director</b>	<b>570</b>
<b>Eunjo Park</b>	<b>06/03/1957</b>	<b>Non-Executive Director</b>	<b>510</b>
<b>Cheolsoo Ahn</b>	<b>01/22/1962</b>	<b>Non-Executive Director</b>	<b>510</b>
<b>Kyungbae Suh</b>	<b>01/14/1963</b>	<b>Non-Executive Director</b>	<b>510</b>

---

**Table of Contents****7.3. Senior Management**

In addition to the executive directors who are also our executive officers, we currently have the following 11 executive officers as of September 30, 2003:

Name	Date of Birth	Position	Common Shares Owned
Jongkyoo Yoon	10/13/1955	Executive Vice President	3,300
Sungchul Kim	09/10/1951	Executive Vice President	3,498
Youngil Kim	07/06/1953	Executive Vice President	3,327
Kitaek Hong	01/16/1948	Executive Vice President	3,931
Sunghyun Chung	08/10/1947	Executive Vice President	
Kisup Shin	10/29/1955	Executive Vice President	280
Seongkyu Lee	10/25/1959	Executive Vice President	
Seeyoung Lee	12/25/1952	Executive Vice President	2
Woojung Lee	07/11/1949	Executive Vice President	
Jinbaek Chung	10/29/1955	Executive Vice President	
Bonghwan Cho	03/30/1950	Executive Vice President	14,581

**7.4. Employees<sup>1</sup>**

The following table shows the breakdown of our employees as of September 30, 2003.

(Unit: in millions of Won)

	Number of Employees			Average Tenure of the full-time employees	Total Payment for the 9 Months Period	Average Monthly Payment per Person
	Full-time	Contractual	Total			
Male	13,284	1,218	14,502	15.68	539,993	4.1
Female	5,005	7,477	12,482	12.33	293,836	2.6
Total	18,289	8,695	26,984	14.66	833,829	3.4

**7.5. Labor Union<sup>2</sup>**

Under Korea Financial Industry Union, we currently have two union chapters following the merger. There are 8,363 members in former Kookmin Bank chapter and 6,951 members in former H&CB chapter.

## Edgar Filing: KOOKMIN BANK - Form 6-K

- 
1. Excluding employees hired in local branches overseas and employees of former Kookmin Credit Card
  2. Excluding employees of former Kookmin Credit Card

**Table of Contents****8. Related Party Transaction**

A number of banking transactions are entered into with related parties in the ordinary course of business. Generally, these transactions include loans, deposits, debt securities and other arms-length transactions relating to our banking business. These transactions are carried out on commercial terms and conditions and at market rates.

**8.1. Transactions with Largest Shareholders and Affiliates****8.1.1. Investments in Affiliates<sup>1</sup>**

(Unit: in millions of Won)

Name	Relation with the Bank	Account	Par Value	Beginning Balance (January 1, 2003)	Increase	Decrease	Ending Balance (September 30, 2003)
KB Real Estate Trust	Affiliate	Equity Securities of Affiliate	79,999	79,999			79,999
KB Investment	Affiliate	Equity Securities of Affiliate	44,708	44,708			44,708
KB Investment Trust Management	Affiliate	Equity Securities of Affiliate	30,670	30,670			30,670
Kookmin Futures	Affiliate	Equity Securities of Affiliate	19,996	19,996			19,996
Kookmin Data System	Affiliate	Equity Securities of Affiliate	7,998	7,998			7,998
KB Credit Information	Affiliate	Equity Securities of Affiliate	2,520	3,918			3,918
ING Life Korea	Affiliate	Equity Securities of Affiliate	14,000	14,000			14,000
KOMOCO	Affiliate	Equity Securities of Affiliate	30,000	30,000			30,000
<b>Total</b>			<b>229,891</b>	<b>229,891</b>			<b>229,891</b>

1. Excluding Joeeun Industry and Jangeun Securities which have been under liquidation procedures Kookmin Credit Card, a former major affiliate, was merged into the Bank as of September 30, 2003.



**Table of Contents****8.1.2. Real Estate Transactions with Affiliates**

(Unit: in millions of Won)

Name	Relation with the Bank	Type	Account	Increase	Decrease	Deposits	Rent Fee
<b>KB Credit Information</b>	<b>Affiliate</b>	<b>Building</b>	<b>Rental Income</b>			<b>2,804.35</b>	<b>8.11</b>
<b>KB Real Estate Trust</b>	<b>Affiliate</b>	<b>Building</b>	<b>Rental Income</b>			<b>1,738</b>	
<b>Kookmin Data System</b>	<b>Affiliate</b>	<b>Building</b>	<b>Rental Income</b>			<b>879.36</b>	
<b>Kookmin Futures</b>	<b>Affiliate</b>	<b>Building</b>	<b>Rental Income</b>			<b>1,363.36</b>	
<b>Total</b>						<b>6,785.07</b>	<b>8.11</b>

30

**Table of Contents****8.2. Transactions with Shareholders (Other than the Largest Shareholders and Etc.), Directors and Employees.****8.2.1. Loans and Guarantees**

(Unit: in millions of Won)

Name	Relation with the Bank	Account	Beginning Balance	Increase	Decrease	Ending Balance (September 30, 2003)
Kihong Kim	Non executive director	Housing Loan	18		18	
Pulmuone Water Co.	Related party of Non executive director, Seungwoo Nam	General Corporate Loan	2,000			2,000
		Corporate Overdraft	1,011	1,469	911	1,569
		Loan for Working Capital	1,800			1,800
		Loan for Purchasing	343	474	157	660
Pulmuone Co.	Related party of Non executive director, Seungwoo Nam	General Corporate Loan	4,000		4,000	
		Purchase Card Loan	3,778		3,778	
		Loan for Facility		3,300		3,300
		Facility Finance Loan	1,600		1,600-	
		Purchase Card Loan		1,721		1,721
Pulmouwon Tech co.	Related party of Non executive director, Seungwoo Nam	Note Discount		1,234	1,234	
Food Merce	Related party of Non executive director,	Loan for Purchasing	362	636		998

Edgar Filing: KOOKMIN BANK - Form 6-K

Seungwoo Nam				
<b>Pulmouwon Healthy Life</b>	<b>Related party of Non executive director, Seungwoo Nam</b>	<b>General Corporate Loan</b>	<b>978</b>	<b>978</b>
<b>Total</b>			<b>14,912</b>	<b>9,812</b>
			<b>11,698</b>	<b>13,026</b>



**Table of Contents**

**8.2.2. Real Estate Transaction**

(Unit: in millions of Won)

Name	Relation with		Type	Account	Deposits	Rent Fee
	Kookmin Bank					
<b>Haitai</b>	<b>Related party of</b>					
<b>Confectionary &amp; Foods</b>	<b>Non executive director,</b>		<b>Building</b>	<b>Rental Deposit</b>	<b>150</b>	
<b>National Pension Corporation</b>	<b>Shareholder</b>		<b>Building</b>	<b>Rental Income</b>	<b>550</b>	
<b>Pulmuone Life Co.</b>	<b>Related party of</b>					
	<b>Non executive director</b>		<b>Building</b>	<b>Rental Income</b>	<b>10</b>	<b>0.5</b>
<b>Total</b>					<b>710</b>	<b>0.5</b>

**Table of Contents**

**9. Exhibits**

**9.1. List of Financial Statements**

	<b>Page</b>
Kookmin Bank Interim Review Report as of and for the nine-months period ended September 30, 2003 and 2002	
n Non-Consolidated Balance Sheets as of September 30, 2003 and December 31, 2002	4
n Non-Consolidated Statements of Income for the nine-month period ended September 30, 2003 and 2002	5
n Non-Consolidated Statements of Cash Flows for the nine-month period ended September 30, 2003	6
n Notes to Non-Consolidated Financial Statements September 30, 2003	8

Table of Contents

# **KOOKMIN BANK**

## **Interim Financial Statements**

**As of September 30, 2003 and**

**for the three-month period ended September 30, 2003 and**

**nine-month periods ended September 30, 2003 and 2002**

**Table of Contents**

**KOOKMIN BANK**

**Content**

**September 30, 2003 and 2002**

	<b><u>Page(s)</u></b>
Independent Accountant's Report	1 3
<b>Non-Consolidated Financial Statements</b>	
Balance Sheets	4
Statements of Operations	5
Statements of Cash Flows	6 7
Notes to Financial Statements	8 56

**Table of Contents**

**Report of Independent Accountants**

To the Board of Directors and Shareholders of

Kookmin Bank

We have reviewed the accompanying non-consolidated balance sheet of Kookmin Bank ( the Bank ) as of September 30, 2003, the related non-consolidated statements of operations and cash flows for the three-month and nine-month periods ended September 30, 2003, and statement of operations for the nine-month period ended September 30, 2002, expressed in Korean Won. These financial statements are the responsibility of the Bank s management. Our responsibility is to issue a report on these financial statements based on our review. We have not performed a review of the statement of operations of the Bank for the three-month period ended September 30, 2002 presented herein for comparative purposes.

We conducted our review in accordance with the quarterly and semi-annual review standards established by the Securities and Futures Commission of the Republic of Korea. These standards require that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of the Bank s personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Based on our reviews, nothing has come to our attention that causes us to believe that the accompanying non-consolidated financial statements are not presented fairly, in all material respects, in accordance with financial accounting standards generally accepted in the Republic of Korea.

We previously audited in accordance with auditing standards generally accepted in the Republic of Korea, the non-consolidated balance sheet as of December 31, 2002, and the related non-consolidated statement of operations, appropriations of retained earnings, and of cash flows for the year then ended, not presented herein, and in our report dated February 7, 2003, we expressed an unqualified opinion on those non-consolidated financial statements. In our opinion, except for the restatement made pursuant to the provisions under Statement of Korean Financial Accounting Standards No. 6, the balance sheet as of December 31, 2002 provided herein for comparative purposes does not differ, in all material respects, from the balance sheet from which it has been derived.

**Table of Contents**

As discussed in Note 2 to the accompanying non-consolidated financial statements, as of December 2002, the Bank changed the rates for determining the allowances for losses from consumer loans and credit card loans, in anticipation of the increasing risk of loan losses due to the increase in consumer loans and credit card loans, as follows:

Credit Risk Classification	Allowance Rates	Allowance Rates after Changes	
	before Changes	Consumer	Credit Cards
Normal	0.50%	0.75%	1.00%
Precautionary	2.00%	8.00%	12.00%
Sub-standard	20.00%	20.00%	20.00%
Doubtful	50.00%	55.00%	60.00%
Estimated loss	100.00%	100.00%	100.00%

As a result of the above change, the Bank's allowances for loan losses as of September 30, 2003 are increased by (Won)326,451 million for consumer loans and (Won)381,300 million for credit card loans compared to the amounts that which would have been recorded under the previous rates.

As discussed in Note 33 to the accompanying non-consolidated financial statements, on May 30, 2003, the Bank obtained approval from the Board of Directors to enter into a merger agreement with Kookmin Credit Card Co., Ltd. (the Subsidiary), its majority-owned subsidiary. According to the resolution of the Board of Directors, the Bank merged with the Subsidiary on September 30, 2003. The merger was effected through an exchange of shares with the shareholders of the Subsidiary as of July 24, 2003, besides the Bank, receiving 0.442983 share of the Bank's common stock for each share of the Subsidiary. The total assets and liabilities of the Subsidiary as of September 30, 2003 are (Won)10,595,409 million and (Won)9,391,897 million, respectively.

As discussed in Note 17 to the accompanying non-consolidated financial statements, the Bank sold to Sun Capital Inc., 65.43% of its 85.43% investment in, and (Won)172,024 million of its loans to, Alpha Capital Corp., for (Won)145,000 million on August 30, 2002. The Bank also sold an additional 5.03% of its investment in Alpha Capital Corp. to Sun Capital Inc. for (Won)900 million on October 28, 2002.

As discussed in Note 17 to the accompanying non-consolidated financial statements, the Bank sold its 87.00% investment in Kookmin Investment Trust Management Co., Ltd. to Morgan Stanley Private Equity (the M&A private funds led by Morgan Stanley Global Emerging Markets Inc. and affiliated funds) on May 29, 2002 and sold its 88.66% investment in Kookmin Leasing Co., Ltd. to Sun Capital Inc. on December 27, 2002.

As discussed in Note 4 to the accompanying non-consolidated financial statements, KB Investment Co., Ltd., Frontier Investment Co., Ltd., and Kookmin Investment Co., Ltd. were all previously subsidiaries of the Bank. To avoid duplicate investments, KB Investment Co., Ltd. merged with Frontier Investment Co., Ltd. and Kookmin Investment Co., Ltd. on December 31, 2001 and June 27, 2002, respectively.

**Table of Contents**

As discussed in Note 17 to the accompanying non-consolidated financial statements, the operations of the Bank may be directly or indirectly affected by the generally unstable economic conditions, and the impact of the implementation of structural reforms in the Republic of Korea. As of September 30, 2003, the Bank's total exposure (including debt securities, beneficiary certificates, and loans) to domestic credit card companies and capital companies amount to (Won)3,204,091 million. Currently, securities issued by credit card companies and capital companies, which are experiencing liquidity problems, are not widely traded in the bond market. The ultimate effect of these circumstances on the financial position of the Bank as of the balance sheet date cannot be presently determined, and accordingly, no adjustments related to such uncertainties have been recorded in the accompanying non-consolidated financial statements.

Accounting principles and review standards and their application in practice vary among countries. The accompanying financial statements are not intended to present the financial position, results of operations and cash flows in conformity with accounting principles and practices generally accepted in countries and jurisdictions other than the Republic of Korea. In addition, the procedures and practices used in the Republic of Korea to review such financial statements may differ from those generally accepted and applied in other countries. Accordingly, this report and the accompanying non-consolidated financial statements are for use by those who are knowledgeable about Korean accounting principles or review standards and their application in practice.

Seoul, Korea

October 15, 2003

This report is effective as of October 15, 2003, the review report date. Certain subsequent events or circumstances, which may occur between the review report date and the time of reading this report, could have a material impact on the accompanying non-consolidated financial statements and notes thereto. Accordingly, the readers of the review report should understand that there is a possibility that the above review report may have to be revised to reflect the impact of such subsequent events or circumstances, if any.

Samil Accounting Corporation is the Korean member firm of PricewaterhouseCoopers. PricewaterhouseCoopers refers to the network of member firms of PricewaterhouseCoopers International Limited, each of which is a separate and independent legal entity

**Table of Contents****KOOKMIN BANK****NON-CONSOLIDATED BALANCE SHEETS****September 30, 2003 and December 31, 2002****(Unaudited See Independent Accountant's Report)***(in millions of Korean Won)*

	<b>2003</b>	<b>2002</b>
<b>Assets</b>		
Cash and due from banks (Note 3)	(Won) 7,576,865	(Won) 4,599,356
Securities (Note 4)	30,589,115	30,940,750
Loans (Notes 5 and 6)	139,216,049	126,730,561
Fixed assets (Note 7)	3,069,436	3,092,616
Other assets (Note 8)	9,738,610	6,135,558
<b>Total assets</b>	<b>(Won) 190,190,075</b>	<b>(Won) 171,498,841</b>
<b>Liabilities and Shareholders' Equity</b>		
Deposits (Note 9)	(Won) 128,100,746	(Won) 123,109,653
Borrowings (Note 10)	14,152,348	10,690,754
Debentures (Note 11)	22,113,191	17,539,007
Other liabilities (Note 14)	15,715,943	9,784,798
<b>Total liabilities</b>	<b>180,082,228</b>	<b>161,124,212</b>
<b>Commitments and Contingencies (Notes 15 and 17)</b>		
Common stock (5,000 Won par value, authorized 1 billion shares, and 336,379,116 shares outstanding in 2003) (Notes 1 and 18)	1,681,896	1,641,293
Capital surplus (Note 19)	6,233,045	5,864,752
Retained earnings (Note 20)	2,033,159	2,742,335
Capital adjustments (Note 21)	159,747	126,249
<b>Total shareholders' equity</b>	<b>10,107,847</b>	<b>10,374,629</b>
<b>Total liabilities and shareholders' equity</b>	<b>(Won) 190,190,075</b>	<b>(Won) 171,498,841</b>

The accompanying notes are an integral part of these non-consolidated financial statements.



**Table of Contents****KOOKMIN BANK****NON-CONSOLIDATED STATEMENTS OF OPERATIONS**

For the three months and nine months ended September 30, 2003 and 2002

Unaudited See Independent Accountant's Report)

*(in millions of Korean Won, except per share amounts)*

	Three-month period		Nine-month period	
	2003	2002 (not reviewed)	2003	2002
<b>Interest income</b>				
Interest on due from banks	(Won) 2,630	(Won) 11,656	(Won) 7,797	(Won) 39,314
Interest on trading securities	33,698	24,353	85,516	73,560
Interest on available-for-sale securities	227,041	136,885	571,510	442,571
Interest on held-to-maturity securities	160,623	194,008	524,120	634,260
Interest on loans	2,424,887	2,334,540	7,216,208	6,817,728
Other interest income	23,487	22,632	72,869	80,222
	<u>2,872,366</u>	<u>2,724,074</u>	<u>8,478,020</u>	<u>8,087,655</u>
<b>Interest expenses</b>				
Interest on deposits	1,074,935	1,196,131	3,257,955	3,581,922
Interest on borrowings	93,446	95,376	307,758	306,297
Interest on debentures	257,024	217,401	821,045	578,277
Other interest expenses	18,141	14,768	50,863	49,507
	<u>1,443,546</u>	<u>1,523,676</u>	<u>4,437,621</u>	<u>4,516,003</u>
Net interest income	1,428,820	1,200,398	4,040,399	3,571,652
Provision for loan losses (Note 6)	965,517	337,860	2,651,281	946,200
Net interest income after provision for loan losses	<u>463,303</u>	<u>862,538</u>	<u>1,389,118</u>	<u>2,625,452</u>
<b>Non-interest income</b>				
Fees & commission income	339,278	335,028	1,021,107	1,013,260
Dividends on trading securities	119	71	1,633	1,123
Dividends on available-for-sale securities	253	378	5,541	18,832
Gain on foreign currency transactions	35,177	68,940	201,103	142,416
Gain on derivatives transactions (Note 16)	485,198	537,473	1,802,395	1,297,454
Others (Note 22)	659,108	198,944	946,633	1,041,069
	<u>1,519,133</u>	<u>1,140,834</u>	<u>3,978,412</u>	<u>3,514,154</u>
<b>Non-interest expenses</b>				
Fees and commission expenses	53,966	82,065	146,344	254,248
General and administrative expenses (Note 23)	646,023	681,928	1,856,802	1,773,528
Loss on foreign currency transactions	44,988	17,797	174,004	182,178
Loss on derivatives transactions (Note 16)	486,063	441,130	1,767,507	1,134,410
Others (Note 22)	569,392	248,325	944,481	800,811

Edgar Filing: KOOKMIN BANK - Form 6-K

	1,800,432	1,471,245	4,889,138	4,145,175
Operating income (loss)	182,004	532,127	478,392	1,994,431
Non-operating income (expenses), net (Note 24)	(880,416)	(7,213)	(1,215,128)	191,733
Net income (loss) before income tax expense	(698,412)	524,914	(736,736)	2,186,164
Income tax expense (benefit) (Note 25)	(356,971)	176,070	(354,627)	673,296
Net income (loss)	(Won) (341,441)	(Won) 348,844	(Won) (382,109)	(Won) 1,512,868
Basic earnings (loss) per share (In Korean Won) (Note 26)	(Won) (1,050)	(Won) 1,101	(Won) (1,175)	(Won) 4,624

The accompanying notes are an integral part of these non-consolidated financial statements.

**Table of Contents****KOOKMIN BANK****NON-CONSOLIDATED STATEMENTS OF CASHFLOWS**

For the three months and nine months ended September 30, 2003

Unaudited See Independent Accountant's Report)

<i>(in millions of Korean Won)</i>	2003	
	Three-month period	Nine-month period
<b>Cash flows from operating activities</b>		
Net loss	(Won) (341,441)	(Won) (382,109)
Adjustments to reconcile net loss to net cash provided by operating activities		
Realized gain on trading securities, net	(10,399)	(64,005)
Unrealized gain on trading securities, net	(25,805)	(71,324)
Provision for loan losses due to merger	1,652,264	1,652,264
Loss (gain) on foreign currency transactions, net	9,811	(27,099)
Provision for loan losses	965,517	2,651,281
Reversal of losses from guarantees and acceptances	(122,940)	(194)
Gain on derivatives transactions, net	865	(34,888)
Gain on valuation of derivatives, net	(35,755)	(39,633)
Gain on fair value hedged items	(14,405)	(6,329)
Retirement benefits	24,371	70,361
Depreciation and amortization	117,430	328,342
Loss on disposal of fixed assets, net	(378)	33,175
Realized gain on available-for-sale securities, net	(199,476)	(280,640)
Impairment on available-for-sale securities, net	34,965	68,226
Realized gain on held-to-maturity securities	(953)	(2,221)
Unrealized gain on investment in associates, net	(588,380)	(238,738)
Loss on sale of loans, net		1,633
Others, net	(5,658)	(18,474)
Changes in assets and liabilities resulting from operations		
Accrued income	(143,020)	(118,636)
Prepaid expenses	(196,205)	(225,370)
Deferred tax assets	(191,059)	(340,985)
Other assets	(165)	3,002
Accrued expenses	(49,707)	(224,215)
Unearned income	(17,496)	(26,658)
Withholding taxes	(9,532)	2,682
Other liabilities	42,987	318,544
Retirement benefits	(3,686)	(10,909)
Accounts payable		384
Account for agency business	(20,572)	(31,324)
Deferred tax liabilities		(17,298)
Stock compensation expense (reversal)	736	(1,947)
<b>Net cash provided by operating activities</b>	<b>871,914</b>	<b>2,966,898</b>

The accompanying notes are an integral part of these non-consolidated financial statements.



**Table of Contents****KOOKMIN BANK****NON-CONSOLIDATED STATEMENTS OF CASHFLOWS**

For the three months and nine months ended September 30, 2003

Unaudited See Independent Accountant's Report)

<i>(in millions of Korean Won)</i>	2003	
	Three-month period	Nine-month period
<b>Cash flows from investing activities</b>		
Increase in due from banks	(Won) (1,388,617)	(Won) (2,088,361)
Decrease in trading securities	931,748	1,808,666
Decrease in available-for-sale securities	3,431,662	839,688
Increase in loans granted, net	(3,690,657)	(10,432,242)
Proceeds from disposal of fixed assets	13,640	143,382
Acquisition of fixed assets	(78,586)	(248,530)
Acquisition of intangible assets	(55)	(396)
Proceeds from disposal of foreclosed assets	205	338
Acquisition of foreclosed assets	(165)	
Increase in guarantee deposits	(1,270)	(22,316)
Increase in other accounts receivable	(1,210,148)	(2,902,319)
Increase in payments in advance	(10,838)	(38,521)
Decrease in derivatives assets, net	50,073	114,609
(Payments for) collection of domestic exchange receivables	(52,541)	712,147
Collection of loans to trust accounts	1,135	37,883
<b>Net cash used in investing activities</b>	<b>(2,004,414)</b>	<b>(12,075,972)</b>
<b>Cash flows from financing activities</b>		
Increase in deposits, net	404,390	4,996,889
(Decrease) increase in borrowings, net	(1,636,620)	1,000,842
Increase (decrease) in debentures, net	135,781	(357,977)
Increase in borrowings from trust accounts	1,363,680	2,098,229
Decrease in dividend payable	(3)	(325,235)
Increase in other accounts payable	922,429	2,458,625
(Decrease) increase in advances received from customers	(799,923)	369,692
(Decrease) increase in guarantee deposits received	(569)	(7,798)
(Decrease) increase in domestic exchange payables	(114,596)	(305,948)
Increase in liabilities incurred by agency relationships	109,503	59,424
Stock options exercised		(35)
Acquisition of treasury stock	(29,094)	(29,094)
Sale of treasury stock		50
<b>Net cash provided by financing activities</b>	<b>354,978</b>	<b>9,957,664</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(777,522)</b>	<b>848,590</b>
Cash and cash equivalents, beginning of the period (Note 34)	4,726,693	3,100,581
Increase due to merger	33,343	33,343
<b>Cash and cash equivalents, end of the period (Note 34)</b>	<b>(Won) 3,982,514</b>	<b>(Won) 3,982,514</b>

The accompanying notes are an integral part of these non-consolidated financial statements.

---

**Table of Contents**

**KOOKMIN BANK**

**NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2003 and December 31, 2002 and**

**for the three-month and nine-month periods ended September 30, 2003 and 2002**

**(Unaudited - See Independent Accountant's Report)**

---

**1. The Bank**

Kookmin Bank ( the Bank ) was established in 1963 under the Citizens National Bank Act to provide and administer funds for financing the general public and small businesses. Pursuant to the repeal of the Citizens National Bank Act, effective January 5, 1995, the Bank has conducted its operations in accordance with the provisions of the General Banking Act.

The Bank merged with Korea Long Term Credit Bank ( KLB ) on December 31, 1998 and with Daegu, Busan, Jeonnam Kookmin Mutual Savings & Finance Co., Ltd. on August 22, 1999. Also, under the decision of the Financial Supervisory Commission in accordance with the Structural Improvement of the Financial Industry Act, the Bank purchased certain assets, including loans classified as normal or precautionary, and assumed most of the liabilities of Daedong Bank as of June 29, 1998. Also, the Bank completed the legal consolidation with H&CB as of October 31, 2001 (Note 32) and merged with Kookmin Credit Card Co., Ltd. (the Subsidiary , its majority-owned subsidiary, on September 30, 2003 (Note 33).

The Bank had its shares listed on the Korea Stock Exchange since September 1994. As a result of the business combination with H&CB, the former shareholders of the Bank and H&CB received new common shares of the Bank on the basis of a pre-determined ratio. The new common shares of the Bank were relisted on the Korea Stock Exchange as of November 9, 2001. As of September 30, 2003, the Bank's paid-in capital amounts to (Won)1,681,896 million and 35,729,664 shares of the Bank are listed on the New York Stock Exchange as American Depositary Shares ( ADSs ).

The Bank engages in the banking and trust businesses according to the provisions of the General Banking Act and the Trust Business Act and operates through 1,255 domestic branches and offices (excluding ATMs) and three overseas branches as of September 30, 2003.

**2. Summary of Significant Accounting Policies**

The significant accounting policies followed by the Bank in the preparation of its non-consolidated financial statements are summarized below.

**Basis of Financial Statement Presentation**

## Edgar Filing: KOOKMIN BANK - Form 6-K

The Bank maintains its official accounting records in Korean Won and prepares statutory financial statements in the Korean language in conformity with financial accounting standards generally accepted in the Republic of Korea. The accompanying financial statements have been condensed, restructured and translated into English from the Korean language non-consolidated financial statements. Certain accounting principles applied by the Bank that conform with financial accounting standards and accounting principles in the Republic of Korea may not conform with generally accepted accounting principles in other countries. Accordingly, these financial statements are intended for use by those who are informed about Korean accounting principles and practices.

The preparation of the non-consolidated financial statements in conformity with financial accounting standards requires management to make estimates and assumptions that affect amounts reported therein. Although these estimates are based on management's best knowledge of current events and actions that the Bank may undertake in the future, actual results may be different from those estimates.

### **Application of the Statements of Korean Financial Accounting Standards**

The Bank's non-consolidated interim financial statements were prepared in accordance with financial accounting standards generally accepted in the Republic of Korea and Statements of Korean Financial Accounting Standards No. 2 through No. 9, in effect for the fiscal periods beginning after December 31, 2002.

The significant accounting policies adopted by the Bank in the preparation of its interim financial statements are identical to the accounting policies followed by the Bank in the preparation of its annual financial statements for the year ended December 31, 2002, except for the classification of securities. The statements of cash flows for the three months and nine months ended September 30, 2002 are not presented pursuant to the transition provision of Statement of Korean Financial Accounting Standards No. 2.

The financial statements of prior periods, presented herein for comparative purposes, were reclassified in accordance with Korean Financial Accounting Standards applicable to the Bank as of September 30, 2003. Such reclassification does not affect either prior year net income or net assets.



---

**Table of Contents**

**KOOKMIN BANK**

**NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2003 and December 31, 2002 and**

**for the three-month and nine-month periods ended September 30, 2003 and 2002**

**(Unaudited - See Independent Accountant's Report)**

---

**Recognition of Interest Income**

The Bank recognizes interest income on loans and debt securities on an accrual basis. However, interest income on delinquent and dishonored loans and debt securities, other than those collateralized with security deposits or guaranteed by financial institutions, is recognized on a cash basis. As of September 30, 2003, the Bank has non-accrual loans and securities of (Won)10,681,874 million and (Won)380,497 million, respectively, with related foregone interest of (Won)665,046 million and (Won)191,727 million, respectively. However, loan balance of Kookmin Credit Card Co., Ltd. was not included in the above amount.

**Translation of Foreign Currency**

Assets and liabilities denominated in foreign currencies are translated into Korean Won at exchange rates announced by Seoul Money Brokerage Services, Ltd. (September 30, 2003, USD 1:(Won)1,150.2) at the balance sheet date. The resulting exchange gains or losses are reflected in other operating income or expenses.

**Allowances for Loan Losses**

The Bank applies its internal credit rating system, the Forward Looking Criteria ( FLC ), to corporate loans in order to classify the borrowers and to determine the allowances for loan losses. Effective as of January 1, 2002, the classification of corporate borrowers was changed from 10 credit risk categories (AAA, AA, A, BBB, BB, B, CCC, CC, C, D) to 12 credit risk categories (AAA, AA, A, BBB, BB, BB-, B, B-, CCC, CC, C, D). The credit risk classification under the FLC is based on a scaled valuation of financial and non-financial risks with additional consideration of the loan type, collateral and/or guarantees.

Allowances are determined by applying at minimum the following rates to the outstanding balances of each credit risk classification:

<u>Credit Risk Classification</u>	<u>Credit Ratings</u> <u>before Changes</u>	<u>Credit Ratings</u> <u>after Changes</u>	<u>Allowance Rates</u>
-----------------------------------	--	---	------------------------

Edgar Filing: KOOKMIN BANK - Form 6-K

Normal	AAA ~ B	AAA ~ B	0.5%
Precautionary	CCC	B-, CCC	2%
Sub-standard	CC	CC	20%
Doubtful	C	C	50%
Estimated loss	D	D	100%

However, the Bank does not apply the FLC to small-sized corporate loans, consumer loans, and credit card loans. Alternatively, the bank classifies such loans by considering the current financial status including delinquent number of days, bankruptcies and collateral value. As of December 2002, the rates used for determining the allowances for losses from corporate loans, consumer loans, and credit card loans were changed as follows:

Credit Risk Classification	Allowance Rates	Allowance Rates after Changes		
	before Changes	Corporate	Consumer	Credit Cards
Normal	0.50%	0.50%	0.75%	1.00%
Precautionary	2.00%	2.00%	8.00%	12.00%
Sub-standard	20.00%	20.00%	20.00%	20.00%
Doubtful	50.00%	50.00%	55.00%	60.00%
Estimated loss	100.00%	100.00%	100.00%	100.00%

As a result of the above change, the Bank's allowances for loan losses as of September 30, 2003 are increased by (Won)326,451 million for consumer loans and (Won)381,300 million for credit card loans compared to the amounts which would have been recorded under the previous rates.

**Table of Contents**

**KOOKMIN BANK**

**NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2003 and December 31, 2002 and**

**for the three-month and nine-month periods ended September 30, 2003 and 2002**

**(Unaudited - See Independent Accountant's Report)**

---

**Present Value Discounts**

Troubled debt restructuring loans, which are modified as to outstanding principal, interest rate, and/or maturity under programs such as workout, court receivership, court mediation, or debt restructuring agreements of parties concerned, are carried at present value if the difference between the book value and the present value of the restructured loan is significant. When estimating the present value of the loans, the Bank applies the interest rate as of the inception of the loans, except for the interest rate of variable rate loans and extended maturity loans, which are adjusted to reflect the interest rate as of the restructuring date. The present value discounts are recorded by reclassifying allowances for loan losses and if additional allowances need to be provided for, the additional allowances are provided and recognized as provision for loan losses of the current period. These present value discounts are amortized using the effective interest method and are recognized as other interest income. Allowances for loan losses on the restructured loans are provided for based on the loan balances net of present value discounts.

The Bank recorded (Won)13,940 million of present value discounts as of September 30, 2003 on long-term deposits placed with Hansol Mutual Savings & Finance Co., Ltd. (previously, Bukook Mutual Savings & Finance Co., Ltd.), a subsidiary of the Bank sold in December 1999 (See Note 3). The receivables from the disposal of foreclosed assets that are redeemed in long-term installments are recorded in the balance sheet net of the related present value discounts.

**Securities**

Securities that are bought and held principally for the purpose of generating profits on short-term differences in price, and which are actively and frequently bought and sold, are classified as trading securities. Debt securities with fixed or determinable payments and fixed maturity, and which the Bank has the positive intent and ability to hold to maturity are classified as held-to-maturity securities. Investments classified as neither trading securities nor held-to-maturity securities are classified as available-for-sale securities.

Trading and available-for-sale securities are carried at fair value, except for non-marketable equity securities classified as available-for-sale securities, which are carried at cost. Trading and available-for-sale debt securities are carried at fair value as provided by private bond pricing institutions.

Unrealized holding gains or losses on trading securities are charged to current operations and those resulting from available-for-sale securities are recorded as capital adjustments, the accumulated amount of which shall be charged to operations when the related securities are sold or when an impairment loss on the securities is recognized.

Held-to-maturity securities are generally carried at amortized cost. Premiums and discounts on debt securities are amortized over the maturity period using the effective interest method.

Impairment losses are recognized in current operations when the recoverable amounts are less than the acquisition cost of equity securities or amortized cost of debt securities.

### **Investments in Associates**

Investments in associates, over which the Bank exercises significant control or influence, are accounted for under the equity method. Under the equity method, the Bank records changes in its proportionate ownership of the associate in current operations, as capital adjustments or as adjustments to retained earnings, depending on the nature of the underlying change in the book value of the investment in associate.

The Bank discontinues the equity method of accounting for investments in associates when the Bank's share of accumulated losses equals the costs of the investments and until the subsequent cumulative changes in its proportionate net income of the associate equal its cumulative proportionate net losses not recognized during the periods when the equity method was suspended.

Differences between the initial purchase price and the Bank's initial proportionate ownership of the net book value of the associate are amortized or accreted using the reasonable method and are charged to current operations.

Gains and losses recorded by the Bank from inter-company transactions with associates are fully eliminated. Gains and losses recorded by the associates from these transactions are proportionately eliminated, based on the Bank's percentage of ownership.

**Table of Contents****KOOKMIN BANK****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

As of September 30, 2003 and December 31, 2002 and

for the three-month and nine-month periods ended September 30, 2003 and 2002

(Unaudited - See Independent Accountant's Report)

**Fixed Assets and Related Depreciation**

Tangible assets are recorded at cost, except for upward revaluation of certain assets in accordance with the Korean Asset Revaluation Law. Depreciation is calculated based on the estimated average useful lives of the assets and is presented as accumulated depreciation, which is a contra account of tangible assets in the financial statements.

The estimated useful lives and depreciation methods of the tangible assets are as follows:

<u>Tangible assets</u>	<u>Depreciation Method</u>	<u>Estimated Useful Life</u>
Buildings and structures	Straight-line method	40 years
Leasehold improvements	Declining balance method	4-5 years
Equipment and vehicles	Declining balance method	4-5 years

Expenditures that enhance the value or extend the useful life of the assets involved are capitalized as additions to tangible assets. Routine maintenance and repairs are recognized as expenses as incurred.

Foreclosed assets acquired through, or in lieu of, loan redemption are stated at cost and are not depreciated. A valuation allowance is recorded where the latest bidding price at a public auction is below the book value, and is presented as a contra account of foreclosed assets in the financial statements.

Intangible assets are amortized based on the following estimated average useful lives and are presented in the financial statements net of accumulated amortization:

<u>Intangible Asset</u>	<u>Amortization Method</u>	<u>Estimated Useful Life</u>
Goodwill	Straight-line method	9 years
Development costs	Straight-line method	5 years
Trademarks	Straight-line method	1-10 years

Others

Straight-line method

7-30 years

The Bank estimated the useful life of endowment assets that are beneficial upon usage, classified under other intangible assets, as 30 years based on the term of the contract.

The Bank recorded goodwill as a result of the merger with H&CB for the cost of the merger exceeding the fair value of the net assets acquired.

Development costs directly related to new technology or new products (including costs related to software development) are capitalized as intangible assets to the extent that the estimated future benefits are probable.

The Bank adjusts the book value of a fixed asset to its recoverable amount and recognizes the difference as an impairment loss when the recoverable amount is significantly below the book value due to obsolescence or decline in market value. The subsequent increase in recoverable amount in excess of the book value is recognized, to the extent of the pre-impairment book value, as reversal of fixed asset impairment losses.

#### **Stock Issuance Costs and Debenture Issuance Costs**

Stock issuance costs are deducted from paid-in capital in excess of par value. Debenture issuance costs are recorded as discounts on debentures and amortized over the maturity period of the debentures using the effective interest method.

#### **Accrued Retirement Benefits-**

Employees and directors with more than one year of service as of June 30, 2003 are entitled to receive a lump-sum payment upon termination of their employment with the Bank, based on their length of service and rate of pay at the time of termination. Additionally, the Bank records the contributions to pension funds, which grant the payment rights to its employees, and contributions to the National Pension Fund, as contra accounts of accrued retirement benefits.

**Table of Contents**

**KOOKMIN BANK**

**NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2003 and December 31, 2002 and**

**for the three-month and nine-month periods ended September 30, 2003 and 2002**

**(Unaudited - See Independent Accountant's Report)**

---

**Guarantees and Acceptances**

The Bank applies the credit risk classification used for loans to outstanding guarantees and acceptances, and provides allowances for losses of 20%, 50% and 100% of the outstanding guarantees and acceptances classified as sub-standard, doubtful, and estimated loss, respectively.

**Deferred Income Taxes**

The Bank records the future tax effects of temporary differences between the financial and tax bases of assets and liabilities as deferred tax assets or liabilities. The tax effects of temporary differences arising from the cumulative effects of accounting changes are adjusted in retained earnings.

**Bonds under Repurchase/Resale Agreements**

Securities bought under resale agreements are recorded in loans as bonds purchased under resale agreements. Securities sold under repurchase agreements are recorded in borrowings as bonds sold under repurchase agreements. Interest from bonds purchased under resale agreements and bonds sold under repurchase agreements are recognized as interest income on loans and interest expense on borrowings, respectively.

**Derivatives Instruments**

Derivative instruments for trading or hedging purpose are recorded at fair value and resulting unrealized gains and losses are recognized in current operations, except for the effective portion of derivative transactions entered into for the purpose of cash-flow hedges, which is recorded as an adjustment to shareholders' equity.

Fair value hedge accounting is applied to a derivative instrument with the purpose of hedging the exposure to changes in the fair value of an asset or a liability or a firm commitment that is attributable to a particular risk. The gain or loss, both on the hedging derivative instrument and on the hedged item attributable to the hedged risk, is reflected in current operations.

Cash flow hedge accounting is applied to a derivative instrument with the purpose of hedging the exposure to variability in expected future cash flows of an asset or a liability or a forecasted transaction that is attributable to a particular risk. The effective portion of the gain or loss on a derivative instrument designated as a cash flow hedge is recorded as a capital adjustment and the ineffective portion is recognized in current operations. The effective portion of the gain or loss recorded as a capital adjustment is reclassified to current operations in the same period during which the hedged forecasted transaction affects earnings. If the hedged transaction results in the acquisition of an asset or the incurrence of a liability, the gain or loss recognized as a capital adjustment is added to or deducted from the asset or the liability.

### **Stock Options**

The Bank applies the intrinsic value method, as it expects the settlement of stock options in cash. Accordingly, the Bank recognizes the compensation cost, which is the difference between the exercise price and the stock price as of the balance sheet date, by allocating the amount over the contracted service period ( Note 13).

### **National Housing Fund**

The Bank, as designated by the Korean Government under the Housing Construction Promotion Law, manages the sources and uses of funds of the National Housing Fund (the NHF ) and records the related NHF account in other liabilities. In addition, the Bank pays interest, which is computed by multiplying the average balance of the NHF account by the passbook deposit interest rate, to the NHF.



**Table of Contents**

**KOOKMIN BANK**

**NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2003 and December 31, 2002 and**

**for the three-month and nine-month periods ended September 30, 2003 and 2002**

**(Unaudited - See Independent Accountant's Report)**

---

**Gains and Losses on Trust Management**

The Bank's trust accounts (the Trust Accounts) recognize as an expense the trust commissions paid to the banking accounts, which is equivalent to the total trust revenue less total trust expenses and trustee benefits (including the guaranteed principal and minimum rate of return). The Bank recognizes these trust commissions as a gain on trust management in other operating income. The trust fees on money trusts consist of base fees of 0.5% ~ 2.0% (depending on trust fund types) and special fees applied to the invested capital.

Under the Trust Business Act, reserves for future losses are set up in the trust accounts for losses related to those trust funds with a guarantee of the principal or of a certain minimum rate of return. The reserves are used to provide for the losses on such trust funds and, if the losses are incurred in excess of the reserves for future losses, the excess losses are compensated by the Bank. Accordingly, the banking accounts recognize the compensation paid as a loss on trust management in other operating expenses and the trust accounts recognize the corresponding compensation as compensation from banking accounts. There were no compensations paid for the nine-month period ended September 30, 2003.

**Translation of the Foreign Currency Financial Statements of Foreign Entities**

Accounting records of the overseas branches are maintained in the foreign currency prevailing in their respective countries. For the purpose of presentation in the accompanying financial statements, the financial statements of the branches have been translated into Korean Won, using exchange rates published by Seoul Money Brokerage Services, Ltd. as of September 30, 2003.

**Statement of Cash Flows**

In the preparation of the statement of cash flows, the Bank has presented net amounts of cash inflows and cash outflows for items where the turnover is quick and the amounts are large.

**Table of Contents****KOOKMIN BANK****NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS**

As of September 30, 2003 and December 31, 2002 and

for the three-month and nine-month periods ended September 30, 2003 and 2002

(Unaudited - See Independent Accountant's Report)

**3. Cash and Due from Banks**

Cash and due from banks as of September 30, 2003 and December 31, 2002 are summarized as follows (in millions of Won):

	<u>2003</u>	<u>2002</u>
<b>Cash on hand</b>		
Cash in Won	(Won) 3,040,602	(Won) 2,392,346
Cash in foreign currencies	208,123	186,780
	<u>3,248,725</u>	<u>2,579,126</u>
<b>Due from banks in Won</b>		
The Bank of Korea		
Reserve deposits in the Bank of Korea	3,424,674	1,340,482
Other banks		
Time deposits	21,346	41,192
Reserve deposits in other banks		